

IDW Media Holdings, Inc.

A Delaware Corporation
14144 Ventura Blvd, Suite 210
Sherman Oaks, CA 91423

(323) 433-6670
www.idwmh.com
davidj.jonas@idwmh.com

SIC Code: 2721

Annual Report

For the period ending OCTOBER 31, 2024 (the “Reporting Period”)

The number of shares outstanding of our Class B Common Stock was 26,405,192 (excluding 519,360 shares of Class B Common Stock held in treasury) as of OCTOBER 31, 2024.

The number of shares outstanding of our Class B Common Stock was 26,145,734 SHARES (excluding 519,360 shares of Class B Common Stock held in treasury) as of JULY 31, 2024 (end of previous reporting period).

The number of shares outstanding of our Class C Common Stock was 545,360 as of OCTOBER 31, 2024.

The number of shares outstanding of our Class C Common Stock was 545,360 as of JULY 31, 2024 (end of previous reporting period).

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company’s shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: ☒ No: ☐

As used in this Annual Report, unless the context otherwise requires, the terms the “Company,” “IDW Media Holdings,” “we,” “us,” and “our” refer to IDW Media Holdings, Inc., a Delaware corporation, and its subsidiaries, collectively. Each reference to a fiscal year in this Annual Report refers to the fiscal year ending in the calendar year indicated (for example, fiscal 2024 refers to the fiscal year ended October 31, 2024).

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

IDW Media Holdings, Inc.

Item 2 The address of the issuer's principal executive offices and address(es) of the issuer's principal place of business:

The name and address of the issuer's principal executive office:

IDW Media Holdings, Inc.
14144 Ventura Blvd, Suite 210
Sherman Oaks, CA 91423
(323) 433-6670
<http://www.idwmh.com>

The name and email address of the issuer's investor relations contact:

Davidi Jonas
investor.relations@idwmh.com

The address of the issuer's principal place(es) of business:

14144 Ventura Blvd., Suite 210, Sherman Oaks, CA 91423

Check box if principal executive office and principal place of business are the same address: X

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

Incorporated in the State of Delaware in May 2009.
Current Standing: Active

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

<u>Title of each class</u>	<u>CUSIP Number</u>	<u>Trading Symbol</u>
Class B common stock, par value \$0.01 per share	44951N 10 6	IDWM
Class C common stock, par value \$0.01 per share		

Item 5 Par or stated value and description of the security.

A. Par or Stated Value

Par or Stated Value: Class B common stock, \$0.01 par value.
Par or Stated Value: Class C common stock, \$0.01 par value.

B. Common or Preferred Stock

- Each share of Class B common stock entitles the holder thereof to one tenth of a vote per share. Each share of Class C common stock entitles the holder thereof to three votes per share.
- Dividends.* The Company last paid cash dividends in 2016. The Company does not currently anticipate paying any cash dividends in the foreseeable future and is using cash flows to invest in the growth of the business.

3. Holders of our Class C common stock are entitled to three votes per share. Because of their voting power, the holder of our Class C common stock will be able to control matters requiring approval by our stockholders, including the election of all of the directors, amendment of organizational documents and the approval of significant corporate transactions, including any merger, consolidation or sale of all or substantially all of our assets. As a result, the ability of any of the holders of our Class B common stock to influence our management may be limited. In addition, our dual class structure has an anti-takeover effect, and accordingly, the holder of the shares of Class C common stock has the ability to prevent any change in control transactions that may otherwise be in the best interest of stockholders.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

Class B Common Stock (as of October 31, 2024)

Total shares authorized:	35,000,000
Total shares outstanding:	26,405,192 shares (excluding 519,360 shares in treasury)
Number of shares in the Public Float:	11,758,972
Number of beneficial shareholders owning at least 100 shares:	100+
Total number of shareholders of record:	100+

Class B Common Stock (as of October 31, 2023)

Total shares authorized:	20,000,000
Total shares outstanding:	13,690,431 shares (excluding 519,360 shares in treasury)
Number of shares in the Public Float:	7,757,966
Number of beneficial shareholders owning at least 100 shares:	98
Total number of shareholders of record:	108

Class B Common Stock (as of October 31, 2022)

Total shares authorized:	20,000,000
Total shares outstanding:	13,534,148 shares (excluding 519,360 shares in treasury)
Number of shares in the Public Float:	11,166,212
Number of beneficial shareholders owning at least 100 shares:	98
Total number of shareholders of record:	108

Class C Common Stock (as of October 31, 2024, October 31, 2023, and October 31, 2022)

Total shares authorized:	2,500,000
Total shares outstanding:	545,360

Preferred Stock (as of October 31, 2024, October 31, 2023, and October 31, 2022)

Total shares authorized: 500,000
Total shares outstanding: 0

Item 7 The name and address of the transfer agent.

Equiniti Trust Company, LLC
48 Wall Street, 23rd Floor
New York, NY 10043
Attention: Relationship Management
Email: Admin1@equiniti.com

Equiniti Trust Company, LLC is a transfer agent registered under the Exchange Act and is regulated by the SEC.

Part C Business Information

Item 8 The nature of the issuer's business.

A. Business Development.

1. The Company is a corporation.
2. We were incorporated in the State of Delaware in May 2009.
3. Our fiscal year end date is October 31.
4. We have never been in bankruptcy or receivership.
5. N/A.
6. All of the warrants expired in fiscal 2023 as noted below.

<u>Number of Shares</u>	<u>Type of Share</u>	<u>Exercise Price</u>	<u>Expiration</u>
98,336	Class B common stock	\$ 1.94	August 21, 2023
89,243	Class B common stock	\$ 1.94	August 21, 2023

7. On March 30, 2023, by virtue of the election of the following five directors to the Board of Directors of the Company, a change of control of the Company was deemed to have taken place:

Howard S. Jonas (re-elected director)
Dave Breau
Davidi Jonas
Jonathan Rand
James R. Woody

On March 13, 2024, by virtue of the acquisition of all shares of Class C common stock by the Company's CEO, a change of control of the Company was deemed to have taken place.

8. On May 9, 2024, the Company's Board of Directors approved an increase to the number of authorized shares of Class B common stock, par value \$0.01 per share, from 20.0 million shares to 35.0 million shares.

In June and July of 2024, the Company consummated a non-brokered private placement pursuant to which the Company issued, in two rounds, an aggregate of 9,375,000 shares for total gross proceeds of \$3.0 million.

9. In May 2023, the Company announced a strategic organizational restructuring including the appointment of a new leadership team.

The Company has not paid any dividends in the past year and the next expected dividend date is unknown. The Company's last recorded dividend was in 2016.

10. On May 18, 2023, the Company voluntarily filed a Form 15 with the SEC to terminate the registration of its Class B Common Stock, par value \$0.01 per share, under Section 12(g) of the Exchange Act and suspend its reporting obligations under Section 13(a) and Section 15(d) of the Exchange Act.

11. Legal Proceedings: None.

B. Business of Issuer.

1. SIC Codes: 2721.
2. The Company is currently conducting operations.
3. The Company has never been a "shell company."
4. The Company has the following reportable business segments: IDW Publishing, or IDWP, and IDW Entertainment, or IDWE.

The Company's reportable segments are distinguished by types of service, customers and methods used to provide their services. The operating results of these business segments are regularly reviewed by the Company's chief operating decision maker. The Company evaluates the performance of its business segments based primarily on operating income (loss). The accounting policies of the segments are the same as the accounting policies of the Company as a whole.

IDWP creates comic books, graphic novels and digital content through its imprints IDW, Top Shelf Productions and Artist's Editions. IDWP is headquartered at 14144 Ventura Blvd, Suite 210, Sherman Oaks, CA and leases space at 2831 Camino del Rio, Suite 203, San Diego, CA.

IDWE is a production company and studio that develops, produces, and distributes content based on IDWP's original copyrighted intellectual property ("IP"), published in the form of comic books, graphic novels and any other forms of print publication, for a variety of formats including film and television. IDWE is headquartered at 14144 Ventura Blvd, Suite 210, Sherman Oaks, CA.

Operating results and assets for the business segments of the Company are included in the financial statements attached to this disclosure statement.

5. We are subject to the reporting requirements of the OTC Markets Group, and other applicable securities rules and regulations. Compliance with these rules and regulations will increase our legal and financial compliance costs, making some activities more difficult, time-consuming or costly. This will put increased demand on our systems and resources. The OTCQB requires, among other things, that we file annual, quarterly and current reports with respect to our business and results of operations.

Changing laws, regulations and standards relating to corporate governance and public disclosure create uncertainty for public companies, which increases legal and financial compliance costs and time expenditures for internal personnel. These laws, regulations and standards are subject to interpretation, which in many cases due to their lack of specificity, their application in practice may evolve over time as regulators and governing bodies provide new guidance. These changes may result in continued uncertainty regarding compliance matters and may necessitate higher costs due to ongoing revisions to filings, disclosures and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate regulatory or legal proceedings against us, and our business may be adversely affected.

As a public company under these rules and regulations, we expect that it may make it more expensive for us to hire external auditors to perform requisite outside audited financial statements, as well as obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our audit committee and compensation committee and could also make it more difficult to attract qualified executive officers.

As a result of disclosure of information in filings required of a public company, our business and financial condition will become more visible, which we believe may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business and results of operations could be adversely affected, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and adversely affect our business and results of operations.

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extend to which the cost of such activities were borne directly by the customers: N/A.
7. Costs and effects of compliance with environmental laws (federal, state, and local): N/A.
8. As of October 31, 2024, the Company had 48 full-time U.S.-based employees, including 47 full-time employees at IDWP, and 1 full-time employee at IDWE.

Item 9 The nature of products or services offered.

IDW Publishing

- A. IDWP is an award-winning publisher of comic books, graphic novels, and art books through its IDW and Top Shelf Productions imprint. Founded in 1999, it has a long tradition of supporting original, powerful creator-driven titles. In 2002, IDWP published *30 Days of Night* by Steve Niles and Ben Templesmith, followed by other horror titles that helped kickstart a resurgence in horror-comic publishing across the industry. Since then, IDWP has significantly diversified its publications. Joe Hill and Gabriel Rodríguez's *Locke & Key*, Jonathan Maberry's *V Wars*, Beau Smith's *Wynonna Earp*, Alan Robert's *The Beauty of Horror* adult coloring books, and Darwyn Cooke's graphic novel adaptations of Richard Stark's Parker novels are just a few of the thousands of award-winning titles published since its inception.

There are two primary sources of the content that IDWP develops, publishes, and exploits across a range of distribution channels:

- Content that has already been successfully exploited in other media by the owners/holders of the subject intellectual property, such as Paramount (*Teenage Mutant Ninja Turtles*, *Star Trek*), Hasbro (*My Little Pony*), Sega (*Sonic*), Toho (*Godzilla*), DC Comics and Marvel or which content is based on “celebrity” developed storylines such as *March* (story of the late Congressman Lewis’s involvement in the civil rights March on Selma and *They Called Us Enemy* (the story of George Takei’s experience in internment camps in the US during WWII) (“Licensed Content”).
 - Content that marks its debut to the consuming public via IDWP’s published products, inclusive of IDW imprints including IDW Originals and Top Shelf (“Controlled Content”). Controlled Content is developed from a diverse lineup of writers and illustrators creating content across all genres and for all age groups. The creators include top-tier talent such as *New York Times* bestselling writers like Scott Snyder on *Dark Spaces: Dungeon*, Stephen Graham Jones on *Earthdivers*, and G. Willow Wilson on *The Hunger and the Dusk*, in addition to up-and-coming talent with the goal of creating the bestsellers of tomorrow. Published in 2023, *Beneath the Trees Where Nobody See* garnered massive acclaim industry-wide, bringing new attention to IDWP’s Controlled Content.
- B. IDWP’s largest product group is the publication of comic book and trade paperback products, both of which are primarily distributed through four channels: (i) to comic book specialty stores (the “direct market”); (ii) to traditional retail outlets, including bookstores and mass market stores, on a returnable basis (the “book market”); (iii) direct-to-consumer sales through the Company’s website and app, and (iv) to e-book distributors (“digital publishers”). IDWP’s publications are widely available digitally through popular distributors such as Amazon, Apple iBooks, Google Play, Hoopla, Overdrive, Zinio, and via IDWP’s own webstore at idwpublishing.com and its own app. Through the direct market and book market, IDWP, including its imprints, sold over 4.3 million units in fiscal 2024 and is regularly recognized as one of the nation’s largest publishers in the comics & graphic novels category. Many of IDWP’s titles are available worldwide through foreign licensing agreements, with over 600 titles available in approximately 60 territories and 25 languages.

Penguin Random House (“PRH”) serves as the exclusive worldwide distributor for all IDWP printed products. Since June 2022, PRH has served as the exclusive worldwide multi-year sales and distributor for IDWP’s newly published and backlist comic book periodicals, trade collections, and graphic novels to the direct market comic shops.

- C. In 2024, IDW launched the imprint IDW Dark, which will expand and build off its 25-year history as a premier publisher of horror comics. IDW Dark will adapt Paramount titles such as *A Quiet Place*, *The Twilight Zone*, *Sleepy Hollow*, and *Event Horizon*, resurrect past titles such as *30 Days of Night*, and will publish the continuation of the wildly successful *Beneath the Trees Where Nobody Sees* as well as new titles such as *Blood Honey* and *Tuatha*.

IDW Originals, launched in July 2022, is a line of original comics and graphic novels from a diverse lineup of writers and artists creating content across all genres and for all age groups. IDW Originals works with top-tier talent including *New York Times* bestselling writers like Scott Snyder on *Dark Spaces: Wildfire*, Stephen Graham Jones on *Earthdivers*, and G. Willow Wilson on *The Hunger and the Dusk*, in addition to up-and-coming talent with the goal of creating the bestsellers of tomorrow. In 2023 IDW Originals launched *Beneath the Trees Where Nobody Sees* garnering massive acclaim industry wide and bringing new attention to the IP line. IDW Originals is also focused on creating IP that can be exploited across multiple media platforms.

- D. In order to continue to expand its business and compete with other industry participants, IDWP is constantly acquiring and publishing new Licensed and Controlled Content and is expanding the reach of existing and new products through the development of specialty, library, and education markets; increased direct-to-consumer initiatives; and broadening the reach of the Controlled Content through expanding to other product categories.
- E. IDWP's publications are printed primarily outside the United States in South Korea, China and Canada. IDWP's printers are affected by the price of paper in the foreign paper market.
- F. IDWP has two significant customers that pose a concentration risk, PRH and Scholastic Book Fairs, and for periods prior to June 2022, IDWP had a third significant customer, Diamond Comic Distributors.
- G. Top Shelf Productions is known for publishing graphic novels of literary significance including the #1 *New York Times* and *Washington Post* bestselling trilogy, *March*, by Congressman John Lewis, Andrew Aydin, and Nate Powell. *March* is the only graphic novel to have won the National Book Award and is one of the most taught graphic novels in schools. In July 2019, Top Shelf Productions released George Takei's graphic memoir, *They Called Us Enemy*, which debuted at #2 on the *New York Times* Paperback Nonfiction Best Sellers list and as a #1 bestseller on Amazon. Both titles are now perennial bestsellers and are considered two of the finest non-fiction graphic novels. Other iconic Top Shelf Productions titles include Kim Dwinell's *Surfside Girls*, Jeff Lemire's *Essex County* and *The Underwater Welder*, Hannah Templar's *Cosmoknights*, Lana Moore and Eddie Campbell's *From Hell*, and Alan and Steve Moore's *The Moon and Serpent Bumper Book of Magic*.

In addition to its core of creator-driven franchises, IDWP partners with the owners of major licensed brands to publish many successful licensed titles, including Paramount Global's *Teenage Mutant Ninja Turtles* and *Star Trek*; Sega's *Sonic The Hedgehog*; Toho's *Godzilla*; and Hasbro's *My Little Pony*. These licensed titles bring with them diverse built-in audiences and build cache and retailer support for IDWP. With licensed franchises, IDWP's strategy is to focus not only on licenses that have eager, built-in fan followings, but also ongoing licensor support through other channels, such as toys, animation, and film. This strategy enables IDWP to expand its audience reach and to pursue sub-license opportunities with foreign publishers. IDWP also collaborates with other comic book publishers to co-publish certain titles, including *Batman vs. Teenage Mutant Ninja Turtles* and *Locke & Key/The Sandman Universe: Hell & Gone* (with DC Comics), *Rick & Morty vs. Dungeons & Dragons* (with Oni Press, Inc.), *Teenage Mutant Ninja Turtles vs. Power Rangers* (with Boom Studios) and *Teenage Mutant Ninja Turtles vs. Master of the Universe* (with Dark Horse Comics, LLC).

IDWP is also home to Artist's Editions, which publishes oversized deluxe hardcovers featuring scans of original art printed at the same size they were drawn with the distinctive creative nuances that make original art unique. Some of the standout Artist's Editions titles include *Best of DC War*, John Byrne's *X-Men*, Jim Lee's *DC Legends*, Chris Samnee's *Black Widow*, and David Mazzucchelli's *Batman Year One*.

- H. The need for any government approval of principal products or services and the status of any requested government approvals: None.

IDW Entertainment

- A. IDWE was formed on September 20, 2013 to leverage Controlled Content into television series, features, and other forms of media by developing and producing original content. IDWE maintains a development slate of properties based on IDWP properties for the adult series/features marketplace and the kids, family, and animation spaces.

IDWE develops, produces, and distributes content based on IDWP's Controlled Content for a variety of formats including film and television, and seeks other possible opportunities for franchise expansion including role-playing games (RPGs) and beverages.

- B. The path to greenlighting a project can take many routes, but the two most common include internal development and partnering with established studios and streamers. For internal development, IDWE partners with established television and film talent to develop pitches based on our IP, then takes those pitches to buyers. Buyers who want to partner on IDWE's pitches will enter into a deal to commission a pilot script or feature screenplay, which will be the determining factor of a series or feature film being greenlit. In the second scenario, IDWE may option what's called clean IP (projects without any attachments or development with talent) to a buyer/production partner and develop/package a series or feature. While this scenario may require more work between IDWE and the buyer to develop a concept for adaptation, the advantage is that IDWE is doing this in tandem with the buyer or platform – guaranteeing that what is developed is strategically what they are looking for.
- C. In the past 12 months, IDWE announced a slate of titles with optioned deals with major studios, streamers, and distributors. As a part of these deals, IDWE will work closely to develop these properties as narrative television series, with the ultimate goal of securing a greenlight to production. These titles include:
- *The Kill Lock* with Amazon Content Services
 - *Dungeon* with Spooky Pictures/Vertigo Entertainment
 - *Brutal Nature* with leading Mexico-based animation studio Anima Studios
 - *The Delicacy* with Warners Bros. Television Studios
- D. IDWE is subject to significant competition, including from other studios/producers/distributors many of which operate with significantly larger staffs and funding than IDWE. Competitors include (i) smaller independent studios such as Entertainment One, Blumhouse, iTV, Annapurna and Miramax, (ii) major independent studios such as Sony TV and Warner Bros TV, (iii) vertically integrated studios such as Twentieth Television, Universal TV, CBS TV Studios and ABC Studios who develop, distribute and produce original television programming and; (iv) other entertainment divisions of comic book or graphic novel publishers such as Dark Horse, Oni Press, Image and BOOM who develop and produce television and film based on their publishing company's slate of IP. To the extent IDWE cannot meet the challenges from existing or new competitors or develop new product offerings to meet customer preferences or needs, its revenues and profitability could be adversely affected.
- E. IDWE leverages Controlled Content exclusively from IDWP.
- F. In certain periods, IDWE had two significant customers, Netflix and Fifth Season (formerly Endeavor Content LLC), that have posed a concentration risk.

- G. IDWE seeks to turn the deep catalog of Controlled Content and, where possible, Licensed Content, from IDWP into television, film and other franchise opportunities.
- H. The need for any government approval of principal products or services and the status of any requested government approvals: None.

Item 10 The nature and extent of the issuer's facilities

IDW Media Holdings is headquartered at 14144 Ventura Blvd, Suite 210, Sherman Oaks, CA. The term of the lease agreement with Brooklyn Investments LP commenced on August 1, 2022 for a term of five years. Currently, the annual rental expense is \$184,000.

IDW Media Holdings was formerly headquartered at 520 Broad Street, Newark, New Jersey, fourth floor. The term of the lease agreement with IDT Domestic Telecom Inc. commenced on December 1, 2018 and was month-to-month. The lease ended April 30, 2024.

IDW Publishing leases space at 2831 Camino del Rio, Suite 203, San Diego, California. The term of the lease agreement with Camino Del Rio South LLC commenced on August 1, 2024 for a term of 24 months. Currently, the annual rental expense is \$28,000.

IDW Publishing also leased space at 2355 Northside Drive, Suite 140, San Diego, California. The term of the lease agreement with CIO Mission City Holdings II, LLC commenced on June 1, 2022 for a term of 39 months. In August 2024, the Company vacated the office with the intention of reducing costs compared to the remaining costs associated with the lease. At time of filing, the Company was in final negotiations to settle with the Landlord.

Part D Management Structure and Financial Information

Item 11 Company Insider (Officers, Directors, and Control Persons).

The business address of each of the officers and directors is IDW Media Holdings, Inc., 14144 Ventura Blvd, Suite 203, Sherman Oaks, CA 91423.

The officers and directors may be contacted by email at investor.relations@idwmh.com or mail at IDW Media Holdings, Inc., 14144 Ventura Blvd, Suite 203, Sherman Oaks, CA 91423.

A. Officers and Directors.

Howard S. Jonas has served as our Chairman of the Board since our inception and as our Chairman (an executive officer position) since June 2022. He previously served as our Chief Executive Officer from February 2019 through April 2020. Howard Jonas founded IDT Corporation in August 1990, and has served as its Chairman of the Board of Directors since its inception. Howard S. Jonas served as Chief Executive Officer of IDT from October 2009 through December 2013 and from December 1991 until July 2001. IDT spun off the Company to its stockholders in September 2009. Howard S. Jonas is also the founder and has been President of Jonas Media Group (formerly Jonas Publishing) since its inception in 1979. From January 2014 until November 2017, Howard S. Jonas served as the Chief Executive Officer of Genie Energy Ltd., a former subsidiary of IDT that was spun off to stockholders in October 2011, and has served as Chairman of the board of directors of Genie Energy since the Spin-Off. From June 2016 to November 2016, Howard S. Jonas served as the Chairman of the Board of Zedge, Inc., a former subsidiary of IDT that was spun off to stockholders in June 2016. Howard S. Jonas has served as the Vice Chairman of Zedge, Inc. since November 2016. Howard S. Jonas also has served as the Chairman of the Board of Rafael Holdings, Inc., a former subsidiary of IDT that was spun off to stockholders in March 2018, since the Spin-Off, and also as the Chief Executive Officer until May 2021. Howard S. Jonas has been a director of Rafael Pharmaceuticals, Inc. (f/k/a Cornerstone Pharmaceuticals) since April 2013 and was appointed Chairman of the Board in April 2016. Howard S. Jonas received his B.A. in Economics from Harvard University.

Howard S. Jonas brings significant knowledge of all aspects of our Company and each industry it is involved in to the Board. In addition, having Howard S. Jonas on the Board provides our Company with effective leadership.

Davidi Jonas has been the Company's Chief Executive Officer since April 2023 and a director of the Company since March 2023 and was Executive Chairman (an Executive Officer position) of the Company from March 2023 to April 2023. Davidi Jonas previously served as the Company's Chief Strategy Officer from December 2018 until January 2020. Mr. Davidi Jonas served as Chief Executive Officer, President and Director of Straight Path Communications Inc. (NYSE MKT: STRP) from April 2013 until February 28, 2018 and served as Chairman of the Board of Straight Path Communications Inc. from August 1, 2013 until February 28, 2018. He has served as manager of Straight Path Spectrum from August 2012 until February 28, 2018 and served as Executive Vice President and director of Straight Path IP Group from November 2012 until February 28, 2018.

Dave Breau has been a director of the Company since March 2023. Mr. Breau is the Chief Operating Officer of DrizzleX, a water conservation startup. Previously, he was Chief Strategy Officer and General Counsel of MayStreet Inc., a VC-backed fintech startup. Mr. Breau helped lead the company through several funding rounds and negotiate the company's sale to the London Stock Exchange in 2022. Before MayStreet, Mr. Breau was General Counsel of Straight Path Communications Inc. (NYSE MKT: STRP), a publicly traded telecom. Mr. Breau and the executive team led a highly competitive M&A process culminating in the company's sale to Verizon in 2018. Previously, Mr. Breau spent nearly 10 years as an associate in litigation and government investigations at the law firms of Sidley Austin LLP and Sullivan & Cromwell LLP. Mr. Breau received his B.S. in mechanical engineering from Johns Hopkins University, and earned his J.D. from Duke University School of Law.

Marc E. Knoller has been a director of the Company since our inception. Mr. Knoller has served as the Chief Executive Officer of CTM Media Group, Inc. since its inception. Mr. Knoller served as the Company's Interim Chief Executive Officer from March 2020 to July 2020, the Company's Chief Executive Officer and President from inception to March 2015, and as Chief Operating Officer from March 2015 through December 2018. Prior to the Spin-Off, Mr. Knoller had served as an Executive Vice President of IDT since December 1998 and served as a director of IDT from March 1996 to August 2007. Mr. Knoller joined IDT as a Vice President in March 1991 and also served as a director of its predecessor. Mr. Knoller has served as Vice President of Jonas Media Group (f/k/a Jonas Publishing) since 1991. Mr. Knoller received his B.B.A. from Baruch College.

Jonathan Rand has been a director of the Company since March 2023. Mr. Rand was Chief Financial Officer of MayStreet Inc. from May 2018 through May 2022. Mr. Rand and the executive team led the company through a \$22.9 million A Round with Credit Suisse NEXT as lead, and to be acquired by the London Stock Exchange Group (LSEG) for over \$400 million in cash and earn out in May 2022. Mr. Rand is under contract with LSEG through May 31, 2023 to provide transitional and integration leadership. Mr. Rand served as Chief Financial Officer of Straight Path Communications Inc. (NYSE MKT: STRP) starting in June 2013, and as the Chief Operating Officer of its spectrum subsidiary, Straight Path Spectrum, Inc., since Jan 2015. Mr. Rand and the executive team led the Company through multiple steps resulting in its acquisition by Verizon in Feb 2018 for \$3.1 billion. Mr. Rand, together with the CEO and GC, was instrumental in the M&A process, working with Investment Bankers and M&A counsel. Mr. Rand led a complex integration with Verizon, and was rewarded for extraordinary performance. Mr. Rand joined Straight Path from Organic Motion, an innovative computer vision company where he served as President and Chief Operating Officer. Together with Organic Motion's CEO, Mr. Rand was named Innovator of the Year by Popular Mechanics in 2008. Mr. Rand co-led the process to raise a \$5.8 million B Round from Foundry Group. In 2002, Mr. Rand co-founded Indigo Partners LLC, a management consulting firm that provides go-to-market and financing strategies to software, Internet and telecommunications companies. From 1998 to 2001, Mr. Rand held key positions at Net2Phone, a spin-off from IDT Corporation, including EVP Sales, Treasurer and CEO of Net2Phone's Y@P division. Mr. Rand was IDT's EVP Sales & Finance and Treasurer from 1992 to 1998. Prior to joining IDT, Mr. Rand founded and later sold Campus Connection, a national magazine which achieved a circulation of 1.2 million. He started his career as a brand assistant at Procter & Gamble. Mr. Rand earned a B.S. in Economics from the Wharton School of the University of Pennsylvania in 1984.

James R. Woody has been a director of the Company since March 2023. Mr. Woody was the founding Executive Director and President of the Bishop John T. Walker School for Boys from 2007 to 2020 where he oversaw fund development, capital projects, communications, external relations and strategic alliances. Prior to that, Mr. Woody served in a number of executive roles in the nonprofit sector including President and Chief Executive Officer of Community of Hope, Inc., National Director of Strategic Alliances for Prison Fellowship, the nation's largest nonprofit serving prisoners and their families, Executive Director of the Bowery Mission's children and youth programs, and Executive Director of Communities in Schools of the Nation's Capital. From 1982 to 1993, Mr. Woody served in a variety of marketing and strategic planning roles with Bell Atlantic, including managing the company's marketing initiatives to the banking and insurance industries. Mr. Woody received his Master of Arts in Counseling from Regent University. He is a graduate of Leadership Greater Washington and a former fellow of the Aspen Ideas Festival. Mr. Woody currently serves on the governing board of the Washington National Cathedral.

Andrew DeBaker has been our CFO since May 2024, previously serving as Vice President of Accounting and Finance since May 2023. From November 2020 to April 2023, Mr. DeBaker served as Accounting Manager, Director of Accounting, and Director of Accounting and Finance for the Company. Mr. DeBaker has over 20 years of accounting, finance, and audit experience. Prior to IDW, from August 2014 to May 2019, Mr. DeBaker served as a Business Unit Financial Controller of Pulse Electronics, a global electronics manufacturer and distributor. Prior to 2014, Mr. DeBaker worked for a variety of companies including Caterpillar Global Mining, Young Broadcasting, Integrys Energy Group, and Ernst & Young. Mr. DeBaker earned a B.S. in Accounting from the Stern Business School of New York University and is a CPA with the State of New York.

Executive Compensation Table

The following table sets forth information concerning the total compensation received by, or earned by, during Fiscal 2024 by our named executive officers, Howard S. Jonas, our Chairman, Davidi Jonas, our Chief Executive Officer, and Andrew DeBaker, our Chief Financial Officer (collectively, the "Named Executive Officers").

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Share Awards (\$)	Option Awards (\$)	All other Compensation (\$)	Total (\$)
Howard S. Jonas Chairman	2024	-	-	-(1)	-	-	-
Davidi Jonas Chief Executive Officer	2024	35,524	-	1,843,763 ⁽²⁾	-(2)	-	1,879,287
Andrew DeBaker Chief Financial Officer	2024	168,577	-	61,579 ⁽³⁾	-	-	230,156

- (1) On April 5, 2022, the Company granted 1,104,972 restricted shares of Class B Common Stock to Howard S. Jonas as base compensation in lieu of cash. 220,995 shares vested on April 5, 2023 and April 5, 2024, and 220,994 shares shall vest on each of April 5, 2025, April 5, 2026 and April 5, 2027.
- (2) On January 7, 2024, the Company granted 2,727,273 restricted shares of the Company's Class B common stock to Davidi Jonas. 909,091 shares vested on March 31, 2024, and 909,091 shares shall vest on each of March 31, 2025, and March 31, 2026. In addition, the Company granted Davidi Jonas options to acquire 1,545,454 shares of the Company's Class B common stock at a price per share of \$0.4342. On January 16, 2025, the Company approved the conversion of the previously granted options to restricted shares, with 70% of shares vesting immediately based on previously achieved benchmarks and the remaining 30% vesting if additional benchmarks are achieved.
- (3) On April 25, 2024, the Company granted 157,896 restricted shares of the Company's Class B common stock to Andrew DeBaker, with the shares scheduled to vest in equal amounts on March 31, 2025, March 31, 2026, and March 31, 2027.

Fiscal 2024 Director Compensation Table

The following table sets forth information concerning the total compensation for any person who served as a non-employee director during Fiscal 2024:

Name	Dates of Board Service During Fiscal 2024	Fees Earned (\$)	Stock Awards (\$)	All Other Compensation (\$)	Total (\$)
Dave Breau	11/1/23-10/31/24	18,000 ⁽¹⁾	27,000 ⁽²⁾		45,000
Jonathan Rand	11/1/23-10/31/24	18,000 ⁽¹⁾	27,000 ⁽²⁾		45,000
James R. Woody	11/1/23-10/31/24	18,000 ⁽¹⁾	27,000 ⁽²⁾		45,000

(1) Represents the compensation earned by the Board of Directors in Fiscal 2024, paid in Fiscal 2025.

(2) Represents the grant date fair value of awards of 13,825 and 51,220 fully vested restricted shares of Class B Common Stock issued on January 5, 2024, and January 18, 2024, respectively, computed in accordance with FASB ASC Topic 718.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of the Company's Class B common stock ("Class B Common Stock") and the Company's Class C common stock ("Class C Common Stock") by (i) each person known by the Company to be the beneficial owner of more than 5% of the outstanding shares of the Class B Common Stock or Class C Common Stock, (ii) each of the Company's directors, and Named Executive Officers (who are listed in the "Executive Compensation" table, above), and (iii) all directors, Named Executive Officers and executive officers of the Company as a group. Unless otherwise noted in the footnotes to the table, to the best of the Company's knowledge, the persons named in the table have sole voting and investing power with respect to all shares indicated as being beneficially owned by them and except as otherwise noted, the address of the referenced individual is c/o IDW Media Holdings, Inc. 14144 Ventura Blvd, Suite 210, Sherman Oaks, CA 91423.

Unless otherwise noted, the security ownership information provided below is given as of the date of this filing and all shares are owned directly. Percentage ownership information is based on the following number of outstanding shares: 26,405,192 shares of Class B Common Stock and 545,360 shares of Class C Common Stock. In computing the number of shares of Class B Common Stock beneficially owned by a person and the percentage ownership of that person, we considered shares of Class B Common Stock subject to options and warrants held by that person that are currently exercisable or exercisable within sixty days.

Name	Number of Shares of Class C Common Stock	Percentage of Ownership of Class C Common Stock	Number of Shares of Class B Common Stock	Percentage of Ownership of Class B Common Stock	Percentage of Aggregate Voting Power**
Howard S. Jonas			4,992,173 ⁽¹⁾	18.5%	11.5%
Davidi Jonas	545,360	100.0%	7,870,259 ⁽²⁾	30.0%	54.8%
Andrew DeBaker			157,896	*	*
David L. Breau			116,429	*	*
Jonathan Rand			193,025	*	*
James R. Woody			126,429	*	*
Marc E. Knoller			105,434	*	*
All directors, Named Executive Officers and executive officers as a group (9 persons)			14,107,005	51.3%	67.9%

* Less than 1%.

** Voting power represents combined voting power of our Class C Common Stock (three votes per share) and our Class B Common Stock and Preferred Stock (one-tenth of one vote per share).

- (1) Consists of (i) 2,761,325 shares of Class B Common Stock, including 662,982 unvested restricted shares, of which 220,994 shares are scheduled to vest on each of April 5, 2025, April 5, 2026 and April 5, 2027; (ii) 1,313,255 shares of Class B Common Stock held by the HSJ 2019 Remainder Trust; (iii) 220,995 shares of Class B Common Stock held by the HSJ 2024 IDW Annuity Trust; and (iv) 33,616 shares of Class B Common Stock owned by the Jonas Foundation. Does not include (a) an aggregate of 3,466,820 shares of Class B Common Stock beneficially owned by trusts for the benefit of the children of Howard S. Jonas, as he does not exercise or share investment control of these shares, (b) 110,880 shares of Class B Common Stock owned by the Howard S. & Deborah Jonas Foundation, as Howard S. Jonas does not beneficially own these shares, and (c) 333,214 shares of Class B Common Stock owned by I9 Plus, LLC, which is owned by trust for the benefit of Howard S. Jonas' children, and managed by Howard S. Jonas' immediate family member.
- (2) Consists of (i) 545,360 shares of Class C Common Stock (which are convertible into Class B Common Stock); (ii) 5,212,840 shares of Class B Common Stock held directly, including 1,818,182 unvested restricted shares of Class B Common Stock, of which 909,091 shares are scheduled to vest on each of March 31, 2025, and March 31, 2026; (iii) 335,886 shares held in a trust for the benefit of Davidi Jonas, and (iv) options to purchase 503,351 shares of Class B Common Stock that are currently exercisable.

A. Other Control Persons.

None.

B. Legal/Disciplinary History.

N/A.

C. Disclosure of Family Relationships.

Shares of Class B Common Stock are beneficially owned by trusts for the benefit of the children of Howard S. Jonas and brothers/sisters of Davidi Jonas. Howard S. Jonas does not hold or share voting or investment control over these shares.

Davidi Jonas, a director of the Company and employed as the Chief Executive Officer of the Company, is the son of Howard S. Jonas, the Chairman of the Board and Chairman of the Company.

D. Disclosure of Related Party Transactions.

Review of Related Person Transactions

The Board of Directors has adopted a Statement of Policy with respect to Related Person Transactions, which is administered by the Corporate Governance and Nominating Committee. This policy covers any transaction or series of transactions in which the Company or a subsidiary is a participant, the amount involved exceeds \$120,000 and a Related Person has a direct or indirect material interest. Related Persons include directors, director nominees, executive officers, any beneficial holder of more than 5% of any class of the Company's voting securities, and any immediate family member of any of the foregoing persons. The policy also covers transactions which, despite not meeting all of the criteria set forth above, would otherwise be considered material to investors based on qualitative factors, as determined by the Corporate Governance and Nominating Committee with input from the Company's management and advisors. Transactions that fall within the definition are considered by the Corporate Governance and Nominating Committee for approval or other action. Based on its consideration of all of the relevant facts and circumstances, the Corporate Governance and Nominating Committee will decide whether or not to approve such transactions and will approve only those transactions that are in the best interests of the Company and its stockholders. If the Company becomes aware of an existing Related Person Transaction that has not been approved under this policy, the matter will be referred to the Corporate Governance and Nominating Committee at its next regularly scheduled meeting or to the Chairman of the Corporate Governance and Nominating Committee prior to such meeting. The Corporate Governance and Nominating Committee will evaluate all options available, including revision or termination of such transaction.

Transactions with Related Persons, Promoters and Certain Control Persons; Certain Relationships

The Company obtained its directors and officers insurance coverage from ARC Excess & Surplus, LLC ("ARC") in which and Company Consulting, LLC ("Mason and Co.") acted as the outside independent broker. Mason and Co. is owned by a family member of the Company's Chairman and principal stockholder. The Company paid ARC for the insurance coverage and Mason and Co. received a commission from ARC in the amount of \$12,000 in fiscal 2024.

The Company receives consulting services from an affiliate of the Company's Chairman and principal stockholder and previously leased office space on a month-to-month basis, which ended April 30, 2024. The Company incurred \$6,000 and \$31,000 of expenses for these services in the fiscal years ended October 31, 2024 and 2023, respectively. As of October 31, 2024 and 2023, the Company owed \$0 and \$3,000 to the affiliate, respectively.

On January 7, 2024, pursuant to a Restricted Stock Agreement the Company granted to Davidi Jonas 2,727,273 restricted shares of the Company's Class B common stock under the Company's 2019 Stock Option and Incentive Plan. Such shares shall vest, contingent on Davidi Jonas' remaining in continuous service to the Company, in substantially equal amounts on March 31, 2024, March 31, 2025, and March 31, 2026.

In addition, on January 7, 2024, the Company granted to Davidi Jonas, incentive stock options to acquire an aggregate of 1,545,454 shares of the Company's Class B common stock at a price per share of \$0.4342 (the closing price on the trading day preceding the grant). On January 16, 2025, the Company approved the conversion of the previously granted options to restricted shares, with 70% of shares vesting immediately based on previously achieved benchmarks and the remaining 30% vesting if additional benchmarks are achieved.

E. Disclosure of Conflicts of Interest.

None.

Item 12 Financial Information for the issuer's most recent fiscal period.

Financial Information for 2024 and 2023.

Independent Auditor's Report

Board of Directors and Shareholders
IDW Media Holdings, Inc. and Subsidiaries

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of IDW Media Holdings, Inc. and Subsidiaries, which comprise the consolidated balance sheets as of October 31, 2024 and 2023, and the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of IDW Media Holdings, Inc. and Subsidiaries as of October 31, 2024 and 2023, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Substantial Doubt About the Entity's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 19 to the financial statements, the collectability of certain receivables sold by the Company's distributor are in question and the dollar amount of the receivable in question cannot be estimated at this time and has stated that substantial doubt exists about the Company's ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about IDW Media Holdings, Inc. and Subsidiaries' ability to continue as a going concern for one year after the date that the financial statements are issued.

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of IDW Media Holdings, Inc. and 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 financial statements.
- Conclude whether, in our judgment, there are conditions or events considered in the aggregate, that raise substantial doubt about IDW Media Holdings, Inc. and 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.

/s/ ZWICK CPA, PLLC
f/k/a/ Zwick & Banyai, PLLC

Southfield, Michigan
January 29, 2025

IDW MEDIA HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS

(in thousands, except per share data)	October 31, 2024	October 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 7,432	\$ 3,599
Trade accounts receivable, net	6,269	7,263
Inventory	5,058	5,604
Prepaid expenses and other current assets	3,037	2,569
Total current assets	<u>21,796</u>	<u>19,035</u>
Non-current assets		
Property and equipment, net	327	570
Operating lease right-of-use assets, net	630	876
Intangible assets, net	305	410
Goodwill	199	199
Television costs, net	1,346	1,608
Other assets	33	54
Total assets	<u>\$ 24,636</u>	<u>\$ 22,752</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Trade accounts payable	\$ 1,985	\$ 2,439
Accrued expenses	1,707	1,584
Production costs payable	-	-
Deferred revenue	14	11
Operating lease obligations – current portion	318	297
Total current liabilities	<u>4,024</u>	<u>4,331</u>
Other liabilities		
Operating lease obligations – long term portion	341	613
Total liabilities	<u>\$ 4,365</u>	<u>\$ 4,944</u>
Commitments (see Note 13)		
Stockholders' equity (see Note 3):		
Preferred stock, \$.01 par value; authorized shares – 500; no shares issued at October 31, 2024 and October 31, 2023	-	-
Class B common stock, \$0.01 par value; authorized shares – 35,000; 26,925 and 14,209 shares issued and 26,405 and 13,690 shares outstanding at October 31, 2024 and October 31, 2023, respectively	260	135
Class C common stock, \$0.01 par value; authorized shares – 2,500; 545 shares issued and outstanding at October 31, 2024 and October 31, 2023	5	5
Additional paid-in capital	108,976	105,243
Accumulated deficit	(87,774)	(86,379)
Treasury stock, at cost, consisting of 519 shares of Class B common stock at October 31, 2024 and October 31, 2023	(1,196)	(1,196)
Total stockholders' equity	<u>20,271</u>	<u>17,808</u>
Total liabilities and stockholders' equity	<u>\$ 24,636</u>	<u>\$ 22,752</u>

See accompanying notes to consolidated financial statements.

IDW MEDIA HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Fiscal Years Ended	
	October 31, 2024	October 31, 2023
(in thousands, except per share data)		
Revenues	\$ 26,470	\$ 26,709
Costs and expenses:		
Direct cost of revenues	15,253	15,017
Selling, general and administrative	12,300	15,677
Depreciation and amortization	313	973
Total costs and expenses	27,866	31,667
Loss from operations	(1,396)	(4,958)
Interest income (expense), net	125	79
Other expense, net	(124)	(49)
Net loss	\$ (1,395)	\$ (4,928)
Basic and diluted net loss per share (see Note 2):		
Net loss	\$ (0.08)	\$ (0.37)
Weighted-average number of shares used in the calculation of basic and diluted loss per share:	17,238	13,149

See accompanying notes to consolidated financial statements.

IDW MEDIA HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Fiscal Years Ended October 31, 2024 and 2023

	<u>Class B Common Stock</u>		<u>Class C Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Accumulate d Deficit</u>	<u>Treasury Stock, at Cost</u>		<u>Total Stockholders , Equity</u>
	<u>Numbe r of Shares</u>	<u>Amount</u>	<u>Numbe r of Shares</u>	<u>Amount</u>			<u>Numbe r of Shares</u>	<u>Amount</u>	
(in thousands)									
Balance									
October 31, 2023	14,209	\$ 135	545	\$ 5	\$ 105,243	\$ (86,379)	519	\$ (1,196)	\$ 17,808
Stock based compensatio n	-	-	-	-	858	-	-	-	858
Issuance of common stock	9,375	94	-	-	2,906	-	-	-	3,000
Issuance of restricted stock	3,340	31	-	-	(31)	-	-	-	-
Net loss	-	-	-	-	-	(1,395)	-	-	(1,395)
Balance October 31, 2024	<u>26,925</u>	<u>\$ 260</u>	<u>545</u>	<u>\$ 5</u>	<u>\$ 108,976</u>	<u>\$ (87,774)</u>	<u>519</u>	<u>\$ (1,196)</u>	<u>\$ 20,271</u>
	<u>Numbe r of Shares</u>		<u>Numbe r of Shares</u>		<u>Additional Paid-In Capital</u>	<u>Accumulate d Deficit</u>	<u>Numbe r of Shares</u>		<u>Total Stockholders , Equity</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			<u>Shares</u>	<u>Amount</u>	
(in thousands)									
Balance									
October 31, 2022	14,053	\$ 134	545	\$ 5	\$ 104,553	\$ (81,451)	519	\$ (1,196)	\$ 22,045
Stock based compensatio n	-	-	-	-	690	-	-	-	690
Issuance of restricted stock	156	1	-	-	-	-	-	-	1
Net loss	-	-	-	-	-	(4,928)	-	-	(4,928)
Balance October 31, 2023	<u>14,209</u>	<u>\$ 135</u>	<u>545</u>	<u>\$ 5</u>	<u>\$ 105,243</u>	<u>\$ (86,379)</u>	<u>519</u>	<u>\$ (1,196)</u>	<u>\$ 17,808</u>

See accompanying notes to consolidated financial statements.

IDW MEDIA HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Years Ended	
	October 31, 2024	October 31, 2023
(in thousands)		
Operating activities:		
Net loss	\$ (1,395)	\$ (4,928)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Recoupment of television costs	(770)	(646)
Impairment of television costs	287	62
Depreciation and amortization	313	973
Loss on disposal of property and equipment	125	49
Bad debt expense	58	13
Stock based compensation	858	690
Amortization of right-of-use operating lease assets	246	281
Changes in operating assets and liabilities:		
Trade accounts receivable	863	(832)
Allowance for sales returns	73	4
Inventory	546	(1,319)
Prepaid expenses and other current assets	(447)	145
Television costs	745	462
Operating lease obligations	(251)	(278)
Trade accounts payable	(454)	1,118
Accrued expenses	123	(1,769)
Production costs payable	-	(33)
Deferred revenue	3	11
Net cash provided by (used in) operating activities	<u>923</u>	<u>(5,997)</u>
Investing activities:		
Capital expenditures	<u>(90)</u>	<u>(418)</u>
Net cash used in investing activities	<u>(90)</u>	<u>(418)</u>
Financing activities:		
Issuance of Class B Common Stock	<u>3,000</u>	<u>-</u>
Net cash provided by financing activities	<u>3,000</u>	<u>-</u>
Net increase (decrease) in cash and cash equivalents	3,833	(6,415)
Cash and cash equivalents at beginning of year	3,599	10,014
Cash and cash equivalents at end of year	<u>\$ 7,432</u>	<u>\$ 3,599</u>
Noncash investing and financing activities:		
Operating lease right-of-use asset and obligation for new lease	\$ 51	\$ -

See accompanying notes to consolidated financial statements.

IDW HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEARS ENDED OCTOBER 31, 2024 AND 2023

Note 1—Basis of Presentation and Summary of Significant Accounting Policies

Overview

IDW Media Holdings, Inc., a Delaware corporation, (“IDWMH”) together with its subsidiaries (collectively, the “Company”) is a diversified media company with operations in publishing and television entertainment. The terms “Company,” “we,” “us,” and “our” are used in this report to refer collectively to IDWMH and its subsidiaries through which various businesses are conducted.

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared by management in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The consolidated financial statements include the accounts of IDWMH and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. All amounts in these consolidated financial statements and notes to the consolidated financial statements are reflected on a consolidated basis for all periods presented.

The Company’s fiscal year ends on October 31st. Each reference below to a fiscal year refers to the fiscal year ending in the calendar year indicated (e.g., fiscal 2024 refers to the fiscal year ended October 31, 2024).

Going Concern

The accompanying consolidated financial statements have been prepared in conformity with U.S. GAAP, which contemplate continuation of the Company as a going concern, and assumes continuity of operations, realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As discussed in Note 19 to the financial statements, the collectability of certain receivables sold by the Company’s distributor are in question and the dollar amount of the receivable in question cannot be estimated at this time. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts of assets, liabilities, revenues, and expenses as well as the disclosure of contingent assets and liabilities. Actual results may differ from those estimates. The Company has considered information available to it as of the date of issuance of these consolidated financial statements and is not aware of any specific events or circumstances that would require an update to its estimates or judgements, or an adjustment to the carrying value of its assets or liabilities. The accounting estimates and other matters assessed include, but were not limited to the allowance for doubtful accounts, valuation of long-lived assets including intangible assets with finite useful lives and ultimate revenues for television costs, impairment of goodwill and other long-lived assets, and revenue recognition. These estimates may change as new events occur and additional information becomes available. Actual results could differ materially from these estimates.

Risks and Uncertainties

In November 2023, Yemen-based Houthi militia attacks on commercial ships transiting the Red Sea increased significantly, causing some vessels to detour around the tip of Africa. Since a significant portion of our products are printed by Asia-based companies, these detours have resulted in increased shipping times and costs. The Company has adapted by increasing the lead time before products are sent to printers. Widespread container-shipping detours are expected to extend possibly into 2025. We continue to closely monitor the situation and work closely with our shipping partners to minimize the impact on operations.

Although COVID-19 is no longer a public health emergency, any future health threat could have a negative impact on our future results of operations or financial condition.

In February 2022, the Russian Federation and Belarus commenced a military action with the country of Ukraine. As a result of this action, various nations, including the United States of America, have instituted economic sanctions against the Russian Federation and Belarus. The sanctions have prevented us from sub-licensing to Russian publishers and contracting with Russian-based creators, though neither have had a material impact on the Company's financial results.

On January 14, 2025, Diamond Comic Distributors, a major distributor to the direct market, filed for Chapter 11 bankruptcy protection. Although as of June 2022 the Company no longer distributes directly through Diamond, Diamond remains a client of our distributor, Penguin Random House ("PRH"). PRH is a creditor of Diamond, including related to IDW products distributed by PRH through Diamond. PRH paid IDW for IDW products ordered by Diamond, and, as a result of Diamond's bankruptcy, PRH may not be able to collect all or any of the corresponding amounts owed to PRH by Diamond. PRH has informally indicated to IDW that their understanding of the relevant terms of the contract between IDW and PRH provides that the significant majority of such uncollected amounts will be debited by PRH from future payments from PRH to IDW. IDW has not received any formal written communication, or definitive claim from PRH. IDW cannot at this time assess the likelihood that PRH will seek to debit any amounts against future payments to IDW, the amount of any such potential debit or the timing of any such debits. IDW is also making its own assessment of the relevant contractual language and the rights and obligations of the parties in respect of the current situation. In light of the foregoing as of the date of this report, we are unable to determine the potential impact, however it may have a significant negative impact on our future financial results and cash position. The Company will work to minimize any impact to the extent possible.

Recent changes in EU regulations and proposed tariffs have the potential to materially impact our business. The new EU regulations require all products sold in the EU to be manufactured in the EU or shipped directly from Asia as an effort to reduce carbon footprints. This has the potential to reduce stock availability, increase printing, shipping, and inventory costs. Proposed tariffs could potentially have a material effect on our print costs as all of our product is printed outside of the United States. We continue to monitor both situations and work with our shipping partners and PRH to minimize the impact on operations.

Segment Information

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 280, *Segment Reporting*, establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance.

The Company's chief operating decision maker is the Chief Executive Officer, who reviews the financial performance and the results of operations of the segments prepared in accordance with U.S. GAAP when making decisions about allocating resources and assessing performance of the Company (see Note 5).

The Company's principal business consists of the following segments:

- i. IDWP Publishing ("IDWP"), a publishing company that creates comic books, graphic novels and digital content through its imprints IDW, Top Shelf Productions and Artist's Editions; and
- ii. IDW Entertainment ("IDWE") a production company and studio that develops, produces, and distributes content based on IDWP's original copyrighted intellectual property ("IP"), published in the form of comic books, graphic novels and any other forms of print publication, for a variety of formats including film and television.

In the ordinary course of business, the Company's reportable segments enter into transactions with one another. The most common types of intersegment transactions include IDWE obtaining rights to produce television series based on content created by IDWP. All intersegment transactions are eliminated in consolidation and, therefore, do not affect consolidated results.

Cash Equivalents

Cash equivalents consist of liquid investments with original maturities of three months or less.

Trade Accounts Receivable, Net

Effective November 1, 2023, the Company adopted ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326)*, that changes the impairment model for most financial assets and certain other instruments. For receivables, loans and other instruments, entities will be required to use a new forward-looking "expected loss" model that generally will result in the earlier recognition of allowance for losses. For available-for-sale debt securities with unrealized losses, entities will measure credit losses in a manner similar to current practice, except the losses will be recognized as allowances instead of reductions in the amortized cost of the securities. In addition, an entity will have to disclose significantly more information about allowances, credit quality indicators and past due securities. The new provisions will be applied as a cumulative-effect adjustment to retained earnings. The adoption of the new standard didn't have a material effect on the Company's consolidated financial statements.

Trade accounts receivables are recorded at the invoiced amount and are generally unsecured as they are uncollateralized. The Company provides an allowance for credit losses to reduce receivables to their estimated net realizable value. Judgment is exercised in establishing allowances and estimates are based on the customers' payment history and liquidity. Any amounts that were previously recognized as revenue and subsequently determined to be uncollectible are charged to bad debt expense included in selling, general and administrative expense in the accompanying consolidated statements of operations. The Company had an allowance for credit losses of \$0 as of October 31, 2024 and 2023.

Inventory

Inventory consists of IDWP's graphic novels and comic books. Inventory is stated at the lower of cost or net realizable value determined by the first in, first out method.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation. The Company charges the cost of repairs and maintenance, including the cost of replacing minor items not constituting substantial betterment, to selling, general and administrative expenses as these costs are incurred. Depreciation is recognized over the estimated useful lives or lease terms as follows:

Asset Category	Depreciable Life
Equipment	5 years
Furniture & fixtures	5-7 years
Leasehold improvements	*

- * Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or estimated useful life of the asset.

Long-Lived Assets, Including Definite-Lived Intangible Assets

Intangible assets, which consist of licensing contracts and capitalized software, are recorded at cost, and are amortized on a straight-line basis over their contractual or estimated useful lives, whichever is shorter from 5 – 7 years.

In accordance with ASC 360, *Accounting for the Impairment or Disposal of Long-Lived Assets*, the Company tests the recoverability of its long-lived assets with finite useful lives whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. The Company tests for impairment based on the projected undiscounted cash flows to be derived from such assets. If the projected undiscounted future cash flows are less than the carrying value of the asset, the Company will record an impairment loss based on the difference between the estimated fair value and the carrying value of the asset. The Company generally measures fair value by considering sale prices for similar assets or by discounting estimated future cash flows from such assets using an appropriate discount rate. Cash flow projections and fair value estimates require significant estimates and assumptions by management. Should the estimates and assumptions prove to be incorrect, the Company may be required to record impairments in future periods and such impairments could be material. There was no impairment loss of long-lived assets for the fiscal years ended October 31, 2024 and 2023.

Goodwill

Goodwill, which represents the excess of purchase prices over the fair value of nets assets acquired, is carried at cost. Goodwill is not amortized; rather, it is subject to a periodic assessment for impairment by applying a fair value-based test. Goodwill is evaluated for impairment on an annual basis at a level of reporting referred to as the reporting unit, and more frequently if adverse events or changes in circumstances indicate that the asset may be impaired.

Effective November 1, 2023, the Company adopted ASU No. 2017-04, *Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, which simplifies the measurement of goodwill by eliminating the Step 2 impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. The new guidance requires an entity to compare the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. Additionally, an entity should consider income tax effects from any tax-deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. The adoption of the new standard didn't have a material effect on the Company's consolidated financial statements. Goodwill impairment losses are not reversed. There was no impairment loss of goodwill for the fiscal years ended October 31, 2024 and 2023.

Television Costs

The Company capitalizes television production, participation and residual costs and amortizes them over the applicable product life cycle based upon the ratio of the current period's revenues to the estimated remaining total revenues ("Ultimate Revenues") for each production. If the Company's estimate of Ultimate Revenues decreases, amortization of film and television costs may be accelerated. Conversely, if the Company's estimate of Ultimate Revenues increases, film and television cost amortization may be slowed. For television series, Ultimate Revenues include revenues that are expected to be earned within ten years from delivery of the first episode, or if still in production, five years from delivery of the most recent episode. Advertising, marketing, general and administrative costs are expensed as incurred.

Every quarter, the Company undertakes an analysis to support its content amortization expense. Critical assumptions used in determining content amortization include: (i) determining the grouping of contents (ii) the application of an ultimate revenue forecast model based on the contracts of televisions, (iii) gathering the schedules of delivered television episodes from the relative customers, (iv) calculating current period amortization, (v) assessing the accuracy of the Company's forecasts.

The Company continually reviews its estimates and contracts and revises its assumptions if necessary. Any material adjustments from the Company's review of the amortization are applied prospectively in the period of the change for assets.

With respect to television series or other television productions intended for broadcast, the most sensitive factors affecting estimates of Ultimate Revenues are program ratings and the strength of the advertising market. Television development costs for projects that have been abandoned or have not been set for production within three years are generally written off in the relevant period.

Television costs are stated at the lower of cost less accumulated amortization or fair value. The Company evaluates impairment by the fair value of television costs at the individual level by considering expected future revenue generation, when an event or change in circumstances indicates a change in the expected revenue of the television costs or that the fair value of a film or film group may be less than unamortized costs.

IDWE's business model contemplates the regular entry into agreements for the production of its television shows. The agreements provide for the rights and obligations related to the agreement including timing, delivery, and payments. IDWE capitalizes the resulting production costs under the agreements in production cost inventory as payments are made or when the products or services are delivered. IDWE also enters into agreements that allow for the recoupment of expenses previously recorded as cost of revenue that could not be reasonably estimated in prior periods.. Recoupment of television costs during the fiscal years ended October 31, 2024 and 2023 were \$770,000 and \$646,000, respectively.

Revenue Recognition

The Company applies the five-step approach as described in ASC 606, *Revenue from Contracts with Customers*, which consists of the following: (i) identifying the contract with a customer, (ii) identifying the performance obligations in the contract, (iii) determining the transaction price, (iv) allocating the transaction price to the performance obligations in the contract and (v) recognizing revenue when (or as) the entity satisfies a performance obligation.

IDWP generates revenue primarily from the sale and licensing of comic books, graphic novels, and digital content through IDWP's imprints IDW, Top Shelf, and Artist's Editions. Revenue from the sale of comic books and graphic novels is recognized, net of an allowance for estimated sales returns, at the time of shipment of its comic books and graphic novels by IDWP's distributors to its customers. Licensing revenues are recognized upon execution of the agreement for such rights, and other creative revenues are recognized upon completion of services rendered on a contractual basis.

IDWE generates revenue primarily from the licensing and distribution of content across various platforms and formats to audiences globally including television series and films. IDWE's revenue is recognized when the content promised in an executed contract is transferred to the customer in an amount that reflects the consideration to which the Company expects to be entitled in exchange for the content. Beginning in the third fiscal quarter of 2022, revenue was also generated from serving as a co-studio and executive producer of content across various platforms and formats to audiences globally including television series and films. This revenue is recognized when the services promised in the contract are transferred to the customer in an amount that reflects the consideration to which the Company expects to be entitled in exchange for the services. IDWE also earns revenue from the sale of the option to purchase the media rights for IDWP properties to studios and streamers. This revenue is recognized when the goods promised in the contract are transferred to the customer in an amount that reflects the consideration to which the Company expects to be entitled in exchange for the goods.

IDWE enters into production agreements which provide for the rights and obligations related to the agreement including timing, delivery, and payments. In certain productions in which IDWE is the distributor, IDWE has the obligation to pay artist, director, and writer guilds for residuals for the creative writers of content. In addition, IDWE has the right to receive participation rights recoupment based on viewership of the cumulative production. The Company is unable to make an estimate as the recoupment is based on future viewership and therefore revenue will be recognized at a future date once the amount is known.

The timing of the Company's revenue recognition may differ from the timing of payment by its customers. A receivable is recorded when revenue is recognized prior to payment and the Company has an unconditional right to payment. Alternatively, when payment precedes the satisfaction of performance obligations, the Company records a contract liability on the balance sheets within deferred revenue until the performance obligations are satisfied.

In the ordinary course of business, the Company's reportable segments enter into transactions with one another. The most common types of intersegment transactions include IDWE obtaining rights to produce television series based on content created by IDWP. All intersegment transactions are eliminated in consolidation and, therefore, do not affect consolidated results.

Revenue Recognition When Right of Return Exists

IDWP's book market distributors offer a right of return to retail customers with no expiration date in accordance with general industry practices. IDWP generally does not offer the right of return on the sale of comic books. Sales returns allowances represent a reserve for IDWP products that may be returned due to dating, competition or other marketing matters, or certain destruction in the field. Sales returns are generally estimated and recorded based on historical sales and returns experience and current trends that are expected to continue. As of October 31, 2024 and 2023, the Company's estimated returns were \$187,000 and \$114,000, respectively.

Direct Cost of Revenues

Direct cost of revenues excludes depreciation and amortization expense. Direct cost of revenues for IDWP consists primarily of printing expenses and costs of artists and writers. Direct cost of revenues for IDWE consists primarily of the amortization of production costs that were capitalized during the production of the television episodes, residuals, accrued third party participation, and distribution fees directly related to revenue.

Deferred Revenue

The Company records deferred revenue upon invoicing for contracted commitments for products and services. Revenue is recognized on the date such product or service is provided or delivered in accordance with the contract.

Recognition of deferred revenue during the fiscal years ended October 31, 2024 and 2023 were \$690,000 and \$275,000, respectively.

Advertising Expense

Advertising costs are expensed as incurred, including digital and print advertisements. In fiscal 2024 and fiscal 2023, advertising expenses were \$779,000 and \$602,000, respectively.

Stock-Based Compensation

The Company accounts for stock-based compensation granted to its employees in accordance with the fair value recognition provisions of ASC 718, *Stock Compensation*. Stock-based compensation expense is measured at the date of grant, based on the fair value of the award, and is recognized using the straight-line method over the employee's vesting period or requisite service period. Compensation for stock-based awards with vesting conditions other than service are recognized at the time that those conditions are achieved. Forfeitures are recognized as they are incurred. Stock-based compensation is included in selling, general and administrative expenses.

Leases

The Company determines if an arrangement is a lease at inception. Under the new standard, operating leases are included in right-of-use ("ROU") assets, operating leases obligations – current portion, and operating lease obligations – long term portion in the consolidated balance sheets. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Fixed lease expense for lease payments is recognized in the consolidated statements of operations on a straight-line basis over the lease term and variable lease payments in the period in which the obligation for those payments is incurred.

ROU assets represent the Company's right to use an underlying asset over the lease term and lease liabilities represent its obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the leases do not provide an implicit rate, the Company estimated its incremental borrowing rate to discount the lease payments based on information available at lease commencement. The Company uses the implicit rate when readily determinable. The Company's incremental borrowing rate is the rate of interest we would have to pay to borrow on a collateralized basis over a similar term at an amount equal to the lease payments in a similar economic environment. The operating ROU assets also include any lease payments made before the lease commencement date less any lease incentives received. The lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise the options. The lease agreements with lease and non-lease components are generally accounted as a single component.

Concentration Risks

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash and cash equivalents and trade accounts receivable. The Company holds cash and cash equivalents at major financial institutions, which often exceed Federal Deposit Insurance Corporation's ("FDIC") insurance limits. Historically, the Company has not experienced any losses due to such concentration of credit risk.

IDWP has two significant customers, Penguin Random House ("PRH") and Scholastic Book Fairs ("Scholastic"), that pose a concentration risk.

Revenues from PRH, IDWP's book and direct market distributor, represented 82.9% and 77.7% of the total consolidated revenue in the fiscal years ended October 31, 2024 and 2023, respectively. The trade receivable balances represented 80.3% and 73.2% of consolidated trade receivables at October 31, 2024 and 2023, respectively.

Revenues from Scholastic, a leading distributor of children's books, represented 7.0% and 12.0% of the total consolidated revenue in the fiscal years ended October 31, 2024 and 2023, respectively. The trade receivable balances represented 15.1% and 3.3% of the total consolidated trade receivables at October 31, 2024 and 2023, respectively.

IDWE previously had one significant customer, Fifth Season (formerly Endeavor Content LLC), that has posed a concentration risk.

There was no revenue from Fifth Season, a leading production company, in either of the fiscal years ended October 31, 2024 and 2023. The trade receivable balances from Fifth Season represented 0% and 11.9% of consolidated trade receivables at October 31, 2024 and 2023, respectively.

Income Taxes

The Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the period in which related temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in its assessment of a valuation allowance. Deferred tax assets and liabilities are measured using the 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 of such change.

The Company uses a two-step approach for recognizing and measuring tax benefits taken or expected to be taken in a tax return. The Company determines whether it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the Company presumes that the position will be examined by the appropriate taxing authority that has full knowledge of all relevant information. Tax positions that meet the more-likely-than-not recognition threshold are measured to determine the amount of tax benefit to recognize in the financial statements or the amount of allowance against any previously recognized benefit. The tax position is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Differences between tax positions taken in a tax return and amounts recognized in the financial statements will generally result in one or more of the following: an increase in a liability for income taxes payable, a reduction of an income tax refund receivable, a reduction in a deferred tax asset, or an increase in a deferred tax liability (See Note 14).

Contingencies

The Company accrues for loss contingencies when both (a) information available prior to issuance of the consolidated financial statements indicates that it is probable that a liability had been incurred at the date of the consolidated financial statements and (b) the amount of loss can reasonably be estimated. When the Company accrues for loss contingencies and the reasonable estimate of the loss is within a range, the Company records its best estimate within the range. When no amount within the range is a better estimate than any other amount, the Company accrues the minimum amount in the range. The Company discloses an estimated possible loss or a range of loss when it is at least reasonably possible that a loss may have been incurred. Gain contingencies are not recorded until they are realized.

Fair Value of Financial Instruments

The estimated fair value of financial instruments has been determined using available market information or other appropriate valuation methodologies. However, considerable judgment is required in interpreting this data to develop estimates of fair value. Consequently, the estimates are not necessarily indicative of the amounts that could be realized or would be paid in a current market exchange.

At October 31, 2024 and 2023, the carrying value of the Company's current assets of trade accounts receivable, inventory, prepaid expenses and other current assets, trade accounts payable, accrued expenses, production costs payable, and deferred revenue approximated fair value because of the short period of time to maturity. At October 31, 2024 and 2023, the carrying value of the Company's operating lease obligations approximate fair value as the interest rates related to the financial instruments approximate market yields.

Recently Issued Accounting Pronouncements Adopted

On May 1, 2023, the Company adopted ASU 2021-10, *Government Assistance (Topic 832)*, which requires business entities to disclose information about transactions with a government that are accounted for by applying a grant or contribution model by analogy (for example, IFRS guidance in IAS 20 or guidance on contributions for not-for-profit entities in ASC 958-605). For transactions within scope, the new standard requires the disclosure of information about the nature of the transaction, including significant terms and conditions, as well as the amounts and specific financial statement line items affected by the transaction. The Company applied its provisions prospectively. In connection with this adoption, the Company increased its disclosures with respect to government assistance (See Note 15).

Recently Issued Accounting Standard Not Yet Adopted

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires all public entities to provide enhanced disclosures about significant segment expenses. The amendments in this ASU are to be applied retrospectively and are effective for the Company's annual financial statements starting in fiscal year 2025 and interim periods starting in fiscal year 2026, with early adoption permitted. The Company is in the process of determining the potential impact of adopting this guidance on its financial position, results of operations, cash flow and disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which enhances transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid and to improve the effectiveness of income tax disclosures. This accounting standards update will be effective for the Company for fiscal year 2026 and interim periods beginning in the first quarter of fiscal year 2027, with early adoption permitted. The Company is in the process of determining the potential impact of adopting this guidance on its financial position, results of operations, cash flow and disclosures.

Management does not believe that any other recently issued, but not yet effective, accounting standard, if currently adopted, would have a material effect on the accompanying consolidated financial statements.

Note 2—Loss Per Share

Basic (loss) earnings per common share is computed by dividing the net income (loss) allocated to common stockholders by the weighted-average number of shares of common stock outstanding during the period. For purposes of calculating diluted earnings (loss) per common share, the denominator includes both the weighted-average number of shares of common stock outstanding during the period and the number of common stock equivalents if the inclusion of such common stock equivalents is dilutive. Dilutive common stock equivalents potentially include unvested Class B common stock and stock options using the treasury stock method.

As discussed in Note 3 below, the Company has issued and outstanding shares of Class B common stock and Class C common stock. Because the only differences between the two classes of common stock are related primarily to voting rights, the Company has not presented earnings per share under the two-class method, as the earnings per share are the same for both Class B common stock and Class C common stock.

The Company excluded 2,907,348 and 920,975 shares of unvested restricted Class B common stock, and options to purchase 1,608,191 and 224,793 shares of Class B common stock from the calculation of diluted loss per share for the fiscal years ended October 31, 2024 and 2023, respectively, as the effect would have been anti-dilutive. Therefore, basic and diluted loss per share are the same for the fiscal years ended October 31, 2024 and 2023.

Note 3—Equity

Voting Privileges and Protective Features

Shares of Class B common stock and Class C common stock are identical, except for voting rights. Each holder of outstanding shares of Class B common stock is entitled to cast the number of votes equal to one tenth of the whole shares of Class B common stock held by such holder. Each holder of outstanding shares of Class C common stock is entitled to cast the number of votes equal to three times the whole shares of Class C common stock held by such holder. Each series of preferred stock, if any, are designated and issued, will have such number of shares, designations, preferences, voting powers, qualifications and special or relative rights or privileges as shall be determined by the Company's Board of Directors, which may include, among others, dividends, voting rights, and liquidation preferences.

Authorized Shares

On May 9, 2024, the Company's Board of Directors approved an increase to the number of authorized shares of Class B common stock, par value \$0.01 per share, from 20.0 million shares to 35.0 million shares.

Issuance of Class B Common Stock

On May 15, 2024, the Company announced a non-brokered private placement pursuant to which the Company offered to sell to certain existing shareholders shares of its Class B common stock at a price of \$0.32 per share for a total of \$2.3 million, with the right to accept investments of up to \$3.0 million in its discretion. The initial round of the offering closed June 12, 2024 and the Company issued 6,076,572 shares for gross proceeds of \$1,944,503. The following round of the offering closed July 5, 2024 and the Company issued 3,298,427 shares for gross proceeds of \$1,055,497. The Company issued a total of 9,375,000 shares for total gross proceeds of \$3.0 million.

Warrants

The following table summarizes stock option activity during the years ended October 31, 2024 and 2023.

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at October 31, 2022	187,579	\$ 1.94	0.83	\$ -
Expired	(187,579)	1.94	-	-
Outstanding at October 31, 2023	-	\$ -	-	\$ -
Granted	-	-	-	-
Expired	-	-	-	-
Outstanding at October 31, 2024	-	\$ -	-	\$ -

The Company's closing share price of \$1.32 on October 31, 2022 was used to determine the Aggregate Intrinsic Value.

See Note 17 for a discussion of the warrant activity.

Note 4—Stock Based Compensation

2019 Stock Option and Incentive Plan

On March 14, 2019, the Company's Board of Directors adopted the 2019 IDW Stock Option and Incentive Plan ("2019 Incentive Plan") to provide incentives to executive officers, employees, directors, and consultants of the Company and/or its subsidiaries originally and reserved 300,000 shares of Class B common stock for the grant of awards under the 2019 Incentive Plan, subject to adjustment. Incentives available under the 2019 Incentive Plan may include stock options, stock appreciation rights, limited stock appreciation rights, restricted stock, and deferred stock units. The number of shares reserved has been increased several times and is currently 2,550,000 shares. Options are generally granted with an exercise price equal to the market price of the Company's stock at the date of grant; those options generally vest based on 3 years of continuous service and have 10-year contractual terms. As of October 31, 2024, 451,844 shares remained available to be awarded under the 2019 Incentive Plan.

On January 7, 2024, the Company issued options to Davidi Jonas, its Chief Executive Officer, to acquire 1,545,454 shares of its Class B common stock at a price of \$0.4342 per share. On January 16, 2025, the Company approved the conversion of the previously granted options to restricted shares, with 70% of shares vesting immediately based on previously achieved benchmarks and the remaining 30% vesting if additional benchmarks are achieved.

The following table summarizes stock option activity during the years ended October 31, 2024 and 2023.

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at October 31, 2022	996,357	\$ 3.13	8.88	\$ -
Canceled / Forfeited	(771,564)	2.82	-	-
Outstanding at October 31, 2023	224,793	\$ 4.21	8.88	\$ -
Granted	1,545,454	0.43	-	-
Canceled / Forfeited	(162,056)	2.43	-	-
Outstanding at October 31, 2024	1,608,191	\$ 0.76	9.05	\$ -
Exercisable at October 31, 2024	293,045	\$ 2.22	8.39	\$ -

The Company's closing share price of \$0.38 on October 31, 2024, \$0.56 on October 31, 2023, and \$1.32 on October 31, 2022 were used to determine the Aggregate Intrinsic Value.

At October 31, 2024, unamortized stock compensation for stock options was \$0.

Restricted Stock

The fair value of restricted shares of the Company's Class B common stock is determined based on the closing price of the Company's Class B common stock on the grant date. Share awards generally vest on a graded basis over three years of service.

A summary of the status of the Company's grants of restricted shares of Class B common stock is presented below:

	Number of Non- vested Shares	Weighted Average Grant Date Fair Value
Outstanding at October 31, 2022	1,154,136	\$ 1.93
Granted	156,283	0.88
Vested	(389,444)	1.71
Canceled / Forfeited	-	-
Outstanding at October 31, 2023	920,975	\$ 1.84
Granted	3,339,762	0.24
Vested	(1,353,389)	0.56
Canceled / Forfeited	-	-
Non-vested shares at October 31, 2024	2,907,348	\$ 0.60

On November 16, 2022, 26,500 restricted shares of the Company's Class B common stock were issued to consultants of the Company and have a vesting period of 3 years.

On January 5, 2023, 21,783 restricted shares of the Company's Class B common stock were issued to previous members of the Company's Board of Directors which vested immediately upon grant.

On March 30, 2023, 108,000 restricted shares of the Company's Class B common stock were issued to current members of the Company's Board of Directors which vested immediately upon grant.

On January 5, 2024, 41,475 restricted shares of the Company's Class B common stock were issued to current members of the Company's Board of Directors which vested immediately upon grant.

On January 7, 2024, 2,727,273 restricted shares of the Company's Class B common stock were issued to Davidi Jonas and shall vest, contingent on his remaining in continuous service to the Company, in substantially equal amounts on March 31, 2024, March 31, 2025, and March 31, 2026. These shares were issued in lieu of cash compensation for his employment services over the vesting period.

On January 18, 2024, 153,660 restricted shares of the Company's Class B common stock were issued to current members of the Company's Board of Directors which vested immediately upon grant.

On April 25, 2024, 157,896 restricted shares of the Company's Class B common stock were issued to the Company's Chief Financial Officer ("CFO") and shall vest, contingent on the CFO remaining in continuous service to the Company, in substantially equal amounts on March 31, 2025, March 31, 2026, and March 31, 2027.

On September 10, 2024, 141,891 restricted shares of the Company's Class B common stock were issued to the Company's President of Publishing Operations and shall vest, contingent on the President remaining in continuous service to the Company, in substantially equal amounts on November 1, 2025, November 1, 2026, and November 1, 2027.

On September 10, 2024, 117,567 restricted shares of the Company's Class B common stock were issued to the Company's Head Counsel and shall vest, contingent on the Head Counsel remaining in continuous service to the Company, in substantially equal amounts on November 1, 2025, November 1, 2026, and November 1, 2027.

At October 31, 2024, unamortized stock compensation for restricted stock was \$1,730,554.

As of October 31, 2024, the estimated stock compensation expense for the non-vested restricted shares for each of the succeeding three years is as follows:

(in thousands)

Fiscal years ending October 31:	
2025	\$ 649
2026	638
2027	444
Total	\$ 1,731

Non-cash compensation for stock options and restricted stock issued to employees and non-employees included in selling, general and administrative expenses was \$859,000 and \$690,000 in the fiscal years ended October 31, 2024 and 2023, respectively.

Note 5—Business Segment Information

The Company has the following reportable business segments: IDWP and IDWE.

The Company's reportable segments are distinguished by types of service, customers and methods used to provide their services. The operating results of these business segments are regularly reviewed by the Company's chief operating decision maker. The Company evaluates the performance of its business segments based primarily on operating income (loss). The accounting policies of the segments are the same as the accounting policies of the Company as a whole.

Beginning in Fiscal 2024, the Company allocates its entire corporate overhead incurred by IDWMH to IDWP and IDWE, with 95% of IDWMH costs allocated to IDWP and 5% allocated to IDWE. The information for the fiscal year ended October 31, 2023 has been reclassified to conform to the current period presentation.

Operating results and assets for the business segments of the Company are as follows:

(in thousands)	IDWP	IDWE(a)	Total
Fiscal year ended October 31, 2024			
Revenues from external customers	\$ 26,379	\$ 91	\$ 26,470
Direct cost (recoupment) of revenues	15,571	(318)	15,253
Selling, general and administrative	11,082	359	11,441
Non-cash compensation	816	43	859
Depreciation and amortization	307	6	313
Income (loss) from operations	(1,397)	1	(1,396)
Interest Income	125	-	125
Other Expense	(118)	(6)	(124)
Net loss	(1,390)	(5)	(1,395)
Fiscal year ended October 31, 2023			
Revenues from external customers	\$ 26,645	\$ 64	\$ 26,709
Direct cost (recoupment) of revenues	15,317	(300)	15,017
Selling, general and administrative	13,576	1,411	14,987
Non-cash compensation	656	34	690
Depreciation and amortization	960	13	973
Loss from operations	(3,864)	(1,094)	(4,958)
Interest Income	79	-	125
Other Expense	(21)	(28)	(49)
Net loss	(3,806)	(1,122)	(4,928)

(a) IDWE includes Thought Bubble LLC and Word Balloon LLC which consist of only television costs.

Total Assets

At October 31, 2024 total assets were \$14,669,000 at IDWP, \$1,508,000 at IDWE, and \$8,459,000 at IDWMH.

At October 31, 2023 total assets were \$15,133,000 at IDWP, \$2,734,000 at IDWE, and \$4,885,000 at IDWMH.

Note 6—Trade Accounts Receivable and Deferred Revenue

Trade accounts receivable consists of the following:

(in thousands)	October 31, 2024	October 31, 2023
Trade accounts receivable	\$ 6,456	\$ 7,377
Less allowance for sales returns	(187)	(114)
Trade accounts receivable, net	\$ 6,269	\$ 7,263

The allowance for sales returns for the years ended October 31, 2024 and 2023 is as follows:

(in thousands)	October 31, 2024	October 31, 2023
Balance at beginning of the year	\$ (114)	\$ (110)
Charged to costs and expenses	(1,657)	(938)
Deductions from allowance	1,584	934
Balance at end of year	\$ (187)	\$ (114)

Changes in deferred revenue consist of the following:

(in thousands)	October 31, 2024	October 31, 2023
Beginning Balance	\$ 11	\$ -
Performance obligations satisfied during the period that were included in the deferred revenue balance at the beginning of the year	(11)	-
Increases due to invoicing prior to satisfaction of performance obligations	14	11
Ending Balance	\$ 14	\$ 11

Contract liabilities are recorded as deferred revenue when customer payments are received in advance of the Company meeting all the revenue recognition criteria under ASC 606. Generally, the remaining performance obligations will be satisfied within twelve months after prepayment.

Note 7— Inventory

Inventory consists of the following:

(in thousands)	October 31, 2024	October 31, 2023
Work in progress	\$ 750	\$ 713
Finished goods	4,308	4,891
Total	\$ 5,058	\$ 5,604

Note 8—Prepaid Expenses and other current assets

Prepaid expenses and other current assets consist of the following:

(in thousands)	October 31, 2024	October 31, 2023
Royalties and deposits	\$ 2,724	\$ 2,165
Insurance	172	275
Legal	23	20
Other prepaids	118	109
Total	\$ 3,037	\$ 2,569

Note 9—Property and Equipment

Property and equipment consist of the following:

(in thousands)	October 31, 2024	October 31, 2023
Equipment	\$ 328	\$ 398
Furniture and Fixtures	157	305
Leasehold improvements	188	202
Total	673	1,024
Less accumulated depreciation	(346)	(335)
Property and equipment, net	\$ 327	\$ 570

Depreciation expense totaled \$142,000 and \$162,000 for fiscal years ended October 31, 2024 and 2023, respectively, per the table below.

(in thousands)	October 31, 2024	October 31, 2023
Equipment	\$ 63	\$ 77
Furniture and Fixtures	38	43
Leasehold improvements	41	42
Total	142	162

During the fiscal year ended October 31, 2024, the Company disposed of computers, furniture, and other equipment resulting in the removal of \$255,000 from gross property and equipment and \$131,000 from accumulated depreciation. During the fiscal year ended October 31, 2023, the Company disposed of computers, furniture, and other equipment resulting in the removal of \$175,000 from gross property and equipment and \$126,000 from accumulated depreciation. The loss on disposal for the years ended October 31, 2024 and 2023 amounted to \$124,000 and \$49,000 respectively, and is included in other expenses in the consolidated statement of operations.

Note 10—Intangible Assets

Intangible assets consist of the following:

(in thousands)	Amortization Period	October 31, 2024	October 31, 2023
Licensing contracts	7 years	\$ 893	\$ 893
Software	5 years	662	547
Total amortized intangible assets		1,555	1,440
Database development costs		-	49
Total in-process intangible assets		-	49
Less accumulated amortization		(1,250)	(1,080)
Intangible assets, net		\$ 305	\$ 409

Amortization expense totaled \$171,000 and \$811,000 for the fiscal years ended October 31, 2024 and 2023, respectively. During the year ended October 31, 2023, the Company took its previous website out of service, resulting in the removal of \$769,000 from gross software and \$223,000 from accumulated amortization. The loss on the disposal of \$546,000 was recorded in depreciation and amortization expense in the consolidated statement of operations.

As of October 31, 2024, the estimated amortization expense for intangible assets for each of the succeeding three years is as follows (excludes in process intangible assets):

(in thousands)	
Fiscal years ending October 31:	
2025	\$ 178
2026	111
2027	16
Total	\$ 305

Note 11—Television Costs

Television costs consist of the following:

(in thousands)	October 31, 2024	October 31, 2023
In-production	\$ -	\$ -
In-development	1,346	1,608
Total	\$ 1,346	\$ 1,608

(in thousands)	October 31, 2024	October 31, 2023
Television cost recoupment	\$ (770)	\$ (646)
Television cost impairments	287	62
Total	\$ (483)	\$ (584)

During the fiscal years ended October 31, 2024 and 2023, the Company recouped \$770,000 and \$646,000, respectively, of costs previously expensed. Amortization expense for television costs is expected to be approximately \$0 over the next twelve months ending October 31, 2025. As a result of management's period assessment of in development projects, \$287,000 and \$62,000 of write-offs were recorded during the fiscal years ended October 31, 2024 and 2023, respectively.

Note 12—Accrued Expenses

Accrued expenses consist of the following:

(in thousands)	October 31, 2024	October 31, 2023
Royalties	\$ 627	\$ 568
Residuals	22	21
Payroll, bonus, accrued vacation and payroll taxes	666	703
Coop advertising	144	106
Other	248	186
Total	\$ 1,707	\$ 1,584

The accrued payroll balance at October 31, 2023 included \$273,000 of severance related to termination of the Company's former CEO on August 28, 2022. The Company made these remaining severance payments through August 2024.

Note 13—Commitments

Lease Commitments

The Company has various lease agreements with remaining terms up to 2.75 years, including leases of office space and equipment. Some leases include options to purchase, terminate or extend for one or more years. These extension options are included in the lease term when it is reasonably certain that the option will be exercised.

The assets and liabilities from operating leases are recognized at the commencement date based on the present value of remaining lease payments over the lease term using the Company's secured incremental borrowing rates or implicit rates, when readily determinable. Short-term leases, which have an initial term of 12 months or less, are not recorded on the balance sheet.

The Company's operating leases do not provide an implicit rate that can readily be determined. Therefore, the Company estimated its incremental borrowing rate to discount the lease payments based on information available at either the implementation date of Topic 842 or at lease commencement for leases entered thereafter.

On April 5, 2022, the Company entered into an operating lease for 3,334 square feet of general office space at 2355 Northside Drive, Suite 140, San Diego, CA pursuant to a 39-month lease that commenced on June 1, 2022. The Company pays rent of \$134,000 annually, subject to annual escalations of 3%. In August, 2024, the Company vacated the office with the intention of reducing costs compared to the remaining costs associated with the lease. At time of filing, the Company was in final negotiations to settle with the Landlord.

On June 27, 2022, the Company entered into an operating lease for 4,734 square feet of general office space at 14144 Ventura Blvd, Suite 210, Sherman Oaks, CA pursuant to a 60-month lease that commenced on August 1, 2022. The Company pays rent of \$184,000 annually, subject to annual escalations of 3%.

On July 16, 2024, the Company entered into an operating lease for 1,012 square feet of general office space at 2831 Camino Del Rio S, Suite 203, San Diego, CA pursuant to a 24-month lease that commences on August 1, 2024. The Company pays rent of \$28,000 annually, subject to annual escalations of 4%.

In addition, the Company is leasing various equipment under operating leases that expire through September 2025.

The Company's weighted-average remaining lease term relating to its operating leases was 2.30 years and 3.15 years as of October 31, 2024 and 2023, respectively. The weighted-average discount rate on the leases was 6.01% and 5.74% as of October 31, 2024 and 2023, respectively.

The Company recognized lease expense for its operating leases of \$344,000 and \$353,000 for the fiscal years ended October 31, 2024 and 2023, respectively. The cash paid under operating leases was \$346,000 and \$339,000 for the fiscal years ended October 31, 2024 and 2023, respectively.

At October 31, 2024, the Company had a right-of-use-asset related to operating leases of \$2,079,000 and accumulated amortization related to operating leases of \$1,449,000, both of which are included as a component of operating lease right-of-use assets. At October 31, 2023, the Company had a right-of-use-asset related to operating leases of \$2,028,000 and accumulated amortization related to operating leases of \$1,152,000.

As of October 31, 2024, future minimum lease payments required under operating leases are as follows:

Maturity of Operating Lease Obligations (in thousands)	Total
Fiscal years ending October 31:	
2025	\$ 348
2026	213
2027	146
Total minimum lease payments	707
Less: imputed interest	(48)
Present value of future minimum lease payments	\$ 659
Current portion	\$ 318
Long-term portion	\$ 341

Note 14—Income Taxes

The components of the provision (benefit) for income taxes consist of the following (in thousands):

Fiscal year Ended October 31 (in thousands)	2024	2023
Current – federal, state and local	\$ -	\$ -
Deferred – federal, state and local	(332)	(1,224)
Total	(332)	(1,224)
Change in valuation allowance	332	1,224
Income tax expense	\$ -	\$ -

Significant components of the Company’s deferred tax assets consist of the following:

Fiscal year Ended October 31 (in thousands)	2024	2023
Deferred tax assets:		
Accrued expenses	\$ 131	\$ 249
Exercise of stock options and lapsing of restrictions on restricted stock	1,648	1,578
Net operating loss	18,792	18,403
Total deferred tax assets	20,571	20,239
Valuation allowance	(20,571)	(20,239)
Net Deferred Tax Assets	\$ -	\$ -

The differences between income taxes expected at the U.S. federal statutory income tax rate and income taxes provided are as follows:

Fiscal year ended October 31 (in thousands)	2024	2023
U.S. federal income tax at statutory rate	\$ (293)	\$ (1,035)
Change in valuation allowance	332	1,224
State and local income tax, net of federal benefit	(93)	(344)
Other	54	155
Provision for income taxes	\$ -	\$ -

At October 31, 2024, the Company had federal net operating loss carryforwards of approximately \$67 million. These carry-forward losses are available to offset future U.S. federal taxable income. The pre-fiscal year 2019 net operating loss carryforwards of \$8 million will expire at various dates from fiscal 2023 through fiscal 2038 and post-fiscal year 2019 losses of \$59 million will not expire. In addition, the Company has state and local net operating loss carryforwards of approximately \$59 million that will expire at various dates from fiscal 2035 through fiscal 2043.

The change in the valuation allowance in fiscal 2024 and fiscal 2023 was as follows:

Fiscal year ended October 31, 2024 (in thousands)	Balance at beginning of year	Additions charged to costs and expenses	Deductions	Balance at end of year
Reserves deducted from deferred income taxes, net:				
Valuation allowance	\$ 20,239	\$ 332	\$ -	\$ 20,571

Fiscal year ended October 31, 2023 (in thousands)	Balance at beginning of year	Additions charged to costs and expenses	Deductions	Balance at end of year
Reserves deducted from deferred income taxes, net:				
Valuation allowance	<u>\$ 19,015</u>	<u>\$ 1,379</u>	<u>\$ (155)</u>	<u>\$ 20,239</u>

At October 31, 2024, the Company performed an analysis of its deferred tax assets and determined that it is not more likely than not that they will be utilized and has established a valuation allowance against the asset.

At October 31, 2024 and 2023, the Company did not have any unrecognized income tax benefits. There were no changes in the balance of unrecognized income tax benefits in fiscal 2024 and fiscal 2023. At October 31, 2024, the Company did not expect any changes in unrecognized income tax benefits during the next twelve months. In fiscal 2024 and fiscal 2023, the Company did not record any interest and penalties on income taxes. At October 31, 2024 and 2023, there was no accrued interest included in current income taxes payable.

The Company currently remains subject to examinations of its tax returns as follows: U.S. federal tax returns for fiscal 2021 to fiscal 2024, state and local tax returns generally for fiscal 2021 to fiscal 2024.

The Inflation Reduction Act of 2022 includes a stock buyback excise tax of 1% on share repurchases, which applies to net stock buybacks after December 31, 2022. The Company does not expect this to have a material impact if and when share repurchases occur.

Note 15—Employee Retention Credit

The Coronavirus Aid, Relief and Economic Securities Act (“CARES Act”) provides for an employee retention credit (“ERC”) that is a refundable tax credit against certain employer taxes. On December 27, 2020, the Taxpayer Certainty and Disaster Tax Relief Act of 2020, expanded certain benefits made available under the CARES Act, including modifying and extending the ERC. As modified, the ERC provides eligible employers with less than 500 employees a refundable tax credit against the employer’s share of social security taxes. The ERC is equal to 70% of qualified wages paid to employees during calendar 2021 for a maximum credit per employee of \$7,000 per employee for each calendar quarter through December 31, 2021.

During the fiscal year ended October 31, 2023, the Company recognized an ERC for qualified wages paid between October 1, 2020 and December 31, 2020 of \$406,000 (the “2020 ERC”) as an offset to payroll tax expenses within selling, general, and administrative expenses in the Company’s consolidated statement of operations. As of October 31, 2023, the Company has received the entire \$406,000 ERC refund.

As discussed above, we adopted ASU 2021-10 effective May 1, 2023. We accounted for the ERCs by analogy to International Accounting Standards (“IAS”) 20, Accounting for Government Grants and Disclosure of Government Assistance, of International Financial Reporting Standards (IFRS). Under an IAS 20 analogy, a business entity would recognize the credit on a systematic basis over the periods in which the entity recognizes the payroll expenses for which the grant/ tax credit is intended to compensate when there is reasonable assurance, and it is probable that the entity will comply with any conditions attached to the grant and the grant/tax credit will be received. We recorded the credit in the fiscal year ended October 31, 2023, when the credit amount was known and receipt assured.

Note 16—Labor Agreements

IDWE produces its television shows utilizing primarily union-based employees, whether through SPEs or through independent production companies. Those unions represent employees that are subject to collective bargaining agreements and IDWE’s costs and scheduling of production are subject to those agreements.

Nearly all film and television production halted for the majority of 2023 due to the Writers Guild of America and Screen Actors Guild labor strikes. Both strikes, which ended in the latter part of calendar 2023, were among the longest in the history of the media industry. Given the wide-ranging impacts of the work stoppages, many US media companies have cut budgets on scripted content during the periods of the strikes. While the strikes had minimal impact in fiscal year 2024, if media companies continue to cut budgets and reduce costs further as a response to the work stoppages, IDWE's ability to sell additional series and secure greenlights may be impacted.

Note 17—Related Party Transactions

In conjunction with two loans made by Howard S. Jonas to the Company, which have been repaid, the Company issued warrants to purchase up to 98,336 and 89,243 shares of the Company's Class B common stock at a price of \$26.44 and \$42.02, respectively, with an original expiration date of March 30, 2022 and August 21, 2023, respectively. On March 29, 2022, the Company amended the two warrants. The exercise price of a warrant to purchase 89,243 shares of the Company's Class B common stock, dated August 21, 2018, was reduced from \$42.02 per share to \$1.936 per share (which represents a ten percent (10%) premium over the closing price of the Class B Common Stock on the NYSE American on March 29, 2022). A separate warrant to purchase 98,336 shares of the Class B Common Stock, dated March 30, 2019, was amended to reduce the exercise price from \$26.44 per share to \$1.936 per share and to extend the expiration date from March 30, 2022 to August 21, 2023, the same expiration date of the other warrant. No additional compensation cost was incurred from the modifications and the warrants were not exercised and expired.

On April 5, 2022, the Company entered into an employment agreement with Howard Jonas which provides, among other things, the following: (i) an annual base salary of \$400,000 for a term of five years (the "Initial Term") that was paid through the issuance of 1,104,972 restricted shares of Class B Common Stock with the value of the shares based upon the closing price of Class B Common Stock on the NYSE American on April 4, 2022, the trading day immediately preceding the issuance equal to \$2 million representing Howard Jonas' base salary for the entire Initial Term; (ii) such shares shall vest, contingent on Howard Jonas' remaining in continuous service to the Company, in substantially equal amounts on April 5, 2023, April 5, 2024, April 5, 2025, April 5, 2026 and April 5, 2027; (iii) if Howard Jonas' employment is terminated without cause (as such term is defined the Employment Agreement), or if Howard Jonas resigns for good reason (as such term is defined the Employment Agreement) or upon Howard Jonas's death or disability (as such term is defined in the Employment Agreement) and upon other conditions set forth in the Employment Agreement, Howard Jonas will be entitled to (1) severance in the amount equal to twelve (12) months of any cash portion of his base salary; and (2) any restrictions with respect to any equity grants shall lapse, and any unvested equity grants in the Company or its subsidiaries shall vest. The Company and Howard Jonas also entered into a Restricted Stock Agreement on April 5, 2022 in connection with the issuance to him of such 1,104,972 restricted shares of Class B Common Stock.

In connection with Allan I. Grafman's election as Chief Executive Officer, the Company entered into an Employment Agreement, dated August 21, 2022, with Mr. Grafman that provides, among other things: (i) an annual base salary of \$410,000 per year, (ii) an annual bonus of \$50,000, in addition to being eligible to receive an annual discretionary bonus, (iii) pursuant to the IDW Media Holdings, Inc. 2019 Stock Option and Incentive Plan, as amended and restated, a grant of Incentive Stock Options ("Options") to purchase 67,671 shares of the Company's Class B Common Stock (which represents one-half of one percent (0.5%) of the issued and outstanding stock of the Company) with the exercise price of all Options being \$1.77 per share, the closing price of the Class B Common Stock on the trading day immediately prior to grant. The Options shall vest (i) with respect to one-fourth (1/4) of the underlying shares on the six-month anniversary of the Effective Date and (ii) in equal tranches (in each case, rounded to a whole number of shares) of the underlying shares on each quarterly anniversary of the six-month anniversary, and all unvested Options shall vest on the day immediately preceding the second anniversary of the Effective Date. Mr. Grafman has been a director of the Company since May 2019 and, on August 29, 2022, became an *Ex-Officio* (non-voting) member of the Board. As of March 30, 2023, Mr. Grafman is no longer a member of the Board. As of May 1, 2023, Mr. Grafman is no longer Chief Executive Officer.

The Company obtained its directors and officers insurance coverage from ARC Excess & Surplus, LLC (“ARC”) in which Mason and Company Consulting, LLC (“Mason and Co.”) acted as the outside independent broker. Mason and Co. is owned by a family member of Howard Jonas. The Company incurred \$12,000 and \$21,000 of expenses for these services in the fiscal years ended October 31, 2024 and 2023, respectively.

The Company receives consulting services from an affiliate of Howard Jonas and previously leased office space on a month-to-month basis, which ended April 30, 2024. The Company incurred \$6,000 and \$31,000 of expenses for these services in the fiscal years ended October 31, 2024 and 2023, respectively. As of October 31, 2024 and 2023, the Company owed \$0 and \$3,000 to the affiliate, respectively.

Note 18—Retirement Plans

The Company has a 401(k) Plan that is available to all its employees meeting certain eligibility criteria. The 401(k) Plan permits participants to contribute a portion of their salary with no minimum deferred required, not to exceed the limits established by the Internal Revenue Code. All contributions made by participants vest immediately into the participant’s account. The Plan provides for safe harbor matching contributions, which vest immediately, whereby the Company matches a percentage of employee 401(k) contributions, based on maximum employee deferral rates of calendar year W-2 compensation, as defined in the plans. Funds are added to accounts of employees that are actively employed in a given calendar year, as defined. The Company’s match is subject to change at the Company’s discretion on a yearly basis.

The Company contributed \$128,000 and \$219,000 for the fiscal years ended October 31, 2024 and 2023, respectively.

For union contractors, the Company contributes to multiemployer pension plans jointly administered by industry and union representatives. The risk of participating in U.S. multiemployer pension plans is different from single employer pension plans in the following aspects:

- a) Assets contributed to the multiemployer plan by one employer may be used to provide benefits of employment to other participating employers.
- b) If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- c) If the Company stops participating in some of its multiemployer pension plans, it may be required to pay those plans an amount based on the underfunded status of the entire plan, referred to as a withdrawal liability.

The Company’s participation in these plans for the fiscal years ended October 31, 2024 and October 31, 2023 is outlined in the following table. The latest information provided by the multi-employer plan is for the plan year 2023 from January 1, 2023 to December 31, 2023. The Plan Protection Act (“PPA”) zone status column ranks the funded status of multiemployer pension plans depending upon a plan’s current and projected funding. The zone status is based on information that the Company received from the plan. Among other factors, the plan is in the Red Zone (Critical) if it has a current funded percentage less than 65%. A plan is in the Yellow Zone (Endangered) or Orange Zone (Seriously Endangered) if it has a current funded percentage of less than 80%, or projects a credit balance deficit within seven years. A plan is in the Green Zone (Healthy) if it has a current funded percentage greater than 80% and does not have a projected credit balance deficit within seven years. The Funding Improvement Plan (“FIP”)/Rehabilitation Plan (“RP”) status column indicates plans for which a FIP or RP is either pending or in place.

The following table contains information about the Company’s multiemployer pension plans for the fiscal years ended October 31, 2024 and 2023.

Producer-Writer Guild of America Pension Plan

Expiration date of Collective Bargaining Agreement	NA
Employer Identification Number	95-2216351
Plan Number	001
PPA Status 2024	Green
PPA Status 2023	Green
FIP/RP Status Pending/Implemented	NA
Company's Contributions 2024	\$29,973
Company's Contribution 2023	\$22,016
Company Contributions > 5% 2024	NA
Company Contributions > 5% 2023	NA
Plan's year-end	Dec 31/2023

The Company currently has no intention of withdrawing from any of the multiemployer pension plans in which they participate.

Note 19—Subsequent Events

The Company has evaluated subsequent events through January 29, 2025, the date on which the consolidated financial statements were available to be issued. There were no material subsequent events that require recognition or additional disclosures in these consolidated financial statements, except as follows:

On January 2, 2025, the Company renewed its limited and non-exclusive licensing agreement with Toho International Inc for *Godzilla* and related properties, including several live-action and animated movies. The agreement sets forth the licensed publications and channels of distributions, as well as the distribution territories and languages, which will enable IDW to create and distribute publications involving *Godzilla* across a variety of platforms to reach a broad audience.

On January 6, 2025, 46,152 restricted shares of the Company's Class B common stock were issued to members of the Company's Board of Directors which vested immediately upon grant.

On January 14, 2025, Diamond Comic Distributors, a major distributor to the direct market, filed for Chapter 11 bankruptcy protection. Although as of June 2022 the Company no longer distributes directly through Diamond, Diamond remains a client of our distributor, Penguin Random House ("PRH"). PRH is a creditor of Diamond, including related to IDW products distributed by PRH through Diamond. PRH paid IDW for IDW products ordered by Diamond, and, as a result of Diamond's bankruptcy, PRH may not be able to collect all or any of the corresponding amounts owed to PRH by Diamond. PRH has informally indicated to IDW that their understanding of the relevant terms of the contract between IDW and PRH provides that the significant majority of such uncollected amounts will be debited by PRH from future payments from PRH to IDW. IDW has not received any formal written communication, or definitive claim from PRH. IDW cannot at this time assess the likelihood that PRH will seek to debit any amounts against future payments to IDW, the amount of any such potential debit or the timing of any such debits. IDW is also making its own assessment of the relevant contractual language and the rights and obligations of the parties in respect of the current situation. In light of the foregoing as of the date of this report, we are unable to determine the potential impact, however it may have a significant negative impact on our future financial results and cash position. The Company will work to minimize any impact to the extent possible.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The financial information requested in this Item 13 for the year ended October 31, 2024 is included in the Company's financial statements in Item 12. The financial information requested in this Item 13 for the year ended October 31, 2023 was previously filed with the OTC on January 29, 2024 in the Company's Annual Report for the year ended October 31, 2023, and is available at www.otcm Markets.com/otcapi/company/financial-report/391316/content.

Item 14 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

Accounting/Auditing Firm:

Zwick & Banyai PLLC

248-356-2330

jackz@zwickcpa.com

20750 Civic Center Dr.

Suite 418

Southfield, MI 48075

Securities Counsel:

Schwell Wimpfheimer & Associates LLP

37 West 39th Street

Suite 505

New York, NY 10018

Item 15 Management’s Discussion and Analysis or Plan of Operation

This Annual Report contains forward-looking statements including statements that contain the words “believes,” “anticipates,” “expects,” “plans,” “intends” and similar words and phrases. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the results projected in any forward-looking statement. In addition to the factors specifically noted in the forward-looking statements, other important factors, risks and uncertainties that could result in those differences include, but are not limited to, those discussed in this Annual Report and in other filings we make with OTC. The forward-looking statements are made as of the date of this Annual Report, and we assume no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements. Investors should consult all of the information set forth in this report and the other information set forth from time to time in the aforementioned reports.

The following discussion should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in Item 8 of this Annual Report.

Critical Accounting Policies

Our consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses as well as the disclosure of contingent assets and liabilities. Critical accounting policies are those that require application of management’s most subjective or complex judgments, often as a result of matters that are inherently uncertain and may change in subsequent periods. Our critical accounting policies include those related to the valuation of long-lived assets including intangible assets with finite useful lives and ultimate revenues for television costs. Management bases its estimates and judgments on historical experience and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. See Note 1 to the consolidated financial statements in this Annual Report for a complete discussion of our significant accounting policies.

Results of Operations

We evaluate the performance of our operating business segments based primarily on income (loss) from operations. Accordingly, the income and expense line items below loss from operations are only included in our discussion of the consolidated results of operations.

IDWP

(in thousands)

Fiscal Year ended October 31,	2024	2023	Change	
			\$	%
Revenues	\$ 26,379	\$ 26,645	\$ (266)	(1.0)%
Direct cost of revenues	15,571	15,317	(254)	(1.7)%
Selling, general and administrative	11,898	14,232	2,334	16.4%
Depreciation and amortization	307	960	653	68.8 0%
Loss from operations	<u>\$ (1,397)</u>	<u>\$ (3,864)</u>	<u>\$ 2,467</u>	63.8%

Revenues. IDWP revenues decreased \$266,000 in the fiscal year ended October 31, 2024, compared to the fiscal year ended October 31, 2023, primarily due to an increase in returns of \$744,000, and decreases in games revenue of \$577,000 as a result of our cessation of games fulfillment and digital sales of \$419,000, partially offset by increases in book market publishing revenue of \$781,000 driven by strong *Teenage Mutant Ninja Turtles: The Last Ronin* sales, comic market publishing revenue of \$386,000 driven by strong *Teenage Mutant Ninja Turtles: Re-Evolution* and *Teenage Mutant Ninja Turtles Ongoing Relaunch*, direct-to-consumer revenue of \$188,000, direct billing revenue of \$94,000 driven mostly by increased retail incentive orders, and other licensing and royalty revenues of \$25,000.

Direct cost of revenues. IDWP direct cost of revenues increased by \$254,000 in the fiscal year ended October 31, 2024, compared to the fiscal year ended October 31, 2023, primarily due to increases in publishing printing costs of \$389,000 related to inventory write-offs, creative costs of \$256,000, and licensing costs of \$164,000 related to 3rd party administration of licensing revenue, partially offset by decreases in games costs as a result of ceasing games fulfillment and royalty costs due to product mix. Royalty expense as a percentage of sales is dependent on product and title mix as different revenue streams and titles have different royalty rates.

Gross Margin. IDWP gross margin for the fiscal year ended October 31, 2024 decreased to 41.0% compared to 42.8% for the fiscal year ended October 31, 2023. The changes are primarily due to the reasons set forth in the direct cost of revenues discussion above, specifically inventory write-offs.

Selling, General and Administrative. IDWP selling, general and administrative expenses decreased by \$2,334,000 in the fiscal year ended October 31, 2024, compared to the fiscal year ended October 31, 2023, due to decreases in corporate overhead allocations of \$1,612,000, salaries and benefits of \$842,000, shipping and direct-to-consumer expenses of \$336,000, marketing expenses of \$156,000, and IT expenses of \$97,000, partially offset by increases in severance expenses of \$323,000, consulting and legal expenses of \$284,000, and rent and occupancy expenses of \$102,000. The severances were related to previous employees and are not expected to be an ongoing cost.

As a percentage of IDWP revenues, selling, general and administrative expenses in the fiscal year ended October 31, 2024, was 45.1% compared to 53.4% in the fiscal year ended October 31, 2023.

IDWE

(in thousands)

Fiscal year ended October 31,	2024	2023	Change	
			\$	%
Revenues	\$ 91	\$ 64	\$ 27	42.2%
Recoupment of cost of revenues	(318)	(300)	18	6.0%
Selling, general and administrative	402	1,445	1,043	72.2%
Depreciation and amortization	6	13	7	53.8%
Income (loss) from operations	<u>\$ 1</u>	<u>\$ (1,094)</u>	<u>\$ 1,095</u>	100.1%

Revenues. IDWE revenues for the fiscal year ended October 31, 2024 increased by \$27,000 compared to the fiscal year ended October 31, 2023. Revenues in fiscal year 2024 included revenue recognized for producing fees of the *Wynonna Earp* Tubi special and revenue from optioned projects. In fiscal year 2023, revenues included recognition for producing fees of *Essex County* season one and revenue from optioned projects.

Recoupment of costs of revenues. IDWE direct cost of revenues consists primarily of the amortization of production costs that were capitalized during the production of the television episodes and direct costs related to revenue recognized during related periods. Direct recoupment of costs consists of recoupment of expenses previously recorded as cost of revenue that could not be reasonably estimated in prior periods.

IDWE direct costs of revenues for the fiscal year ended October 31, 2024 decreased by \$18,000 compared to the fiscal year ended October 31, 2023. The amortized television costs for fiscal year 2024 included inventory write offs of \$287,000 and residuals of \$165,000, offset by cost recoupment from *Wynonna Earp* of \$770,000 and tax credits for *V Wars* of \$7,000.

The amortized television costs for fiscal year 2023 included residuals of \$225,000, agency commission fees of \$65,000, and inventory write offs of \$62,000, offset by cost recoupment from *Wynonna Earp* of \$645,000 and tax credits for *V Wars* of \$7,000.

Gross Margin. IDWE gross margin for the fiscal year ended October 31, 2024 was 449.5% compared to 568.8% for the fiscal year ended October 31, 2023. These gross margin figures are aligned with the explanations provided for revenues and direct costs of revenues, particularly the recoupment of cost of revenues.

Selling, General and Administrative. IDWE selling, general and administrative expenses decreased by \$1,043,000 during the fiscal year ended October 31, 2024, compared to the fiscal year ended October 31, 2023, due to decreases in salaries and benefits of \$576,000, legal and consulting expenses of \$127,000, corporate overhead allocations of \$116,000, severance expenses of \$76,000, and other net charges of \$148,000.

Consolidated IDW Media Holdings, Inc.

(in thousands) Fiscal year ended October 31,	2024	2023	Change	
			\$	%
Loss from operations	\$ (1,396)	\$ (4,958)	\$ 3,562	71.8%
Interest income, net	125	79	46	58.2%
Other expense, net	(124)	(49)	(75)	(153.1)%
Net loss	<u>\$ (1,395)</u>	<u>\$ (4,928)</u>	<u>\$ 3,533</u>	<u>71.7%</u>

Loss from operations. Loss from operations decreased by \$3,562,000 in the fiscal year ended October 31, 2024, compared to the fiscal year ended October 31, 2023, due to decreased corporate overhead of \$1,845,000, and improvements in operating income from IDWE of \$864,00 and IDWP of \$853,000. These changes are described in the separate segment analyses above.

Interest income, net. Interest income, net increased by \$46,000 to \$125,000 in the fiscal year ended October 31, 2024, compared to \$79,000 in the fiscal year ended October 31, 2023.

Other expense, net. Other expense increased by \$75,000 to \$124,000 in the fiscal year ended October 31, 2024, compared to \$49,000 in the fiscal year ended October 31, 2023 due to a loss on disposition of assets in the fiscal year ended October 31, 2024.

Liquidity and Capital Resources

General

At October 31, 2024, we had cash of \$7,432,000 and working capital (current assets in excess of current liabilities) of \$17,772,000.

We anticipate that our expected cash inflows from operations during the next twelve months together with our working capital, including the balance of cash and cash equivalents held as October 31, 2024 will be sufficient to sustain our operations for at least the twelve months following the date of this report. While the Company has experienced negative operating cash flow during previous years, we saw positive operating cash flows in fiscal 2024 and we anticipate recent operating expense reductions, primarily as a result of reductions in force in April 2023, April 2024, and August 2024 will result in future positive operating cash flow.

We satisfy our cash requirements primarily through cash provided by the Company's operating activities, as well as net cash proceeds from issuance of Class B common stock in the year ended October 31, 2024.

(in thousands)	Fiscal years ended October 31,	
	2024	2023
Cash flows provided by (used in):		
Operating activities	\$ 923	\$ (5,997)
Investing activities	(90)	(418)
Financing activities	3,000	-
Net increase (decrease) in cash	\$ 3,833	\$ (6,415)

Operating Activities

Cash flows provided by operating activities was \$923,000 for the fiscal year ended October 31, 2024, compared to cash flows used by operating activities of \$5,997,000 for the fiscal year ended October 31, 2023. For the fiscal year ended October 31, 2024, the net increase in resulted from increases in overall cash inflow due primarily to timing of customer payments and decreases in cash outflow due primarily to expense decreases as described in IDWP and IDWE Selling, General and Administrative. The net loss for the period of \$1,396,000 was adjusted for non-cash items included in the determination of net loss, and \$1,201,000 of cash inflow related to the effect of changes in assets and liabilities as a result of increases to inventory, television costs, and accounts receivable, and decreases to accrued expenses and prepaid expenses. For the fiscal year ended October 31, 2023, net use of cash was primarily a result of the net loss for the period of \$4,927,000, adjusted for non-cash items included in the determination of net loss, and \$3,505,000 of cash outflow related to the effect of changes in assets and liabilities as a result of increases to inventory, television costs, and accounts receivable, and decreases to accrued expenses and prepaid expenses. Cash flows generated at IDWE vary widely year to year due to timing of productions.

Investing Activities

Our capital expenditures were \$90,000 and \$418,000 in the fiscal years ended October 31, 2024, and 2023, respectively.

Financing Activities

In fiscal year 2024, the Company issued a total of 9,375,000 shares of its Class B common stock for total gross proceeds of \$3.0 million. The proceeds were used for working capital needs.

Recent Accounting Pronouncements

For a description of recently issued accounting pronouncements, including the respective dates of adoption, and expected effects on our results of operations and financial condition, see Note 1 to the consolidated financial statements included in Item 8 of this Annual Report.

Changes in Trade Accounts Receivables and Allowance for Doubtful Accounts

Trade accounts receivable decreased to \$6,269,000 at October 31, 2024, compared to \$7,264,000 at October 31, 2023 principally due to collection of the prior year balance from Fifth Season for Surfside Girls. The allowance for doubtful accounts as a percentage of gross trade accounts receivable was 0% at October 31, 2024 and 2023, reflecting the Company's collectible receivable experience.

Off- Balance Sheet Arrangements

We do not have any "off-balance sheet arrangements," as defined in relevant SEC regulations that are reasonably likely to have a current or future effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

Other Sources and Uses of Resources

Where appropriate, we evaluate strategic investments and acquisitions to complement, expand, and/or enter into new businesses. In considering acquisitions and investments, we search for opportunities to profitably grow our existing businesses, to add qualitatively to the range of businesses in our portfolio, and to achieve operational synergies. At this time, we cannot guarantee that we will be presented with acquisition opportunities that meet our return-on-investment criteria, or that our efforts to make acquisitions that meet our criteria will be successful.

In the fourth quarter of fiscal 2020 we paid "pull down" costs pursuant to a previously announced, multi-year agreement with Cineflix related to international sales of *Wynonna Earp*. Specifically, under this agreement, IDWE purchased the distribution rights to seasons one and two of *Wynonna Earp* from the current licensor (Netflix) and had agreed to transfer those rights to Cineflix. Cineflix is now the international distributor of all four seasons of *Wynonna Earp*. Due to changes in competition as well as the COVID-19 pandemic, the Cineflix deal did not contribute revenue and operating cash flow in fiscal year 2021 at the levels originally anticipated at the inception of the deal, however we began recouping some of our cash outlays in the third quarter of 2022, which continued throughout fiscal year 2024.

Dividends

We have never declared or paid any cash dividends on our capital stock. The Company does not currently anticipate paying any cash dividends in the foreseeable future and is using cash flows to invest in the growth of the business.

Part E Issuance History

Item 16 List of securities offerings and shares issued for services in the past two years.

On November 16, 2022, 26,500 restricted shares of the Company's Class B common stock were issued to consultants of the Company and have a vesting period of 3 years.

On January 5, 2023, 21,783 restricted shares of the Company's Class B common stock were issued to previous members of the Company's Board of Directors which vested immediately upon grant.

On March 30, 2023, 108,000 restricted shares of the Company's Class B common stock were issued to current members of the Company's Board of Directors which vested immediately upon grant.

On January 5, 2024, 41,475 restricted shares of the Company's Class B common stock were issued to previous members of the Company's Board of Directors which vested immediately upon grant.

On January 7, 2024, 2,727,273 restricted shares of the Company's Class B common stock were issued to the Company's CEO and shall vest, contingent on the CEO's remaining in continuous service to the Company, in substantially equal amounts on March 31, 2024, March 31, 2025, and March 31, 2026. These shares were issued in lieu of cash compensation for his employment services over the vesting period.

On January 7, 2024, the Company granted to Davidi Jonas, incentive stock options to acquire an aggregate of 1,545,454 shares of the Company's Class B common stock at a price per share of \$0.4342 (the closing price on the trading day preceding the grant). The options become exercisable between January 2024 and January 2030 and shall vest incrementally, subject to Davidi Jonas remaining in continuous service, upon the Company's market capitalization reaching \$25 million, \$50 million, and \$110 million.

On January 18, 2024, 153,660 restricted shares of the Company's Class B common stock were issued to current members of the Company's Board of Directors which vested immediately upon grant.

On April 25, 2024, 157,896 restricted shares of the Company's Class B common stock were issued to the Company's CFO and shall vest, contingent on the CFO's remaining in continuous service to the Company, in substantially equal amounts on March 31, 2025, March 31, 2026, and March 31, 2027.

On May 15, 2024, the Company announced a non-brokered private placement pursuant to which the Company offered to issue to certain existing stockholders shares of its Class B common stock at a price of \$0.32 per share for a total of \$2.3 million, with the right to accept investments of up to \$3.0 million in its discretion (the "Offering"). The initial round of the Offering closed on June 12, 2024, and the Company issued 6,076,572 shares for gross proceeds of \$1,944,503. The follow-on round of the Offering closed on July 5, 2024 and the Company issued an additional 3,298,427 shares for gross proceeds of \$1,055,497. The total number of shares issued by the Company pursuant to the Offering was 9,375,000, for total gross proceeds of \$3.0 million, per the below list.

Shareholder	Number of Shares	Cost
Davidi Jonas	3,914,042	\$ 1,252,493
Howard Jonas	2,540,330	\$ 812,906
Jonas Family Trusts	2,239,621	\$ 716,679
David Colburn	204,641	\$ 65,485
I9 Plus LLC	170,710	\$ 54,627
Howard & Deborah Jonas Foundation	110,880	\$ 35,482
Jonathan Rand	76,596	\$ 24,511
JAYS4 LLC	64,341	\$ 20,589
Jonas Foundation	33,616	\$ 10,757
Joyce Mason	10,222	\$ 3,271
James Woody	10,000	\$ 3,200

On September 10, 2024, 141,891 restricted shares of the Company's Class B common stock were issued to the Company's President of Publishing Operations and shall vest, contingent on the President's remaining in continuous service to the Company, in substantially equal amounts on November 1, 2025, November 1, 2026, and November 1, 2027.

On September 10, 2024, 117,567 restricted shares of the Company's Class B common stock were issued to the Company's Head Counsel and shall vest, contingent on the Head Counsel's remaining in continuous service to the Company, in substantially equal amounts on November 1, 2025, November 1, 2026, and November 1, 2027.

On January 6, 2025, 46,152 restricted shares of the Company's Class B common stock were issued to members of the Company's Board of Directors which vested immediately upon grant.

Part F Exhibits

Item 17 Material Contracts

On April 5, 2022, the Company entered into an employment agreement with Howard S. Jonas (who serves as the Company's Chairman of the Board, which is not an executive officer position) (the "Employment Agreement"), which provides, among other things, the following: (i) an annual base salary of \$400,000 for a term of five years (the "Initial Term") payable through the issuance of 1,104,972 restricted shares of the Company's Class B common stock to be issued on entering into the Employment Agreement with the value of the shares based upon the closing price of the Class B Stock on the NYSE American on April 4, 2022, the trading day immediately preceding the issuance equal to \$2 million representing Howard S. Jonas' base salary for the entire Initial Term; (ii) such shares shall vest, contingent on Howard S. Jonas' remaining in continuous service to the Company, in substantially equal amounts on April 5, 2023, April 5, 2024, April 5, 2025, April 5, 2026 and April 5, 2027; (iii) if Howard S. Jonas' employment is terminated without cause (as such term is defined in the Employment Agreement), resigns for good reason (as such term is defined in the Employment Agreement) or upon Howard S. Jonas's death or disability (as such term is defined in the Employment Agreement) and upon other conditions set forth in the Employment Agreement, Howard S. Jonas will be entitled to (1) severance in the amount equal to twelve (12) months of any cash portion of his base salary; and (2) any restrictions with respect to any equity grants shall lapse, and any unvested equity grants in the Company or its subsidiaries shall vest. The foregoing summary of the Employment Agreement is qualified in its entirety by reference to the Employment Agreement, a copy of which was filed as Exhibit 10.11 to the Company's report on Form 8-K, filed with the Securities and Exchange Commission on April 11, 2022, and is incorporated herein by reference.

In connection with Ezra Y. Rosensaft's removal as Chief Executive Officer, on August 29, 2022, the Company and Mr. Rosensaft entered into a Separation and General Release Agreement (the "Separation Agreement"), which provided, among other things, that the Company shall pay Mr. Rosensaft \$645,785, to be paid in fifty-two (52) bi-weekly installments beginning no later than on the Company's second payroll date following the effective date of the Separation Agreement. Pursuant to the terms of the Separation Agreement, Mr. Rosensaft is subject to certain restrictive covenants, including restrictions on his ability to solicit the employees and customers of the Company for a period of twelve (12) months following his separation. The foregoing summary of the Separation Agreement does not purport to be complete and is qualified in its entirety by reference to the Separation Agreement, a copy of which was filed as Exhibit 10.1 to the Company's report on Form 8-K, filed with the SEC on August 31, 2022, and is incorporated by reference herein.

In connection with the removal of Allan Grafman as Chief Executive Officer of the Company, the Company and Mr. Grafman entered into a Separation and General Release Agreement, dated May 10, 2023 (the "Grafman Separation Agreement"), which provided, among other things, that the Company shall pay Mr. Grafman \$300,000, of which \$75,000 will be paid within seven (7) days following the effective date of the Grafman Separation Agreement, and the remaining \$225,000 will be paid in fourteen (14) bi-weekly installments in accordance with the Company's regular payroll schedule. In addition, Mr. Grafman's previously granted option to purchase 26,399 shares of the Company's Class B common stock, par value \$0.01 per share, shall immediately vest and become exercisable at a price of \$1.77 per share, and all other unvested options shall terminate. The foregoing summary of the Grafman Separation Agreement does not purport to be complete and is qualified in its entirety by reference to the Grafman Separation Agreement, a copy of which was filed as Exhibit 10.1 to the Company's report on Form 8-K, filed with the SEC on May 15, 2023, and is incorporated by reference herein.

In connection with the removal of Brooke Feinstein as Chief Financial Officer of the Company, the Company and Ms. Feinstein entered into a Separation and General Release Agreement, dated May 9, 2023 (the "Feinstein Separation Agreement"), which provides, among other things, that the Company shall pay Ms. Feinstein \$96,765.68 in ten (10) substantially equal bi-weekly installments in accordance with the Company's regular payroll schedule. The foregoing summary of the Feinstein Separation Agreement does not purport to be complete and is qualified in its entirety by reference to the Feinstein Separation Agreement, a copy of which was filed as Exhibit 10.2 to the Company's report on Form 8-K, filed with the SEC on May 15, 2023, and is incorporated by reference herein.

On December 22, 2023 the Company announced the renewal of its limited and non-exclusive licensing agreement with Paramount Consumer Products (“Paramount”) for *Teenage Mutant Ninja Turtles* and other Paramount properties. The licensed properties include several TMNT television series and other Paramount properties. The agreement sets forth the licensed publications and channels of distributions, as well as the distribution territories and languages, which will enable IDW to create and distribute publications involving the TMNT and other licensed properties across a variety of platforms to reach a broad audience.

On January 7, 2024, 2,727,273 restricted shares of the Company’s Class B common stock were issued to the Company’s CEO and shall vest, contingent on the CEO’s remaining in continuous service to the Company, in substantially equal amounts on March 31, 2024, March 31, 2025, and March 31, 2026. These shares were issued in lieu of cash compensation for his employment services over the vesting period.

On January 7, 2024, the Company granted to Davidi Jonas, incentive stock options to acquire an aggregate of 1,545,454 shares of the Company’s Class B common stock at a price per share of \$0.4342 (the closing price on the trading day preceding the grant). The options become exercisable between January 2024 and January 2030 and shall vest incrementally, subject to Davidi Jonas remaining in continuous service, upon the Company’s market capitalization reaching \$25 million, \$50 million, and \$110 million.

On April 25, 2024, 157,896 restricted shares of the Company’s Class B common stock were issued to the Company’s CFO and shall vest, contingent on the CFO’s remaining in continuous service to the Company, in substantially equal amounts on March 31, 2025, March 31, 2026, and March 31, 2027.

On September 10, 2024, 141,891 restricted shares of the Company’s Class B common stock were issued to the Company’s President of Publishing Operations and shall vest, contingent on the President’s remaining in continuous service to the Company, in substantially equal amounts on November 1, 2025, November 1, 2026, and November 1, 2027.

On September 10, 2024, 117,567 restricted shares of the Company’s Class B common stock were issued to the Company’s Head Counsel and shall vest, contingent on the Head Counsel’s remaining in continuous service to the Company, in substantially equal amounts on November 1, 2025, November 1, 2026, and November 1, 2027.

Item 18 Articles of Incorporation and Bylaws

FIFTH RESTATED CERTIFICATE OF INCORPORATION

OF

IDW MEDIA HOLDINGS, INC.

IDW Media Holdings, Inc., a Delaware corporation (the “Corporation”), the original Certificate of Incorporation, Restated Certificate of Incorporation, Second Restated Certificate of Incorporation, Third Restated Certificate of Incorporation, and Fourth Restated Certificate of Incorporation, of which were filed with the Secretary of State of Delaware on May 8, 2009, July 6, 2009, September 11, 2009, July 27, 2015, and July 14, 2021 respectively, HEREBY CERTIFIES:

FIRST: The Fifth Restated Certificate of Incorporation, amending and restating the Fourth Restated Certificate of Incorporation of the Corporation, as set forth in Article FOURTH hereof, was duly authorized by the Corporation’s Board of Directors and adopted by written consent of a majority of the Corporation’s stockholders in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

SECOND: Upon the filing and effectiveness (the “Effective Time”), pursuant to the General Corporation Law of the State of Delaware, of this Fifth Restated Certificate of Incorporation, the aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is thirty-eight million (38,000,000) shares, consisting of (a) 35,000,000 shares of Class B Common Stock, par value \$0.01 per share (“Class B Stock”) and (b) 2,500,000 shares of Class C Common Stock, par value \$0.01 per share (the “Class C Stock”; the Class B Stock and Class C Common Stock are referred to herein as the “Common Shares”), and (d) 500,000 shares of preferred stock, par value \$0.01 per share (“Preferred Stock”).

THIRD: That the Fifth Restated Certificate of Incorporation shall become effective upon filing.

FOURTH: That the Fifth Restated Certificate of Incorporation, as amended and restated hereby, reads in its entirety as follows:

FIFTH RESTATED CERTIFICATE OF INCORPORATION
OF
IDW MEDIA HOLDINGS, INC.

FIRST: The name of the Corporation is IDW Media Holdings, Inc. (the “Corporation”).

SECOND: The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the “GCL”).

FOURTH: The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is thirty-eight million (38,000,000) shares, consisting of (a) 35,000,000 shares of Class B Common Stock, par value \$0.01 per share (“Class B Stock”) and (b) 2,500,000 shares of Class C Common Stock, par value \$0.01 per share (the “Class C Stock”; the Class B Stock and Class C Stock are referred to herein as the “Common Shares”), and (d) 500,000 shares of preferred stock, par value \$0.01 per share (“Preferred Stock”).

1. Preferred Stock

The Board of Directors is hereby expressly authorized, by resolution or resolutions, to provide, out of the unissued and undesignated shares of Preferred Stock, for one or more series of Preferred Stock. Before any shares of any such series are issued, the Board of Directors shall fix, and hereby is expressly empowered to fix, by resolution or resolutions, the following provisions of the shares thereof:

(a) the designation of such series, the number of shares to constitute such series, and the stated value thereof if different from the par value thereof;

(b) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;

(c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of this class;

(d) whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the terms and conditions of such redemption, including the manner of selecting shares for redemption if less than all shares of such series are to be redeemed, the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(e) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation, and whether such rights shall be in preference to, or in another relation to, the comparable rights of any other class or classes or series of stock;

(f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other series of this class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payments of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of the Common Shares or shares of stock of any other class or any other series of this class;

(i) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of this class or of any other class; and

(j) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations of restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall accrue and/or be cumulative.

2. Common Shares

(a) General. Except as hereinafter expressly set forth in Section 2, and subject to the rights and preferences of the holders of Preferred Stock at any time outstanding, the Class B Stock and the Class C Stock, each of which is a class of common stock, shall have the same rights and privileges and shall rank equally, share ratably and be identical in respects as to all matters, including rights in liquidation.

(b) Voting Rights. Except as otherwise provided in this Fifth Restated Certificate of Incorporation or as expressly provided by law, and subject to any voting rights provided to holders of Preferred Stock at any time outstanding, the Common Shares have exclusive voting rights on all matters requiring a vote of the Corporation.

The holders of Class B Stock shall be entitled to one-tenth (1/10) of a vote per share on all matters to be voted on by the stockholders of the Corporation. The holders of Class C Stock shall be entitled to three (3) votes per share on all matters to be voted on by the stockholders of the Corporation.

Except as otherwise provided in this Fifth Restated Certificate of Incorporation or as required by law, and subject to any voting rights provided to holders of Preferred Stock at any time outstanding, the holders of Class B Stock and the holders of the Class C Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(c) Dividends and Distributions

(1) Subject to the rights of the holders of Preferred Stock, and subject to any other provisions of this Fifth Restated Certificate of Incorporation, as it may be amended from time to time, holders of Class B Stock and holders of Class C Stock shall share ratably, in accordance with the number of shares held by each such holder, in all dividends or distributions payable in cash or (subject to paragraph (2) of this Section 2(c)) other property (other than Common Shares) as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor. All dividends or distributions declared on the Common Shares which are payable in Common Shares shall be declared at the same rate on all classes of Common Shares, but shall be payable in Class B Stock to holders of Class B Stock and Class C Stock to holders of Class C Stock. If the Corporation shall in any manner subdivide, combine or reclassify the outstanding shares of Class B Stock or Class C Stock, the outstanding shares of the other classes of stock shall be subdivided, combined or reclassified proportionately in the same manner and on the same basis as the outstanding shares of Class B Stock or Class C Stock, as the case may be, have been subdivided, combined or reclassified.

(2) Notwithstanding anything else in this Fifth Restated Certificate of Incorporation to the contrary, nothing shall restrict the declaration or payment of any dividend or distribution by the Corporation to holders of Common Shares, which are made or paid in securities of another entity, if the securities distributed to the holders of differing classes of Common Shares have disparate voting rights, so long as (i) such shares bear the same rights in the property of the entity whose securities are being distributed and (ii) the voting rights are not, in the aggregate among the classes of shares, materially different than the voting rights of the Common Shares.

(d) Optional Conversion.

(1) The shares of Class B Stock are not convertible into, or exchangeable for, shares of Class C Stock.

(2) Each share of Class C Stock may be converted, at any time and at the option of the holder thereof, into one fully paid and nonassessable share of Class B Stock.

(e) Mandatory Conversion.

(1) Upon a Transfer by a Holder, other than to a “Permitted Transferee” of such Holder, shares of Class C Stock so transferred shall, effective on the date of such Transfer, be automatically converted, without further act on anyone’s part, into an equal number of shares of Class B Stock, and any stock certificate formerly representing such shares of Class C Stock shall thereupon and thereafter be deemed to represent the like number of shares of Class B Stock.

(2) For purposes of this Section 2(e):

A “Permitted Transferee” of a Holder shall mean the following:

(i) In the case of any Holder, the Corporation or any one or more of its directly or indirectly wholly owned subsidiaries;

(ii) In the case of a Holder who is a natural person:

(A) The spouse of such Holder (the “Spouse”), any lineal ancestor of such Holder or of the Spouse, and any person who is a lineal descendant of a grandparent of such Holder or of the Spouse, or a spouse of any such lineal descendant or such lineal ancestor (collectively, the “Family Members”);

(B) A trust (including a voting trust) exclusively for the benefit of one or more of (x) such Holder, (y) one or more of his or her Family Members or (z) an organization to which contributions are deductible under 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision (the “Internal Revenue Code”) or for estate or gift tax purposes (a “Charitable Organization”); provided that such trust may include a general or special power of appointment for such Holder or Family Members (a “Trust”); provided, further, that if by reason of any change in the beneficiaries of such Trust, such Trust would not have qualified, at the time of the Transfer of Class C Stock to such Trust (for purposes of this sub-paragraph (B), the “Transfer Date”), as a Permitted Transferee, all shares of Class C Stock so transferred to such Trust shall, effective on the date of such change of beneficiary, be automatically converted, without further act on anyone’s part, into an equal number of shares of Class B Stock, and the stock certificates formerly representing such shares of Class C Stock shall thereupon and thereafter be deemed to represent the like number of shares of Class B Stock;

(C) A Charitable Organization established solely by one or more of such Holder or a Family Member;

(D) An Individual Retirement Account, as defined in Section 408(a) of the Internal Revenue Code, of which such Holder is a participant or beneficiary, provided that such Holder has the power to direct the investment of funds deposited into such Individual Retirement Account and to control the voting of securities held by such Individual Retirement Account (an “IRA”);

(E) A pension, profit sharing, stock bonus or other type of plan or trust of which such Holder is a participant or beneficiary and which satisfies the requirements for qualification under Section 401(k) of the Internal Revenue Code, provided that such Holder has the power to direct the investment of funds deposited into such plan or trust and to control the voting of securities held by such plan or trust (a “Plan”);

(F) Any corporation or partnership directly or indirectly controlled, individually or as a group, only by such Holder and/or any of his Permitted Transferees as determined under this clause (ii); provided, that if by reason of any change in the direct or indirect control of such corporation or partnership, such corporation or partnership would not have qualified, at the time of the Transfer of Class C Stock to such corporation or partnership, as a Permitted Transferee of such Holder, all shares of Class C Stock so transferred to such corporation or partnership shall, effective on the date of such direct or indirect change in control, be automatically converted, without further act on anyone’s part, into an equal number of shares of Class B Stock, and the stock certificates formerly representing such shares of Class C Stock shall thereupon and thereafter be deemed to represent the like number of shares of Class B Stock; and

(G) The estate, executor, executrix or other personal representative, custodian, administrator or guardian of such Holder.

(iii) In the case of a Holder holding the shares of Class C Stock in question as trustee of an IRA, a Plan or a Trust, “Permitted Transferee” means (x) the person who transferred Class C Stock to such IRA, such Plan or such Trust, (y) any Permitted Transferee of any such person determined pursuant to this Section 2(e) and (z) any successor trustee or trustees in such capacity of such IRA, such Plan or such Trust;

(iv) In the case of a Holder which is a partnership, “Permitted Transferee” means any other person, directly or indirectly controlling, controlled by or under direct or indirect common control with such partnership, provided that, if by reason of any change in the direct or indirect control of such person, such person would not have qualified, at the time of the Transfer of the Class C Stock to such person, as a Permitted Transferee of such partnership, all shares of Class C Stock so transferred to such person shall, effective on the date of such direct or indirect change in control, be automatically converted, without further act on anyone’s part, into an equal number of shares of Class B Stock, and the stock certificates formerly representing such shares of Class C Stock shall thereupon and thereafter be deemed to represent the like number of shares of Class B Stock;

(v) In the case of a Holder which is a corporation (other than a Charitable Organization) “Permitted Transferee” means any other person directly or indirectly controlling, controlled by or under direct or indirect common control with such corporation; provided that if by reason of any change in the direct or indirect control of such person, such person would not have qualified, at the time of the Transfer of the Class C Stock to such person, as a Permitted Transferee of such corporation, all shares of Class C Stock so transferred to such person shall, effective on the date of such direct or indirect change in control be automatically converted, without further act on anyone’s part, into an equal number of shares of Class B Stock, and the stock certificates formerly representing such shares of Class C Stock shall thereupon and thereafter be deemed to represent the like number of shares of Class B Stock; and

(vi) In the case of a Holder which is the estate of a deceased Holder or who is the executor, executrix or other personal representative, custodian or administrator of such Holder, or guardian of a disabled or adjudicated incompetent Holder or which is the estate of a bankrupt or insolvent Holder, which owns the shares of Class C Stock in question, “Permitted Transferee” means a Permitted Transferee of such deceased, or adjudicated incompetent, disabled, bankrupt or insolvent Holder as otherwise determined pursuant to this Section 2(e).

As used in this Section 2(e), the term “control” means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the controlled person or entity.

As used in this Section 2(e), the term “Holder” means any holder of Class C Stock or of the proxy to vote shares of Class C Stock.

As used in this Section 2(e), the term “person” shall mean both natural persons and legal entities, unless otherwise specified. The relationship of any person that is derived by or through legal adoption shall be considered a natural relationship.

Each joint owner of shares or owner of a community property interest in shares of Class C Stock shall be considered a “Holder” of such shares. A minor for whom shares of Class C Stock are held pursuant to a Uniform Transfer to Minors Act or similar law shall be considered a Holder of such shares.

As used in this Section 2(e), a “Transfer” shall mean any type of transfer of shares of Class C Stock, whether by sale, exchange, gift, operation of law, pledge, or otherwise, and shares of Class C Stock shall refer to either (i) such shares of Class C Stock so transferred, (ii) the power to vote such shares so transferred or (iii) shares of Class C Stock for which the power to vote was so transferred, as the case may be.

(3) Notwithstanding anything to the contrary set forth herein, any Holder may pledge the shares of Class C Stock belonging to such Holder to a pledgee pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee, provided that such pledgee does not have the power to vote such shares and such shares remain subject to the provisions of this Section. In the event of foreclosure or other similar action by the pledgee, such shares, at midnight on the thirtieth day after delivery of notice by the Corporation to the pledgor of such foreclosure or other similar action (for purposes of this paragraph (3) the “Conversion Time”), shall be automatically converted, without further act on anyone’s part, into an equal number of shares of Class B Stock and the stock certificates formerly representing such shares of Class C Stock shall thereupon and thereafter be deemed to represent the like number of shares of Class B Stock; provided, however, that such automatic conversion of such shares of Class C Stock shall not occur if, prior to the Conversion Time, (x) such pledged shares of Class C Stock are transferred to a Permitted Transferee of the pledgor or (y) such foreclosure or other similar action is cancelled or annulled so that the pledgor retains the right to vote such shares.

(4) A good faith determination by the Board of Directors of the Corporation (x) that a transferee of shares of Class C Stock is or is not a Permitted Transferee of the transferor of such shares to such transferee on the date of Transfer, or (y) that, by reason of any change in the direct or indirect control of such transferee subsequent to such Transfer, such person would have or have not qualified at the time of the Transfer of the Class C Stock to such person as a Permitted Transferee shall be conclusive and binding upon all the stockholders of the Corporation.

(5) The Corporation may, as a condition to the transfer or the registration of transfer of shares of Class C Stock to a purported Permitted Transferee, require the furnishing of such affidavits or other proof as it deems necessary to establish that such transferee is a Permitted Transferee. Each certificate representing shares of Class C Stock shall be endorsed with a legend that states that shares of Class C Stock are not transferable other than to certain transferees and are subject to certain restrictions as set forth in this Fifth Restated Certificate of Incorporation of the Corporation.

(6) This Section 2(e) may not be amended without the affirmative vote of holders of the majority of the shares of the Class B Stock and the affirmative vote of holders of the majority of the shares of the Class C Stock, each voting separately as a class.

(f) Conversion Procedures.

(1) Each conversion of shares pursuant to Section 2(d) hereof will be effected by the surrender of the certificate or certificates, duly endorsed, representing the shares to be converted at the principal office of the transfer agent of the Class C Stock, in the case of conversion pursuant to Section 2(d)(2), or of the Class B Stock, in the case of conversion pursuant to Section 2(d)(3), at any time during normal business hours, together with a written notice by the holder stating the number of shares that such holder desires to convert and the names or name in which he wishes the certificate or certificates for the Class B Stock to be issued. Such conversion shall be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered, and at such time, the rights of any such holder with respect to the converted shares of such holder will cease and the person or persons in whose name or names the certificate or certificates for shares are to be issued upon such conversion will be deemed to have become the holder or holders of record of such shares represented thereby.

Promptly after such surrender, the Corporation will issue and deliver in accordance with the surrendering holder’s instructions the certificate or certificates for the Class B Stock issuable upon such conversion and a certificate representing any Class C Stock, in the case of conversion pursuant to Section 2(d)(2) which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion, but which was not converted.

(2) The issuance of certificates upon conversion of shares pursuant to Section 2(d) hereto will be made without charge to the holder or holders of such shares for any issuance tax (except stock transfer tax) in respect thereof or other costs incurred by the Corporation in connection therewith.

(3) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class B Stock or its treasury shares, solely for the purpose of issuance upon the conversion of the Class C Stock, such number of shares of Class B Stock as may be issued upon conversion of all outstanding Class C Stock.

(4) Shares of the Class C Stock surrendered for conversion as above provided or otherwise acquired by the Corporation shall be canceled according to law and shall not be reissued.

(5) All shares of Class B Stock which may be issued upon conversion of shares of Class C Stock will, upon issue, be fully paid and nonassessable.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of not less than two and not more than seventeen directors, the exact number of which shall be fixed from time to time by the Board of Directors; provided, however, that at any time the Corporation shall have any class of stock registered under the Securities Exchange Act of 1934, as amended, the Board of Directors shall consist of not less than three and not more than seventeen directors.

A director shall hold office until the next occurring annual meeting of stockholders following his or her election and until his or her successor shall be elected and shall qualify, subject, however, to prior death or incapacity, resignation, retirement, disqualification or removal from office.

The directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Fifth Restated Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

Subject to the terms of any one or more classes or series of Preferred Stock, newly created directorships resulting from any increase in the number of directors and any vacancies in the Board of Directors resulting from death or incapacity, resignation, retirement, disqualification or removal from office may be filled only by the affirmative vote of a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and directors so elected shall hold office until the next occurring annual meeting of stockholders following appointment and until their successors are duly elected and qualified, or until their earlier death or incapacity, resignation, retirement, disqualification or removal from office.

SIXTH: No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for 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) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any alteration, amendment or repeal of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such alteration, amendment or repeal with respect to acts or omissions occurring prior to such alteration, amendment or repeal.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The By-Laws of the Corporation may be altered, amended or repealed in whole or in part, or new By-Laws may be adopted, by the stockholders or by the affirmative vote of the directors of the Corporation as provided therein.

NINTH: Special meetings of stockholders may be called by any of (i) the Chairman of the Board of Directors, (ii) the President, (iii) any Vice President, (iv) the Secretary, or (v) any Assistant Secretary, and shall be called by any such officer at the request in writing of a majority of the entire 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. As used in this Fifth Restated Certificate of Incorporation, the term "entire Board of Directors" means the total number of directors which the Corporation would have if there were no vacancies.

TENTH: The Corporation elects not to be governed by Section 203 of the GCL.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Fifth Restated Certificate of Incorporation, and all rights conferred upon stockholders hereby are granted subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused this Fifth Restated Certificate of Incorporation to be executed on its behalf this 9th day of May 2024.

IDW MEDIA HOLDINGS, INC.

By: /s/ Davidi Jonas

Name: Davidi
Jonas

Title: Chief Executive Officer

Address: 520 Broad Street
Newark, NJ 07102

FOURTH AMENDED AND RESTATED

BY-LAWS

OF

IDW MEDIA HOLDINGS, INC.

(hereinafter called the “Corporation”)

Effective June 9, 2022

ARTICLE I.

OFFICES

Section 1. Registered Office. The registered office of the Corporation shall be in the City of Wilmington, County of New Castle, 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 majority vote, a Board of Directors, and transact such other business as may properly be brought before the meeting.

Section 3. Special Meetings. Unless otherwise prescribed by law or by the Restated Certificate of Incorporation of the Corporation (as the same has been and may be further amended 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 of the Board, (ii) the Chairman, (iii) the Chief Executive Officer, (iv) the President, or (v) the Corporate Secretary, and 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 issued and outstanding capital stock of the Corporation representing not less than a majority of the voting power of all issued and outstanding capital stock of the Corporation. Such request shall state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meetings.

Written notice of stockholders’ meetings, stating the place, date, and hour thereof, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each stockholder entitled to vote thereat by or at whose direction the notice is being issued. A copy of the notice of any meeting shall be delivered in accordance with the provisions of Article VI below, not less than ten days but not more than sixty days before the date of such meeting, unless a different period is prescribed by law.

Section 5. Quorum. Except as otherwise provided by law or by the Certificate of Incorporation, the holders of issued and outstanding capital stock of the Corporation representing not less than a majority of the voting power of all issued and outstanding capital stock of the Corporation 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 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 6. 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 issued and outstanding capital stock of the Corporation representing not less than a majority of the voting power of all issued and outstanding capital stock of the Corporation present or represented by proxy and entitled to vote thereat. Each stockholder represented at a meeting of stockholders shall be entitled, for each share of the capital stock entitled to vote thereat held by such stockholder, such number of votes as are set forth for such share in the Certificate of Incorporation as in effect from time to time. Such votes may be cast in person or by proxy but no proxy shall be voted on or after three 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 7. 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. A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the Corporation can determine (1) that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxyholder or by a person or persons authorized to act for the stockholder or proxyholder and (2) the date on which such stockholder or proxyholder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by electronic transmission, may be otherwise delivered to the principal place of business of the Corporation or to an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded if, to the extent and in the manner provided by resolution of the Board of Directors.

Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

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 8. 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 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 and class 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 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 9. 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 8 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 two nor more than seventeen Voting Directors, and between zero and five ex officio non-voting directors, the exact numbers of which shall be fixed from time to time by the Board of Directors; provided, however, that at any time the Corporation shall have any class of stock registered under the Securities Exchange Act of 1934, as amended, the Board of Directors shall consist of not less than three and not more than seventeen directors. Except as provided in Section 3 of this Article, directors shall be elected if the votes cast at the Annual Meeting of Stockholders for each nominee's election exceed the votes cast against such nominee's election; Each Voting Director so elected shall hold office until the expiration of the term of such director (as set forth in the Certificate of Incorporation) and until his successor is duly elected and qualified, or until his earlier death or incapacity, resignation, retirement, disqualification or removal from office. Any director may resign at any time upon notice to the Corporation. Directors need not be Stockholders.

Section 2. Types of Directors. There shall be two types of directors:

a. Ex-Officio (Non-Voting) Directors: From time to time, the Board of Directors may appoint one or more ex-officio Directors. Each Ex-Officio Director shall serve as long as the Board of Directors determines in its sole discretion. The number of Ex-Officio Directors may be modified as the Board of Directors determines is in the best interest of the Corporation. Ex-Officio Directors shall be entitled to participate in meetings of the Board of Directors, but have no vote in any matter before the Board of Directors.

b. Voting Directors. The Board of Directors shall consist of not less than three nor more than seventeen Voting Directors, the exact number of which shall be fixed from time to time by the Board of Directors.

Except as provided in Section 3 of this Article, Voting Directors shall be elected if the votes cast at the Annual Meeting of Stockholders for each nominee's election exceed the votes cast against such nominee's election. Each Voting Director so elected shall hold office until the expiration of the term of such director (as set forth in the Certificate of Incorporation) and until his or her successor is duly elected and qualified, or until his or her earlier death or incapacity, resignation, retirement, disqualification or removal from office. Any director may resign at any time upon notice to the Corporation. Directors need not be Stockholders.

Section 3. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of Voting Directors may be filled by a majority of the Voting Directors then in office, though less than a quorum, or by a sole remaining Voting Director, and the Voting Directors so chosen shall hold office until the next occurring annual meeting of stockholders following their election and until their successors are duly elected and qualified, or until their earlier death or incapacity, resignation, retirement, disqualification or removal from office.

Section 4. 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 statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the stockholders.

Section 5. Chairman and Vice Chairman of the Board. The Voting Directors, in its discretion, may also choose a Chairman of the Board (who shall be empowered to preside at meetings of the Board of Directors) and a Vice Chairman of the Board (who shall be empowered to preside at meetings of the Board of Directors and to fulfill the duties of the Chairman of the Board if the Chairman of the Board is unavailable or unable or unwilling to serve). The Chairman of the Board shall preside at all meetings of the stockholders. The Chairman of the Board and the Vice Chairman of the Board can be Ex-Officio Directors or Voting Directors as determined by the Board in its sole discretion.

Section 6. 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 of the Board, the Chief Executive Officer, the President, the Corporate Secretary or any two Voting Directors, acting jointly. Notice thereof stating the place, date and hour of the meeting shall be given to each director either by mail, by telephone or electronic transmission 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. Failure to provide notice to an Ex-Officio Director shall not be deemed a violation of these By-Laws and accordingly does not impact the quorum present at such meeting or validity of such meeting. Quorum. Except as may be otherwise specifically provided by applicable law, the Certificate of Incorporation or these By-Laws, at all meetings of the Board of Directors, a majority of the Voting Directors then in office shall constitute a quorum for the transaction of business and the act of a majority of the Voting 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 Voting 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 7. 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 Voting 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 8. Meetings by Means of Conference Telephone. Unless otherwise provided by the Certificate of Incorporation or these By-Laws, members of the Board of Directors, 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 shall constitute presence in person at such meeting.

Section 9. Committees. The Board of Directors may, by resolution passed by a majority of the Voting Directors then in office, designate one or more committees, each committee to consist of one or more of the Voting Directors of the Corporation. The Voting Directors may designate one or more Voting 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 Voting 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 Voting Director 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 10. Compensation. The Voting Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors or special or standing committee thereof, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or special or standing committee thereof or a stated salary as Voting Director, in each case in cash and/or securities (including options and convertible securities) of the Corporation or any of its subsidiaries or affiliates. Except as otherwise prohibited by applicable law, no such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation for such services.

Section 11. Interested Directors. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's 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 of the Corporation 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; or (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.

Section 12. Removal. A Voting Director or all of the Voting Directors may be removed at any time, with or without cause, by the holders of issued and outstanding capital stock of the Corporation representing not less than a majority of the voting power of all issued and outstanding capital stock of the Corporation entitled to vote at an election of Voting Directors. An Ex-Officio Director may be removed at any time, with or without cause, by a majority of the Voting Directors.

ARTICLE IV.

OFFICERS

Section 1. General. The officers of the Corporation shall be chosen by the Board of Directors and shall be a Chief Executive Officer, President, one or more Vice Presidents, a Corporate Secretary and a Treasurer. The Board of Directors, in its discretion, may also choose a Chairman, 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, except in the case of the Chairman, if any, 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 members of the Board of Directors then in office. Any vacancy occurring in any office of the Corporation shall be filled 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, Chief Executive Officer, the President, the Corporate Secretary 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 corporation 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 be an officer of the Corporation, subject to the control of the Board of Directors, and shall report directly to the Board of Directors. The Chairman shall have supervisory responsibility over the strategic direction of the Corporation and shall play an active role in building and leading the Corporation, working closely with the Chief Executive Officer. Except where by law the signature of the Chief Executive Officer is required, the Chairman shall possess the same power as the Chief Executive Officer to sign all contracts, certificates and other instruments of the Corporation which may be authorized by the Board of Directors. 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. The Chief Executive Officer shall, subject to the control of the Board of Directors and the Chairman, have general supervisory responsibility over the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall be the primary executive officer of the Corporation and 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, the Chairman or the Chief Executive Officer. In the absence or disability of the Chairman of the Board (if one shall have been designated by the Board), if no Vice Chairman of the Board shall have been designated by the Board of Directors, the Chief Executive Officer shall preside at all meetings of the stockholders and the Board of Directors. The Chief Executive Officer 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 6. President. The President shall be an executive officer of the Corporation, with responsibility, together with the other officers of the Corporation, for carrying out the policies of the Board of Directors, the Chairman and the Chief Executive Officer. He shall report directly to the Chief Executive Officer and the Chairman. Except where by law the signature of the Chief Executive Officer is required, the President shall possess the same power as the Chief Executive Officer to sign all contracts, certificates and other instruments of the Corporation which may be authorized by the Board of Directors. At the request of the Chief Executive Officer, or during the absence or disability of the Chief Executive Officer, the President shall exercise all the powers and discharge all the duties of the Chief Executive Officer. The President 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 or the Chairman.

Section 7. Vice Presidents. The Board of Directors, the Chairman and the Chief Executive Officer shall have the power to appoint one or more Vice Presidents with such powers and responsibilities as shall be designated in the resolutions or designations appointing the same, as modified from time to time by actions of the Board of Directors, the Chairman or the Chief Executive Officer. Such Vice Presidents may be given titles (e.g. Senior Vice President or Executive Vice President) to indicate their relative seniority as to one another, and/or descriptive titles to delineate their relative areas of responsibility. Each Vice President shall perform such duties and have such other powers as the Board of Directors, the Chairman or the Chief Executive Officer from time to time may prescribe.

Section 8. Corporate Secretary. The Corporate 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 Corporate Secretary shall also perform like duties for the standing committees when required. The Corporate 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, the Chairman, the Chief Executive Officer or the President. If the Corporate 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 any of the Board of Directors, the Chairman, the Chief Executive Officer or the President may choose another officer to cause such notice to be given. The Corporate Secretary shall have custody of the seal of the Corporation and the Corporate 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 Corporate 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 Corporate 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 Chairman, the Chief Executive Officer, the President and the Board of Directors, at its regular meetings, or when the Chairman, the Chief Executive Officer, the President or 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 Chairman, the Chief Executive Officer, the President or the Corporate Secretary, and in the absence of the Corporate Secretary or in the event of his disability or refusal to act, shall perform the duties of the Corporate Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Corporate 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 Chairman, the Chief Executive Officer the 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 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, including, without limitation, a Chief Financial Officer, a Chief Operating Officer and a Chief Accounting Officer. The Board of Directors may delegate to any other officer of the Corporation the power to choose such other 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 (i) by the Chief Executive Officer, the President or a Vice President and (ii) by the Treasurer or an Assistant Treasurer, or the Corporate Secretary or an Assistant Secretary of the Corporation, certifying the number and class of shares owned by him, her or it 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.

Section 3. Lost Certificates. The Board of Directors, the Chief Executive Officer, the President or any Vice President 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, the Chief Executive Officer, the President or any Vice President may, in his or 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, the Chief Executive Officer, the President or any Vice President shall require and/or to give the Corporation a bond in such sum as it or he 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-in-fact or other representative 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. Shares Without Certificates. Notwithstanding any other provision in these By-Laws, the Board of Directors may authorize the issuance of any shares of any of its classes or series without certificates. The authorization does not affect shares already represented by certificates until the certificates are surrendered to the Corporation. Within a reasonable time after the issuance or transfer of shares without certificates, the Corporation shall send the stockholder a written statement that includes (1) all of the information required by applicable law on share certificates and (2) any transfer restrictions applicable to the shares.

Section 6. 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 days nor less than ten days before the date of such meeting, nor more than sixty 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 7. 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.

ARTICLE VI.

NOTICES

Section 1. Notices. Except as otherwise provided in these By-Laws, whenever written notice is required by law, the Certificate of Incorporation or these By-Laws, to be given to any director, member of a committee or stockholder, such notice may be given by mail or any other manner provided for in these By-Laws, addressed to such director, member of a committee or stockholder, at his address as it appears on the records of the Corporation. If mailed, the notice shall be deemed given when deposited in the United States mail, postage prepaid, directed to each stockholder at such stockholder's address as it appears on the records of the Corporation, unless such stockholder shall have filed with the Corporate Secretary of the Corporation a written request that such notice be mailed to some other address, in which case it shall be directed to such other address. Notice of any meeting of stockholders need not be given to any stockholder who shall submit, either before or after the time stated therein, a written waiver of notice or who shall attend the meeting other than a stockholder who attends the meeting solely for the express purpose of objecting at the beginning thereof to the transaction of any business because the meeting is not lawfully called or convened. Unless the Board of Directors, after an adjournment is taken, shall fix a new record date for an adjourned meeting or unless the adjournment is for more than thirty days, notice of an adjourned meeting need not be given if the place, date and time to which the meeting shall be adjourned are announced at a meeting at which the adjournment is taken.

Without limiting the manner by which notice otherwise may be given effectively to stockholders, unless excepted under Sections 164, 296, 311, 312 or 324 of the Delaware General Corporation Law, any notice to stockholders given by the Corporation under any provision of these By-Laws or the Certificate of Incorporation shall be effective if given by a form of electronic transmission consented to by the stockholder to whom the notice is given. Any such consent shall be revocable by the stockholder by written notice to the Corporation. Any such consent shall be deemed revoked if (1) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (2) such inability becomes known to the Corporate Secretary or an Assistant Secretary of the Corporation or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Electronic delivery may also be used for officers, directors, and other agents of the Corporation.

Notice given by a form of electronic transmission shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice or the electronic mail address given by the directors or officers to an agent for the Corporation; (3) if by a posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the stockholder. An affidavit of the Corporate Secretary or an Assistant Secretary or of the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

Electronic transmission includes any form of communication not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 2. Waivers of Notice. Whenever any notice is required by law, the Certificate of Incorporation or these By-Laws, to be given to any director, member of a committee or stockholder, a waiver thereof in writing, signed, by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

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 securities or in other property. 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" and "Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VIII.

INDEMNIFICATION

Section 1. Right to Indemnification. Each person who was or is a party or is threatened to be made a party to or is involved (as a party, witness, or otherwise), in any threatened, pending, or completed action, suit, arbitration, alternative dispute mechanism, inquiry, administrative or legislative hearing, investigation or any other actual, threatened or completed proceeding, including any and all appeals, whether civil, criminal, administrative, or investigative (hereinafter a "Proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation (including service with respect to employee benefit plans), or is or was a director or officers of the Corporation serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise of which the Corporation owns, directly or indirectly, greater than fifty percent (50%) (hereafter an "Agent"), whether the basis of the Proceeding is alleged action in an official capacity as an Agent or in any other capacity, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended or interpreted (but, in the case of any such amendment or interpretation, only to the extent that such amendment or interpretation permits the Corporation to provide broader indemnification rights than were permitted prior thereto) against all expenses, liability, and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid or to be paid in settlement, and any interest, assessments, or other charges imposed thereon, and any federal, state, local, or foreign taxes imposed on any Agent as a result of the actual or deemed receipt of any payments under this Article) reasonably incurred or suffered by such person in connection with investigating, defending, being a witness in, or participating in (including on appeal), or preparing for any of the foregoing in, any Proceeding (hereinafter "Expenses"); provided, however, that except as to actions to enforce indemnification rights, the Corporation shall indemnify any Agent seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right.

Section 2. Authority to Advance Expenses. Expenses incurred by an officer or director (acting in his capacity as such) in defending a Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding, provided, however, that if required by the Delaware General Corporation Law, as amended, such Expenses shall be advanced only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise. Expenses incurred by other Agents of the Corporation (or by the directors or officers not acting in their capacity as such, including service with respect to employee benefit plans) may be advanced upon such terms and conditions as the Board of Directors deems appropriate. Any obligation to reimburse the Corporation for Expense advances shall be unsecured and no interest shall be charged thereon.

Section 3. Provisions Nonexclusive. The rights conferred on any person by this Article shall not be exclusive of any other rights that such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. To the extent that any provision of the Certificate of Incorporation, agreement, or vote of the stockholders or disinterested directors is inconsistent with these By-Laws, the provision, agreement, or vote shall take precedence.

Section 4. Authority to Insure. The Corporation may purchase and maintain insurance to protect itself and any Agent against any Expense, whether or not the Corporation would have the power to indemnify the Agent against such Expense under applicable law or the provisions of this Article.

Section 5. Survival of Rights. The rights provided by this Article shall continue as to a person who has ceased to be an Agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 6. Settlement of Claims. The Corporation shall not be liable to indemnify any Agent under this Article (a) for any amounts paid in settlement of any action or claim effected without the Corporation's written consent, which consent shall not be unreasonably withheld; or (b) for any judicial award if the Corporation was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

Section 7. Effect of Amendment. Any amendment, repeal, or modification of this Article shall not adversely affect any right or protection of any Agent existing at the time of such amendment, repeal, or modification.

Section 8. Subrogation. In the event of payment under this Article, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the Agent, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the Corporation effectively to bring suit to enforce such rights.

Section 9. No Duplication of Payments. The Corporation shall not be liable under this Article to make any payment in connection with any claim made against any Agent to the extent such Agent has otherwise actually received payment (under any insurance policy, agreement, vote, or otherwise) of the amounts otherwise indemnifiable hereunder.

Section 10. 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 VIII to directors and officers of the Corporation.

ARTICLE IX.

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 Voting 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 Voting Directors as the case may be. All such amendments must be approved by either the holders of issued and outstanding capital stock of the Corporation representing not less than a majority of the voting power of all issued and outstanding capital stock of the Corporation entitled to vote thereon or by a majority of the Voting Directors then in office.

Item 19 Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Item 20 Issuer's Certifications

I, Davidi Jonas, certify that:

1. I have reviewed this annual disclosure statement of IDW Media Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: January 29, 2025

/s/ Davidi Jonas

Chief Executive Officer

I, Andrew DeBaker, certify that:

1. I have reviewed this annual disclosure statement of IDW Media Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: January 29, 2025

/s/ Andrew DeBaker

Chief Financial Officer

(Principal Financial Officer)