

<p style="text-align: center;">Form 5500</p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p style="font-size: x-small;">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).</p> <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: large; font-weight: bold; text-align: center;">2023</p> <hr/> <p style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</p>
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Part I Annual Report Identification Information
 For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A This return/report is for: a multiemployer plan a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)

a single-employer plan a DFE (specify) _____

B This return/report is: the first return/report the final return/report

an amended return/report a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here.

D Check box if filing under: Form 5558 automatic extension the DFVC program

special extension (enter description)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.

Part II Basic Plan Information—enter all requested information

<p>1a Name of plan <u>SURGERY PARTNERS 401(K) PLAN</u></p>	<p>1b Three-digit plan number (PN) ▶ <u>001</u></p>
<p>2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>SURGERY PARTNERS, INC.</u></p> <p><u>310 SEVEN SPRINGS WAY</u> <u>SUITE 500</u> <u>BRENTWOOD, TN 37027</u></p>	<p>1c Effective date of plan <u>03/01/2006</u></p> <p>2b Employer Identification Number (EIN) <u>47-3620923</u></p> <p>2c Plan Sponsor's telephone number <u>615-234-5900</u></p> <p>2d Business code (see instructions) <u>551112</u></p>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2024	HOLLI BONEE
	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 <input checked="" type="checkbox"/> 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	5824
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)	4696
	6a(2)	4583
	6b	22
	6c	2270
	6d	6875
	6e	3
	6f	6878
	6g(1)	3553
	6g(2)	4601
h	6h	193
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:
 3H 2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) <input checked="" type="checkbox"/> Insurance	(1) <input checked="" type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules	b General Schedules
(1) <input checked="" type="checkbox"/> R (Retirement Plan Information)	(1) <input checked="" type="checkbox"/> H (Financial Information)
(2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) <input type="checkbox"/> I (Financial Information – Small Plan)
(3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) <input checked="" type="checkbox"/> A (Insurance Information) – Number Attached <u>1</u>
(4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached _____	(4) <input checked="" type="checkbox"/> C (Service Provider Information)
(5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)	(5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information)
	(6) <input type="checkbox"/> 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 A
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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 SURGERY PARTNERS 401(K) PLAN		B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SURGERY PARTNERS, INC.		D Employer Identification Number (EIN) 47-3620923	

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
EMPOWER ANNUITY INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	63977	697	01/01/2023	12/31/2023

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

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	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information
 Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year.....	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) individual policies (2) group deferred annuity
 (3) other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) deposit administration (2) immediate participation guarantee
 (3) guaranteed investment (4) other ▶ ANNUITY

b Balance at the end of the previous year **7b** 7087399

c Additions: (1) Contributions deposited during the year	7c(1)	479634	
	7c(2)		
	7c(3)		
	7c(4)		
	7c(5)	3351660	
▶ OTHER INCOME			

(6) Total additions **7c(6)** 3831294

d Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 10918693

e Deductions: (1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1742217	
	7e(2)	17632	
	7e(3)		
	7e(4)	1064460	
▶ OTHER EXPENSES			

(5) Total deductions **7e(5)** 2824309

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 8094384

Part III Welfare Benefit Contract Information
 If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** Health (other than dental or vision)
- b** Dental
- c** Vision
- d** Life insurance
- e** Temporary disability (accident and sickness)
- f** Long-term disability
- g** Supplemental unemployment
- h** Prescription drug
- i** Stop loss (large deductible)
- j** HMO contract
- k** PPO contract
- l** Indemnity contract
- m** Other (specify) ▶

9 Experience-rated contracts:

a	Premiums: (1) Amount received	9a(1)		
	(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
	(3) Increase (decrease) in unearned premium reserve	9a(3)		
	(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b	Benefit charges (1) Claims paid.....	9b(1)		
	(2) Increase (decrease) in claim reserves	9b(2)		
	(3) Incurred claims (add (1) and (2)).....		9b(3)	0
	(4) Claims charged		9b(4)	
c	Remainder of premium: (1) Retention charges (on an accrual basis) --			
	(A) Commissions	9c(1)(A)		
	(B) Administrative service or other fees	9c(1)(B)		
	(C) Other specific acquisition costs	9c(1)(C)		
	(D) Other expenses	9c(1)(D)		
	(E) Taxes	9c(1)(E)		
	(F) Charges for risks or other contingencies.....	9c(1)(F)		
	(G) Other retention charges	9c(1)(G)		
	(H) Total retention		9c(1)(H)	0
	(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)		9c(2)	
d	Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
	(2) Claim reserves		9d(2)	
	(3) Other reserves.....		9d(3)	
e	Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a	Total premiums or subscription charges paid to carrier	10a	
b	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount	10b	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A?..... Yes No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning **01/01/2023** and ending **12/31/2023**

A Name of plan SURGERY PARTNERS 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SURGERY PARTNERS, INC.	D Employer Identification Number (EIN) 47-3620923	

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	RECORDKEEPER	269744	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

GALLAGHER FIDUCIARY ADVISORS LLC

36-4291971

(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	80000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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	78255	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

LBMC, PC

62-1199757

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT/AUDITOR	37500	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan <u>SURGERY PARTNERS 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SURGERY PARTNERS, INC.</u>	D Employer Identification Number (EIN) <u>47-3620923</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GG BR LIFEPATH RET</u>		
b Name of sponsor of entity listed in (a): <u>GREAT GRAY TRUST COMPANY, LLC</u>		
c EIN-PN <u>26-3773846-157</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>21713691</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GG BR LIFEPATH 2055</u>		
b Name of sponsor of entity listed in (a): <u>GREAT GRAY TRUST COMPANY, LLC</u>		
c EIN-PN <u>46-3302432-178</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6748374</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GG BR LIFEPATH 2060</u>		
b Name of sponsor of entity listed in (a): <u>GREAT GRAY TRUST COMPANY, LLC</u>		
c EIN-PN <u>47-2700166-158</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4819315</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GG MFS MID CP VAL 2W</u>		
b Name of sponsor of entity listed in (a): <u>GREAT GRAY TRUST COMPANY, LLC</u>		
c EIN-PN <u>38-4139822-616</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3301617</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GG BR LIFEPATH 2030</u>		
b Name of sponsor of entity listed in (a): <u>GREAT GRAY TRUST COMPANY, LLC</u>		
c EIN-PN <u>26-3770302-153</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>41188551</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GG BR LIFEPATH 2045</u>		
b Name of sponsor of entity listed in (a): <u>GREAT GRAY TRUST COMPANY, LLC</u>		
c EIN-PN <u>26-3770058-150</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12518712</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PUTN LRG CP VAL II R</u>		
b Name of sponsor of entity listed in (a): <u>GREAT GRAY TRUST COMPANY, LLC</u>		
c EIN-PN <u>86-1899009-676</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6818361</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: GG BR LIFEPATH 2025

b Name of sponsor of entity listed in (a): GREAT GRAY TRUST COMPANY, LLC

c EIN-PN 26-3773730-154	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	12128467
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a Name of MTIA, CCT, PSA, or 103-12 IE: GG BR LIFEPATH 2035

b Name of sponsor of entity listed in (a): GREAT GRAY TRUST COMPANY, LLC

c EIN-PN 26-3770263-152	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	15031262
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH ENTERPRISE III

b Name of sponsor of entity listed in (a): GREAT GRAY TRUST COMPANY, LLC

c EIN-PN 38-7289853-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	10396070
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a Name of MTIA, CCT, PSA, or 103-12 IE: GG BR LIFEPATH 2050

b Name of sponsor of entity listed in (a): GREAT GRAY TRUST COMPANY, LLC

c EIN-PN 26-3763061-149	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	13166320
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a Name of MTIA, CCT, PSA, or 103-12 IE: GG BR LIFEPATH 2065

b Name of sponsor of entity listed in (a): GREAT GRAY TRUST COMPANY, LLC

c EIN-PN 38-4126295-598	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	409754
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a Name of MTIA, CCT, PSA, or 103-12 IE: GG BR LIFEPATH 2040

b Name of sponsor of entity listed in (a): GREAT GRAY TRUST COMPANY, LLC

c EIN-PN 26-3770208-151	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	49399530
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A Name of plan SURGERY PARTNERS 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 SURGERY PARTNERS, INC.	D Employer Identification Number (EIN) 47-3620923

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 0	0
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	1b(1) 0	0
(2) Participant contributions	1b(2) 0	0
(3) Other	1b(3) 0	0
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1) 229410	271851
(2) U.S. Government securities	1c(2) 0	0
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred	1c(3)(A) 0	0
(B) All other	1c(3)(B) 0	0
(4) Corporate stocks (other than employer securities):		
(A) Preferred	1c(4)(A) 0	0
(B) Common	1c(4)(B) 0	0
(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) 2030079	1738442
(9) Value of interest in common/collective trusts	1c(9) 69662881	197640024
(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) 71779832	107135272
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14) 7087399	8094384
(15) Other	1c(15) 0	0

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	150789601	314879973
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	150789601	314879973

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)	3012435	
(B) Participants	2a(1)(B)	14112402	
(C) Others (including rollovers)	2a(1)(C)	5633688	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		22758525
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	12336	
(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)	137995	
(F) Other	2b(1)(F)	120825	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		271156
(2) Dividends:			
(A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2533545	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2533545
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		11939677
(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)		11223940
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		48726843

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	25025595	
(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)		25025595
f Corrective distributions (see instructions).....	2f		60749
g Certain deemed distributions of participant loans (see instructions).....	2g		141153
h Interest expense.....	2h		0
i Administrative expenses:			
(1) Salaries and allowances.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	269744	
(4) IQPA audit fees.....	2i(4)	37500	
(5) Investment advisory and investment management fees.....	2i(5)	158255	
(6) Bank or trust company trustee/custodial fees.....	2i(6)	0	
(7) Actuarial fees.....	2i(7)	0	
(8) Legal fees.....	2i(8)	0	
(9) Valuation/appraisal fees.....	2i(9)	0	
(10) Other trustee fees and expenses.....	2i(10)	0	
(11) Other expenses.....	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		465499
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		25692996

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		23033847
l Transfers of assets:			
(1) To this plan.....	2l(1)		141056525
(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: **LBMC, PC**

(2) EIN: **62-1199757**

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.)		X	
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.)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		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?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
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.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?	X		3949
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan <u>SURGERY PARTNERS 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SURGERY PARTNERS, INC.</u>	D Employer Identification Number (EIN) <u>47-3620923</u>	

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

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

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. <input type="checkbox"/> 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. <input type="checkbox"/> 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

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 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q702438A.

SURGERY PARTNERS 401(K) PLAN

Financial Statements and Supplemental Schedule

December 31, 2023 and 2022

(With Independent Auditors' Report Thereon)



SURGERY PARTNERS 401(K) PLAN

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Independent Auditors' Report

The Plan Administrator
Surgery Partners 401(k) Plan:

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

We have performed audits of the financial statements of the Surgery Partners 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, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2023 and 2022, 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 of our report:

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America ("GAAP").
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management has 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 GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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 substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

Our audits did not extend to the certified investment information, except for obtaining and reading the 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 GAAP.

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

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

Other Matter - Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2023 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

LBM, PC

Brentwood, Tennessee
October 9, 2024

SURGERY PARTNERS 401(K) PLAN**Statements of Net Assets Available for Benefits****December 31, 2023 and 2022**

	<u>2023</u>	<u>2022</u>
Assets:		
Investments, at fair value		
Money market fund	\$ 271,851	\$ 229,410
Mutual funds	107,135,272	71,779,832
Collective trust funds	<u>197,640,024</u>	<u>69,662,881</u>
Total investments, at fair value	305,047,147	141,672,123
Guaranteed investment contract, at contract value	<u>8,094,384</u>	<u>7,087,399</u>
Total investments	<u>313,141,531</u>	<u>148,759,522</u>
Receivables:		
Plan Sponsor contributions	101,677	94,551
Participant contributions	453,512	456,377
Notes receivable from participants	1,738,442	2,030,079
Receivable from National Surgical Hospitals 401(k) Plan	<u>28,932,401</u>	<u>-</u>
Total receivables	<u>31,226,032</u>	<u>2,581,007</u>
Net assets available for benefits	<u>\$ 344,367,563</u>	<u>\$ 151,340,529</u>

See accompanying notes to the financial statements.

SURGERY PARTNERS 401(K) PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Additions (reductions) to net assets attributed to:		
Net change resulting from investment activity:		
Net appreciation (depreciation) in fair value and contract value of investments	\$ 23,283,367	\$ (29,445,727)
Interest and dividend income	<u>2,544,959</u>	<u>3,072,768</u>
Net change resulting from investment activity	<u>25,828,326</u>	<u>(26,372,959)</u>
Interest income on notes receivable from participants	<u>135,994</u>	<u>112,904</u>
Contributions:		
Plan sponsor	3,019,561	2,589,448
Participants	14,109,537	13,030,141
Rollovers	<u>5,835,448</u>	<u>6,321,565</u>
Total contributions	<u>22,964,546</u>	<u>21,941,154</u>
Net additions	<u>48,928,866</u>	<u>(4,318,901)</u>
Deductions from net assets attributed to:		
Benefits paid	25,224,100	21,611,267
Administrative expenses	<u>465,498</u>	<u>436,252</u>
Total deductions	<u>25,689,598</u>	<u>22,047,519</u>
Net increase (decrease)	23,239,268	(26,366,420)
Transfer of assets into the Plan (Note 1a)	<u>169,787,766</u>	<u>22,086,627</u>
Net assets available for benefits at beginning of year	<u>151,340,529</u>	<u>155,620,322</u>
Net assets available for benefits at end of year	\$ <u>344,367,563</u>	\$ <u>151,340,529</u>

See accompanying notes to the financial statements.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(1) Description of plan

The following description of the Surgery Partners 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.

(a) General

The Plan is a defined contribution plan which was established to provide retirement benefits for employees of Surgery Partners, Inc. (the "Plan Sponsor") and certain affiliated entities. The Plan covers substantially all full-time employees who have completed one month of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

During 2023, the Surgery Partners MEP 401(k) Plan and National Surgical Hospitals 401(k) Plan terminated and transferred assets totaling \$35,116,093 and \$134,671,673 into the Plan, respectively. In December 2023, \$140,855,365 transferred into the Plan. In January 2024, the \$25,263,973 transferred into the Plan. In April and May 2024, the remaining \$195,349 and \$3,473,079 related to National Surgical Hospitals 401(k) Plan employee and employer receivable were remitted to the Plan, respectively.

In October 2020, the Plan Sponsor acquired a majority stake in Bakersfield Heart Hospital. As a part of this acquisition, participant assets were transferred out of Bakersfield Heart Hospital 401(k) Plan and into Surgery Partners 401(k) Plan in June 2022. The assets totaled \$20,521,657.

During 2021, the Plan Sponsor acquired Eye Surgery Center of San Francisco, Forest Ambulatory Surgical Associates, LP and Knowles Surgery Center, LLC. As a part of these acquisitions, participant assets were transferred out of the Eye Surgery Center of San Francisco 401(k) Profit Sharing Plan and Payroll Express, LLC 401(k) into the Plan in June 2022. These assets totaled \$379,945 and \$1,145,917, respectively.

(b) Contributions

Eligible participants may voluntarily make qualified retirement contributions to the Plan which are deductible by the participants for federal income tax purposes under Section 401(k) of the Internal Revenue Code ("IRC") or may be made after-tax in the form of a Roth 401(k) contribution. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participant contributions are permitted up to 100% of compensation, subject to certain IRC limits.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

The Plan Sponsor may decide to make a discretionary matching contribution to the Plan each year equal to an amount determined by the Plan Sponsor. To receive the discretionary match, participants must complete 12 months of service. During 2023 and 2022, the Plan Sponsor made discretionary matching contributions equal to 50% of each participant's contribution up to 4% of compensation. The discretionary matching contributions totaled \$3,019,561 and \$2,589,448 in 2023 and 2022, respectively. Plan Sponsor contributions may not exceed the maximum amount deductible for federal income tax purposes.

The Plan Sponsor may make a profit-sharing contribution, as determined annually by the Plan Sponsor's management. To receive a profit-sharing contribution, participants must complete 12 months of service. No profit-sharing contributions were made in 2023 or 2022.

(c) Participant accounts

Each participant's account is credited (charged) with the participant's contributions, Plan Sponsor contributions, allocations of investment earnings (losses) and administrative expenses. Allocations are based on participant compensation or account balances as defined in the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

(d) Vesting

Participants are immediately vested in their elective salary deferral contributions plus actual earnings (losses) thereon. Vesting in Plan Sponsor discretionary contributions are based on years of continuous service. Participants' Plan Sponsor discretionary contributions vesting varies by type of matching contribution. Most Plan Sponsor discretionary contributions vest 20% after one year of service and 20% each year thereafter until they become 100% vested after five years of service, others vest over a six year period, 20% after the second year of service and 20% each year thereafter until they become 100% vested, others vest immediately.

(e) Notes receivable from participants

Each participant may borrow from their fund accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of his or her nonforfeitable account balance. The maximum length of a loan is five years unless the loan is related to a mortgage on a principal residence. The notes are secured by the balances in the participants' respective accounts and bear interest at fixed rates ranging from 4.25% to 10.50% at December 31, 2023, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator. Principal and interest are collected ratably through payroll deductions.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(f) Payment of benefits

On termination of service due to death, permanent disability, or retirement, a participant with an account balance that exceeds \$5,000 may elect to receive a lump-sum payment equal to his or her entire account. For termination of service due to other reasons, a participant with an account balance that exceeds \$5,000 will be entitled to receive only the vested interest in his or her account as a lump-sum distribution. If the vested value of a participant's account is less than \$1,000, the total vested balance is distributed as an automatic lump sum payment. For participant accounts greater than \$1,000 but less than \$5,000, the vested value of the participant's account may be rolled into an individual retirement account on behalf of the participant.

(g) Forfeited accounts

Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor's discretionary contribution portion of their accounts. Such forfeitures are utilized to reduce Plan expenses or reduce the Plan Sponsor's future contributions to the Plan. At December 31, 2023 and 2022, forfeited nonvested accounts totaled approximately \$702,000 and \$306,000, respectively. Forfeitures of approximately \$51,000 and \$47,000 were used to reduce Plan expenses and Plan Sponsor contributions in 2023 and 2022, respectively.

(h) Hardship withdrawals

The Plan permits distributions in the event of a hardship, as defined in the Plan agreement. These distributions are taxable and subject to a tax penalty equal to 10% of the hardship distribution amount if a participant is younger than age 59½. Hardship withdrawals are limited to the participant's elective account.

(i) Administrative expenses

Certain expenses of maintaining the Plan are paid directly by the Plan Sponsor and are excluded from these financial statements. Fees related to the processing of distributions and notes receivable from participants are included in administrative expenses and charged directly to the applicable participants' accounts. Investment related expenses are included in net appreciation (depreciation) in fair value or contract value of investments.

(j) Plan termination

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

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(2) Summary of significant accounting policies

(a) Basis of accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

(b) Investment valuation and income recognition

The Plan's investments are stated at fair value or contract value as reported by Fidelity Management Trust Company ("Fidelity"). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Notes 4 and 5 for discussion of investment value measurements.

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

(c) Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the plan agreement.

(d) Payment of benefits

Benefits are recorded when paid.

(e) Use of estimates

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

(f) Events occurring after reporting date

The Plan Sponsor has evaluated events and transactions that occurred between December 31, 2023 and October 9, 2024, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(3) Certified information

Certain information related to investments and notes receivable from participants reported and disclosed in the accompanying financial statements and supplemental schedule, including the fair value and contract value of investments and notes receivable from participants held at December 31, 2023 and 2022, and net appreciation (depreciation) in fair value or contract value of investments, interest and dividend income, and interest income on notes receivable from participants for the years ended December 31, 2023 and 2022, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity.

(4) Fair value measurements

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

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

The following is a description of the valuation methodologies used for assets measured at fair value. There has been no change in the methodologies used at December 31, 2023 and 2022.

- (i) *Mutual funds and money market fund*: Valued at the net asset value ("NAV") of shares held by the Plan at year-end in an active market.
- (ii) *Collective trust funds*: Stated at fair value based on the net asset value of the underlying assets owned by the trust. Net asset values are reported by the fund and are supported by the unit prices of actual purchases and sales transactions occurring as of or close to the financial statement date. Net asset value is a readily determinable fair value and is the basis for current transactions. The investment has no unfunded commitments and is redeemable with a 12-month notification period.

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

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:

Fair Value Measurements as of
December 31, 2023 using the following inputs

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 107,135,272	\$ -	\$ -	\$ 107,135,272
Money market fund	271,851	-	-	271,851
Collective trust fund	-	197,640,024	-	197,640,024
Investments, at fair value	\$ 107,407,123	\$ 197,640,024	\$ -	\$ 305,047,147

Fair Value Measurements as of
December 31, 2022 using the following inputs

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 71,779,832	\$ -	\$ -	\$ 71,779,832
Money market fund	229,410	-	-	229,410
Collective trust fund	-	69,662,881	-	69,662,881
Investments, at fair value	\$ 72,009,242	\$ 69,662,881	\$ -	\$ 141,672,123

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(5) Investment contract with insurance company

The Plan also holds a traditional benefit-responsive investment contract with an insurance company, Empower Annuity Insurance Company ("Empower"), totaling \$8,094,384 and \$7,087,399 as of December 31, 2023 and 2022, respectively. The Plan's contributions are maintained by Empower in general accounts which are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is reviewed on a semi-annual basis for resetting, but may not be less than 1.5%. The guaranteed investment contract does not permit the insurance companies to terminate the agreements prior to the scheduled maturity dates.

The contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by Empower, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

(6) Income tax status

The Plan Sponsor adopted a non-standardized pre-approved profit sharing plan, which received a favorable opinion letter from the Internal Revenue Service ("IRS") on June 30, 2020, which stated that the pre-approved plan was designed in accordance with the applicable sections of the IRC. The Plan itself did not receive a determination letter from the IRS stating that the Plan was qualified under Section 401(a) of the IRC. However, the plan administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC and was therefore, qualified and exempt from taxation.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023 and 2022, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audit for any tax periods in progress.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(7) Party-in-interest transactions

Certain Plan investments include shares of mutual funds and a money market fund managed by Fidelity and, therefore, these transactions qualify as party-in-interest transactions under ERISA. As described in Note 1, the Plan paid expenses to various service providers and holds notes receivable from participants which also qualify as party-in-interest transactions.

(8) Reconciliation of financial statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 344,367,563	\$ 151,340,529
Plan Sponsor contributions receivable	(101,677)	(94,551)
Participant contributions receivable	(453,512)	(456,377)
Receivable from National Surgical Hospitals 401(k) Plan	<u>(28,932,401)</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 314,879,973</u>	<u>\$ 150,789,601</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Change in net assets available for benefits per financial statements	\$ 23,239,268	\$ (26,366,420)
Change in Plan Sponsor contributions receivable	(7,126)	35,866
Change in participant contributions receivable	2,865	264,474
Rollovers classified as transfers per Form 5500	<u>(201,160)</u>	<u>(501,504)</u>
Change in net assets available for benefits per Form 5500	<u>\$ 23,033,847</u>	<u>\$ (26,567,584)</u>

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

The following is a reconciliation of the transfer of assets into the Plan per the financial statements to the Form 5500 for the year ended December 31, 2023:

	<u>2023</u>	<u>2022</u>
Transfer into the Plan per the financial statements	\$ 166,119,338	\$ 22,086,627
Receivable from National Surgical Hospitals 401(k) Plan (Note 1a)	(25,263,973)	-
Rollovers classified as transfers per Form 5500	<u>201,160</u>	<u>501,504</u>
Transfer into the Plan per Form 5500	<u>\$ 141,056,525</u>	<u>\$ 22,588,131</u>

(9) Risks and uncertainties

The Plan invests in investment securities, which are exposed to various risks, such as interest rate, credit and overall market risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' accounts balances and the amounts reported in the financial statements.

(10) Subsequent event (unaudited)

During 2023, the Plan Sponsor acquired Lubbock Heart Hospital, LP. As a part of this acquisition, participant assets were transferred out of the Lubbock Heart Hospital, LP 401(k) Plan and into the Plan in June 2024. The assets totaled approximately \$23,000,000.

SURGERY PARTNERS 401(K) PLAN

EIN 47-3620923, PLAN No. 001

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

December 31, 2023

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Money market fund-			
*	Fidelity	Government Money Market	**	\$ <u>271,851</u>
	Mutual funds:			
	iShares	MSCI Total International Index Class K	**	12,326,189
	MFS	MA Inv GR STK R6	**	26,886,927
	American Funds	EuroPacific Growth Fund	**	5,357,720
	Dimensional Fund Advisors	Real Estate Securities Portfolio	**	1,118,610
*	Fidelity	Infl PR BD IDX	**	945,681
*	Fidelity	U.S. Bond Index Fund	**	8,599,309
*	Fidelity	500 Index Fund	**	28,486,360
*	Fidelity	Mid Cap Index Fund	**	7,103,555
*	Fidelity	Small Cap Index Fund	**	11,252,065
*	Fidelity	Total Bond K6 Fund	**	<u>5,058,856</u>
	Total mutual funds			<u>107,135,272</u>
	Collective trust funds:			
	Great Gray Trust	LifePath Index 2065	**	409,754
	Great Gray Trust	LifePath Index Retirement Fund	**	21,713,691
	Great Gray Trust	LifePath Index 2025	**	12,128,467
	Great Gray Trust	LifePath Index 2030	**	41,188,552
	Great Gray Trust	LifePath Index 2035	**	15,031,262
	Great Gray Trust	LifePath Index 2040	**	49,399,530
	Great Gray Trust	LifePath Index 2045	**	12,518,712
	Great Gray Trust	LifePath Index 2050	**	13,166,320
	Great Gray Trust	LifePath Index 2055	**	6,748,374
	Great Gray Trust	LifePath Index 2060	**	4,819,315
	Great Gray Trust	Large Cap Value Fund II R	**	6,818,360
	Great Gray Trust	JH Enterprise III	**	10,396,070
	Great Gray Trust	Mid Cap Value Fund 2W	**	<u>3,301,617</u>
	Total collective trust funds			<u>197,640,024</u>
	Guaranteed investment contract -			
	Empower	Guaranteed Income Fund	**	<u>8,094,384</u>
*	Notes receivable from participants	Interest rates ranging from 4.25% to 10.50%, maturing at various dates through October 2050	-	<u>1,738,442</u>
	Total			\$ <u>314,879,973</u>

* Represents a party-in-interest.

** Not required for participant directed plans.

The above data is based upon information which has been certified as complete and accurate by Fidelity Management Trust Company.

SURGERY PARTNERS 401(K) PLAN

Financial Statements and Supplemental Schedule

December 31, 2023 and 2022

(With Independent Auditors' Report Thereon)



SURGERY PARTNERS 401(K) PLAN

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Independent Auditors' Report

The Plan Administrator
Surgery Partners 401(k) Plan:

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

We have performed audits of the financial statements of the Surgery Partners 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, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2023 and 2022, 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 of our report:

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America ("GAAP").
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management has 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 GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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 substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

Our audits did not extend to the certified investment information, except for obtaining and reading the 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 GAAP.

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

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

Other Matter - Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2023 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

LBM, PC

Brentwood, Tennessee
October 9, 2024

SURGERY PARTNERS 401(K) PLAN**Statements of Net Assets Available for Benefits****December 31, 2023 and 2022**

	<u>2023</u>	<u>2022</u>
Assets:		
Investments, at fair value		
Money market fund	\$ 271,851	\$ 229,410
Mutual funds	107,135,272	71,779,832
Collective trust funds	<u>197,640,024</u>	<u>69,662,881</u>
Total investments, at fair value	305,047,147	141,672,123
Guaranteed investment contract, at contract value	<u>8,094,384</u>	<u>7,087,399</u>
Total investments	<u>313,141,531</u>	<u>148,759,522</u>
Receivables:		
Plan Sponsor contributions	101,677	94,551
Participant contributions	453,512	456,377
Notes receivable from participants	1,738,442	2,030,079
Receivable from National Surgical Hospitals 401(k) Plan	<u>28,932,401</u>	<u>-</u>
Total receivables	<u>31,226,032</u>	<u>2,581,007</u>
Net assets available for benefits	<u>\$ 344,367,563</u>	<u>\$ 151,340,529</u>

See accompanying notes to the financial statements.

SURGERY PARTNERS 401(K) PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Additions (reductions) to net assets attributed to:		
Net change resulting from investment activity:		
Net appreciation (depreciation) in fair value and contract value of investments	\$ 23,283,367	\$ (29,445,727)
Interest and dividend income	<u>2,544,959</u>	<u>3,072,768</u>
Net change resulting from investment activity	<u>25,828,326</u>	<u>(26,372,959)</u>
Interest income on notes receivable from participants	<u>135,994</u>	<u>112,904</u>
Contributions:		
Plan sponsor	3,019,561	2,589,448
Participants	14,109,537	13,030,141
Rollovers	<u>5,835,448</u>	<u>6,321,565</u>
Total contributions	<u>22,964,546</u>	<u>21,941,154</u>
Net additions	<u>48,928,866</u>	<u>(4,318,901)</u>
Deductions from net assets attributed to:		
Benefits paid	25,224,100	21,611,267
Administrative expenses	<u>465,498</u>	<u>436,252</u>
Total deductions	<u>25,689,598</u>	<u>22,047,519</u>
Net increase (decrease)	23,239,268	(26,366,420)
Transfer of assets into the Plan (Note 1a)	<u>169,787,766</u>	<u>22,086,627</u>
Net assets available for benefits at beginning of year	<u>151,340,529</u>	<u>155,620,322</u>
Net assets available for benefits at end of year	\$ <u>344,367,563</u>	\$ <u>151,340,529</u>

See accompanying notes to the financial statements.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(1) Description of plan

The following description of the Surgery Partners 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.

(a) General

The Plan is a defined contribution plan which was established to provide retirement benefits for employees of Surgery Partners, Inc. (the "Plan Sponsor") and certain affiliated entities. The Plan covers substantially all full-time employees who have completed one month of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

During 2023, the Surgery Partners MEP 401(k) Plan and National Surgical Hospitals 401(k) Plan terminated and transferred assets totaling \$35,116,093 and \$134,671,673 into the Plan, respectively. In December 2023, \$140,855,365 transferred into the Plan. In January 2024, the \$25,263,973 transferred into the Plan. In April and May 2024, the remaining \$195,349 and \$3,473,079 related to National Surgical Hospitals 401(k) Plan employee and employer receivable were remitted to the Plan, respectively.

In October 2020, the Plan Sponsor acquired a majority stake in Bakersfield Heart Hospital. As a part of this acquisition, participant assets were transferred out of Bakersfield Heart Hospital 401(k) Plan and into Surgery Partners 401(k) Plan in June 2022. The assets totaled \$20,521,657.

During 2021, the Plan Sponsor acquired Eye Surgery Center of San Francisco, Forest Ambulatory Surgical Associates, LP and Knowles Surgery Center, LLC. As a part of these acquisitions, participant assets were transferred out of the Eye Surgery Center of San Francisco 401(k) Profit Sharing Plan and Payroll Express, LLC 401(k) into the Plan in June 2022. These assets totaled \$379,945 and \$1,145,917, respectively.

(b) Contributions

Eligible participants may voluntarily make qualified retirement contributions to the Plan which are deductible by the participants for federal income tax purposes under Section 401(k) of the Internal Revenue Code ("IRC") or may be made after-tax in the form of a Roth 401(k) contribution. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participant contributions are permitted up to 100% of compensation, subject to certain IRC limits.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

The Plan Sponsor may decide to make a discretionary matching contribution to the Plan each year equal to an amount determined by the Plan Sponsor. To receive the discretionary match, participants must complete 12 months of service. During 2023 and 2022, the Plan Sponsor made discretionary matching contributions equal to 50% of each participant's contribution up to 4% of compensation. The discretionary matching contributions totaled \$3,019,561 and \$2,589,448 in 2023 and 2022, respectively. Plan Sponsor contributions may not exceed the maximum amount deductible for federal income tax purposes.

The Plan Sponsor may make a profit-sharing contribution, as determined annually by the Plan Sponsor's management. To receive a profit-sharing contribution, participants must complete 12 months of service. No profit-sharing contributions were made in 2023 or 2022.

(c) Participant accounts

Each participant's account is credited (charged) with the participant's contributions, Plan Sponsor contributions, allocations of investment earnings (losses) and administrative expenses. Allocations are based on participant compensation or account balances as defined in the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

(d) Vesting

Participants are immediately vested in their elective salary deferral contributions plus actual earnings (losses) thereon. Vesting in Plan Sponsor discretionary contributions are based on years of continuous service. Participants' Plan Sponsor discretionary contributions vesting varies by type of matching contribution. Most Plan Sponsor discretionary contributions vest 20% after one year of service and 20% each year thereafter until they become 100% vested after five years of service, others vest over a six year period, 20% after the second year of service and 20% each year thereafter until they become 100% vested, others vest immediately.

(e) Notes receivable from participants

Each participant may borrow from their fund accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of his or her nonforfeitable account balance. The maximum length of a loan is five years unless the loan is related to a mortgage on a principal residence. The notes are secured by the balances in the participants' respective accounts and bear interest at fixed rates ranging from 4.25% to 10.50% at December 31, 2023, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator. Principal and interest are collected ratably through payroll deductions.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(f) Payment of benefits

On termination of service due to death, permanent disability, or retirement, a participant with an account balance that exceeds \$5,000 may elect to receive a lump-sum payment equal to his or her entire account. For termination of service due to other reasons, a participant with an account balance that exceeds \$5,000 will be entitled to receive only the vested interest in his or her account as a lump-sum distribution. If the vested value of a participant's account is less than \$1,000, the total vested balance is distributed as an automatic lump sum payment. For participant accounts greater than \$1,000 but less than \$5,000, the vested value of the participant's account may be rolled into an individual retirement account on behalf of the participant.

(g) Forfeited accounts

Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor's discretionary contribution portion of their accounts. Such forfeitures are utilized to reduce Plan expenses or reduce the Plan Sponsor's future contributions to the Plan. At December 31, 2023 and 2022, forfeited nonvested accounts totaled approximately \$702,000 and \$306,000, respectively. Forfeitures of approximately \$51,000 and \$47,000 were used to reduce Plan expenses and Plan Sponsor contributions in 2023 and 2022, respectively.

(h) Hardship withdrawals

The Plan permits distributions in the event of a hardship, as defined in the Plan agreement. These distributions are taxable and subject to a tax penalty equal to 10% of the hardship distribution amount if a participant is younger than age 59½. Hardship withdrawals are limited to the participant's elective account.

(i) Administrative expenses

Certain expenses of maintaining the Plan are paid directly by the Plan Sponsor and are excluded from these financial statements. Fees related to the processing of distributions and notes receivable from participants are included in administrative expenses and charged directly to the applicable participants' accounts. Investment related expenses are included in net appreciation (depreciation) in fair value or contract value of investments.

(j) Plan termination

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

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(2) Summary of significant accounting policies

(a) Basis of accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

(b) Investment valuation and income recognition

The Plan's investments are stated at fair value or contract value as reported by Fidelity Management Trust Company ("Fidelity"). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Notes 4 and 5 for discussion of investment value measurements.

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

(c) Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the plan agreement.

(d) Payment of benefits

Benefits are recorded when paid.

(e) Use of estimates

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

(f) Events occurring after reporting date

The Plan Sponsor has evaluated events and transactions that occurred between December 31, 2023 and October 9, 2024, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(3) Certified information

Certain information related to investments and notes receivable from participants reported and disclosed in the accompanying financial statements and supplemental schedule, including the fair value and contract value of investments and notes receivable from participants held at December 31, 2023 and 2022, and net appreciation (depreciation) in fair value or contract value of investments, interest and dividend income, and interest income on notes receivable from participants for the years ended December 31, 2023 and 2022, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity.

(4) Fair value measurements

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

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

The following is a description of the valuation methodologies used for assets measured at fair value. There has been no change in the methodologies used at December 31, 2023 and 2022.

- (i) *Mutual funds and money market fund*: Valued at the net asset value ("NAV") of shares held by the Plan at year-end in an active market.
- (ii) *Collective trust funds*: Stated at fair value based on the net asset value of the underlying assets owned by the trust. Net asset values are reported by the fund and are supported by the unit prices of actual purchases and sales transactions occurring as of or close to the financial statement date. Net asset value is a readily determinable fair value and is the basis for current transactions. The investment has no unfunded commitments and is redeemable with a 12-month notification period.

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

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:

Fair Value Measurements as of
December 31, 2023 using the following inputs

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 107,135,272	\$ -	\$ -	\$ 107,135,272
Money market fund	271,851	-	-	271,851
Collective trust fund	-	197,640,024	-	197,640,024
Investments, at fair value	\$ 107,407,123	\$ 197,640,024	\$ -	\$ 305,047,147

Fair Value Measurements as of
December 31, 2022 using the following inputs

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 71,779,832	\$ -	\$ -	\$ 71,779,832
Money market fund	229,410	-	-	229,410
Collective trust fund	-	69,662,881	-	69,662,881
Investments, at fair value	\$ 72,009,242	\$ 69,662,881	\$ -	\$ 141,672,123

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(5) Investment contract with insurance company

The Plan also holds a traditional benefit-responsive investment contract with an insurance company, Empower Annuity Insurance Company ("Empower"), totaling \$8,094,384 and \$7,087,399 as of December 31, 2023 and 2022, respectively. The Plan's contributions are maintained by Empower in general accounts which are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is reviewed on a semi-annual basis for resetting, but may not be less than 1.5%. The guaranteed investment contract does not permit the insurance companies to terminate the agreements prior to the scheduled maturity dates.

The contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by Empower, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

(6) Income tax status

The Plan Sponsor adopted a non-standardized pre-approved profit sharing plan, which received a favorable opinion letter from the Internal Revenue Service ("IRS") on June 30, 2020, which stated that the pre-approved plan was designed in accordance with the applicable sections of the IRC. The Plan itself did not receive a determination letter from the IRS stating that the Plan was qualified under Section 401(a) of the IRC. However, the plan administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC and was therefore, qualified and exempt from taxation.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023 and 2022, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audit for any tax periods in progress.

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

(7) Party-in-interest transactions

Certain Plan investments include shares of mutual funds and a money market fund managed by Fidelity and, therefore, these transactions qualify as party-in-interest transactions under ERISA. As described in Note 1, the Plan paid expenses to various service providers and holds notes receivable from participants which also qualify as party-in-interest transactions.

(8) Reconciliation of financial statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 344,367,563	\$ 151,340,529
Plan Sponsor contributions receivable	(101,677)	(94,551)
Participant contributions receivable	(453,512)	(456,377)
Receivable from National Surgical Hospitals 401(k) Plan	<u>(28,932,401)</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 314,879,973</u>	<u>\$ 150,789,601</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Change in net assets available for benefits per financial statements	\$ 23,239,268	\$ (26,366,420)
Change in Plan Sponsor contributions receivable	(7,126)	35,866
Change in participant contributions receivable	2,865	264,474
Rollovers classified as transfers per Form 5500	<u>(201,160)</u>	<u>(501,504)</u>
Change in net assets available for benefits per Form 5500	<u>\$ 23,033,847</u>	<u>\$ (26,567,584)</u>

SURGERY PARTNERS 401(K) PLAN

Notes to the Financial Statements

December 31, 2023 and 2022

The following is a reconciliation of the transfer of assets into the Plan per the financial statements to the Form 5500 for the year ended December 31, 2023:

	<u>2023</u>	<u>2022</u>
Transfer into the Plan per the financial statements	\$ 166,119,338	\$ 22,086,627
Receivable from National Surgical Hospitals 401(k) Plan (Note 1a)	(25,263,973)	-
Rollovers classified as transfers per Form 5500	<u>201,160</u>	<u>501,504</u>
Transfer into the Plan per Form 5500	<u>\$ 141,056,525</u>	<u>\$ 22,588,131</u>

(9) Risks and uncertainties

The Plan invests in investment securities, which are exposed to various risks, such as interest rate, credit and overall market risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' accounts balances and the amounts reported in the financial statements.

(10) Subsequent event (unaudited)

During 2023, the Plan Sponsor acquired Lubbock Heart Hospital, LP. As a part of this acquisition, participant assets were transferred out of the Lubbock Heart Hospital, LP 401(k) Plan and into the Plan in June 2024. The assets totaled approximately \$23,000,000.

SURGERY PARTNERS 401(K) PLAN

EIN 47-3620923, PLAN No. 001

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

December 31, 2023

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	Money market fund- Fidelity	Government Money Market	**	\$ <u>271,851</u>
	Mutual funds:			
	iShares	MSCI Total International Index Class K	**	12,326,189
	MFS	MA Inv GR STK R6	**	26,886,927
	American Funds	EuroPacific Growth Fund	**	5,357,720
	Dimensional Fund Advisors	Real Estate Securities Portfolio	**	1,118,610
*	Fidelity	Infl PR BD IDX	**	945,681
*	Fidelity	U.S. Bond Index Fund	**	8,599,309
*	Fidelity	500 Index Fund	**	28,486,360
*	Fidelity	Mid Cap Index Fund	**	7,103,555
*	Fidelity	Small Cap Index Fund	**	11,252,065
*	Fidelity	Total Bond K6 Fund	**	<u>5,058,856</u>
	Total mutual funds			<u>107,135,272</u>
	Collective trust funds:			
	Great Gray Trust	LifePath Index 2065	**	409,754
	Great Gray Trust	LifePath Index Retirement Fund	**	21,713,691
	Great Gray Trust	LifePath Index 2025	**	12,128,467
	Great Gray Trust	LifePath Index 2030	**	41,188,552
	Great Gray Trust	LifePath Index 2035	**	15,031,262
	Great Gray Trust	LifePath Index 2040	**	49,399,530
	Great Gray Trust	LifePath Index 2045	**	12,518,712
	Great Gray Trust	LifePath Index 2050	**	13,166,320
	Great Gray Trust	LifePath Index 2055	**	6,748,374
	Great Gray Trust	LifePath Index 2060	**	4,819,315
	Great Gray Trust	Large Cap Value Fund II R	**	6,818,360
	Great Gray Trust	JH Enterprise III	**	10,396,070
	Great Gray Trust	Mid Cap Value Fund 2W	**	<u>3,301,617</u>
	Total collective trust funds			<u>197,640,024</u>
	Guaranteed investment contract - Empower	Guaranteed Income Fund	**	<u>8,094,384</u>
*	Notes receivable from participants	Interest rates ranging from 4.25% to 10.50%, maturing at various dates through October 2050	-	<u>1,738,442</u>
	Total			\$ <u>314,879,973</u>

* Represents a party-in-interest.

** Not required for participant directed plans.

The above data is based upon information which has been certified as complete and accurate by Fidelity Management Trust Company.