

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2022 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II Basic Plan Information —enter all requested information		
1a Name of plan <u>MOTIVA 401(K) AND SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<u>004</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>MOTIVA ENTERPRISES, LLC</u> <u>ONE ALLEN CENTER</u> <u>500 DALLAS STREET</u> <u>HOUSTON, TX 77002</u>	1c Effective date of plan <u>05/01/2017</u>	2b Employer Identification Number (EIN) <u>76-0262490</u>
	2c Plan Sponsor's telephone number <u>713-277-8000</u>	2d Business code (see instructions) <u>324110</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2023	GREG FOSTER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2022)
v. 220413

3a Plan administrator's name and address ☐ Same as Plan Sponsor MOTIVA BENEFITS COMMITTEE ONE ALLEN CENTER 500 DALLAS STREET HOUSTON, TX 77002	3b Administrator's EIN 76-0262490 3c Administrator's telephone number 713-277-8000
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 2934
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 2429 6a(2) 2263 6b 11 6c 739 6d 3013 6e 6 6f 3019 6g 3019 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2S 2T 2A 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2022 Form M-1 annual report. If the plan was not required to file the 2022 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2022
		This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan MOTIVA 401(K) AND SAVINGS PLAN	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 MOTIVA ENTERPRISES, LLC	D Employer Identification Number (EIN) 76-0262490	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.
23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

VANGUARD ADVISERS INC.

23-2811930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	NONE	481512	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 37 52	NONE	59206	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP	99	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TD AMERITRADE, INC. 06-0988655	UP TO \$25 PER QUARTER, PER ACTIVE BROKERAGE PARTICIPANT; UP TO A \$50 ONE TIME PER PARTICIPANT BROKER AGE SET-UP FEE AS COMPENSATION FOR VANGUARD INITIAL/ONGOING ENHANCEMENTS TO INTEGRATE TD AMERITRADE BROKERAGE SERVICE FOR PLAN PARTICIPANT

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan MOTIVA 401(K) AND SAVINGS PLAN	B Three-digit plan number (PN) ►	004
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MOTIVA ENTERPRISES, LLC	D Employer Identification Number (EIN) 76-0262490	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC RETIREMENT SAVINGS TRUST III		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 38-7041744-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34921320
a Name of MTIA, CCT, PSA, or 103-12 IE: MFSINTRNATIONLEQUITYCIT3A		
b Name of sponsor of entity listed in (a): MFS INVESTMENT MANAGEMENT		
c EIN-PN 57-1187281-013	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6386832
a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL CORE PL BOND 5		
b Name of sponsor of entity listed in (a): PRUDENTIAL TRUST COMPANY		
c EIN-PN 23-6994310-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40988702
a Name of MTIA, CCT, PSA, or 103-12 IE: BR LIFEPAATHINDEX RETIREL		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 81-3250775-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16152630
a Name of MTIA, CCT, PSA, or 103-12 IE: BR LIFEPAATH INDEX 2025 L		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 81-3128643-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24398250
a Name of MTIA, CCT, PSA, or 103-12 IE: BR LIFEPAATH INDEX 2030 L		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 81-3148951-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53680524
a Name of MTIA, CCT, PSA, or 103-12 IE: BR LIFEPAATH INDEX 2035 L		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 81-3168065-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46048415

a Name of MTIA, CCT, PSA, or 103-12 IE: BR LIFEPATH INDEX 2040 L		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 81-3185003-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47265421
a Name of MTIA, CCT, PSA, or 103-12 IE: BR LIFEPATH INDEX 2045 L		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 81-3196176-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41659540
a Name of MTIA, CCT, PSA, or 103-12 IE: BR LIFEPATH INDEX 2050 L		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 81-3217294-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23892205
a Name of MTIA, CCT, PSA, or 103-12 IE: BR LIFEPATH INDEX 2055 L		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 81-3223239-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13653550
a Name of MTIA, CCT, PSA, or 103-12 IE: BR LIFEPATH INDEX 2060 L		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 81-3239005-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6474690
a Name of MTIA, CCT, PSA, or 103-12 IE: WB SMID CAP GROWTH CIT		
b Name of sponsor of entity listed in (a): GLOBAL TRUST COMPANY WILLIAM BLAIR		
c EIN-PN 27-6331814-007	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8132121
a Name of MTIA, CCT, PSA, or 103-12 IE: MACQUARIE LARGE CAP VALUE TRUS		
b Name of sponsor of entity listed in (a): DELAWARE INVESTMENTS		
c EIN-PN 45-1285575-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10536673
a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIATRUST USHIGHY BD 1		
b Name of sponsor of entity listed in (a): COLUMBIA TRUST COMPANY		
c EIN-PN 13-5598093-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5059014
a Name of MTIA, CCT, PSA, or 103-12 IE: BR RUSSELL 2500 INDEX M		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 94-3112180-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32710516
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MSCIEAFEEQUITYM		
b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY		
c EIN-PN 94-3112180-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40661848

a Name of MTIA, CCT, PSA, or 103-12 IE: COHEN&STEERSUSREALTY CIT A

b Name of sponsor of entity listed in (a): COHEN & STEERS CAPITAL MANAGEMENT, INC

c EIN-PN 46-3411346-064	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2041673
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a Name of MTIA, CCT, PSA, or 103-12 IE: BR EMG MRKTS IDX FND M

b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY

c EIN-PN 45-4544365-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12700217
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a Name of MTIA, CCT, PSA, or 103-12 IE: BR EQ IDX FND J

b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY

c EIN-PN 45-4368878-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 95760795
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a Name of MTIA, CCT, PSA, or 103-12 IE: BR US DBT IDX FND M

b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY

c EIN-PN 94-3112180-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17930620
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a Name of MTIA, CCT, PSA, or 103-12 IE: BR LIFEPAATHINDEX2065 L

b Name of sponsor of entity listed in (a): BLACKROCK INST TRUST COMPANY

c EIN-PN 84-1837050-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1249288
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

(Complete as many entries as needed to report all participating plans)

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>MOTIVA 401(K) AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOTIVA ENTERPRISES, LLC</u>	D Employer Identification Number (EIN) <u>76-0262490</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	520575	734189
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants).....	1c(7)		
(8) Participant loans.....	1c(8)	15380359	16603499
(9) Value of interest in common/collective trusts.....	1c(9)	671873278	582304844
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts.....	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	72096078	53525892
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	58683296	45176198

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	818553586	698344622

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	818553586	698344622
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	26091121	
(B) Participants	2a(1)(B)	32903278	
(C) Others (including rollovers)	2a(1)(C)	5529671	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		64524070
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	725337	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		725337
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2371151	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2371151
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-105205353
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-22940314
c Other income	2c		-13219638
d Total income. Add all income amounts in column (b) and enter total	2d		-73744747
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	45936789	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	838	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		45937627
f Corrective distributions (see instructions)	2f		9572
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	517018	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		517018
j Total expenses. Add all expense amounts in column (b) and enter total	2j		46464217
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-120208964
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

	Yes	No	Amount
4a		X	

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan MOTIVA 401(K) AND SAVINGS PLAN		B Three-digit plan number (PN) ► 004
C Plan sponsor's name as shown on line 2a of Form 5500 MOTIVA ENTERPRISES, LLC		D Employer Identification Number (EIN) 76-0262490
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 23-2186884		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....		☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?.....		☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....		☐ Yes ☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....		☐ Yes ☐ No
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14	Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
	a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....	14a	
	b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
	c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year.....	15a	
	b The corresponding number for the second preceding plan year.....	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c) a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____% b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____
20	PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation _____

Motiva 401(k) and Savings Plan
Financial Statements and Supplemental Schedule
Required by ERISA
December 31, 2022 and 2021

Motiva 401(k) and Savings Plan

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Schedule H, Line4i - Schedule of Assets (Held at End of Year), For the Year Ended December 31, 2022	15
Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.	



Report of Independent Auditors

To the Administrator of Motiva 401(k) and Savings Plan

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

We have performed an audit of the accompanying financial statements of Motiva 401(k) and Savings Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, including the related notes (collectively referred to as the "financial statements").

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

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021 and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 US 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 US 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 the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter – Supplemental Schedule Required by ERISA

Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022 ("supplemental schedule"), is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with US GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.



In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. In our opinion

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A large, stylized handwritten signature in black ink that reads "PricewaterhouseCoopers LLP". The signature is written in a cursive, flowing style.

Houston, Texas
October 13, 2023

Motiva 401(k) and Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	2022	2021
Assets		
Investments, at fair value (Note 3)	<u>\$ 681,006,934</u>	<u>\$ 802,652,652</u>
Receivables		
Notes receivable from participants	16,603,499	15,380,359
Employer contribution	<u>734,189</u>	<u>520,575</u>
Total receivables	<u>17,337,688</u>	<u>15,900,934</u>
Net assets available for benefits	<u>\$ 698,344,622</u>	<u>\$ 818,553,586</u>

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

Motiva 401(k) and Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions (Reductions)

Investment income (loss)	
Net depreciation in fair value of investments	\$ (142,679,182)
Dividends	3,064,874
Interest	610,750
	<u>(139,003,558)</u>
Interest income on notes receivable from participants	725,337
Contributions	
Employer	26,091,121
Participant	32,903,278
Rollovers	5,529,671
	<u>64,524,070</u>
Total net reductions	<u>(73,754,151)</u>

Deductions

Benefits paid directly to participants	45,936,957
Administrative expenses	517,856
	<u>46,454,813</u>
Total deductions	<u>46,454,813</u>
Net decrease in net assets available for benefits	120,208,964

Net assets available for benefits

Beginning of year	818,553,586
End of year	<u>\$ 698,344,622</u>

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

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

1. Description of Plan

The following description of the Motiva 401(k) and Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan sponsored and administered by Motiva Enterprises, LLC (“Motiva” or the “Company”). All employees, as defined by the Plan provisions, are immediately eligible to participate and make contributions to the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Motiva Benefits Committee (the “Committee”) retains the duty of Plan oversight and has appointed the Vanguard Group Inc. (“Vanguard”) as record keeper and third-party administrator to coordinate the day-to-day activities of the Plan and Vanguard Fiduciary Trust Company (“VFTC”) serves as directed Trustee. The Motiva Investment Committee, with recommendations from Mercer Investment Consulting LLC, the appointed Investment Consultant, determines the appropriateness of the Plan’s investment offerings, monitors investment performance and outlines criteria and procedures for the ongoing operation of the Plan’s investment program.

On October 31, 2019, Motiva acquired 100% of the equity interest in Flint Hills Resources Port Arthur, LLC (“Flint Hills”). Effective November 1, 2019, the name of Flint Hills was changed to Motiva Chemicals, LLC (“Motiva Chemicals”). The Plan was subsequently amended and both union and nonunion employees of Motiva Chemicals became eligible for the Plan effective January 1, 2020.

Formation of Plan

The Plan was established effective May 1, 2017, (the “Effective Date”) by Motiva. The Company became sponsor of the Plan, a spin-off from the Shell Provident Fund (“SPF”), as of the Effective Date, in connection with a corporate transaction between Equion Enterprises LLC, Saudi Refining, Inc., and certain other related parties.

Contributions

Contributions are designated as Pre-Tax, Roth 401(k), and After-Tax. Participants may contribute a minimum of 1% up to 50% Pre-Tax and Roth 401(k) (aggregate) and a minimum of 1% up to 25% After-Tax of eligible compensation as defined by the Plan but may be limited to comply with Internal Revenue Service (“IRS”) regulations. Each contribution type has specific deduction and tax implications at time of deferral and withdrawals as required under the IRS tax laws.

Participants who have attained age 50 before the end of the Plan year are eligible to make catch up contributions. The Plan accepts eligible direct rollovers from other qualified plans and individual retirement accounts (“IRA”) excluding a Roth IRA. The Plan includes an auto-enrollment provision, effective on the 45th day of employment, whereby all newly eligible employees are automatically enrolled in the Plan with a contribution rate of 3% of eligible compensation and their contributions are directed into the Plan’s default investment options, as defined by the Plan provision, unless they affirmatively elect not to participate in the Plan. Participant contribution rates can be changed at any time.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Effective January 1, 2020, the employer contribution is determined based on two contribution formulas, the Employer Contribution and the Matching Contribution formula. The following table defines various aspects of both formulas:

Contribution Type	
Employer Contribution Formula Calculated as a percentage of base pay and variable pay (as defined by the Plan) and the amount of the employer contribution depends on your length of accredited service	Matching Contribution Formula Determined based on the portion of your base pay (as defined by the Plan) that you contribute to the Plan pretax or Roth (excludes variable pay)

Eligibility Requirements	
Employees most recently hired or rehired before 2013	Employees most recently hired or rehired on and after January 1, 2020
Employees most recently hired between January 1, 2013 and December 31, 2019, who did not make the One-Time 2019 Retirement Choice to participate in the Matching Contribution Formula	Employees most recently hired between January 1, 2013 and December 31, 2019, who did make the One-Time 2019 Retirement Choice to participate in the Matching Contribution Formula
	Individuals who became employees as a result of the Flint Hills acquisition

Contribution Parameters			
Years of Accredited Service	Employer Contribution	Base Pay Contribution	Matching Contribution
Less than 6 years	2.5 %	For the first 3% of base pay pretax or Roth	150% of the contribution
Greater than 6 but less than 9 years	5.0 %	For the second 3% of base pay pretax or Roth	100% of the contribution
9 years or more	10.0 %	For any portion exceeding 6% of base pay	No additional contribution

Vesting

Participants are immediately 100% vested in both employee and company contributions, and the earnings thereon.

Participant Accounts

The Plan is a self-directed account plan. Participants may direct how their contributions and the Company contributions are to be invested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The Plan offers a broad range of investment options. The investment options represent four strategic levels of investing: Tier 1 - asset allocation, Tier 2 - passive core, Tier 3 - active core, and Tier 4 - specialty options. Specialty options include the Brokerage Option (the "BO"), a self-directed brokerage account with additional investment options beyond the asset allocation and core funds.

Roth In-Plan Conversion

A Plan participant can elect to convert their non-Roth 401(k) prior pre-tax or after-tax contributions and Company contribution amounts to Roth 401(k) amounts. All Roth 401(k) tax and withdrawal rules are applicable.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of 50% of their account balance minus combined outstanding loan balance or \$50,000 minus the highest combined outstanding loan balance in the past 12 months (including any loans from other Controlled Group members). The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions. The Plan currently provides for repayment terms of up to a maximum of 60 months except for home purchase loans which have repayment terms up to 25 years.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive all or part of their account balance as either variable or systematic payments, rollover to an IRA or other qualified plan, or a single lump sum payment of the entire account balance.

Effective December 31, 2019, participants who retire or terminate and who has not reached 70.5 years of age may defer withdrawal of their interest in the Plan until, at the latest, April 1 of the year following the year in which the participant becomes 72 years of age; or the calendar year in which the participant retires. Participants may specify a deferred date for their withdrawal and may accelerate their withdrawal to a date earlier than that originally requested; however, once specified, the deferred date of withdrawal cannot be delayed. Participants electing such deferred withdrawals have their interest in the Plan fixed on the first day of the month after their election. Such participants continue to share in their funds' investment activity; however, further contributions are not permitted.

Forfeited Accounts

Due to immediate vesting of both employee and Company contributions, forfeitures are not applicable to the Plan.

2. Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements are presented on the accrual basis of accounting, except benefit payments, which are reported when paid in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value (Note 3). Accounting Standard Codification ("ASC") 820 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. The standard defines fair value as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. In determining fair value, ASC 820 permits the use of various valuation approaches, including the market, income and cost approach. The standard establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date; Net depreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is reported on the accrual basis. Loan fees are borne by participants as their loan proceeds are reduced by such fees. No allowance for credit losses has been recorded as of December 31, 2022. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a distribution of employee benefits is recorded as a benefit payment.

Participant loans outstanding as of December 31, 2022, have interest rates ranging from 3.25% to 9.00%.

Payment of Benefits

Benefit payments to participants are recorded when paid by the trustee.

Plan Expenses

Certain expenses of maintaining the Plan are borne by the participants or paid by the Company. Expenses that are paid directly by the Company are excluded from these financial statements. All participant-initiated transactions, such as participation in the Vanguard Managed Account Program, are charged directly to the participant's account and are included in administrative expenses on the statement of changes in net assets available for benefits. Investment-related expenses are included in net depreciation of fair value of investments.

3. Fair Value Measurements

The fair value hierarchy is broken down into three levels based on the reliability of inputs and is described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access at the measurement date.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:
- Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
 - If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. In periods of market inactivity, the observability and inputs may be reduced for certain instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or from Level 2 to Level 3. Some of the valuation methodologies listed below apply to investments held in the BO.

Valuation methodologies used for major investment types measured at fair value include:

- *Registered investment companies: mutual funds and interest-bearing cash using the amortized method:* open-ended mutual funds and bond trusts are valued at the net asset value ("NAV") of each fund or trust determined as of the close of the New York Stock Exchange on the valuation date. Money market mutual funds and interest-bearing cash are recorded using the amortized cost method. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission ("SEC"). These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Common collective trust ("CCT"):* valued at the NAV of units of a collective trust. The NAV, as provided by the trust, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held, less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily but usually occur at the beginning or end of month. Were the Plan to initiate a full redemption of the collective trust, the investment advisor may reserve the right to temporarily delay withdrawal from the trust to ensure that securities liquidations will be carried out in an orderly manner.
- *Corporate stock (common and preferred):* valued at the closing price reported on the active market on which the individual securities are traded.
- *Corporate bonds:* valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs such as current yields of similar instruments but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.
- *Exchange traded funds ("ETFs"):* valued at the daily closing price as reported by the fund; however, these funds can be traded at intraday pricing. Some ETFs held by the Plan are open-end funds and some are closed-end funds that are registered with the SEC. These funds are required to publish their daily closing price and to transact at that price.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021:

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 53,525,892	\$ -	\$ -	\$ 53,525,892
Brokerage option	45,176,198			45,176,198
Total assets in the fair value hierarchy	\$ 98,702,090	\$ -	\$ -	98,702,090
Investments measured at NAV*				582,304,844
Total investments at fair value				\$ 681,006,934

Assets at Fair Value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 72,096,078	\$ -	\$ -	\$ 72,096,078
Brokerage option	58,683,296			58,683,296
Total assets in the fair value hierarchy	\$ 130,779,374	\$ -	\$ -	130,779,374
Investments measured at NAV *				671,873,278
Total investments at fair value				\$ 802,652,652

* In accordance with subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits. The following table summarizes investments for which fair value is measured using the NAV per share practical expedient as of December 31, 2022 and 2021.

	Fair Value 12/31/2022	Fair Value 12/31/2021	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trusts	\$ 582,304,844	\$ 671,873,278	\$ -	Daily	None ^(a)

(a) Excludes the Macquarie Large Cap Value Trust which requires a five business day notice period for withdrawals initiated in excess of 20% of the total investment fund.

Effective December 27, 2021, a suite of CCT's (BlackRock managed funds) were transferred from nonlendable to lendable funds. These funds are allowed to engage in the practice of securities lending, with the intent to seek an incremental increase in returns for the funds. This fund category is generally lower in expenses and higher in returns. Plan participants were communicated of this change within the 45 day time period of the fund transfer effective date.

4. Information Certified by Trustee

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net depreciation in fair value of investments, interest and dividends for the year ended December 31, 2022, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by VFTC.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

5. Party-in-Interest and Related Party Transactions

Vanguard and VFTC act as record keeper and Trustee for the Plan. All transactions involving purchases or sales of Vanguard investments and fees paid to Vanguard are considered party-in interest transactions.

6. Plan Termination

Although the Company has not expressed any intent to discontinue the Plan, it reserves the right to do so at any time. In the event of termination or partial termination of the Plan or complete discontinuance of Company contributions under the Plan, the accounts of all participants, which are fully vested and nonforfeitable, will be held, invested and/or distributed pursuant to the Plan document.

7. Tax Status

The Plan obtained its determination letter on July 24, 2018. As of the issue date of these financial statements, the Plan has been amended since receipt of its determination letter. However, the Committee and the Plan's tax counsel believe that the Plan and the related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

U. S. GAAP requires plan management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions. The Plan administrator believes it is not subject to IRS examinations for the Plan year.

8. Risks and Uncertainties

The Plan, through its investment options, holds various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities and the inherent potential for volatility in the financial markets, it is at least reasonably possible that significant changes in the values of investment securities will continue to occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the financial statements.

9. Other

On December 29, 2022, The Secure 2.0 Act of 2022 (the "Act") was signed into law. Effective January, 1, 2023, one of the mandatory provisions of the Act, is to increase the required minimum distribution age to 73 and is further set to increase to age 75 by 2033.

10. Subsequent Events

In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through October 13, 2023, the date the financial statements were available to be issued and disclosed and below is the following, significant events:

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Effective January 1, 2023, Fidelity Workplace Services LLC and Fidelity Management Trust Company became the Plan's recordkeeper/third party administrator and directed trustee, replacing Vanguard and VFTC, respectively. The Plan assets were valued as of December 30, 2022, and participant account balances were transferred to Fidelity during the blackout period. The blackout period ended on January 12, 2023, thereafter, participants had full access to their Fidelity account.

The Plan provides for a true-up Matching Contribution for individuals employed at the end of the year, if the participant contributions varied throughout the year. During the 1st quarter 2023, the Plan performed the annual true-up calculation based on the Plan's Matching Contribution formula for participants who were determined to have contributed the full 6% to earn the maximum Matching Contribution of 7.5% of eligible pay (Note 1). These participants were due an additional Matching Contribution of \$734,189, which was funded to the Plan in February 2023.

Supplemental Schedule Required by ERISA

Motiva 401(k) and Savings Plan
Schedule H, Line 4i Schedule of Assets (Held at End of Year)
December 31, 2022

Identity of Issue, Borrower, Lessor	Description of Investment Shares/PAR	Cost	Current Value
General Investments			
Registered Investment Companies			
Dimensional Fund	DFA Em Mkts Core Eq. Inst	**	\$ 6,862,572
Dimensional Fund	DFA US Targeted Value	**	9,658,256
PIMOO	PIMOO: All Asset; Inst	**	4,245,712
T. Rowe Price	TRP Inst Lg Cp Core Grwth	**	27,496,675
* Vanguard Group	Vanguard Fed Money Mkt	**	21,612
* Vanguard Group	REIT Index Fund Adm	**	5,241,066
Total Registered Investment Companies			<u>53,525,892</u>
Common/Collective Trust			
Cohen & Steers	CS US Realty CIT A	**	2,041,673
BlackRock	BR Emerging Markets Index Fund M	**	12,700,217
BlackRock	BR Equity Ind Fund J	**	95,760,795
BlackRock	BR LifePath Index 2025 L	**	24,398,250
BlackRock	BR LifePath Index 2030 L	**	53,680,524
BlackRock	BR LifePath Index 2035 L	**	46,048,415
BlackRock	BR LifePath Index 2040 L	**	47,265,420
BlackRock	BR LifePath Index 2045 L	**	41,659,539
BlackRock	BR LifePath Index 2050 L	**	23,892,205
BlackRock	BR Life Path Index 2055 L	**	13,653,550
BlackRock	BR LifePath Index 2060 L	**	6,474,690
BlackRock	BR LifePath Index 2065 L	**	1,249,288
BlackRock	BR LifePath Index Retire L	**	16,152,630
BlackRock	BR MSOI EAFE Equity M	**	40,661,848
BlackRock	BR US Debt Index Fund M	**	17,930,620
BlackRock	BR Russell 2500 Index M	**	32,710,516
Columbia Trust	Columbia Trust U.S. High Yield Bond	**	5,059,013
MFS	MFS Interational Equity CIT3A	**	6,386,831
Macquarie	Macquarie Large Cap Value Trust	**	10,536,673
Prudential	Prudential Core PI Bond 5	**	40,988,702
* Vanguard Group	Vanguard Retirement Savings Trust III	**	34,921,320
William Blair	WB SMID Cap Growth CIT	**	8,132,121
Total Common Collective Trusts			<u>582,304,844</u>
Brokerage Option			
* Self-Directed Brokerage Fund	Self-Directed Brokerage Fund	**	<u>45,176,198</u>
Participant Loan Fund			
Participant Loan Fund	Participant Loan Fund 3.25%-9.00%	**	<u>16,603,499</u>
Total Investments			<u>\$ 697,610,433</u>

* Party-in-Interest

** Cost is not required for participant-directed investments

The information in this schedule has been certified as to completeness and accuracy by Vanguard Fiduciary Trust Company.

Motiva 401(k) and Savings Plan
Financial Statements and Supplemental Schedule
Required by ERISA
December 31, 2022 and 2021

Motiva 401(k) and Savings Plan

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.	



Report of Independent Auditors

To the Administrator of Motiva 401(k) and Savings Plan

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

We have performed an audit of the accompanying financial statements of Motiva 401(k) and Savings Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, including the related notes (collectively referred to as the "financial statements").

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

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021 and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 US 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 US 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 the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter – Supplemental Schedule Required by ERISA

Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022 ("supplemental schedule"), is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with US GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.



In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. In our opinion

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A large, stylized handwritten signature in black ink that reads "PricewaterhouseCoopers LLP". The signature is written in a cursive, flowing style.

Houston, Texas
October 13, 2023

Motiva 401(k) and Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	2022	2021
Assets		
Investments, at fair value (Note 3)	<u>\$ 681,006,934</u>	<u>\$ 802,652,652</u>
Receivables		
Notes receivable from participants	16,603,499	15,380,359
Employer contribution	<u>734,189</u>	<u>520,575</u>
Total receivables	<u>17,337,688</u>	<u>15,900,934</u>
Net assets available for benefits	<u>\$ 698,344,622</u>	<u>\$ 818,553,586</u>

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

Motiva 401(k) and Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions (Reductions)

Investment income (loss)	
Net depreciation in fair value of investments	\$ (142,679,182)
Dividends	3,064,874
Interest	610,750
	<u>(139,003,558)</u>
Interest income on notes receivable from participants	725,337
Contributions	
Employer	26,091,121
Participant	32,903,278
Rollovers	5,529,671
	<u>64,524,070</u>
Total net reductions	<u>(73,754,151)</u>

Deductions

Benefits paid directly to participants	45,936,957
Administrative expenses	517,856
	<u>46,454,813</u>
Total deductions	<u>46,454,813</u>
Net decrease in net assets available for benefits	120,208,964

Net assets available for benefits

Beginning of year	818,553,586
End of year	<u>\$ 698,344,622</u>

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

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

1. Description of Plan

The following description of the Motiva 401(k) and Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan sponsored and administered by Motiva Enterprises, LLC (“Motiva” or the “Company”). All employees, as defined by the Plan provisions, are immediately eligible to participate and make contributions to the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Motiva Benefits Committee (the “Committee”) retains the duty of Plan oversight and has appointed the Vanguard Group Inc. (“Vanguard”) as record keeper and third-party administrator to coordinate the day-to-day activities of the Plan and Vanguard Fiduciary Trust Company (“VFTC”) serves as directed Trustee. The Motiva Investment Committee, with recommendations from Mercer Investment Consulting LLC, the appointed Investment Consultant, determines the appropriateness of the Plan’s investment offerings, monitors investment performance and outlines criteria and procedures for the ongoing operation of the Plan’s investment program.

On October 31, 2019, Motiva acquired 100% of the equity interest in Flint Hills Resources Port Arthur, LLC (“Flint Hills”). Effective November 1, 2019, the name of Flint Hills was changed to Motiva Chemicals, LLC (“Motiva Chemicals”). The Plan was subsequently amended and both union and nonunion employees of Motiva Chemicals became eligible for the Plan effective January 1, 2020.

Formation of Plan

The Plan was established effective May 1, 2017, (the “Effective Date”) by Motiva. The Company became sponsor of the Plan, a spin-off from the Shell Provident Fund (“SPF”), as of the Effective Date, in connection with a corporate transaction between Equion Enterprises LLC, Saudi Refining, Inc., and certain other related parties.

Contributions

Contributions are designated as Pre-Tax, Roth 401(k), and After-Tax. Participants may contribute a minimum of 1% up to 50% Pre-Tax and Roth 401(k) (aggregate) and a minimum of 1% up to 25% After-Tax of eligible compensation as defined by the Plan but may be limited to comply with Internal Revenue Service (“IRS”) regulations. Each contribution type has specific deduction and tax implications at time of deferral and withdrawals as required under the IRS tax laws.

Participants who have attained age 50 before the end of the Plan year are eligible to make catch up contributions. The Plan accepts eligible direct rollovers from other qualified plans and individual retirement accounts (“IRA”) excluding a Roth IRA. The Plan includes an auto-enrollment provision, effective on the 45th day of employment, whereby all newly eligible employees are automatically enrolled in the Plan with a contribution rate of 3% of eligible compensation and their contributions are directed into the Plan’s default investment options, as defined by the Plan provision, unless they affirmatively elect not to participate in the Plan. Participant contribution rates can be changed at any time.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Effective January 1, 2020, the employer contribution is determined based on two contribution formulas, the Employer Contribution and the Matching Contribution formula. The following table defines various aspects of both formulas:

Contribution Type	
Employer Contribution Formula Calculated as a percentage of base pay and variable pay (as defined by the Plan) and the amount of the employer contribution depends on your length of accredited service	Matching Contribution Formula Determined based on the portion of your base pay (as defined by the Plan) that you contribute to the Plan pretax or Roth (excludes variable pay)

Eligibility Requirements	
Employees most recently hired or rehired before 2013	Employees most recently hired or rehired on and after January 1, 2020
Employees most recently hired between January 1, 2013 and December 31, 2019, who did not make the One-Time 2019 Retirement Choice to participate in the Matching Contribution Formula	Employees most recently hired between January 1, 2013 and December 31, 2019, who did make the One-Time 2019 Retirement Choice to participate in the Matching Contribution Formula
	Individuals who became employees as a result of the Flint Hills acquisition

Contribution Parameters			
Years of Accredited Service	Employer Contribution	Base Pay Contribution	Matching Contribution
Less than 6 years	2.5 %	For the first 3% of base pay pretax or Roth	150% of the contribution
Greater than 6 but less than 9 years	5.0 %	For the second 3% of base pay pretax or Roth	100% of the contribution
9 years or more	10.0 %	For any portion exceeding 6% of base pay	No additional contribution

Vesting

Participants are immediately 100% vested in both employee and company contributions, and the earnings thereon.

Participant Accounts

The Plan is a self-directed account plan. Participants may direct how their contributions and the Company contributions are to be invested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The Plan offers a broad range of investment options. The investment options represent four strategic levels of investing: Tier 1 - asset allocation, Tier 2 - passive core, Tier 3 - active core, and Tier 4 - specialty options. Specialty options include the Brokerage Option (the "BO"), a self-directed brokerage account with additional investment options beyond the asset allocation and core funds.

Roth In-Plan Conversion

A Plan participant can elect to convert their non-Roth 401(k) prior pre-tax or after-tax contributions and Company contribution amounts to Roth 401(k) amounts. All Roth 401(k) tax and withdrawal rules are applicable.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of 50% of their account balance minus combined outstanding loan balance or \$50,000 minus the highest combined outstanding loan balance in the past 12 months (including any loans from other Controlled Group members). The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions. The Plan currently provides for repayment terms of up to a maximum of 60 months except for home purchase loans which have repayment terms up to 25 years.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive all or part of their account balance as either variable or systematic payments, rollover to an IRA or other qualified plan, or a single lump sum payment of the entire account balance.

Effective December 31, 2019, participants who retire or terminate and who has not reached 70.5 years of age may defer withdrawal of their interest in the Plan until, at the latest, April 1 of the year following the year in which the participant becomes 72 years of age; or the calendar year in which the participant retires. Participants may specify a deferred date for their withdrawal and may accelerate their withdrawal to a date earlier than that originally requested; however, once specified, the deferred date of withdrawal cannot be delayed. Participants electing such deferred withdrawals have their interest in the Plan fixed on the first day of the month after their election. Such participants continue to share in their funds' investment activity; however, further contributions are not permitted.

Forfeited Accounts

Due to immediate vesting of both employee and Company contributions, forfeitures are not applicable to the Plan.

2. Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements are presented on the accrual basis of accounting, except benefit payments, which are reported when paid in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value (Note 3). Accounting Standard Codification ("ASC") 820 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. The standard defines fair value as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. In determining fair value, ASC 820 permits the use of various valuation approaches, including the market, income and cost approach. The standard establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date; Net depreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is reported on the accrual basis. Loan fees are borne by participants as their loan proceeds are reduced by such fees. No allowance for credit losses has been recorded as of December 31, 2022. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a distribution of employee benefits is recorded as a benefit payment.

Participant loans outstanding as of December 31, 2022, have interest rates ranging from 3.25% to 9.00%.

Payment of Benefits

Benefit payments to participants are recorded when paid by the trustee.

Plan Expenses

Certain expenses of maintaining the Plan are borne by the participants or paid by the Company. Expenses that are paid directly by the Company are excluded from these financial statements. All participant-initiated transactions, such as participation in the Vanguard Managed Account Program, are charged directly to the participant's account and are included in administrative expenses on the statement of changes in net assets available for benefits. Investment-related expenses are included in net depreciation of fair value of investments.

3. Fair Value Measurements

The fair value hierarchy is broken down into three levels based on the reliability of inputs and is described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access at the measurement date.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:
- Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
 - If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. In periods of market inactivity, the observability and inputs may be reduced for certain instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or from Level 2 to Level 3. Some of the valuation methodologies listed below apply to investments held in the BO.

Valuation methodologies used for major investment types measured at fair value include:

- *Registered investment companies: mutual funds and interest-bearing cash using the amortized method:* open-ended mutual funds and bond trusts are valued at the net asset value ("NAV") of each fund or trust determined as of the close of the New York Stock Exchange on the valuation date. Money market mutual funds and interest-bearing cash are recorded using the amortized cost method. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission ("SEC"). These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Common collective trust ("CCT"):* valued at the NAV of units of a collective trust. The NAV, as provided by the trust, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held, less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily but usually occur at the beginning or end of month. Were the Plan to initiate a full redemption of the collective trust, the investment advisor may reserve the right to temporarily delay withdrawal from the trust to ensure that securities liquidations will be carried out in an orderly manner.
- *Corporate stock (common and preferred):* valued at the closing price reported on the active market on which the individual securities are traded.
- *Corporate bonds:* valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs such as current yields of similar instruments but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.
- *Exchange traded funds ("ETFs"):* valued at the daily closing price as reported by the fund; however, these funds can be traded at intraday pricing. Some ETFs held by the Plan are open-end funds and some are closed-end funds that are registered with the SEC. These funds are required to publish their daily closing price and to transact at that price.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021:

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 53,525,892	\$ -	\$ -	\$ 53,525,892
Brokerage option	45,176,198			45,176,198
Total assets in the fair value hierarchy	\$ 98,702,090	\$ -	\$ -	98,702,090
Investments measured at NAV*				582,304,844
Total investments at fair value				\$ 681,006,934

Assets at Fair Value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 72,096,078	\$ -	\$ -	\$ 72,096,078
Brokerage option	58,683,296			58,683,296
Total assets in the fair value hierarchy	\$ 130,779,374	\$ -	\$ -	130,779,374
Investments measured at NAV *				671,873,278
Total investments at fair value				\$ 802,652,652

* In accordance with subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits. The following table summarizes investments for which fair value is measured using the NAV per share practical expedient as of December 31, 2022 and 2021.

	Fair Value 12/31/2022	Fair Value 12/31/2021	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trusts	\$ 582,304,844	\$ 671,873,278	\$ -	Daily	None ^(a)

(a) Excludes the Macquarie Large Cap Value Trust which requires a five business day notice period for withdrawals initiated in excess of 20% of the total investment fund.

Effective December 27, 2021, a suite of CCT's (BlackRock managed funds) were transferred from nonlendable to lendable funds. These funds are allowed to engage in the practice of securities lending, with the intent to seek an incremental increase in returns for the funds. This fund category is generally lower in expenses and higher in returns. Plan participants were communicated of this change within the 45 day time period of the fund transfer effective date.

4. Information Certified by Trustee

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net depreciation in fair value of investments, interest and dividends for the year ended December 31, 2022, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by VFTC.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

5. Party-in-Interest and Related Party Transactions

Vanguard and VFTC act as record keeper and Trustee for the Plan. All transactions involving purchases or sales of Vanguard investments and fees paid to Vanguard are considered party-in interest transactions.

6. Plan Termination

Although the Company has not expressed any intent to discontinue the Plan, it reserves the right to do so at any time. In the event of termination or partial termination of the Plan or complete discontinuance of Company contributions under the Plan, the accounts of all participants, which are fully vested and nonforfeitable, will be held, invested and/or distributed pursuant to the Plan document.

7. Tax Status

The Plan obtained its determination letter on July 24, 2018. As of the issue date of these financial statements, the Plan has been amended since receipt of its determination letter. However, the Committee and the Plan's tax counsel believe that the Plan and the related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

U. S. GAAP requires plan management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions. The Plan administrator believes it is not subject to IRS examinations for the Plan year.

8. Risks and Uncertainties

The Plan, through its investment options, holds various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities and the inherent potential for volatility in the financial markets, it is at least reasonably possible that significant changes in the values of investment securities will continue to occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the financial statements.

9. Other

On December 29, 2022, The Secure 2.0 Act of 2022 (the "Act") was signed into law. Effective January, 1, 2023, one of the mandatory provisions of the Act, is to increase the required minimum distribution age to 73 and is further set to increase to age 75 by 2033.

10. Subsequent Events

In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through October 13, 2023, the date the financial statements were available to be issued and disclosed and below is the following, significant events:

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Effective January 1, 2023, Fidelity Workplace Services LLC and Fidelity Management Trust Company became the Plan's recordkeeper/third party administrator and directed trustee, replacing Vanguard and VFTC, respectively. The Plan assets were valued as of December 30, 2022, and participant account balances were transferred to Fidelity during the blackout period. The blackout period ended on January 12, 2023, thereafter, participants had full access to their Fidelity account.

The Plan provides for a true-up Matching Contribution for individuals employed at the end of the year, if the participant contributions varied throughout the year. During the 1st quarter 2023, the Plan performed the annual true-up calculation based on the Plan's Matching Contribution formula for participants who were determined to have contributed the full 6% to earn the maximum Matching Contribution of 7.5% of eligible pay (Note 1). These participants were due an additional Matching Contribution of \$734,189, which was funded to the Plan in February 2023.

Supplemental Schedule Required by ERISA

Motiva 401(k) and Savings Plan
Schedule H, Line 4i Schedule of Assets (Held at End of Year)
December 31, 2022

Identity of Issue, Borrower, Lessor	Description of Investment Shares/PAR	Cost	Current Value
General Investments			
Registered Investment Companies			
Dimensional Fund	DFA Em Mkts Core Eq. Inst	**	\$ 6,862,572
Dimensional Fund	DFA US Targeted Value	**	9,658,256
PIMOO	PIMOO: All Asset; Inst	**	4,245,712
T. Rowe Price	TRP Inst Lg Cp Core Grwth	**	27,496,675
* Vanguard Group	Vanguard Fed Money Mkt	**	21,612
* Vanguard Group	REIT Index Fund Adm	**	5,241,066
Total Registered Investment Companies			<u>53,525,892</u>
Common/Collective Trust			
Cohen & Steers	CS US Realty CIT A	**	2,041,673
BlackRock	BR Emerging Markets Index Fund M	**	12,700,217
BlackRock	BR Equity Ind Fund J	**	95,760,795
BlackRock	BR LifePath Index 2025 L	**	24,398,250
BlackRock	BR LifePath Index 2030 L	**	53,680,524
BlackRock	BR LifePath Index 2035 L	**	46,048,415
BlackRock	BR LifePath Index 2040 L	**	47,265,420
BlackRock	BR LifePath Index 2045 L	**	41,659,539
BlackRock	BR LifePath Index 2050 L	**	23,892,205
BlackRock	BR Life Path Index 2055 L	**	13,653,550
BlackRock	BR LifePath Index 2060 L	**	6,474,690
BlackRock	BR LifePath Index 2065 L	**	1,249,288
BlackRock	BR LifePath Index Retire L	**	16,152,630
BlackRock	BR MSOI EAFE Equity M	**	40,661,848
BlackRock	BR US Debt Index Fund M	**	17,930,620
BlackRock	BR Russell 2500 Index M	**	32,710,516
Columbia Trust	Columbia Trust U.S. High Yield Bond	**	5,059,013
MFS	MFS Interational Equity CIT3A	**	6,386,831
Macquarie	Macquarie Large Cap Value Trust	**	10,536,673
Prudential	Prudential Core PI Bond 5	**	40,988,702
* Vanguard Group	Vanguard Retirement Savings Trust III	**	34,921,320
William Blair	WB SMID Cap Growth CIT	**	8,132,121
Total Common Collective Trusts			<u>582,304,844</u>
Brokerage Option			
* Self-Directed Brokerage Fund	Self-Directed Brokerage Fund	**	<u>45,176,198</u>
Participant Loan Fund			
Participant Loan Fund	Participant Loan Fund 3.25%-9.00%	**	<u>16,603,499</u>
Total Investments			<u>\$ 697,610,433</u>

* Party-in-Interest

** Cost is not required for participant-directed investments

The information in this schedule has been certified as to completeness and accuracy by Vanguard Fiduciary Trust Company.

Motiva 401(k) and Savings Plan
Financial Statements and Supplemental Schedule
Required by ERISA
December 31, 2022 and 2021

Motiva 401(k) and Savings Plan

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.	



Report of Independent Auditors

To the Administrator of Motiva 401(k) and Savings Plan

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

We have performed an audit of the accompanying financial statements of Motiva 401(k) and Savings Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, including the related notes (collectively referred to as the "financial statements").

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

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021 and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 US 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 US 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 the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter – Supplemental Schedule Required by ERISA

Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022 ("supplemental schedule"), is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with US GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.



In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. In our opinion

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A large, stylized handwritten signature in black ink that reads "PricewaterhouseCoopers LLP".

Houston, Texas
October 13, 2023

Motiva 401(k) and Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	2022	2021
Assets		
Investments, at fair value (Note 3)	<u>\$ 681,006,934</u>	<u>\$ 802,652,652</u>
Receivables		
Notes receivable from participants	16,603,499	15,380,359
Employer contribution	<u>734,189</u>	<u>520,575</u>
Total receivables	<u>17,337,688</u>	<u>15,900,934</u>
Net assets available for benefits	<u>\$ 698,344,622</u>	<u>\$ 818,553,586</u>

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

Motiva 401(k) and Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions (Reductions)

Investment income (loss)	
Net depreciation in fair value of investments	\$ (142,679,182)
Dividends	3,064,874
Interest	610,750
	<u>(139,003,558)</u>
Interest income on notes receivable from participants	725,337
Contributions	
Employer	26,091,121
Participant	32,903,278
Rollovers	5,529,671
	<u>64,524,070</u>
Total net reductions	<u>(73,754,151)</u>

Deductions

Benefits paid directly to participants	45,936,957
Administrative expenses	517,856
	<u>46,454,813</u>
Total deductions	<u>46,454,813</u>
Net decrease in net assets available for benefits	120,208,964

Net assets available for benefits

Beginning of year	<u>818,553,586</u>
End of year	<u>\$ 698,344,622</u>

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

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

1. Description of Plan

The following description of the Motiva 401(k) and Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan sponsored and administered by Motiva Enterprises, LLC (“Motiva” or the “Company”). All employees, as defined by the Plan provisions, are immediately eligible to participate and make contributions to the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Motiva Benefits Committee (the “Committee”) retains the duty of Plan oversight and has appointed the Vanguard Group Inc. (“Vanguard”) as record keeper and third-party administrator to coordinate the day-to-day activities of the Plan and Vanguard Fiduciary Trust Company (“VFTC”) serves as directed Trustee. The Motiva Investment Committee, with recommendations from Mercer Investment Consulting LLC, the appointed Investment Consultant, determines the appropriateness of the Plan’s investment offerings, monitors investment performance and outlines criteria and procedures for the ongoing operation of the Plan’s investment program.

On October 31, 2019, Motiva acquired 100% of the equity interest in Flint Hills Resources Port Arthur, LLC (“Flint Hills”). Effective November 1, 2019, the name of Flint Hills was changed to Motiva Chemicals, LLC (“Motiva Chemicals”). The Plan was subsequently amended and both union and nonunion employees of Motiva Chemicals became eligible for the Plan effective January 1, 2020.

Formation of Plan

The Plan was established effective May 1, 2017, (the “Effective Date”) by Motiva. The Company became sponsor of the Plan, a spin-off from the Shell Provident Fund (“SPF”), as of the Effective Date, in connection with a corporate transaction between Equion Enterprises LLC, Saudi Refining, Inc., and certain other related parties.

Contributions

Contributions are designated as Pre-Tax, Roth 401(k), and After-Tax. Participants may contribute a minimum of 1% up to 50% Pre-Tax and Roth 401(k) (aggregate) and a minimum of 1% up to 25% After-Tax of eligible compensation as defined by the Plan but may be limited to comply with Internal Revenue Service (“IRS”) regulations. Each contribution type has specific deduction and tax implications at time of deferral and withdrawals as required under the IRS tax laws.

Participants who have attained age 50 before the end of the Plan year are eligible to make catch up contributions. The Plan accepts eligible direct rollovers from other qualified plans and individual retirement accounts (“IRA”) excluding a Roth IRA. The Plan includes an auto-enrollment provision, effective on the 45th day of employment, whereby all newly eligible employees are automatically enrolled in the Plan with a contribution rate of 3% of eligible compensation and their contributions are directed into the Plan’s default investment options, as defined by the Plan provision, unless they affirmatively elect not to participate in the Plan. Participant contribution rates can be changed at any time.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Effective January 1, 2020, the employer contribution is determined based on two contribution formulas, the Employer Contribution and the Matching Contribution formula. The following table defines various aspects of both formulas:

Contribution Type	
Employer Contribution Formula Calculated as a percentage of base pay and variable pay (as defined by the Plan) and the amount of the employer contribution depends on your length of accredited service	Matching Contribution Formula Determined based on the portion of your base pay (as defined by the Plan) that you contribute to the Plan pretax or Roth (excludes variable pay)

Eligibility Requirements	
Employees most recently hired or rehired before 2013	Employees most recently hired or rehired on and after January 1, 2020
Employees most recently hired between January 1, 2013 and December 31, 2019, who did not make the One-Time 2019 Retirement Choice to participate in the Matching Contribution Formula	Employees most recently hired between January 1, 2013 and December 31, 2019, who did make the One-Time 2019 Retirement Choice to participate in the Matching Contribution Formula
	Individuals who became employees as a result of the Flint Hills acquisition

Contribution Parameters			
Years of Accredited Service	Employer Contribution	Base Pay Contribution	Matching Contribution
Less than 6 years	2.5 %	For the first 3% of base pay pretax or Roth	150% of the contribution
Greater than 6 but less than 9 years	5.0 %	For the second 3% of base pay pretax or Roth	100% of the contribution
9 years or more	10.0 %	For any portion exceeding 6% of base pay	No additional contribution

Vesting

Participants are immediately 100% vested in both employee and company contributions, and the earnings thereon.

Participant Accounts

The Plan is a self-directed account plan. Participants may direct how their contributions and the Company contributions are to be invested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The Plan offers a broad range of investment options. The investment options represent four strategic levels of investing: Tier 1 - asset allocation, Tier 2 - passive core, Tier 3 - active core, and Tier 4 - specialty options. Specialty options include the Brokerage Option (the "BO"), a self-directed brokerage account with additional investment options beyond the asset allocation and core funds.

Roth In-Plan Conversion

A Plan participant can elect to convert their non-Roth 401(k) prior pre-tax or after-tax contributions and Company contribution amounts to Roth 401(k) amounts. All Roth 401(k) tax and withdrawal rules are applicable.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of 50% of their account balance minus combined outstanding loan balance or \$50,000 minus the highest combined outstanding loan balance in the past 12 months (including any loans from other Controlled Group members). The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions. The Plan currently provides for repayment terms of up to a maximum of 60 months except for home purchase loans which have repayment terms up to 25 years.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive all or part of their account balance as either variable or systematic payments, rollover to an IRA or other qualified plan, or a single lump sum payment of the entire account balance.

Effective December 31, 2019, participants who retire or terminate and who has not reached 70.5 years of age may defer withdrawal of their interest in the Plan until, at the latest, April 1 of the year following the year in which the participant becomes 72 years of age; or the calendar year in which the participant retires. Participants may specify a deferred date for their withdrawal and may accelerate their withdrawal to a date earlier than that originally requested; however, once specified, the deferred date of withdrawal cannot be delayed. Participants electing such deferred withdrawals have their interest in the Plan fixed on the first day of the month after their election. Such participants continue to share in their funds' investment activity; however, further contributions are not permitted.

Forfeited Accounts

Due to immediate vesting of both employee and Company contributions, forfeitures are not applicable to the Plan.

2. Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements are presented on the accrual basis of accounting, except benefit payments, which are reported when paid in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value (Note 3). Accounting Standard Codification ("ASC") 820 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. The standard defines fair value as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. In determining fair value, ASC 820 permits the use of various valuation approaches, including the market, income and cost approach. The standard establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date; Net depreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is reported on the accrual basis. Loan fees are borne by participants as their loan proceeds are reduced by such fees. No allowance for credit losses has been recorded as of December 31, 2022. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a distribution of employee benefits is recorded as a benefit payment.

Participant loans outstanding as of December 31, 2022, have interest rates ranging from 3.25% to 9.00%.

Payment of Benefits

Benefit payments to participants are recorded when paid by the trustee.

Plan Expenses

Certain expenses of maintaining the Plan are borne by the participants or paid by the Company. Expenses that are paid directly by the Company are excluded from these financial statements. All participant-initiated transactions, such as participation in the Vanguard Managed Account Program, are charged directly to the participant's account and are included in administrative expenses on the statement of changes in net assets available for benefits. Investment-related expenses are included in net depreciation of fair value of investments.

3. Fair Value Measurements

The fair value hierarchy is broken down into three levels based on the reliability of inputs and is described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access at the measurement date.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:
- Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
 - If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. In periods of market inactivity, the observability and inputs may be reduced for certain instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or from Level 2 to Level 3. Some of the valuation methodologies listed below apply to investments held in the BO.

Valuation methodologies used for major investment types measured at fair value include:

- *Registered investment companies: mutual funds and interest-bearing cash using the amortized method:* open-ended mutual funds and bond trusts are valued at the net asset value ("NAV") of each fund or trust determined as of the close of the New York Stock Exchange on the valuation date. Money market mutual funds and interest-bearing cash are recorded using the amortized cost method. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission ("SEC"). These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Common collective trust ("CCT"):* valued at the NAV of units of a collective trust. The NAV, as provided by the trust, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held, less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily but usually occur at the beginning or end of month. Were the Plan to initiate a full redemption of the collective trust, the investment advisor may reserve the right to temporarily delay withdrawal from the trust to ensure that securities liquidations will be carried out in an orderly manner.
- *Corporate stock (common and preferred):* valued at the closing price reported on the active market on which the individual securities are traded.
- *Corporate bonds:* valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs such as current yields of similar instruments but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.
- *Exchange traded funds ("ETFs"):* valued at the daily closing price as reported by the fund; however, these funds can be traded at intraday pricing. Some ETFs held by the Plan are open-end funds and some are closed-end funds that are registered with the SEC. These funds are required to publish their daily closing price and to transact at that price.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021:

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 53,525,892	\$ -	\$ -	\$ 53,525,892
Brokerage option	45,176,198			45,176,198
Total assets in the fair value hierarchy	\$ 98,702,090	\$ -	\$ -	98,702,090
Investments measured at NAV*				582,304,844
Total investments at fair value				\$ 681,006,934

Assets at Fair Value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 72,096,078	\$ -	\$ -	\$ 72,096,078
Brokerage option	58,683,296			58,683,296
Total assets in the fair value hierarchy	\$ 130,779,374	\$ -	\$ -	130,779,374
Investments measured at NAV *				671,873,278
Total investments at fair value				\$ 802,652,652

* In accordance with subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits. The following table summarizes investments for which fair value is measured using the NAV per share practical expedient as of December 31, 2022 and 2021.

	Fair Value 12/31/2022	Fair Value 12/31/2021	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trusts	\$ 582,304,844	\$ 671,873,278	\$ -	Daily	None ^(a)

(a) Excludes the Macquarie Large Cap Value Trust which requires a five business day notice period for withdrawals initiated in excess of 20% of the total investment fund.

Effective December 27, 2021, a suite of CCT's (BlackRock managed funds) were transferred from nonlendable to lendable funds. These funds are allowed to engage in the practice of securities lending, with the intent to seek an incremental increase in returns for the funds. This fund category is generally lower in expenses and higher in returns. Plan participants were communicated of this change within the 45 day time period of the fund transfer effective date.

4. Information Certified by Trustee

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net depreciation in fair value of investments, interest and dividends for the year ended December 31, 2022, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by VFTC.

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

5. Party-in-Interest and Related Party Transactions

Vanguard and VFTC act as record keeper and Trustee for the Plan. All transactions involving purchases or sales of Vanguard investments and fees paid to Vanguard are considered party-in interest transactions.

6. Plan Termination

Although the Company has not expressed any intent to discontinue the Plan, it reserves the right to do so at any time. In the event of termination or partial termination of the Plan or complete discontinuance of Company contributions under the Plan, the accounts of all participants, which are fully vested and nonforfeitable, will be held, invested and/or distributed pursuant to the Plan document.

7. Tax Status

The Plan obtained its determination letter on July 24, 2018. As of the issue date of these financial statements, the Plan has been amended since receipt of its determination letter. However, the Committee and the Plan's tax counsel believe that the Plan and the related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

U. S. GAAP requires plan management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions. The Plan administrator believes it is not subject to IRS examinations for the Plan year.

8. Risks and Uncertainties

The Plan, through its investment options, holds various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities and the inherent potential for volatility in the financial markets, it is at least reasonably possible that significant changes in the values of investment securities will continue to occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the financial statements.

9. Other

On December 29, 2022, The Secure 2.0 Act of 2022 (the "Act") was signed into law. Effective January, 1, 2023, one of the mandatory provisions of the Act, is to increase the required minimum distribution age to 73 and is further set to increase to age 75 by 2033.

10. Subsequent Events

In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through October 13, 2023, the date the financial statements were available to be issued and disclosed and below is the following, significant events:

Motiva 401(k) and Savings Plan

Notes to Financial Statements

December 31, 2022 and 2021

Effective January 1, 2023, Fidelity Workplace Services LLC and Fidelity Management Trust Company became the Plan's recordkeeper/third party administrator and directed trustee, replacing Vanguard and VFTC, respectively. The Plan assets were valued as of December 30, 2022, and participant account balances were transferred to Fidelity during the blackout period. The blackout period ended on January 12, 2023, thereafter, participants had full access to their Fidelity account.

The Plan provides for a true-up Matching Contribution for individuals employed at the end of the year, if the participant contributions varied throughout the year. During the 1st quarter 2023, the Plan performed the annual true-up calculation based on the Plan's Matching Contribution formula for participants who were determined to have contributed the full 6% to earn the maximum Matching Contribution of 7.5% of eligible pay (Note 1). These participants were due an additional Matching Contribution of \$734,189, which was funded to the Plan in February 2023.

Supplemental Schedule Required by ERISA

Motiva 401(k) and Savings Plan
Schedule H, Line 4i Schedule of Assets (Held at End of Year)
December 31, 2022

Identity of Issue, Borrower, Lessor	Description of Investment Shares/PAR	Cost	Current Value
General Investments			
Registered Investment Companies			
Dimensional Fund	DFA Em Mkts Core Eq. Inst	**	\$ 6,862,572
Dimensional Fund	DFA US Targeted Value	**	9,658,256
PIMOO	PIMOO: All Asset; Inst	**	4,245,712
T. Rowe Price	TRP Inst Lg Cp Core Grwth	**	27,496,675
* Vanguard Group	Vanguard Fed Money Mkt	**	21,612
* Vanguard Group	REIT Index Fund Adm	**	5,241,066
Total Registered Investment Companies			<u>53,525,892</u>
Common/Collective Trust			
Cohen & Steers	CS US Realty CIT A	**	2,041,673
BlackRock	BR Emerging Markets Index Fund M	**	12,700,217
BlackRock	BR Equity Ind Fund J	**	95,760,795
BlackRock	BR LifePath Index 2025 L	**	24,398,250
BlackRock	BR LifePath Index 2030 L	**	53,680,524
BlackRock	BR LifePath Index 2035 L	**	46,048,415
BlackRock	BR LifePath Index 2040 L	**	47,265,420
BlackRock	BR LifePath Index 2045 L	**	41,659,539
BlackRock	BR LifePath Index 2050 L	**	23,892,205
BlackRock	BR Life Path Index 2055 L	**	13,653,550
BlackRock	BR LifePath Index 2060 L	**	6,474,690
BlackRock	BR LifePath Index 2065 L	**	1,249,288
BlackRock	BR LifePath Index Retire L	**	16,152,630
BlackRock	BR MSOI EAFE Equity M	**	40,661,848
BlackRock	BR US Debt Index Fund M	**	17,930,620
BlackRock	BR Russell 2500 Index M	**	32,710,516
Columbia Trust	Columbia Trust U.S. High Yield Bond	**	5,059,013
MFS	MFS Interational Equity CIT3A	**	6,386,831
Macquarie	Macquarie Large Cap Value Trust	**	10,536,673
Prudential	Prudential Core PI Bond 5	**	40,988,702
* Vanguard Group	Vanguard Retirement Savings Trust III	**	34,921,320
William Blair	WB SMID Cap Growth CIT	**	8,132,121
Total Common Collective Trusts			<u>582,304,844</u>
Brokerage Option			
* Self-Directed Brokerage Fund	Self-Directed Brokerage Fund	**	<u>45,176,198</u>
Participant Loan Fund			
Participant Loan Fund	Participant Loan Fund 3.25%-9.00%	**	<u>16,603,499</u>
Total Investments			<u>\$ 697,610,433</u>

* Party-in-Interest

** Cost is not required for participant-directed investments

The information in this schedule has been certified as to completeness and accuracy by Vanguard Fiduciary Trust Company.