

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 09/01/2022 and ending 08/31/2023	
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 ITA GROUP HOLDINGS, INC. EMPLOYEES' STOCK OWNERSHIP PLAN	1b	Three-digit plan number (PN) ▶ 002
		1c	Effective date of plan 08/20/1987
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) ITA GROUP HOLDINGS, INC. 4600 WESTOWN PARKWAY REGENCY WEST SIX WEST DES MOINES, IA 50266-6770	2b	Employer Identification Number (EIN) 82-2560400
		2c	Plan Sponsor's telephone number 515-326-3400
		2d	Business code (see instructions) 541990

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.	06/11/2024	CJ JACOBSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	06/11/2024	CJ JACOBSON
	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

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN
		3c Administrator's telephone number
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		5 687
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		6a(1) 643
a(2) Total number of active participants at the end of the plan year		6a(2) 745
b Retired or separated participants receiving benefits		6b 5
c Other retired or separated participants entitled to future benefits.....		6c 24
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 774
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 1
f Total. Add lines 6d and 6e		6f 775
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 772
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 8
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: 2C 2I 2P 2Q 3H 3I		
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)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(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		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(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 09/01/2022 and ending 08/31/2023		
A Name of plan ITA GROUP HOLDINGS, INC. EMPLOYEES' STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 ITA GROUP HOLDINGS, INC.	D Employer Identification Number (EIN) 82-2560400	

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
GREATBANC TRUST COMPANY
36-3681493

(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)

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 50 64	CONTRACT ADMINISTRATOR	48423	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

BVA GROUP

06-1762342

(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?
34 70	VALUATION SERVICES	34425	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GREATBANC TRUST COMPANY

36-3681493

(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?
21 65	TRUSTEE	115887	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

NYEMASTER GOODE, PC

42-1154516

(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?
16 99	CONSULTANT	11252	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RSM US LLP

42-0714325

(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?
10 70	ACCOUNTANT	19325	Yes ☐ No ☒	Yes ☐ No ☐		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
(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.	
(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
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(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 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 09/01/2022 and ending 08/31/2023				
A Name of plan ITA GROUP HOLDINGS, INC. EMPLOYEES' STOCK OWNERSHIP PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; padding: 5px;"> B Three-digit plan number (PN) ► </td> <td style="width: 20%; padding: 5px; text-align: center;"> 002 </td> </tr> </table>		B Three-digit plan number (PN) ►	002
B Three-digit plan number (PN) ►	002			
C Plan sponsor's name as shown on line 2a of Form 5500 ITA GROUP HOLDINGS, INC.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; padding: 5px;"> D Employer Identification Number (EIN) 82-2560400 </td> </tr> </table>		D Employer Identification Number (EIN) 82-2560400	
D Employer Identification Number (EIN) 82-2560400				

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)	159000335000
(2) Participant contributions.....		1b(2)	
(3) Other.....		1b(3)	33677722
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)	
(9) Value of interest in common/collective trusts.....		1c(9)	
(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)	17787171643258
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other		1c(15)	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	326799440	380950640
(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	328740524	382936620

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	83000	117000
i Acquisition indebtedness	1i		
j Other liabilities	1j	82292830	89756813
k Total liabilities (add all amounts in lines 1g through 1j)	1k	82375830	89873813

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	246364694	293062807
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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)	6335000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6335000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7722	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7722
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)	54151200	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		54151200

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		
c Other income	2c		119836
d Total income. Add all income amounts in column (b) and enter total	2d		60613758
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11301969	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		11301969
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		2386876
i Administrative expenses: (1) Professional fees	2i(1)	65001	
(2) Contract administrator fees	2i(2)	45912	
(3) Investment advisory and management fees	2i(3)	115887	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		226800
j Total expenses. Add all expense amounts in column (b) and enter total	2j		13915645
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		46698113
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: RSM US LLP

(2) EIN: 42-0171325

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		2000000
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 09/01/2022 and ending 08/31/2023		
A Name of plan ITA GROUP HOLDINGS, INC. EMPLOYEES' STOCK OWNERSHIP PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 ITA GROUP HOLDINGS, INC.		D Employer Identification Number (EIN) 82-2560400
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): 42-0127290		
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 3173958
b Enter the amount contributed by the employer to the plan for this plan year.....		6b 3173958
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 0
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 _____

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

Financial Report
August 31, 2023

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Independent Auditor's Report

Board of Trustees
ITA Group Holdings, Inc. Employees' Stock Ownership Plan

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

We have performed an audit of the financial statements of ITA Group Holdings, Inc. Employees' Stock Ownership 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 August 31, 2023 and 2022, the related statement of changes in net assets available for the year ended August 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits 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 (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of August 31, 2023 and 2022, and for the year ended August 31, 2023, 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 audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section:

- 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 (U.S. GAAP).
- 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 audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's 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 audits. 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.

Emphasis of Matter—Investments

As discussed in Note 2, the financial statements include an investment representing 99% of total assets as of August 31, 2023 and 2022, whose fair value has been estimated by an independent appraisal, in the absence of readily ascertainable fair values, with the assistance of management and approved by the Company's Board of Directors. Because of the inherent uncertainty of the valuation, the estimated value may differ significantly from the value that would have been used had a market for the investment existed, and the differences could be material. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP, 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 within one year after the date that the financial statements are issued or 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.

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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 audits 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 U.S. GAAP.

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 U.S. GAAP.

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

The supplemental schedule of Schedule H—Part IV, Line 4i—Schedule of assets (held at end of year) as of August 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL'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 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 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 DOL'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, are presented, in all material respects, in conformity with the DOL'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).

RSM US LLP

Des Moines, Iowa
June 5, 2024

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

**Statement of Net Assets Available for Benefits
August 31, 2023**

	Allocated	Unallocated	Total
Assets			
Investments, at fair value:			
Common stock, ITA Group Holdings, Inc.	\$ 169,687,181	\$ 211,263,459	\$ 380,950,640
Mutual fund	1,643,258	-	1,643,258
	<u>171,330,439</u>	<u>211,263,459</u>	<u>382,593,898</u>
Receivables:			
Employer contributions	335,000	-	335,000
Accrued interest	7,722	-	7,722
	<u>342,722</u>	<u>-</u>	<u>342,722</u>
Total assets	<u>171,673,161</u>	<u>211,263,459</u>	<u>382,936,620</u>
Liabilities			
Notes payable	-	89,756,813	89,756,813
Other accrued expenses	117,000	-	117,000
Total liabilities	<u>117,000</u>	<u>89,756,813</u>	<u>89,873,813</u>
Net assets available for benefits	<u>\$ 171,556,161</u>	<u>\$ 121,506,646</u>	<u>\$ 293,062,807</u>

See notes to financial statements.

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

**Statement of Net Assets Available for Benefits
August 31, 2022**

	Allocated	Unallocated	Total
Assets			
Investments, at fair value:			
Common stock, ITA Group Holdings, Inc.	\$ 146,785,291	\$ 180,014,149	\$ 326,799,440
Mutual fund	1,778,717	-	1,778,717
	<u>148,564,008</u>	<u>180,014,149</u>	<u>328,578,157</u>
Receivables:			
Employer contributions	159,000	-	159,000
Accrued interest	3,367	-	3,367
	<u>162,367</u>	<u>-</u>	<u>162,367</u>
Total assets	<u>148,726,375</u>	<u>180,014,149</u>	<u>328,740,524</u>
Liabilities			
Notes payable	-	82,292,830	82,292,830
Other accrued expenses	83,000	-	83,000
Total liabilities	<u>83,000</u>	<u>82,292,830</u>	<u>82,375,830</u>
Net assets available for benefits	<u>\$ 148,643,375</u>	<u>\$ 97,721,319</u>	<u>\$ 246,364,694</u>

See notes to financial statements.

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

Statement of Changes in Net Assets Available for Benefits Year Ended August 31, 2023

	Allocated	Unallocated	Total
Additions to net assets attributable to:			
Investment income:			
Net appreciation in fair value of ITA Group Holdings, Inc.'s common stock	\$ 22,467,891	\$ 31,683,309	\$ 54,151,200
Interest and other income	127,558	-	127,558
Employer contributions	219,273	6,115,727	6,335,000
Allocation of 13,306.97 shares of ITA Group Holdings, Inc.'s common stock at fair value	11,626,833	-	11,626,833
Total additions	34,441,555	37,799,036	72,240,591
Deductions from net assets attributable to:			
Interest expense	-	2,386,876	2,386,876
Benefits paid to participants	11,301,969	-	11,301,969
Administrative expenses	226,800	-	226,800
Allocation of 13,306.97 shares of ITA Group Holdings, Inc.'s common stock at fair value	-	11,626,833	11,626,833
Total deductions	11,528,769	14,013,709	25,542,478
Net increase	22,912,786	23,785,327	46,698,113
Net assets available for benefits:			
Beginning	148,643,375	97,721,319	246,364,694
Ending	<u>\$ 171,556,161</u>	<u>\$ 121,506,646</u>	<u>\$ 293,062,807</u>

See notes to financial statements.

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

Notes to Financial Statements

Note 1. Plan Description

The following description of ITA Group Holdings, Inc. Employees' Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General and eligibility: The Plan, as restated and amended, was created pursuant to an agreement between ITA Group Holdings, Inc. (the Company) and the trustee, dated August 20, 1987. The Plan operates as a leveraged employee stock ownership plan (ESOP) and is designed to comply with section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (the Code), and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The trust department of an independent third-party bank serves as the Plan's directed trustee. The Board of Trustees is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

The Plan purchased Company common shares using the proceeds of borrowings (see Note 6) from the Company and holds the stock in a trust established under the Plan (the Trust). The borrowings are to be repaid over a period of 20 to 30 years by fully deductible Company contributions to the Trust. As the Plan makes each payment of principal and interest, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Code.

Borrowings are collateralized by the unallocated shares of stock (see Note 6). The Company has no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements of the Plan as of August 31, 2023 and 2022 and for the year ended August 31, 2023, present separately the assets and liabilities and changes therein pertaining to:

1. The accounts of employees with rights in allocated stock (allocated).
2. Stock not yet allocated to employees (unallocated).

The Plan covers all employees who have completed one year of service, defined as a 12-month period beginning on the date of hire within which the employee has worked 1,000 or more hours or subsequent fiscal year during which the employee has worked 1,000 or more hours. Generally, an employee must be employed on the last day of the Plan year to be eligible to receive an allocation of Company contributions and shares of the Company's common stock released by the trustee.

Contributions: The Plan is funded through annual contributions by the Company in cash or shares of the Company's stock as may be determined by the Company's Board of Directors. The current amount of the contribution for a Plan year is equal to 5% of an eligible employee's compensation, which shall be a money purchase contribution, plus an additional amount, if any, as may be determined by the Company (10% in total for the year ended August 31, 2023). The annual contributions, however, may not be less than the annual debt service required on any outstanding notes payable and may not exceed the amount deductible by the Company for federal income tax purposes.

Vesting: Vesting is based on years of service. Effective for participants who earn an hour of service on or after January 1, 1995, the following vesting schedule will apply to determine the nonforfeitable percent of their accrued benefit:

<u>Years of Service with the Company</u>	<u>Percent of Nonforfeitable Accrued Benefit</u>
Less than three years	0%
At least three years	100%

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

Notes to Financial Statements

Note 1. Plan Description (Continued)

In the event of death, permanent disability or attaining normal retirement age (65 per the Plan), the participant becomes fully vested. The Plan's vesting provisions operate in accordance with existing regulations.

Voting rights: Each participant (under certain circumstances that are mandated by the Code) is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the trustee prior to the time that such rights are to be exercised. The trustee is not permitted to vote any allocated share for which instructions have not been given by a participant. The trustee is required, however, to vote any unallocated shares on behalf of the collective best interest of Plan participants and beneficiaries.

Participant accounts and allocations: The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each Plan year with an allocation of shares of the Company's common stock released by the trustee from the unallocated account and with an allocation of (a) the Company's contribution, (b) Plan earnings and (c) forfeitures of terminated participants' nonvested accounts, and is charged with an allocation of administrative expenses, if any. Unrealized appreciation in common stock and administrative expenses are allocated to the participants based on beginning participant balances as defined in the Plan document. A former participant's nonvested balance will be allocated as a forfeiture on the earlier of the date the participant receives a cash-out distribution or the last day of the Plan year in which the participant incurs five consecutive one-year breaks in service. Company contributions and forfeitures of terminated participants' nonvested accounts are allocated to the participants in the ratio of eligible compensation paid to each participant to total eligible compensation paid to all Plan participants for the year, subject to limitations on the allocations as provided in the Plan. For the year ended August 31, 2023, forfeitures of nonvested account balances allocated to participants totaled approximately \$548,000. There were no unallocated forfeitures at August 31, 2023.

Payment of benefits and subsequent event: Upon retirement or other separation from Company service, a participant may elect to receive a distribution on or near December 15, following the end of the Plan year in which separation from service occurred. All shares distributed to participants are subject to a put option to sell the stock to the Company. If the participant elects not to receive a distribution at that time, the stock will be liquidated to cash and transferred to a segregated account within the Trust. The trustee will invest the participant's account in various investment options selected by the Plan Administrator. Participants who have met normal retirement age and terminate service with the Company may receive benefit payments within 60-90 days following submission of a written request to receive ESOP benefits. However, if the request for distribution occurs within 60 days of the next Plan year-end, the request for distribution shall be delayed until the next valuation is completed. No participants meeting this qualification have requested distribution. Benefits are recorded when paid.

Subsequent to year-end, participants with account balances of approximately \$3,417,000 requested distributions that were paid in March 2024. The Company adopted a distribution policy effective September 1, 2023, that changed the timing of distribution payouts from on or around December 15 to on or around March 15 following each plan year.

Put option: Under federal income tax regulations, the Company common stock held by the Plan and its participants that are not readily tradable on an established market, or are subject to trading limitations, include a put option (liquidity put). The liquidity put is a right to demand that the Company buy shares of its stock held by the participant for which there is no market. The put price is representative of the fair market value of the stock. The purpose of the liquidity put is to ensure the participant has the ability to ultimately obtain cash.

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

Notes to Financial Statements

Note 1. Plan Description (Continued)

Diversification: The Plan allows participants who meet certain age and participation criteria to transfer a portion of their allocated accounts to an alternative qualified plan to allow them to diversify their investments. During the year ended August 31, 2023, approximately \$94,000 was transferred to the ITA Group Holdings, Inc. Employees' 401(k) Savings and Retirement Plan. The diversifications are included within distributions on the statement of changes in net assets available for benefits.

Note 2. Significant Accounting Policies

The Plan's significant accounting policies are as follows:

Basis of accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Accounting estimates and assumptions: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

The financial statements include ITA Group Holdings, Inc. common stock valued at approximately \$380,951,000 and \$326,799,000 at August 31, 2023 and 2022, respectively, whose value has been determined by an independent appraisal in the absence of readily ascertainable market values. Because of the inherent subjectivity in any valuation, those estimated values may differ significantly from values that would have been used had a ready market for the securities existed, and the difference could be material in the near term.

Valuation of investments and income recognition: Investments of the Plan are recorded at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Administrator determines the Plan's valuation policies utilizing information provided by the trustee. See Note 9 for discussion of fair value measurements.

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

Payment of benefits: Benefits are recorded when paid.

Risks and uncertainties: Investments are exposed to various risks such as interest rate, market and credit risks. The Plan's investment in the Company's common stock is subject to these risks, as well as valuation assumptions based on earnings, cash flows and other such techniques. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of the shares will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the 2023 statement of net assets available for benefits.

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

Notes to Financial Statements

Note 2. Significant Accounting Policies (Continued)

Subsequent events: Management has evaluated potential subsequent events through June 5, 2024, which is the date the financial statements were available to be issued.

Subsequent to year end, the Plan adopted an amended and restated plan document and trust agreement that are effective September 1, 2023, for the plan year ending August 31, 2024. The Plan document is a non-standardized employee stock ownership pre-approved plan that has received a qualifying determination letter from the Internal Revenue Service dated June 30, 2020. The Plan restatement did not result in any significant changes to plan provisions.

Note 3. Related-Party Transactions and Administration of Plan Assets

The Plan invests in Company common stock that qualifies as related party and party-in-interest transactions. The Plan's assets, which consist principally of Company common stock, are held by GreatBanc Trust Company, the trustee of the Plan, therefore transactions with the trustee qualify as party-in-interest transactions. Fees paid by the Plan to the trustee totaled approximately \$116,000 for the year ended August 31, 2023. The trustee also makes distributions to participants and administers the payment of interest and principal on the loans (see Note 6).

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from the financial statements. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Management fees and operating expenses charged to the Plan for investments in the mutual fund are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction on investment returns of such investment.

Note 4. Information Certified and Provided by GreatBanc Trust Company

The following is a summary of the Plan's asset information as of August 31, 2023 and 2022, and for the year ended August 31, 2023, included in the Plan's financial statements and ERISA-required supplemental schedule, that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that the information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate to the best of their knowledge. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditor not to perform any auditing procedures with respect to the information which appeared throughout the financial statements and ERISA-required supplemental schedule related to the following assets:

	August 31,	
	2023	2022
Investments at fair value:		
Common stock, ITA Group Holdings, Inc.	\$ 380,950,640	\$ 326,799,440
Mutual fund	1,643,258	1,778,717

The trustee also certified to the completeness and accuracy of \$127,558 of other income and \$54,151,200 of net appreciation in fair value of investments (including investments bought, sold and held during the year).

All assets and liabilities of the Plan are nonparticipant-directed and all changes in Plan net assets are detailed on the statement of changes in net assets available for benefits.

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

Notes to Financial Statements

Note 5. Investment in Common Stock, ITA Group Holdings, Inc.

Information about the Plan's investment in Company common stock (or party-in-interest) at August 31, 2023 and 2022, is as follows:

	2023		2022	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	194,207.87	241,792.13	195,833.83	240,166.17
Cost	\$ 1,637,172	\$ 2,038,308	\$ 1,650,879	\$ 2,024,601
Fair value	\$ 169,687,181	\$ 211,263,459	\$ 146,785,291	\$ 180,014,149

The cost reflected in the table above is based upon the initial transaction price of the shares. Cost is determined in accordance with U.S. GAAP and will differ from tax basis. Annually shares are sold to fund distributions and are later repurchased by the Plan for the benefit of future employees. During the year ended August 31, 2023, 14,932.94 shares of Company common stock were redeemed from certain participants by the Company at fair value and later were resold to the Plan by the Company at a price not to exceed fair value.

Note 6. Pledged Assets and Notes Payable

The loan agreements the Plan has entered into with the Company are summarized below:

Plan Year Borrowed	Loan Amount	Maturity Date	Annual Principal Installment	Balance at August 31, 2023	Balance at August 31, 2022
2023	\$ 11,192,834	August 31, 2053	\$ 373,094	\$ 11,192,834	\$ -
2022	3,668,384	August 31, 2052	122,213	3,544,171	3,666,384
2021	10,818,084	August 31, 2051	360,603	10,096,878	10,457,481
2020	11,651,103	August 31, 2050	388,370	10,485,993	10,874,363
2019	6,972,021	August 31, 2049	232,401	6,042,418	6,274,819
2018	3,224,492	August 31, 2048	107,483	2,687,077	2,794,560
2017	13,914,101	August 31, 2047	463,803	11,131,281	11,595,084
2016	16,098,580	August 31, 2046	536,619	11,542,245	12,078,864
2015	4,259,146	August 31, 2045	141,972	3,123,373	3,265,345
2014	4,516,598	August 31, 2044	150,553	3,161,619	3,312,172
2013	6,123,643	August 31, 2043	204,121	4,082,429	4,286,550
2012	5,980,555	August 31, 2042	199,352	3,787,684	3,987,036
2011	6,541,045	August 31, 2041	218,035	3,924,627	4,142,662
2010	5,972,248	August 31, 2040	199,075	3,384,274	3,583,349
2008	3,932,346	August 31, 2028	196,617	983,087	1,179,704
2007	3,259,565	August 31, 2026	171,556	514,668	686,224
2006	685,476	August 31, 2025	36,078	72,155	108,233
Total				\$ 89,756,813	\$ 82,292,830

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

Notes to Financial Statements

Note 6. Pledged Assets and Notes Payable (Continued)

All loans are payable in annual principal installments plus interest on August 31 of each year until maturity when the unpaid balance, if any, is due. Notes entered into during the years ended August 31, 2008 through August 31, 2023, bear interest at rates adjusted annually to the Annual Short-Term Applicable Federal Rate pursuant to Internal Revenue Code section 1274(d) as of the first day of the plan year (2.88% and 0.19% at September 1, 2022 and 2021, respectively). Notes entered into during the years ended August 31, 2007 and prior, bear interest at rates adjusted annually to 0.5% below prime as of the first day of the plan year (5.0% and 2.75% at September 1, 2022 and 2021, respectively).

The secured borrowings are collateralized by the unallocated shares of Company common stock.

Aggregate maturities of the notes payable are as follows:

Years ending August 31:	
2024	\$ 4,101,946
2025	4,101,946
2026	4,065,868
2027	3,894,312
2028	3,894,312
Thereafter	69,698,429
	<u>\$ 89,756,813</u>

Note 7. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 1, 2017, that the Plan is qualified and the Trust established under the Plan is tax-exempt under the appropriate sections of the Code. The Plan has been amended since receiving the determination letter, however, the Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the Code.

The Plan applies the guidance on accounting for uncertainty in income taxes. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustments to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements.

Note 8. Plan Termination

The Company reserves the right to terminate the Plan at any time subject to the provisions of the Plan and ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Upon such termination of the Plan, distribution of any unallocated amounts will be made to each participant in the Plan in the ratio that his or her allocated account bears to the total of the accounts of all participants.

Note 9. Fair Value Measurements

Accounting guidance on fair value measurements and disclosures defines fair value, establishes a framework for measuring the fair value of assets and liabilities using a hierarchy system, and expands disclosures about fair value measurement. It clarifies that fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the reporting entity transacts business.

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

Notes to Financial Statements

Note 9. Fair Value Measurements (Continued)

The Plan's statement of net assets available for benefits contains Plan investments that are recorded at fair value on a recurring basis. The three-level valuation hierarchy for disclosure of fair value is as follows:

- Level 1:** Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.
- Level 2:** Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.
- Level 3:** Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

When available, quoted market prices are used to determine the fair value of investments held in the Plan and such items are classified within Level 1 of the fair value hierarchy. A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. The level to which an asset or liability is classified is based upon the lowest level of input that is significant to the fair value measurements. There have been no changes in valuation methodologies at August 31, 2023 compared to August 31, 2022.

Mutual funds: These accounts represent investments with registered investment companies. The fair value of these funds are based on quoted market prices which are publicly available for each fund and are classified within Level 1 of the hierarchy.

Common stock, ITA Group Holdings, Inc.: The fair value of shares of stock in ITA Group Holdings, Inc. is based on an independent appraisal. See description of the valuation method disclosed later in Note 9. As such, these shares are classified within Level 3 of the hierarchy.

Financial assets measured at fair value on a recurring basis as of August 31, 2023 and 2022, are as follows:

	2023		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
			August 31, 2023
Common stock, ITA Group Holdings, Inc.	\$ -	\$ -	\$ 380,950,640
Mutual funds	1,643,258	-	-
Total assets in the fair value hierarchy	\$ 1,643,258	\$ -	\$ 380,950,640
			\$ 382,593,898

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

Notes to Financial Statements

Note 9. Fair Value Measurements (Continued)

	2022			August 31, 2022
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Common stock, ITA Group Holdings, Inc.	\$ -	\$ -	\$ 326,799,440	\$ 326,799,440
Mutual funds	1,778,717	-	-	1,778,717
Total assets in the fair value hierarchy	\$ 1,778,717	\$ -	\$ 326,799,440	\$ 328,578,157

The following table presents additional information about assets measured at fair value on a recurring basis for which the Plan has utilized Level 3 inputs to determine fair value:

	Common Stock, ITA Group Holdings, Inc.
Purchases	11,192,834
Issuances	-
Transfers into Level 3	-
Transfers out of Level 3	-

The following table represents the Plan's Level 3 financial instruments at August 31, 2023 and 2022, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs:

Description	2023 Fair Value	2022 Fair Value	Principal Valuation Technique	Unobservable Inputs
Common stock, ITA Group Holdings, Inc.	\$ 380,950,640	\$ 326,799,440	Appraisal—Discounted cash flow (income approach) and guideline public company (market approach)	Fair value of ITA Group Holdings, Inc.'s net worth Discount for lack of marketability Long-term growth rate Weighted average cost of capital

The fair value of the common stock, ITA Group Holdings, Inc. held by the Plan is valued at fair value based upon an independent appraisal. In the appraisal, the valuation is determined utilizing a weighted average of the discounted cash flows (income approach) and the guideline public company method (market approach). Using these methods, the fair market value of the common stock on a controlling, marketable basis as of August 31, 2023 and 2022, is determined. A discount for lack of marketability is applied and the outcomes are weighted to determine the fair value of the common stock, on a nonmarketable noncontrolling basis.

ITA Group Holdings, Inc. Employees' Stock Ownership Plan

**Schedule H, Part IV, Line 4i—Schedule of Assets (Held at End of Year)
August 31, 2023**

Employer Identification Number: 82-2560400

Plan Number: 002

Description	Number of Shares or Principal Amount	Cost	Fair Value
Nonparticipant-directed, common stock, ITA Group Holdings, Inc.*	436,000	\$ 3,675,480	\$ 380,950,640
Nonparticipant-directed, mutual fund, Goldman Sachs Financial Square	1,643,258	1,643,258	<u>1,643,258</u>
			<u><u>\$ 382,593,898</u></u>

*Party-in-interest