

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan AQUENT LLC 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 003
1c	Effective date of plan 01/01/1992
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) AQUENT LLC 501 BOYLSTON STREET, THIRD FLOOR BOSTON, MA 02116
2b	Employer Identification Number (EIN) 04-3583617
2c	Plan Sponsor's telephone number 617-535-5000
2d	Business code (see instructions) 561300

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.	07/26/2024	JENNIFER HORTON
	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 7194
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) 4478 6a(2) 3845 6b 22 6c 2693 6d 6560 6e 0 6f 6560 6g(1) 4852 6g(2) 4660 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

2E 2F 2G 2J 2K 2T 2R

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan AQUENT LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 AQUENT LLC	D Employer Identification Number (EIN) 04-3583617	

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 64 65 71	RECORDKEEPER	223523	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	108148	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SHELTON SUSTAINABLE EQUITY INVESTO P.O. BOX 87 DENVER, CO 80201-0087	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 AQUENT LLC 401(K) PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 AQUENT LLC	D Employer Identification Number (EIN) 04-3583617	

Part I	Asset and Liability Statement
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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	264	712
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	77
(2) Participant contributions	1b(2)	0	255
(3) Other	1b(3)	0	57
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8400191	8199922
(2) U.S. Government securities	1c(2)	0	7990
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	14	0
(B) Common	1c(4)(B)	834590	1457986
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	1526628	1647779
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	228528105	276972738
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	16002	162155

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	239305794	288449671
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	198
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	198
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	239305794	288449473

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)	3774393	
(B) Participants	2a(1)(B)	19798697	
(C) Others (including rollovers)	2a(1)(C)	2901759	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		26474849
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	404477	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	95138	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		499615
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	6849	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5959418	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5966267
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	542082	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	502461	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		39621
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	411511	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		411511

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		45453130
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		78844993

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	29348508	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		29348508
f Corrective distributions (see instructions)	2f		11852
g Certain deemed distributions of participant loans (see instructions)	2g		8810
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	-150	
(3) Recordkeeping fees.....	2i(3)	223671	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	108148	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	475	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		332144
j Total expenses. Add all expense amounts in column (b) and enter total	2j		29701314

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		49143679
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **MAYER HOFFMAN MCCANN PC**

(2) EIN: **43-1947695**

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	B Three-digit plan number (PN)	
AQUENT LLC 401(K) PLAN	003	
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
AQUENT LLC	04-3583617	

Part I	Distributions
--------	---------------

All references to distributions relate only to payments of benefits during the plan year.

1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
---------	--

4	Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.				
5	If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6	a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
	b Enter the amount contributed by the employer to the plan for this plan year	6b		
	c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.				
7	Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8	If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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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
---	--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
---------	--

10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11	a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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
-----------------	---------------------------------

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 ____/____/____ (MM/DD/YYYY) and the Opinion Letter serial number _____.

**Financial Statements
and Supplemental Schedule**

Aquent LLC 401(k) Plan

December 31, 2023 and 2022



AQUENT LLC 401(k) PLAN
Financial Statements
and Supplemental Schedule

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Independent Auditors' Report

The Plan Administrator
Aquent LLC 401(k) Plan
Boston, Massachusetts

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

We have performed the audits of the financial statements of the Aquent LLC 401(k) Plan ("the Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022 and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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



Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on these financial statements.



In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certifications, 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 H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2023 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.



In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the 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, are 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).

Mayer Hoffman McCann P.C.

Boston, Massachusetts
July 25, 2024

AQUENT LLC 401(k) PLAN

Statements of Net Assets Available for Benefits

	<i>December 31,</i>	
	<i>2023</i>	<i>2022</i>
Assets		
Investments at fair value	\$ <u>286,801,694</u>	\$ <u>237,779,166</u>
Receivables:		
Employer's matching contribution	64,205	99,599
Notes receivable from participants	<u>1,647,779</u>	<u>1,526,628</u>
Total receivables	<u>1,711,984</u>	<u>1,626,227</u>
Net assets available for benefits	<u>\$ 288,513,678</u>	<u>\$ 239,405,393</u>

AQUENT LLC 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2023

Additions to net assets attributed to:

Investment income:

Net appreciation in fair values of investments	\$ 45,930,460
Interest and dividends	<u>6,344,072</u>

Total investment income 52,274,532

Interest income on notes receivable from participants 95,137

Contributions:

Participant deferrals	19,798,697
Participant rollovers	2,901,759
Employer matching	<u>3,738,999</u>

Total contributions 26,439,455

Total additions to net assets 78,809,124

Deductions from net assets attributed to:

Benefits paid to participants	29,369,170
Administrative fees	<u>331,669</u>

Total deductions from net assets 29,700,839

Net increase in net assets available for benefits 49,108,285

Net assets available for benefits, beginning of year 239,405,393

Net assets available for benefits, end of year \$ 288,513,678

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 1 - Description of Plan

The following description of the Aquent LLC 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution profit sharing plan with a cash deferral arrangement covering all employees of Aquent LLC (the “Employer”), except temporary hires, non-resident aliens, leased employees and any employee covered under a collective bargaining agreement, on the first day of the month following his or her employment (the “Participant”). Fidelity Management Trust Company (“Fidelity”), the trustee, provides recordkeeping services and serves as custodian for the Plan’s investments. The Employer is the Plan’s administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). Substantially all investments are participant directed.

Participant Contributions

Participants may contribute up to 75% of their annual eligible compensation to the Plan, up to certain limitations. The Plan also allows for Roth elective deferrals for all eligible participants. Participants who have reached the age of 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 plans (“Participant Rollovers”).

Employer Contributions

Employer Matching Contributions

Each year the Employer may make an Employer matching contribution at its discretion. For the year ended December 31, 2023, the Employer contributed 50% of the first 6% of eligible compensation that a staff or salaried consultant contributes to the Plan and 10% of the first 10% of eligible compensation for hourly talent. The match does not cover catch-up contributions. For the year ended December 31, 2023, the Employer matching contribution totaled \$3,738,999.

Employer Discretionary Contributions

The Employer may make discretionary contributions. A participant must complete at least 1,000 hours of service and be employed by the Employer on the last day of the Plan year to be eligible for the Employer discretionary contributions. Such contributions are allocated in the same proportion of each eligible participant’s compensation bears to total eligible participants’ compensation. For the Plan year ended December 31, 2023, there were no Employer discretionary profit sharing contributions made.

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 1 - Description of Plan (Continued)

Participant Accounts

Participants direct the investment of all contributions into various investment options offered by the Plan, which consists of shares in mutual funds and a self-directed brokerage. Each participant's account is credited with the Participant's contributions and allocations of the Employer's contributions and Plan earnings, and reduced by direct loan fees. Allocations are based on participant earnings, account balances or specific participant contributions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the Participant's vested account. The Plan allocates amounts held in the revenue credit account after paying Plan expenses to participants based on participant balances.

Vesting

Participants are always fully vested in their deferral account, rollover account, Employer matching and Employer discretionary contributions, plus earnings thereon.

Forfeitures

At December 31, 2023 and 2022, forfeited non-vested amounts totaled \$63,265 and \$65,902, respectively. These amounts represent prior year over funding of Employer contributions (\$18,626 and \$23,370 as of December 31, 2023 and 2022, respectively) and uncashed stale distribution checks (\$44,638 and \$42,532 as of December 31, 2023 and 2022, respectively). The excess contribution amounts may be used to restore any accounts for re-hired employees, offset Plan expenses or reduce Employer contributions and the uncashed stale checks may be used to re-issue checks to former employees that were not initially located. No forfeitures were used to reduce 2023 Employer contribution requirements.

Payments of Benefits

In-service withdrawals from a participant's elective deferral account are permitted only due to financial hardship or upon reaching 59½. Hardship withdrawals may be taken from any account without respect to earnings. The amount of hardship distribution cannot exceed the amount to meet the immediate financial hardship. Upon termination of service, if a participant's account balance is greater than \$1,000, the participant may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments of such amounts, frequency and duration as the participant or beneficiary may elect. If the account balance is less than \$1,000, after notification, the entire amount will be paid in a lump sum as soon as possible. If a former participant's vested account is greater than \$1,000, but not more than \$5,000, the Plan administrator, after notification, will distribute his or her entire non-forfeited account balance to an IRA rollover account for the benefit of the former participant.

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 and 2022.

Subject to approval by the Plan administrator, a participant may borrow a minimum of \$1,000 up to the lesser of \$50,000 or 50% of the participant's vested account balance reduced by the highest outstanding loan balance in the prior twelve month period. A participant may only have two loans outstanding at a time. Loan terms are up to five years (or up to 10 years for the purchase of a primary residence). The loans are secured by the balance in the Participant's vested account and bear interest at an interest rate equal to the prime rate reported in the Wall Street Journal plus 1% at the day the loan is given. Principal and interest are paid ratably through payroll deductions.

Plan Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Employer. Expenses that are paid by the Employer are excluded from these financial statements.

Investments, Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by Fidelity.

Purchases and sales of securities are recorded on a trade-date basis. Interest income 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.

Benefits Paid

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could vary from the estimates that were used.

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies (Continued)

Subsequent Events

The Plan administrator has evaluated subsequent events through July 25, 2024, the date that the financial statements were available to be issued. No significant matters were identified for disclosure during this evaluation.

Note 3 - Information Certified by the Trustee and Custodian

Plan investments are held by the Plan's trustee and custodian, Fidelity Management Trust Company ("Fidelity"). Fidelity has certified to the fair value of investments as of December 31, 2023 and 2022 and investment transactions for the year ended December 31, 2023. Investment transactions include interest and dividend income and net appreciation in fair value of investments. Information included in the supplemental Schedule of Assets (Held at End of Year), including participant loans (notes receivable from participants), has also been derived from information certified by Fidelity.

Note 4 - Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I) and the lowest priority to unobservable inputs (Level III). Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy are described below:

Level I – Inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan can access at the measurement date.

Level II – Inputs other than quoted prices within Level I that are observable for the asset or liability, either directly or indirectly, such as:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- 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 II input must be observable for substantially the full term of the asset or liability.

Level III – Inputs that are unobservable inputs for the asset or liability.

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.

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 4 - Fair Value Measurements (Continued)

Following is a description of the valuation methodologies 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 fund. Mutual funds held by the Plan are open-end 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.

Common Stocks, Mutual Funds, Exchange Traded Funds, and Cash Funds (Self-Directed Brokerage Account)

Valued at closing price reported on the active market on which the individual securities are traded.

The following tables set 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				
Description	Level I	Level II	Level III	Total
Mutual funds	\$ 284,775,269	\$ -	\$ -	\$ 284,775,269
Self-directed brokerage:				
Mutual funds	189,973	-	-	189,973
Common stocks	1,457,986	-	-	1,457,986
Exchange traded funds	195,155	-	-	195,155
Government bonds	7,990	-	-	7,990
Cash funds	175,321	-	-	175,321
Self-directed brokerage total	<u>2,026,425</u>	<u>-</u>	<u>-</u>	<u>2,026,425</u>
Total	\$ <u>286,801,694</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>286,801,694</u>

Assets at Fair Value as of December 31, 2022				
Description	Level I	Level II	Level III	Total
Mutual funds	\$ 236,508,539	\$ -	\$ -	\$ 236,508,539
Self-directed brokerage:				
Mutual funds	88,397	-	-	88,397
Common stocks	834,604	-	-	834,604
Exchange traded funds	206,367	-	-	206,367
Cash funds	141,259	-	-	141,259
Self-directed brokerage total	<u>1,270,627</u>	<u>-</u>	<u>-</u>	<u>1,270,627</u>
Total	\$ <u>237,779,166</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>237,779,166</u>

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 5 - Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Market risks include global events such as an international conflict which could impact the value of investment securities. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Employer may determine.

Note 7 - Tax Status

The Trust, established by the Plan to hold the Plan's assets, qualifies as tax-exempt under Internal Revenue Code Section 401(a). The most recent favorable determination letter from the Internal Revenue Service was received by the Plan, dated March 26, 2013. The Plan has been amended subsequent to this determination. Management believes the Plan's operations have been and intend to continue to be in accordance with all applicable provisions of the Internal Revenue Code and ERISA. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 8 - Related Party Transactions and Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee and custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest. During the Plan year ended December 31, 2023, \$331,669 of administrative expenses were incurred by the Plan to Fidelity and other Plan providers. In addition, notes receivable from participants also qualify as exempt party-in-interest transactions, as defined by ERISA.

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 9 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 for December 31:

	2023	2022
Net assets available for benefits per the financial statements at December 31	\$ 288,513,678	\$ 239,405,393
Employer contributions receivable	<u>(64,205)</u>	<u>(99,599)</u>
Net assets available for benefits per Form 5500 at December 31	<u>\$ 288,449,473</u>	<u>\$ 239,305,794</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to net income per Form 5500 for the year ended December 31, 2023:

Net increase in net assets available for benefits per the financial statements	\$ 49,108,285
Employer contributions receivable as of December 31, 2023 not reported on the 2023 Form 5500	(64,205)
Employer contributions receivable as of December 31, 2022 reported on the 2023 Form 5500	<u>99,599</u>
Net income per Form 5500	<u>\$ 49,143,679</u>

The accompanying Statements of Net Assets Available for Benefits, Statement of Changes in Net Assets Available for Benefits and the supplemental information have been prepared in accordance with accounting principles generally accepted in the United States of America. The information listed on Schedule H of Form 5500 has been prepared in accordance with procedures established by the third-party administrator and certain items have been classified differently.

Supplemental Schedule

AQUENT LLC 401(k) PLAN

(E.I.N. 04-3583617 - Plan Number 003)

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

December 31, 2023

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	* Fidelity 500 Index Fund	Mutual Fund		\$ 44,820,848
	* Fidelity Growth Company Fund K	Mutual Fund		38,024,456
	* Fidelity OTC Portfolio K	Mutual Fund		17,047,445
	* Fidelity Freedom 2050 Fund K	Mutual Fund		16,104,820
	* Fidelity Freedom 2055 Fund K	Mutual Fund		13,781,978
	* Fidelity Freedom 2045 Fund K	Mutual Fund		13,677,723
	* Fidelity Freedom 2030 Fund K	Mutual Fund		13,019,808
	J.P. Morgan Equity Income	Mutual Fund		12,603,768
	* Fidelity Freedom 2035 Fund K	Mutual Fund		12,223,628
	* Fidelity Freedom 2040 Fund K	Mutual Fund		11,651,339
	* Fidelity Low-Priced Stock Fund K	Mutual Fund		10,096,382
	* Fidelity Diversified International Fund K	Mutual Fund		8,031,626
	* Fidelity Government Money Market	Mutual Fund		8,015,407
	Carillon Eagle Mid Cap Growth R6	Mutual Fund		7,225,068
	* Fidelity International Index Fund	Mutual Fund		6,729,388
	PIMCO Total Return Fund Inst	Mutual Fund		6,704,242
	* Fidelity Freedom 2060 Fund K	Mutual Fund		6,197,254
	* Fidelity Freedom 2025 Fund K	Mutual Fund		5,612,810
	* Fidelity Extended Market Index Fund	Mutual Fund		4,586,229
	* Fidelity US Bond Index Fund	Mutual Fund		4,575,246
	American Beacon Small Cap Value Fund	Mutual Fund		3,761,110
	J.P. Morgan Mid Cap Value Fund Class R6	Mutual Fund		3,589,379
	* Fidelity Freedom 2020 Fund K	Mutual Fund		3,027,837
	Invesco Developing Markets Fund Class	Mutual Fund		2,425,420
	J.P. Morgan Government Bond	Mutual Fund		2,329,734
	Loomis Small Cap Growth	Mutual Fund		2,013,281
	Metropolitan West Total Return Bond	Mutual Fund		1,862,335
	Vanguard FTSE Social Index Fund Admiral	Mutual Fund		1,160,703
	* Fidelity Freedom Income Fund K	Mutual Fund		706,675
	* Fidelity Freedom 2010 Fund K	Mutual Fund		688,489
	* Fidelity Short-Term Treasury Bond Index	Mutual Fund		644,501
	* Fidelity Emerging Markets Index Fund	Mutual Fund		556,463
	* Fidelity Freedom 2065 Fund K	Mutual Fund		361,493
	* Fidelity Freedom 2005 Fund K	Mutual Fund		309,719
	* Fidelity Freedom 2015 Fund K	Mutual Fund		214,195
	* Bitcoin DAA	Mutual Fund		172,251
	Calvert Green Bond Fund Class R6	Mutual Fund		167,383
	Pioneer Balanced ESG K	Mutual Fund		54,836
	* Self-Directed Brokerage Assets	Self-Directed Brokerage Assets		2,026,425
	* Participant Loans	Loans (4.25% - 9.50%)	0	1,647,779
				\$ 288,449,473

* A party-in-interest as defined by ERISA.

**Financial Statements
and Supplemental Schedule**

Aquent LLC 401(k) Plan

December 31, 2023 and 2022



AQUENT LLC 401(k) PLAN
Financial Statements
and Supplemental Schedule

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Independent Auditors' Report

The Plan Administrator
Aquent LLC 401(k) Plan
Boston, Massachusetts

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

We have performed the audits of the financial statements of the Aquent LLC 401(k) Plan ("the Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022 and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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



Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on these financial statements.



In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certifications, 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 H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2023 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.



In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the 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, are 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).

Mayer Hoffman McCann P.C.

Boston, Massachusetts
July 25, 2024

AQUENT LLC 401(k) PLAN

Statements of Net Assets Available for Benefits

	<i>December 31,</i>	
	<i>2023</i>	<i>2022</i>
Assets		
Investments at fair value	\$ <u>286,801,694</u>	\$ <u>237,779,166</u>
Receivables:		
Employer's matching contribution	64,205	99,599
Notes receivable from participants	<u>1,647,779</u>	<u>1,526,628</u>
Total receivables	<u>1,711,984</u>	<u>1,626,227</u>
Net assets available for benefits	<u>\$ 288,513,678</u>	<u>\$ 239,405,393</u>

AQUENT LLC 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2023

Additions to net assets attributed to:

Investment income:

Net appreciation in fair values of investments	\$ 45,930,460
Interest and dividends	<u>6,344,072</u>

Total investment income	<u>52,274,532</u>
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Interest income on notes receivable from participants	<u>95,137</u>
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Contributions:

Participant deferrals	19,798,697
Participant rollovers	2,901,759
Employer matching	<u>3,738,999</u>

Total contributions	<u>26,439,455</u>
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Total additions to net assets	<u>78,809,124</u>
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Deductions from net assets attributed to:

Benefits paid to participants	29,369,170
Administrative fees	<u>331,669</u>

Total deductions from net assets	<u>29,700,839</u>
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Net increase in net assets available for benefits	49,108,285
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Net assets available for benefits, beginning of year	<u>239,405,393</u>
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Net assets available for benefits, end of year	\$ <u><u>288,513,678</u></u>
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AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 1 - Description of Plan

The following description of the Aquent LLC 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution profit sharing plan with a cash deferral arrangement covering all employees of Aquent LLC (the “Employer”), except temporary hires, non-resident aliens, leased employees and any employee covered under a collective bargaining agreement, on the first day of the month following his or her employment (the “Participant”). Fidelity Management Trust Company (“Fidelity”), the trustee, provides recordkeeping services and serves as custodian for the Plan’s investments. The Employer is the Plan’s administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). Substantially all investments are participant directed.

Participant Contributions

Participants may contribute up to 75% of their annual eligible compensation to the Plan, up to certain limitations. The Plan also allows for Roth elective deferrals for all eligible participants. Participants who have reached the age of 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 plans (“Participant Rollovers”).

Employer Contributions

Employer Matching Contributions

Each year the Employer may make an Employer matching contribution at its discretion. For the year ended December 31, 2023, the Employer contributed 50% of the first 6% of eligible compensation that a staff or salaried consultant contributes to the Plan and 10% of the first 10% of eligible compensation for hourly talent. The match does not cover catch-up contributions. For the year ended December 31, 2023, the Employer matching contribution totaled \$3,738,999.

Employer Discretionary Contributions

The Employer may make discretionary contributions. A participant must complete at least 1,000 hours of service and be employed by the Employer on the last day of the Plan year to be eligible for the Employer discretionary contributions. Such contributions are allocated in the same proportion of each eligible participant’s compensation bears to total eligible participants’ compensation. For the Plan year ended December 31, 2023, there were no Employer discretionary profit sharing contributions made.

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 1 - Description of Plan (Continued)

Participant Accounts

Participants direct the investment of all contributions into various investment options offered by the Plan, which consists of shares in mutual funds and a self-directed brokerage. Each participant's account is credited with the Participant's contributions and allocations of the Employer's contributions and Plan earnings, and reduced by direct loan fees. Allocations are based on participant earnings, account balances or specific participant contributions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the Participant's vested account. The Plan allocates amounts held in the revenue credit account after paying Plan expenses to participants based on participant balances.

Vesting

Participants are always fully vested in their deferral account, rollover account, Employer matching and Employer discretionary contributions, plus earnings thereon.

Forfeitures

At December 31, 2023 and 2022, forfeited non-vested amounts totaled \$63,265 and \$65,902, respectively. These amounts represent prior year over funding of Employer contributions (\$18,626 and \$23,370 as of December 31, 2023 and 2022, respectively) and uncashed stale distribution checks (\$44,638 and \$42,532 as of December 31, 2023 and 2022, respectively). The excess contribution amounts may be used to restore any accounts for re-hired employees, offset Plan expenses or reduce Employer contributions and the uncashed stale checks may be used to re-issue checks to former employees that were not initially located. No forfeitures were used to reduce 2023 Employer contribution requirements.

Payments of Benefits

In-service withdrawals from a participant's elective deferral account are permitted only due to financial hardship or upon reaching 59½. Hardship withdrawals may be taken from any account without respect to earnings. The amount of hardship distribution cannot exceed the amount to meet the immediate financial hardship. Upon termination of service, if a participant's account balance is greater than \$1,000, the participant may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments of such amounts, frequency and duration as the participant or beneficiary may elect. If the account balance is less than \$1,000, after notification, the entire amount will be paid in a lump sum as soon as possible. If a former participant's vested account is greater than \$1,000, but not more than \$5,000, the Plan administrator, after notification, will distribute his or her entire non-forfeited account balance to an IRA rollover account for the benefit of the former participant.

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 and 2022.

Subject to approval by the Plan administrator, a participant may borrow a minimum of \$1,000 up to the lesser of \$50,000 or 50% of the participant's vested account balance reduced by the highest outstanding loan balance in the prior twelve month period. A participant may only have two loans outstanding at a time. Loan terms are up to five years (or up to 10 years for the purchase of a primary residence). The loans are secured by the balance in the Participant's vested account and bear interest at an interest rate equal to the prime rate reported in the Wall Street Journal plus 1% at the day the loan is given. Principal and interest are paid ratably through payroll deductions.

Plan Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Employer. Expenses that are paid by the Employer are excluded from these financial statements.

Investments, Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by Fidelity.

Purchases and sales of securities are recorded on a trade-date basis. Interest income 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.

Benefits Paid

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could vary from the estimates that were used.

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies (Continued)

Subsequent Events

The Plan administrator has evaluated subsequent events through July 25, 2024, the date that the financial statements were available to be issued. No significant matters were identified for disclosure during this evaluation.

Note 3 - Information Certified by the Trustee and Custodian

Plan investments are held by the Plan's trustee and custodian, Fidelity Management Trust Company ("Fidelity"). Fidelity has certified to the fair value of investments as of December 31, 2023 and 2022 and investment transactions for the year ended December 31, 2023. Investment transactions include interest and dividend income and net appreciation in fair value of investments. Information included in the supplemental Schedule of Assets (Held at End of Year), including participant loans (notes receivable from participants), has also been derived from information certified by Fidelity.

Note 4 - Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I) and the lowest priority to unobservable inputs (Level III). Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy are described below:

Level I – Inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan can access at the measurement date.

Level II – Inputs other than quoted prices within Level I that are observable for the asset or liability, either directly or indirectly, such as:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- 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 II input must be observable for substantially the full term of the asset or liability.

Level III – Inputs that are unobservable inputs for the asset or liability.

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.

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 4 - Fair Value Measurements (Continued)

Following is a description of the valuation methodologies 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 fund. Mutual funds held by the Plan are open-end 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.

Common Stocks, Mutual Funds, Exchange Traded Funds, and Cash Funds (Self-Directed Brokerage Account)

Valued at closing price reported on the active market on which the individual securities are traded.

The following tables set 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				
Description	Level I	Level II	Level III	Total
Mutual funds	\$ 284,775,269	\$ -	\$ -	\$ 284,775,269
Self-directed brokerage:				
Mutual funds	189,973	-	-	189,973
Common stocks	1,457,986	-	-	1,457,986
Exchange traded funds	195,155	-	-	195,155
Government bonds	7,990	-	-	7,990
Cash funds	175,321	-	-	175,321
Self-directed brokerage total	<u>2,026,425</u>	<u>-</u>	<u>-</u>	<u>2,026,425</u>
Total	\$ <u>286,801,694</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>286,801,694</u>

Assets at Fair Value as of December 31, 2022				
Description	Level I	Level II	Level III	Total
Mutual funds	\$ 236,508,539	\$ -	\$ -	\$ 236,508,539
Self-directed brokerage:				
Mutual funds	88,397	-	-	88,397
Common stocks	834,604	-	-	834,604
Exchange traded funds	206,367	-	-	206,367
Cash funds	141,259	-	-	141,259
Self-directed brokerage total	<u>1,270,627</u>	<u>-</u>	<u>-</u>	<u>1,270,627</u>
Total	\$ <u>237,779,166</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>237,779,166</u>

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 5 - Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Market risks include global events such as an international conflict which could impact the value of investment securities. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Employer may determine.

Note 7 - Tax Status

The Trust, established by the Plan to hold the Plan's assets, qualifies as tax-exempt under Internal Revenue Code Section 401(a). The most recent favorable determination letter from the Internal Revenue Service was received by the Plan, dated March 26, 2013. The Plan has been amended subsequent to this determination. Management believes the Plan's operations have been and intend to continue to be in accordance with all applicable provisions of the Internal Revenue Code and ERISA. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 8 - Related Party Transactions and Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee and custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest. During the Plan year ended December 31, 2023, \$331,669 of administrative expenses were incurred by the Plan to Fidelity and other Plan providers. In addition, notes receivable from participants also qualify as exempt party-in-interest transactions, as defined by ERISA.

AQUENT LLC 401(k) PLAN

Notes to Financial Statements

Note 9 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 for December 31:

	2023	2022
Net assets available for benefits per the financial statements at December 31	\$ 288,513,678	\$ 239,405,393
Employer contributions receivable	<u>(64,205)</u>	<u>(99,599)</u>
Net assets available for benefits per Form 5500 at December 31	<u>\$ 288,449,473</u>	<u>\$ 239,305,794</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to net income per Form 5500 for the year ended December 31, 2023:

Net increase in net assets available for benefits per the financial statements	\$ 49,108,285
Employer contributions receivable as of December 31, 2023 not reported on the 2023 Form 5500	(64,205)
Employer contributions receivable as of December 31, 2022 reported on the 2023 Form 5500	<u>99,599</u>
Net income per Form 5500	<u>\$ 49,143,679</u>

The accompanying Statements of Net Assets Available for Benefits, Statement of Changes in Net Assets Available for Benefits and the supplemental information have been prepared in accordance with accounting principles generally accepted in the United States of America. The information listed on Schedule H of Form 5500 has been prepared in accordance with procedures established by the third-party administrator and certain items have been classified differently.

Supplemental Schedule

AQUENT LLC 401(k) PLAN

(E.I.N. 04-3583617 - Plan Number 003)

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

December 31, 2023

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	* Fidelity 500 Index Fund	Mutual Fund		\$ 44,820,848
	* Fidelity Growth Company Fund K	Mutual Fund		38,024,456
	* Fidelity OTC Portfolio K	Mutual Fund		17,047,445
	* Fidelity Freedom 2050 Fund K	Mutual Fund		16,104,820
	* Fidelity Freedom 2055 Fund K	Mutual Fund		13,781,978
	* Fidelity Freedom 2045 Fund K	Mutual Fund		13,677,723
	* Fidelity Freedom 2030 Fund K	Mutual Fund		13,019,808
	J.P. Morgan Equity Income	Mutual Fund		12,603,768
	* Fidelity Freedom 2035 Fund K	Mutual Fund		12,223,628
	* Fidelity Freedom 2040 Fund K	Mutual Fund		11,651,339
	* Fidelity Low-Priced Stock Fund K	Mutual Fund		10,096,382
	* Fidelity Diversified International Fund K	Mutual Fund		8,031,626
	* Fidelity Government Money Market	Mutual Fund		8,015,407
	Carillon Eagle Mid Cap Growth R6	Mutual Fund		7,225,068
	* Fidelity International Index Fund	Mutual Fund		6,729,388
	PIMCO Total Return Fund Inst	Mutual Fund		6,704,242
	* Fidelity Freedom 2060 Fund K	Mutual Fund		6,197,254
	* Fidelity Freedom 2025 Fund K	Mutual Fund		5,612,810
	* Fidelity Extended Market Index Fund	Mutual Fund		4,586,229
	* Fidelity US Bond Index Fund	Mutual Fund		4,575,246
	American Beacon Small Cap Value Fund	Mutual Fund		3,761,110
	J.P. Morgan Mid Cap Value Fund Class R6	Mutual Fund		3,589,379
	* Fidelity Freedom 2020 Fund K	Mutual Fund		3,027,837
	Invesco Developing Markets Fund Class	Mutual Fund		2,425,420
	J.P. Morgan Government Bond	Mutual Fund		2,329,734
	Loomis Small Cap Growth	Mutual Fund		2,013,281
	Metropolitan West Total Return Bond	Mutual Fund		1,862,335
	Vanguard FTSE Social Index Fund Admiral	Mutual Fund		1,160,703
	* Fidelity Freedom Income Fund K	Mutual Fund		706,675
	* Fidelity Freedom 2010 Fund K	Mutual Fund		688,489
	* Fidelity Short-Term Treasury Bond Index	Mutual Fund		644,501
	* Fidelity Emerging Markets Index Fund	Mutual Fund		556,463
	* Fidelity Freedom 2065 Fund K	Mutual Fund		361,493
	* Fidelity Freedom 2005 Fund K	Mutual Fund		309,719
	* Fidelity Freedom 2015 Fund K	Mutual Fund		214,195
	* Bitcoin DAA	Mutual Fund		172,251
	Calvert Green Bond Fund Class R6	Mutual Fund		167,383
	Pioneer Balanced ESG K	Mutual Fund		54,836
	* Self-Directed Brokerage Assets	Self-Directed Brokerage Assets		2,026,425
	* Participant Loans	Loans (4.25% - 9.50%)	0	1,647,779
				\$ 288,449,473

* A party-in-interest as defined by ERISA.