

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 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ 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 THE CITIZENS BANK PROFIT SHARING AND SAVINGS PLAN AND TRUST
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 01/01/1989
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) THE CITIZENS BANK OF PHILADELPHIA 521 MAIN STREET PHILADELPHIA, MS 39350
2b	Employer Identification Number (EIN) 64-0134511
2c	Plan Sponsor's telephone number 601-389-3372
2d	Business code (see instructions) 522110

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.	07/09/2024	LIZ OWEN
	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

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	5 339
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(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) 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) 277 6a(2) 269 6b 8 6c 52 6d 329 6e 0 6f 329 6g(1) 331 6g(2) 322 6h 4
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 2G 2J 2K 2T 3D 2R

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
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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
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (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 2023 Form M-1 annual report. If the plan was not required to file the 2023 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
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan THE CITIZENS BANK PROFIT SHARING AND SAVINGS PLAN AND TRUST	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 THE CITIZENS BANK OF PHILADELPHIA	D Employer Identification Number (EIN) 64-0134511	

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
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(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)

NFP

33-0905143

(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?
27	INVESTMENT ADVISOR	45701	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(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?
27	ADVISOR	18623	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CGC, PLLC

83-0974051

(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	ACCOUNTANT/AUDITOR	9000	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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
60 64 65	RECORDKEEPER	-13298	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 ☐

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
LARGE CAP GR III I2 6725 VIA AUSTI PARKWAY LAS VEGAS, NV 89119	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
PIMCO INCOME ADM - SS&C GLOBAL INV 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
PNR SEL MD CP GR Y - BNY MELLON IN 500 ROSS STREET 15253-4426 PITTSBURGH, PA 53442	0.35%	

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
(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 2023 This Form is Open to Public Inspection.
	For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
	A Name of plan THE CITIZENS BANK PROFIT SHARING AND SAVINGS PLAN AND TRUST	

B Three-digit plan number (PN) ►	002
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 THE CITIZENS BANK OF PHILADELPHIA
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D Employer Identification Number (EIN) 64-0134511
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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: MID CAP GROWTH I1

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.A.

c EIN-PN 38-4126247-549	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1302237
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a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GR III I2

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.A.

c EIN-PN 38-4139848-626	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2364982
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a Name of MTIA, CCT, PSA, or 103-12 IE: GG INTL STK FUND I1

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.A.

c EIN-PN 82-2436292-342	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 479962
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VAL II I1

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.A.

c EIN-PN 38-4097325-488	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 343914
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTL GR II FEE I1

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.A.

c EIN-PN 38-4139842-619	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 867354
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a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1
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b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY
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c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2844990
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**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)**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)

Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

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**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

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
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan THE CITIZENS BANK PROFIT SHARING AND SAVINGS PLAN AND TRUST	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 THE CITIZENS BANK OF PHILADELPHIA		
		D Employer Identification Number (EIN) 64-0134511

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	30068	25604
(2) Participant contributions	1b(2)	34857	36239
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	66395	411615
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	162648	253554
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	4721398	8203439
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	18725484	18835753
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	438920	140149
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	24179770	27906353
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	24179770	27906353

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)	707508	
(B) Participants	2a(1)(B)	1134076	
(C) Others (including rollovers)	2a(1)(C)	33027	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1874611
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7465	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7465
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	14035	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	428401	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		442436
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	207120	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	211647	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-4527
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-10081	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-10081

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		924276
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2849286
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		6083466

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2296857	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2296857
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	-13298	
(4) IQPA audit fees.....	2i(4)	9000	
(5) Investment advisory and investment management fees	2i(5)	64324	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		60026
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2356883

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3726583
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: **CGC, PLLC**

(2) EIN: **83-0974051**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG 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. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
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.)		☒	
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.)		☒	
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.)		☒	
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.)		☒	
e Was this plan covered by a fidelity bond?	☒		7500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
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.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
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.		☒	

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 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan THE CITIZENS BANK PROFIT SHARING AND SAVINGS PLAN AND TRUST	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 THE CITIZENS BANK OF PHILADELPHIA	D Employer Identification Number (EIN) 64-0134511	

Part I	Distributions
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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	
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): 04-6568107		
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.)
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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
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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
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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.
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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

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) 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) 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)	14a 14b 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 b The corresponding number for the second preceding plan year	15a 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 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	16a 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) and (b): a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____% b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
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: _____	

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No 21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2). ☒ Design-based safe harbor method ☐ "Prior year" ADP test ☒ "Current year" ADP test ☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702438A</u> .	

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Philadelphia, Mississippi

**Financial Statements and
Supplemental Schedule**
December 31, 2023 and 2022 and
Year Ended December 31, 2023

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Supplemental Schedule

Schedule of Assets (Held at End of Year)	12
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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included herein are deemed not applicable to the Citizens Bank Profit Sharing and Savings Plan and Trust.



CGC, PLLC
514-B Airport Road
Forest, MS 39074

INDEPENDENT AUDITOR'S REPORT

Audit Committee
The Citizens Bank Profit Sharing and Savings Plan and Trust

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

We have performed audits of the accompanying financial statements of The Citizens Bank Profit Sharing and Savings Plan and Trust (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, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 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 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 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, 2023 and 2022, and for the year ended December 31, 2023 stating that the certified investment information, as described in Note 3 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 financial statements referred to above, 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 financial statements referred to above 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. 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.

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.

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 generally accepted auditing standards 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 generally accepted auditing standards, 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 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 Schedules Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) 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 auditing procedures applied in the audits 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 generally accepted auditing standards. 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 their 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 schedules 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).

CQC, PLLC

Forest, Mississippi
July 2, 2024

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Statements of Net Assets Available for Benefits
December 31, 2023 and 2022

	2023	2022
ASSETS		
Investments, at fair value		
Mutual funds	\$ 18,835,753	\$ 18,725,484
Money market funds	411,615	66,395
Common collective trusts	8,203,439	4,721,398
Employer securities	140,149	438,920
Corporate common stock	253,554	162,648
Total investments, at fair value	27,844,510	24,114,845
Contribution receivables		
Company	36,239	30,068
Participants	25,604	34,857
Total contribution receivables	61,843	64,925
Net assets available for benefits	\$ 27,906,353	\$ 24,179,770

See accompanying notes.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2023

Additions to net assets attributed to	
Investment income	
Interest and dividend income	\$ 497,098
Net appreciation in fair value of investments	3,711,757
Net investment income (loss)	4,208,855
Contributions	
Company	707,508
Participants	1,134,076
Rollovers	33,027
Total contributions	1,874,611
Total additions	6,083,466
Deductions from net assets attributed to	
Administrative expenses	60,025
Benefit payments	2,296,858
Total deductions	2,356,883
Net increase (decrease) in net assets available for benefits	3,726,583
Net assets available for benefits	
Beginning of year	24,179,770
End of year	\$ 27,906,353

See accompanying notes.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following description of the Citizens Bank Profit Sharing and Savings Plan and Trust (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a safe-harbor defined contribution and profit-sharing plan covering all employees of the Citizens Bank (the “Sponsor”, “Employer”, or “Company”). All employees are eligible to participate in the Plan. Employees are auto-enrolled into the Plan approximately 30 days after their hire date at a 3 percent employee deferral rate unless they opt out of the Plan or enroll themselves into the Plan during the 30 day waiting period. Employees who have attained the age of 21, have been employed for at least 12 months of service and who have accrued at least 1,000 work hours become eligible for employer matching and employer non-elective contributions on the initial January 1 or July 1 following the attainment of service requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Participants may make pretax contributions to the Plan subject to regulatory limitations. Participants are also eligible to designate some or all of their deferral contributions as Roth deferral contributions at the time they make their election. Participants may also transfer amounts representing distributions from other qualified defined benefit or defined contribution plans. The Sponsor may make discretionary matching contributions to eligible employees that make deferral contributions. When made, the matching contributions are computed by the Sponsor based on the employee’s eligible compensation deferred into the Plan each payroll period. The Sponsor may also make discretionary contributions in an amount determined by the Board of Directors for each Plan Year. In addition, the Sponsor also makes a safe-harbor profit-sharing contribution equal to 3 percent of all participants’ eligible compensation regardless of whether that participant has made any deferral contributions. Contributions are subject to certain limitations. The Sponsor made matching contributions of \$323,182 and safe-harbor profit-sharing contributions of \$384,326 for the 2023 Plan Year.

Investment options

Upon enrollment in the Plan, participants may direct employee and employer contributions in any of several investment options. Participants may change their investment options at any time.

Participant Accounts

Participant accounts are credited with the participant’s contributions, the Sponsor’s matching and profit-sharing contributions, allocation of Plan earnings and losses and charged with an allocation of administrative expenses paid by the Plan. Allocations are based on each participant’s annual compensation or account balance as defined by the Plan. The benefit to which participants are entitled is the benefit that can be provided from their vested accounts.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 1. Continued

Vesting

Participants are immediately vested in employee deferral contributions, rollover contributions and safe-harbor nonelective contributions, plus the actual earnings thereon.

Employer matching contributions and any earnings thereon will be vested in accordance with the table detailed below. The vesting period begins on the participant's hire date.

<u>Years of Service</u>	<u>Interest Vested</u>
Less than 3 years	0%
3 years or more	100%

Payment of Benefits

On termination of service due to death, disability, retirement or termination, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, a joint survivor annuity or installments over a period not to exceed the life expectancy of the participant and his or her beneficiary. Hardship distributions are also available from a participant's account subject to regulatory requirements.

Plan Termination

Although the Sponsor has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

Forfeitures

Forfeitures, which result from employees withdrawing from the Plan prior to fully vesting, are used to pay administrative expenses or offset required employer contributions. During the Plan year ended December 31, 2023, forfeitures totaling \$10,627 were used to offset employer contributions. There were no unallocated forfeitures as of the year ended December 31, 2023.

Administrative Expenses

Administrative expenses of the Plan, to the extent that the Company does not pay such expenses, are paid by the Plan.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition

The Plan's investments are stated 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. See Note 4 for discussion of the Plan's fair value measurements.

The reported value of the Plan's common collective trust funds are at net asset value ("NAV"), which is calculated by the fund based on net assets and is used as a practical expedient to calculate fair value. Shares of mutual funds and money market funds are valued at the net asset value of shares held by the Plan based on quoted prices at year-end. Shares of employer securities are valued based on quoted prices at year end. Purchases of sales and securities are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclose of contingent assets and liabilities. Actual results could differ from those estimates.

Payments of Benefits

Benefits are recorded when paid.

Note 3. Information Certified and Provided by Fidelity Management Trust Company

Certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2023 and 2022 and net appreciation in fair value of investments and interest and dividend income for the year ended and December 31, 2023, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company ("Fidelity"), the custodian of the Plan.

Note 4. Fair Value Measurements

Financial Accounting Standards Board Accounting Standard Codification Topic 820, *Fair Value Measurement* ("ASC Topic 820"), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described as follows:

- 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.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 4. Continued

- Level 2 inputs to the valuation methodology include: 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 specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's 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.

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Mutual Funds and Money Market Funds: Valued at the net asset value of shares held by the Plan at year end. Money market funds and mutual funds held by the Plan are open-end funds that are registered with the Securities and Exchange Commission. The money market funds and mutual funds held by the Plan are deemed to be actively traded (Level 1).

Common Collective Trusts: Valued at NAV of units of the common collective trusts. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value in accordance with Topic 820 referred to above. The NAV is based on the market value of underlying investments held by the fund 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. ASC Topic 820 allows NAV per share to serve as a practical expedient to estimate the fair value as long as certain requirements are met. The Plan Administrator has determined the common collective trusts held by the Plan meet the requirements for the NAV practical expedient.

Corporate Common Stock and Employer Securities: Valued at the closing price reported on the active market on which the individual securities are traded (Level 1).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 4. Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2023:

	2023			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 18,835,753	\$ -	\$ -	\$ 18,835,753
Money market fund	411,615	-	-	411,615
Employer securities	140,149	-	-	140,149
Corporate common stock	253,554	-	-	253,554
Total assets in fair value heirarchy	19,641,071	-	-	19,641,071
Investments measured at net asset value ^(a)				8,203,439
Total investments at fair value				\$ 27,844,510

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

	2022			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 18,725,484	\$ -	\$ -	\$ 18,725,484
Money market fund	66,395	-	-	66,395
Employer securities	438,920	-	-	438,920
Corporate common stock	162,648	-	-	162,648
Total assets in fair value heirarchy	19,393,447	-	-	19,393,447
Investments measured at net asset value ^(a)				4,721,398
Total investments at fair value				\$ 24,114,845

- (a) In accordance with authoritative guidance, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 5. Income Tax Status

The Plan has adopted a volume submitter plan sponsored by Fidelity Management & Research Co. The volume submitter Plan provider has received an advisory letter dated March 31, 2014 from the IRS as to the volume submitter plan's qualified status which indicates that the Plan and related trust is acceptable under section 401 of the Internal Revenue Code. The volume submitter plan advisory letter has been relied upon by the Plan. The Plan has been amended since the volume submitter plan received the advisory letter. However, Plan Administration believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 6. Related Party Transactions

Certain Plan investments are invested in the common stock of Citizens Holding Company, exempt parent company of The Citizens Bank. Investment transactions in employer securities qualify as exempt party-in-interest transactions. For the year ended December 31, 2023, dividends of \$12,658 were received by the Plan from Citizens Holding Company.

Certain plan investments are shares of mutual funds, money market funds, and a common collective trust managed by Fidelity, the custodian of the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for investment management services totaled \$60,025 for the year ended December 31, 2023.

Note 7. Risks and Uncertainties

The Plan's investments include funds which invest in various types of investment securities and in various companies within various markets. Investment securities are exposed to several risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 8. Subsequent Events

The Plan has evaluated subsequent events through July 2, 2024, the date these financial statements were available to be issued and determined that there have been no events that have occurred that would require adjustments to our disclosures in the financial statements.

SUPPLEMENTAL SCHEDULE

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**

Plan Sponsor: The Citizens Bank

EIN: 64-0134511

Plan Number: 001

Schedule H, Line 4i-Schedule of Assets (Held at End of Year)

December 31, 2023

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description on Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Shares/Units Held	(d) Cost	(e) Current Value
	Money Market Funds				
*	Fidelity	Government Money Market	30,608	\$	30,608
*	Fidelity	Brokerage Link Cash Reserves	381,007		381,007
		Total Money Market Funds			411,615
	Fixed income mutual funds				
*	Fidelity	Total Bond Fund	102,956		987,347
	Equity mutual funds				
*	Fidelity	500 Index Fund	23,578		3,901,874
*	Fidelity	Balanced Fund	37,589		1,012,277
*	Fidelity	Brokerage Link Fidelity Fund	154		2,476
*	Fidelity	Freedom 2005 Fund	9,211		101,508
*	Fidelity	Freedom 2010 Fund	7,797		106,277
*	Fidelity	Freedom 2015 Fund	16,493		184,387
*	Fidelity	Freedom 2020 Fund	63,834		895,584
*	Fidelity	Freedom 2025 Fund	61,457		805,085
*	Fidelity	Freedom 2030 Fund	111,076		1,840,530
*	Fidelity	Freedom 2035 Fund	172,796		2,510,730
*	Fidelity	Freedom 2040 Fund	72,650		762,099
*	Fidelity	Freedom 2045 Fund	99,148		1,197,707
*	Fidelity	Freedom 2050 Fund	42,891		524,129
*	Fidelity	Freedom 2055 Fund	32,135		454,715
*	Fidelity	Freedom 2060 Fund	17,727		230,450
*	Fidelity	Freedom 2065 Fund	2,871		34,132
*	Fidelity	Global Exchange US Index Fund	44,856		631,574
*	Fidelity	Small Cap Index Fund	20,961		524,864
*	Fidelity	Mid Cap Index Fund	44,419		1,330,358
	Pimco	Income Fund Administrative Class	8,974		95,308
	Vanguard	Windsor II Admiral	9,234		702,342
		Total equity mutual funds			17,848,406
	Common collective trusts				
*	Fidelity	Managed Income Portfolio Class I	3,016,727		2,844,990
	BlackRock	Mid Cap Growth Fund Fee Class I1	94,846		1,302,237
	Wilmington Trust	Large Cap Growth III I2	202,481		2,364,982
	Wilmington Trust	International Growth Fund II Fee Class I1	71,036		867,354
	Wilmington Trust	Small Cap Value Fund II Fee Class I1	20,242		343,914
	Wilmington Trust	International Stock Fund Class I1	40,744		479,962
		Total common collective trusts			8,203,439
	Employer securities				
*	Citizens Holding Company	Common Stock	18,022		140,149
	Corporate common stock				
	Cisco Systems, Inc.	Common Stock	75		3,789
	Henry Jack & Associates Inc	Common Stock	55		8,972
	Marvell Technology Group	Common Stock	2,450		147,732
*	Fidelity National Information Services	Common Stock	11		647
	Micron Technology Inc	Common Stock	1,054		89,940
	Tesla Motors Inc	Common Stock	3		745
	Trustmark Corporation	Common Stock	62		1,729
		Total Corporate Common Stock			253,554
		Total investments (held at end of year)		\$	27,844,510

* Denotes a party-in-interest.

Note: Cost information has not been included in column (d) because all investments are participant-directed.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Philadelphia, Mississippi

**Financial Statements and
Supplemental Schedule**
December 31, 2023 and 2022 and
Year Ended December 31, 2023

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included herein are deemed not applicable to the Citizens Bank Profit Sharing and Savings Plan and Trust.



CGC, PLLC
514-B Airport Road
Forest, MS 39074

INDEPENDENT AUDITOR'S REPORT

Audit Committee
The Citizens Bank Profit Sharing and Savings Plan and Trust

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

We have performed audits of the accompanying financial statements of The Citizens Bank Profit Sharing and Savings Plan and Trust (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, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 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 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 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, 2023 and 2022, and for the year ended December 31, 2023 stating that the certified investment information, as described in Note 3 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 financial statements referred to above, 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 financial statements referred to above 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. 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.

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.

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 generally accepted auditing standards 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 generally accepted auditing standards, 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 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 Schedules Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) 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 auditing procedures applied in the audits 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 generally accepted auditing standards. 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 their 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 schedules 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).

CQC, PLLC

Forest, Mississippi
July 2, 2024

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Statements of Net Assets Available for Benefits
December 31, 2023 and 2022

	2023	2022
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Total contribution receivables	<u>61,843</u>	<u>64,925</u>
Net assets available for benefits	<u>\$ 27,906,353</u>	<u>\$ 24,179,770</u>

See accompanying notes.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2023

Additions to net assets attributed to	
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Administrative expenses	60,025
Benefit payments	2,296,858
Total deductions	2,356,883
Net increase (decrease) in net assets available for benefits	3,726,583
Net assets available for benefits	
Beginning of year	24,179,770
End of year	\$ 27,906,353

See accompanying notes.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following description of the Citizens Bank Profit Sharing and Savings Plan and Trust (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a safe-harbor defined contribution and profit-sharing plan covering all employees of the Citizens Bank (the “Sponsor”, “Employer”, or “Company”). All employees are eligible to participate in the Plan. Employees are auto-enrolled into the Plan approximately 30 days after their hire date at a 3 percent employee deferral rate unless they opt out of the Plan or enroll themselves into the Plan during the 30 day waiting period. Employees who have attained the age of 21, have been employed for at least 12 months of service and who have accrued at least 1,000 work hours become eligible for employer matching and employer non-elective contributions on the initial January 1 or July 1 following the attainment of service requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Participants may make pretax contributions to the Plan subject to regulatory limitations. Participants are also eligible to designate some or all of their deferral contributions as Roth deferral contributions at the time they make their election. Participants may also transfer amounts representing distributions from other qualified defined benefit or defined contribution plans. The Sponsor may make discretionary matching contributions to eligible employees that make deferral contributions. When made, the matching contributions are computed by the Sponsor based on the employee’s eligible compensation deferred into the Plan each payroll period. The Sponsor may also make discretionary contributions in an amount determined by the Board of Directors for each Plan Year. In addition, the Sponsor also makes a safe-harbor profit-sharing contribution equal to 3 percent of all participants’ eligible compensation regardless of whether that participant has made any deferral contributions. Contributions are subject to certain limitations. The Sponsor made matching contributions of \$323,182 and safe-harbor profit-sharing contributions of \$384,326 for the 2023 Plan Year.

Investment options

Upon enrollment in the Plan, participants may direct employee and employer contributions in any of several investment options. Participants may change their investment options at any time.

Participant Accounts

Participant accounts are credited with the participant’s contributions, the Sponsor’s matching and profit-sharing contributions, allocation of Plan earnings and losses and charged with an allocation of administrative expenses paid by the Plan. Allocations are based on each participant’s annual compensation or account balance as defined by the Plan. The benefit to which participants are entitled is the benefit that can be provided from their vested accounts.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 1. Continued

Vesting

Participants are immediately vested in employee deferral contributions, rollover contributions and safe-harbor nonelective contributions, plus the actual earnings thereon.

Employer matching contributions and any earnings thereon will be vested in accordance with the table detailed below. The vesting period begins on the participant's hire date.

<u>Years of Service</u>	<u>Interest Vested</u>
Less than 3 years	0%
3 years or more	100%

Payment of Benefits

On termination of service due to death, disability, retirement or termination, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, a joint survivor annuity or installments over a period not to exceed the life expectancy of the participant and his or her beneficiary. Hardship distributions are also available from a participant's account subject to regulatory requirements.

Plan Termination

Although the Sponsor has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

Forfeitures

Forfeitures, which result from employees withdrawing from the Plan prior to fully vesting, are used to pay administrative expenses or offset required employer contributions. During the Plan year ended December 31, 2023, forfeitures totaling \$10,627 were used to offset employer contributions. There were no unallocated forfeitures as of the year ended December 31, 2023.

Administrative Expenses

Administrative expenses of the Plan, to the extent that the Company does not pay such expenses, are paid by the Plan.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition

The Plan's investments are stated 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. See Note 4 for discussion of the Plan's fair value measurements.

The reported value of the Plan's common collective trust funds are at net asset value ("NAV"), which is calculated by the fund based on net assets and is used as a practical expedient to calculate fair value. Shares of mutual funds and money market funds are valued at the net asset value of shares held by the Plan based on quoted prices at year-end. Shares of employer securities are valued based on quoted prices at year end. Purchases of sales and securities are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclose of contingent assets and liabilities. Actual results could differ from those estimates.

Payments of Benefits

Benefits are recorded when paid.

Note 3. Information Certified and Provided by Fidelity Management Trust Company

Certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2023 and 2022 and net appreciation in fair value of investments and interest and dividend income for the year ended and December 31, 2023, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company ("Fidelity"), the custodian of the Plan.

Note 4. Fair Value Measurements

Financial Accounting Standards Board Accounting Standard Codification Topic 820, *Fair Value Measurement* ("ASC Topic 820"), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described as follows:

- 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.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 4. Continued

- Level 2 inputs to the valuation methodology include: 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 specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's 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.

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Mutual Funds and Money Market Funds: Valued at the net asset value of shares held by the Plan at year end. Money market funds and mutual funds held by the Plan are open-end funds that are registered with the Securities and Exchange Commission. The money market funds and mutual funds held by the Plan are deemed to be actively traded (Level 1).

Common Collective Trusts: Valued at NAV of units of the common collective trusts. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value in accordance with Topic 820 referred to above. The NAV is based on the market value of underlying investments held by the fund 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. ASC Topic 820 allows NAV per share to serve as a practical expedient to estimate the fair value as long as certain requirements are met. The Plan Administrator has determined the common collective trusts held by the Plan meet the requirements for the NAV practical expedient.

Corporate Common Stock and Employer Securities: Valued at the closing price reported on the active market on which the individual securities are traded (Level 1).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 4. Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2023:

	2023			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 18,835,753	\$ -	\$ -	\$ 18,835,753
Money market fund	411,615	-	-	411,615
Employer securities	140,149	-	-	140,149
Corporate common stock	253,554	-	-	253,554
Total assets in fair value heirarchy	19,641,071	-	-	19,641,071
Investments measured at net asset value ^(a)				8,203,439
Total investments at fair value				\$ 27,844,510

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

	2022			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 18,725,484	\$ -	\$ -	\$ 18,725,484
Money market fund	66,395	-	-	66,395
Employer securities	438,920	-	-	438,920
Corporate common stock	162,648	-	-	162,648
Total assets in fair value heirarchy	19,393,447	-	-	19,393,447
Investments measured at net asset value ^(a)				4,721,398
Total investments at fair value				\$ 24,114,845

- (a) In accordance with authoritative guidance, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 5. Income Tax Status

The Plan has adopted a volume submitter plan sponsored by Fidelity Management & Research Co. The volume submitter Plan provider has received an advisory letter dated March 31, 2014 from the IRS as to the volume submitter plan's qualified status which indicates that the Plan and related trust is acceptable under section 401 of the Internal Revenue Code. The volume submitter plan advisory letter has been relied upon by the Plan. The Plan has been amended since the volume submitter plan received the advisory letter. However, Plan Administration believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**
Year Ended December 31, 2023

NOTES TO FINANCIAL STATEMENTS

Note 6. Related Party Transactions

Certain Plan investments are invested in the common stock of Citizens Holding Company, exempt parent company of The Citizens Bank. Investment transactions in employer securities qualify as exempt party-in-interest transactions. For the year ended December 31, 2023, dividends of \$12,658 were received by the Plan from Citizens Holding Company.

Certain plan investments are shares of mutual funds, money market funds, and a common collective trust managed by Fidelity, the custodian of the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for investment management services totaled \$60,025 for the year ended December 31, 2023.

Note 7. Risks and Uncertainties

The Plan's investments include funds which invest in various types of investment securities and in various companies within various markets. Investment securities are exposed to several risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 8. Subsequent Events

The Plan has evaluated subsequent events through July 2, 2024, the date these financial statements were available to be issued and determined that there have been no events that have occurred that would require adjustments to our disclosures in the financial statements.

SUPPLEMENTAL SCHEDULE

**THE CITIZENS BANK PROFIT SHARING
AND SAVINGS PLAN AND TRUST**

Plan Sponsor: The Citizens Bank

EIN: 64-0134511

Plan Number: 001

Schedule H, Line 4i-Schedule of Assets (Held at End of Year)

December 31, 2023

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description on Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Shares/Units Held	(d) Cost	(e) Current Value
	Money Market Funds				
*	Fidelity	Government Money Market	30,608	\$	30,608
*	Fidelity	Brokerage Link Cash Reserves	381,007		381,007
		Total Money Market Funds			411,615
	Fixed income mutual funds				
*	Fidelity	Total Bond Fund	102,956		987,347
	Equity mutual funds				
*	Fidelity	500 Index Fund	23,578		3,901,874
*	Fidelity	Balanced Fund	37,589		1,012,277
*	Fidelity	Brokerage Link Fidelity Fund	154		2,476
*	Fidelity	Freedom 2005 Fund	9,211		101,508
*	Fidelity	Freedom 2010 Fund	7,797		106,277
*	Fidelity	Freedom 2015 Fund	16,493		184,387
*	Fidelity	Freedom 2020 Fund	63,834		895,584
*	Fidelity	Freedom 2025 Fund	61,457		805,085
*	Fidelity	Freedom 2030 Fund	111,076		1,840,530
*	Fidelity	Freedom 2035 Fund	172,796		2,510,730
*	Fidelity	Freedom 2040 Fund	72,650		762,099
*	Fidelity	Freedom 2045 Fund	99,148		1,197,707
*	Fidelity	Freedom 2050 Fund	42,891		524,129
*	Fidelity	Freedom 2055 Fund	32,135		454,715
*	Fidelity	Freedom 2060 Fund	17,727		230,450
*	Fidelity	Freedom 2065 Fund	2,871		34,132
*	Fidelity	Global Exchange US Index Fund	44,856		631,574
*	Fidelity	Small Cap Index Fund	20,961		524,864
*	Fidelity	Mid Cap Index Fund	44,419		1,330,358
	Pimco	Income Fund Administrative Class	8,974		95,308
	Vanguard	Windsor II Admiral	9,234		702,342
		Total equity mutual funds			17,848,406
	Common collective trusts				
*	Fidelity	Managed Income Portfolio Class I	3,016,727		2,844,990
	BlackRock	Mid Cap Growth Fund Fee Class I1	94,846		1,302,237
	Wilmington Trust	Large Cap Growth III I2	202,481		2,364,982
	Wilmington Trust	International Growth Fund II Fee Class I1	71,036		867,354
	Wilmington Trust	Small Cap Value Fund II Fee Class I1	20,242		343,914
	Wilmington Trust	International Stock Fund Class I1	40,744		479,962
		Total common collective trusts			8,203,439
	Employer securities				
*	Citizens Holding Company	Common Stock	18,022		140,149
	Corporate common stock				
	Cisco Systems, Inc.	Common Stock	75		3,789
	Henry Jack & Associates Inc	Common Stock	55		8,972
	Marvell Technology Group	Common Stock	2,450		147,732
*	Fidelity National Information Services	Common Stock	11		647
	Micron Technology Inc	Common Stock	1,054		89,940
	Tesla Motors Inc	Common Stock	3		745
	Trustmark Corporation	Common Stock	62		1,729
		Total Corporate Common Stock			253,554
		Total investments (held at end of year)		\$	27,844,510

* Denotes a party-in-interest.

Note: Cost information has not been included in column (d) because all investments are participant-directed.