

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) _____
B	This return/report is: ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☐ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan THE POWELL GROUP EMPLOYEES' 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 02/01/1973
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 POWELL GROUP, L.L.C. 5667 BANKERS AVENUE BATON ROUGE, LA 70808
2b	Employer Identification Number (EIN) 72-0889792
2c	Plan Sponsor's telephone number 225-922-4540
2d	Business code (see instructions) 551112

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.	07/18/2024	DAVID WARRINGTON
	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	5 204
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) 175 6a(2) 171 6b 1 6c 21 6d 193 6e 0 6f 193 6g(1) 144 6g(2) 128 6h 9
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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 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 POWELL GROUP EMPLOYEES' 401(K) PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE POWELL GROUP, L.L.C.	D Employer Identification Number (EIN) 72-0889792	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9191367	9066570
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	9191367	9066570
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	9191367	9066570

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)	124215	
(B) Participants	2a(1)(B)	613386	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		737601
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	303075	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		303075
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		832458
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1873134

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1988895	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1988895
f Corrective distributions (see instructions)	2f		642
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)	7519	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)	875	
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		8394
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1997931

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-124797
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **TWRU CPA'S & FINANCIAL ADVISORS**

(2) EIN: **72-1086666**

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?	☒		500000
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.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan THE POWELL GROUP EMPLOYEES' 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE POWELL GROUP, L.L.C.	D Employer Identification Number (EIN) 72-0889792	

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	0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 75-3182674		
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)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) 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>Q702826A</u> .	

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

AUDITED FINANCIAL STATEMENTS
December 31, 2023 and 2022



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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
The Powell Group Employees' 401(K) Plan and
Plan Participants
Baton Rouge, Louisiana

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

We have performed audits of the accompanying financial statements of The Powell Group Employees' 401(K) 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 statement 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 Powell Group Employees' 401(K) 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 a certification 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 H 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 Powell Group Employees' 401(K) 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 these 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 Powell Group Employees' 401(K) 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 Powell Group Employees' 401(K) 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 Powell Group Employees' 401(K) 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 Schedule Required by ERISA

The supplemental schedule of assets held at end of year as of December 31, 2023 is presented for purposes of additional analysis and are not a required part of the financial statements but are 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 schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules 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 schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

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

TWRU

CPAs and Financial Advisors
Baton Rouge, Louisiana
July 15, 2024

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(See Notes to the Financial Statements)

	December 31,	
	2023	2022
ASSETS		
INVESTMENTS AT FAIR VALUE:		
Money Market Funds	\$ 675,238	\$ 595,360
Mutual Funds	<u>8,391,332</u>	<u>8,596,007</u>
TOTAL INVESTMENTS AT FAIR VALUE	9,066,570	9,191,367
RECEIVABLES:		
Employer's Contributions	115,302	124,215
Participants' Contributions	<u>5,631</u>	<u>11,127</u>
TOTAL RECEIVABLES	<u>120,933</u>	<u>135,342</u>
TOTAL ASSETS	<u>9,187,503</u>	<u>9,326,709</u>
LIABILITIES		
Excess Contributions Payable	<u>1,686</u>	<u>-</u>
TOTAL LIABILITIES	<u>1,686</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 9,185,817</u></u>	<u><u>\$ 9,326,709</u></u>

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(See Notes to Financial Statements)

	Year Ended December 31, 2023
ADDITIONS	
Additions to Net Assets Attributed to:	
Investment Income (Loss):	
Net Investment Gain (Loss) from Mutual Funds	\$ 832,458
Interest and Dividends	<u>303,075</u>
TOTAL INVESTMENT INCOME (LOSS)	1,135,533
Contributions:	
Participant's	607,890
Employer	<u>115,302</u>
TOTAL CONTRIBUTIONS	<u>723,192</u>
TOTAL ADDITIONS	1,858,725
DEDUCTIONS	
Deductions from Net Assets Attributed to:	
Benefits Paid to Participants	(1,988,895)
Corrective Distributions - Excess Deferrals	(2,328)
Administrative Expenses	<u>(8,394)</u>
TOTAL DEDUCTIONS	<u>(1,999,617)</u>
NET DECREASE	(140,892)
NET ASSETS AVAILABLE FOR BENEFITS	
BEGINNING OF YEAR	<u>9,326,709</u>
END OF YEAR	<u><u>\$ 9,185,817</u></u>



THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

A. DESCRIPTION OF PLAN

The following description of The Powell Group Employees' 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General - The Plan is a defined contribution plan covering all employees of The Powell Group and its affiliated companies (collectively referred to as the Company and Employer) who are age eighteen or older and have completed at least 1,000 hours of service in a given year. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The following affiliated companies related through common ownership have adopted the Plan: Farmers Rice Milling Co., L.L.C., The Powell Group, LLC, Agrilectric Power Partners, KSUX/KSCJ Radio Broadcasting Company, Powell Land Development, B.H. Timber, B.H. Mitigation, Powell International Holdings, Brentwood Development, Excalibur Land Company, Hardy Rice Dryer and Agrilectric Research Company.
2. Contributions - Each year, participants may contribute a minimum of 1 percent of pretax annual compensation up to 40 percent of their base salary. Additionally, participants may separately contribute up to 100 percent of any bonus. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmably elect not to participate in the Plan. The Company matches employee contributions for all participants who are employed as of the last day of the Plan year. For the year ended December 31, 2023, the matching contribution equaled 20 percent of the amount deferred by the participant. In addition, the Company, at their option, may contribute additional amounts considered profit sharing contributions. There were no profit sharing contributions during 2023. Contributions are subject to certain statutory limitations.
3. Participant Accounts - Each participant's account is credited with the participant's contribution and the Company's matching contribution as well as allocations of the Company's profit-sharing contribution and Plan earnings (losses). Participants are charged with an allocation of administrative expenses that are charged to the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
4. Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and profit-sharing contribution portion of their accounts plus actual earnings thereon is based on years of continuous service as follows:

Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

A. DESCRIPTION OF PLAN (CONTINUED)

5. Payment of Benefits – On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in their account, or periodic installments over various periods stipulated in the Plan. For termination of service due to other reasons, a participant may receive the value of the vested interest in their account as a lump-sum distribution.
6. Notes Receivable from Participants – The Plan does not allow participant loans per the Plan agreement.
7. Forfeitures – At December 31, 2023 and 2022, the balance in the forfeiture account was \$406 and \$1,149, respectively. These accounts will be used to offset Plan expenses. During 2023, forfeitures of \$2,806 were used to offset Plan expenses or reduce Employer contributions.

B. SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting - The financial statements of the Plan are prepared under the accrual basis of accounting.
2. Use of Estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.
3. Investment Valuation and Income Recognition - The Plan's investments are reported at estimated 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 C for discussion of fair value measurements.

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

4. Payment of Benefits - Benefits are recorded when paid.
5. Excess Contributions Payable – Accounts payable to participants totaling \$1,686 in excess of amounts allowed by the IRS are recorded as of December 31, 2023, with a corresponding corrective distribution deduction for the year ended December 31, 2023. The Plan distributed the 2023 excess contributions prior to March 15, 2024. There were no excess contributions for the year ended December 31, 2022.
6. Expenses – Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of distributions are charged directly to the participant's account and are included in administrative expenses while expenses for items such as recordkeeping are paid from the forfeiture account. Investment-related expenses are included in net appreciation of fair value of investments.

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

C. FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes 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). There are no plan assets requiring the use of Level 2 and Level 3 inputs for the years ended December 31, 2023 and 2022. The three levels of the fair value hierarchy under FASB ASC 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 at the measurement date.

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 a 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 determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

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 methodology used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Mutual Funds: Valued at the daily closing price as reported by the mutual fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Money Market Funds: Valued at the net asset value (NAV) of \$1 per share on a daily basis. The money market funds held by the Plan are deemed to be highly liquid and actively traded.

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 administrator believes the 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 POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

C. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2023 and 2022:

	Assets at Fair Value as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Money Market Fund	\$ 675,238	\$ -	\$ -	\$ 675,238
Mutual Funds	8,391,332			8,391,332
	\$ 9,066,570	\$ -	\$ -	\$ 9,066,570

	Assets at Fair Value as of December 31, 2022			
	Level 1	Level 2	Level 3	Total
Money Market Fund	\$ 595,360	\$ -	\$ -	\$ 595,360
Mutual Funds	8,596,007			8,596,007
	\$ 9,191,367	\$ -	\$ -	\$ 9,191,367

D. INCOME TAX STATUS

The Plan is a qualified cash or deferred arrangement established under Section 401(k) of the Internal Revenue Code (IRC). It is exempt from income taxes under Section 401(a) of the Internal Revenue Code. The Plan has executed an adoption agreement using DST Retirement Services, LLC Volume Submitter 401(k) Profit Sharing Plan and relies on the determination letter dated June 30, 2020, issued for the Volume Submitter plan. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

E. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company 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, all participants would be 100% vested in Employer contributions.

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

F. RELATED PARTY TRANSACTIONS

The Plan invests in securities managed by the third-party administrator. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA. The Plan pays administrative fees to Newport Trust Company which totaled \$8,394 for the year ended December 31, 2023 and is included in the statement of changes in net assets available for benefits.

G. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various 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.

H. UNAUDITED INFORMATION PREPARED AND CERTIFIED BY THE PLAN TRUSTEE

The December 31, 2023 and 2022, Statements of Net Asset Available for Benefits, the investment activities included in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by Newport Trust Company (the trustee of the Plan) in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of \$9,066,570 and \$9,191,367 at December 31, 2023 and 2022, respectively, and related income of \$1,135,533 for the year ended December 31, 2023.

I. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the financial statements to the Form 5500 as of December 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Net Assets available for benefits per the financial statements	\$ 9,185,817	\$ 9,326,709
Less: employer contributions receivable	(115,302)	(124,215)
Less: participants' contributions receivable	(5,631)	(11,127)
Plus: excess contributions payable	<u>1,686</u>	<u>-</u>
Net Assets available for benefits per Form 5500	<u>\$ 9,066,570</u>	<u>\$ 9,191,367</u>
Net decrease in Plan assets per the financial statements	\$ (140,892)	
Less: employer contributions receivable at December 31, 2023	(115,302)	
Less: participants' contributions receivable at December 31, 2023	(5,631)	
Plus: excess contributions payable at December 31, 2023	1,686	
Plus: employer contribution receivable at December 31, 2022	124,215	
Plus: participants' contributions receivable at December 31, 2022	<u>11,127</u>	
Net income (loss) per the 2023 Form 5500	<u><u>\$(124,797)</u></u>	

The Form 5500 is prepared on the cash basis of accounting.

J. SUBSEQUENT EVENTS

Subsequent events were evaluated through July 15, 2024, the date in which the financial statements were available to be issued.

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
BATON ROUGE, LOUISIANA

ITEM 4(i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2023

EIN # 72-0889792

PLAN # 001

(a)	(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral par or maturity value	Total Cost	Current Value	
EM MKTS SM	Emerging Markets Small Cap Portfolio - Institutional Class	**	\$ 105,731	
EMERGING M	Emerging Markets Portfolio - Institutional Class	**	101,361	
EM MKTS VA	Emerging Markets Value Portfolio - Institutional Class	**	65,247	
DFA SHORT-	DFA Short-Term Government Portfolio	**	1,336,221	
DFA FIVE-Y	DFA Five-Year Global Fixed Income Portfolio - Institutional Class	**	289,388	
DFA GLOBAL	DFA Global Real Estate Securities Portfolio	**	82,452	
DFA TWO-YE	DFA Two-Year Global Fixed Income portfolio - Institutional Class	**	309,492	
DFA ONE-YE	DFA One-Year Fixed Income portfolio - Institutional Class	**	311,308	
INTL SMALL	International Small Company Portfolio - Institutional Class	**	118,830	
DFA INTL V	DFA International Value Portfolio - Institutional Class	**	439,262	
US LARGE C	U.S. Large Cap Value Portfolio - Institutional Class	**	767,050	
U.S. MICRO	U.S. Micro Cap Portfolio - Institutional Class	**	663,725	
U.S. SMALL	U.S. Small Cap Value Portfolio - Institutional Class	**	590,931	
GLOBAL 60/	Global Allocation 60/40 Portfolio - Institutional Class	**	303,614	
DFA INTL S	DFA International Small Cap Value Portfolio - Institutional Class	**	220,945	
DFSTX	DFA US Small Cap Value Portfolio - Institutional Class	**	290,533	
DFA TDIF	2010 Dimensional Target Date Retirement Income Fund	**	356	
DFA TDIF	2020 Dimensional Target Date Retirement Income Fund	**	31,389	
DFA TDIF	2025 Dimensional Target Date Retirement Income Fund	**	315,890	
DFA TDIF	2030 Dimensional Target Date Retirement Income Fund	**	152,264	
DFA TDIF	2035 Dimensional Target Date Retirement Income Fund	**	34,700	
DFA TDIF	2040 Dimensional Target Date Retirement Income Fund	**	16,899	
DFA TDIF	2045 Dimensional Target Date Retirement Income Fund	**	84,921	
DFA TDIF	2050 Dimensional Target Date Retirement Income Fund	**	122,582	
DFA TDIF	2055 Dimensional Target Date Retirement Income Fund	**	8,168	
DFA TDIF	2060 Dimensional Target Date Retirement Income Fund	**	43,449	
DFA TDIF	2065 Dimensional Target Date Retirement Income Fund	**	38,523	
SSGA STATE	SSGA State Street US Gov Class P	**	675,238	
SCHWAB S&P	Schwab S&P 500 Index Fund	**	1,546,101	
Total Assets Held at End of Year			<u>\$ 9,066,570</u>	

* Party-in-interest

** Cost omitted with respect to participant-directed transactions.

See independent auditors' report.

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

AUDITED FINANCIAL STATEMENTS
December 31, 2023 and 2022



TWRU

CPAs & Financial Advisors

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
The Powell Group Employees' 401(K) Plan and
Plan Participants
Baton Rouge, Louisiana

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

We have performed audits of the accompanying financial statements of The Powell Group Employees' 401(K) 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 statement 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 Powell Group Employees' 401(K) 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 a certification 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 H 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 Powell Group Employees' 401(K) 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 these 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 Powell Group Employees' 401(K) 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 Powell Group Employees' 401(K) 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 Powell Group Employees' 401(K) 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 Schedule Required by ERISA

The supplemental schedule of assets held at end of year as of December 31, 2023 is presented for purposes of additional analysis and are not a required part of the financial statements but are 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 schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules 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 schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

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

TWRU

CPAs and Financial Advisors
Baton Rouge, Louisiana
July 15, 2024

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(See Notes to the Financial Statements)

	December 31,	
	2023	2022
ASSETS		
INVESTMENTS AT FAIR VALUE:		
Money Market Funds	\$ 675,238	\$ 595,360
Mutual Funds	<u>8,391,332</u>	<u>8,596,007</u>
TOTAL INVESTMENTS AT FAIR VALUE	9,066,570	9,191,367
RECEIVABLES:		
Employer's Contributions	115,302	124,215
Participants' Contributions	<u>5,631</u>	<u>11,127</u>
TOTAL RECEIVABLES	<u>120,933</u>	<u>135,342</u>
TOTAL ASSETS	<u>9,187,503</u>	<u>9,326,709</u>
LIABILITIES		
Excess Contributions Payable	<u>1,686</u>	<u>-</u>
TOTAL LIABILITIES	<u>1,686</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 9,185,817</u></u>	<u><u>\$ 9,326,709</u></u>

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(See Notes to Financial Statements)

	Year Ended December 31, 2023
ADDITIONS	
Additions to Net Assets Attributed to:	
Investment Income (Loss):	
Net Investment Gain (Loss) from Mutual Funds	\$ 832,458
Interest and Dividends	<u>303,075</u>
TOTAL INVESTMENT INCOME (LOSS)	1,135,533
Contributions:	
Participant's	607,890
Employer	<u>115,302</u>
TOTAL CONTRIBUTIONS	<u>723,192</u>
TOTAL ADDITIONS	1,858,725
DEDUCTIONS	
Deductions from Net Assets Attributed to:	
Benefits Paid to Participants	(1,988,895)
Corrective Distributions - Excess Deferrals	(2,328)
Administrative Expenses	<u>(8,394)</u>
TOTAL DEDUCTIONS	<u>(1,999,617)</u>
NET DECREASE	(140,892)
NET ASSETS AVAILABLE FOR BENEFITS	
BEGINNING OF YEAR	<u>9,326,709</u>
END OF YEAR	<u><u>\$ 9,185,817</u></u>



THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

A. DESCRIPTION OF PLAN

The following description of The Powell Group Employees' 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General - The Plan is a defined contribution plan covering all employees of The Powell Group and its affiliated companies (collectively referred to as the Company and Employer) who are age eighteen or older and have completed at least 1,000 hours of service in a given year. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The following affiliated companies related through common ownership have adopted the Plan: Farmers Rice Milling Co., L.L.C., The Powell Group, LLC, Agrilectric Power Partners, KSUX/KSCJ Radio Broadcasting Company, Powell Land Development, B.H. Timber, B.H. Mitigation, Powell International Holdings, Brentwood Development, Excalibur Land Company, Hardy Rice Dryer and Agrilectric Research Company.
2. Contributions - Each year, participants may contribute a minimum of 1 percent of pretax annual compensation up to 40 percent of their base salary. Additionally, participants may separately contribute up to 100 percent of any bonus. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmably elect not to participate in the Plan. The Company matches employee contributions for all participants who are employed as of the last day of the Plan year. For the year ended December 31, 2023, the matching contribution equaled 20 percent of the amount deferred by the participant. In addition, the Company, at their option, may contribute additional amounts considered profit sharing contributions. There were no profit sharing contributions during 2023. Contributions are subject to certain statutory limitations.
3. Participant Accounts - Each participant's account is credited with the participant's contribution and the Company's matching contribution as well as allocations of the Company's profit-sharing contribution and Plan earnings (losses). Participants are charged with an allocation of administrative expenses that are charged to the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
4. Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and profit-sharing contribution portion of their accounts plus actual earnings thereon is based on years of continuous service as follows:

Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

A. DESCRIPTION OF PLAN (CONTINUED)

5. Payment of Benefits – On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in their account, or periodic installments over various periods stipulated in the Plan. For termination of service due to other reasons, a participant may receive the value of the vested interest in their account as a lump-sum distribution.
6. Notes Receivable from Participants – The Plan does not allow participant loans per the Plan agreement.
7. Forfeitures – At December 31, 2023 and 2022, the balance in the forfeiture account was \$406 and \$1,149, respectively. These accounts will be used to offset Plan expenses. During 2023, forfeitures of \$2,806 were used to offset Plan expenses or reduce Employer contributions.

B. SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting - The financial statements of the Plan are prepared under the accrual basis of accounting.
2. Use of Estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.
3. Investment Valuation and Income Recognition - The Plan's investments are reported at estimated 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 C for discussion of fair value measurements.

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

4. Payment of Benefits - Benefits are recorded when paid.
5. Excess Contributions Payable – Accounts payable to participants totaling \$1,686 in excess of amounts allowed by the IRS are recorded as of December 31, 2023, with a corresponding corrective distribution deduction for the year ended December 31, 2023. The Plan distributed the 2023 excess contributions prior to March 15, 2024. There were no excess contributions for the year ended December 31, 2022.
6. Expenses – Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of distributions are charged directly to the participant's account and are included in administrative expenses while expenses for items such as recordkeeping are paid from the forfeiture account. Investment-related expenses are included in net appreciation of fair value of investments.

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

C. FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes 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). There are no plan assets requiring the use of Level 2 and Level 3 inputs for the years ended December 31, 2023 and 2022. The three levels of the fair value hierarchy under FASB ASC 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 at the measurement date.

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 a 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 determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

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 methodology used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Mutual Funds: Valued at the daily closing price as reported by the mutual fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Money Market Funds: Valued at the net asset value (NAV) of \$1 per share on a daily basis. The money market funds held by the Plan are deemed to be highly liquid and actively traded.

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 administrator believes the 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 POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

C. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2023 and 2022:

Assets at Fair Value as of December 31, 2023				
	Level 1	Level 2	Level 3	Total
Money Market Fund	\$ 675,238	\$ -	\$ -	\$ 675,238
Mutual Funds	8,391,332			8,391,332
	<u>\$ 9,066,570</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,066,570</u>

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Money Market Fund	\$ 595,360	\$ -	\$ -	\$ 595,360
Mutual Funds	8,596,007			8,596,007
	<u>\$ 9,191,367</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,191,367</u>

D. INCOME TAX STATUS

The Plan is a qualified cash or deferred arrangement established under Section 401(k) of the Internal Revenue Code (IRC). It is exempt from income taxes under Section 401(a) of the Internal Revenue Code. The Plan has executed an adoption agreement using DST Retirement Services, LLC Volume Submitter 401(k) Profit Sharing Plan and relies on the determination letter dated June 30, 2020, issued for the Volume Submitter plan. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

E. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company 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, all participants would be 100% vested in Employer contributions.

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
Baton Rouge, Louisiana

NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

F. RELATED PARTY TRANSACTIONS

The Plan invests in securities managed by the third-party administrator. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA. The Plan pays administrative fees to Newport Trust Company which totaled \$8,394 for the year ended December 31, 2023 and is included in the statement of changes in net assets available for benefits.

G. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various 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.

H. UNAUDITED INFORMATION PREPARED AND CERTIFIED BY THE PLAN TRUSTEE

The December 31, 2023 and 2022, Statements of Net Asset Available for Benefits, the investment activities included in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by Newport Trust Company (the trustee of the Plan) in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of \$9,066,570 and \$9,191,367 at December 31, 2023 and 2022, respectively, and related income of \$1,135,533 for the year ended December 31, 2023.

I. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the financial statements to the Form 5500 as of December 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Net Assets available for benefits per the financial statements	\$ 9,185,817	\$ 9,326,709
Less: employer contributions receivable	(115,302)	(124,215)
Less: participants' contributions receivable	(5,631)	(11,127)
Plus: excess contributions payable	<u>1,686</u>	<u>-</u>
Net Assets available for benefits per Form 5500	<u>\$ 9,066,570</u>	<u>\$ 9,191,367</u>
Net decrease in Plan assets per the financial statements	\$ (140,892)	
Less: employer contributions receivable at December 31, 2023	(115,302)	
Less: participants' contributions receivable at December 31, 2023	(5,631)	
Plus: excess contributions payable at December 31, 2023	1,686	
Plus: employer contribution receivable at December 31, 2022	124,215	
Plus: participants' contributions receivable at December 31, 2022	<u>11,127</u>	
Net income (loss) per the 2023 Form 5500	<u><u>\$ (124,797)</u></u>	

The Form 5500 is prepared on the cash basis of accounting.

J. SUBSEQUENT EVENTS

Subsequent events were evaluated through July 15, 2024, the date in which the financial statements were available to be issued.

THE POWELL GROUP EMPLOYEES' 401(K) PLAN
BATON ROUGE, LOUISIANA

ITEM 4(i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2023

EIN # 72-0889792

PLAN # 001

(a)	(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral par or maturity value	Total Cost	Current Value	
EM MKTS SM	Emerging Markets Small Cap Portfolio - Institutional Class	**	\$ 105,731	
EMERGING M	Emerging Markets Portfolio - Institutional Class	**	101,361	
EM MKTS VA	Emerging Markets Value Portfolio - Institutional Class	**	65,247	
DFA SHORT-	DFA Short-Term Government Portfolio	**	1,336,221	
DFA FIVE-Y	DFA Five-Year Global Fixed Income Portfolio - Institutional Class	**	289,388	
DFA GLOBAL	DFA Global Real Estate Securities Portfolio	**	82,452	
DFA TWO-YE	DFA Two-Year Global Fixed Income portfolio - Institutional Class	**	309,492	
DFA ONE-YE	DFA One-Year Fixed Income portfolio - Institutional Class	**	311,308	
INTL SMALL	International Small Company Portfolio - Institutional Class	**	118,830	
DFA INTL V	DFA International Value Portfolio - Institutional Class	**	439,262	
US LARGE C	U.S. Large Cap Value Portfolio - Institutional Class	**	767,050	
U.S. MICRO	U.S. Micro Cap Portfolio - Institutional Class	**	663,725	
U.S. SMALL	U.S. Small Cap Value Portfolio - Institutional Class	**	590,931	
GLOBAL 60/	Global Allocation 60/40 Portfolio - Institutional Class	**	303,614	
DFA INTL S	DFA International Small Cap Value Portfolio - Institutional Class	**	220,945	
DFSTX	DFA US Small Cap Value Portfolio - Institutional Class	**	290,533	
DFA TDIF	2010 Dimensional Target Date Retirement Income Fund	**	356	
DFA TDIF	2020 Dimensional Target Date Retirement Income Fund	**	31,389	
DFA TDIF	2025 Dimensional Target Date Retirement Income Fund	**	315,890	
DFA TDIF	2030 Dimensional Target Date Retirement Income Fund	**	152,264	
DFA TDIF	2035 Dimensional Target Date Retirement Income Fund	**	34,700	
DFA TDIF	2040 Dimensional Target Date Retirement Income Fund	**	16,899	
DFA TDIF	2045 Dimensional Target Date Retirement Income Fund	**	84,921	
DFA TDIF	2050 Dimensional Target Date Retirement Income Fund	**	122,582	
DFA TDIF	2055 Dimensional Target Date Retirement Income Fund	**	8,168	
DFA TDIF	2060 Dimensional Target Date Retirement Income Fund	**	43,449	
DFA TDIF	2065 Dimensional Target Date Retirement Income Fund	**	38,523	
SSGA STATE	SSGA State Street US Gov Class P	**	675,238	
SCHWAB S&P	Schwab S&P 500 Index Fund	**	1,546,101	
Total Assets Held at End of Year			<u>\$ 9,066,570</u>	

* Party-in-interest

** Cost omitted with respect to participant-directed transactions.

See independent auditors' report.