

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

Part II	Basic Plan Information—enter all requested information
1a	Name of plan ROCKEFELLER GROUP INTERNATIONAL, INC. INCENTIVE SAVINGS PLAN
1b	Three-digit plan number (PN) ▶ 003
1c	Effective date of plan 01/01/1981
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) ROCKEFELLER GROUP INTERNATIONAL, INC. 1271 AVENUE OF THE AMERICAS 24TH FLOOR NEW YORK, NY 10020
2b	Employer Identification Number (EIN) 13-3975924
2c	Plan Sponsor's telephone number 212-282-2000
2d	Business code (see instructions) 531310

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	PATRICIA GLORIOSO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 288
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) 165 6a(2) 185 6b 4 6c 101 6d 290 6e 1 6f 291 6g(1) 287 6g(2) 289 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

2F 2G 2J 2K 2S 2T 3H 2E 2R

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan ROCKEFELLER GROUP INTERNATIONAL, INC. INCENTIVE SAVINGS PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 ROCKEFELLER GROUP INTERNATIONAL, INC.	D Employer Identification Number (EIN) 13-3975924	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

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 60 64 65	RECORDKEEPER	20539	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	8492	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP EQUITY INCOME - T. ROWE PRICE 52-2269240	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

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

A Name of plan ROCKEFELLER GROUP INTERNATIONAL, INC. INCENTIVE SAVINGS PLAN	B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 ROCKEFELLER GROUP INTERNATIONAL, INC.	D Employer Identification Number (EIN) 13-3975924

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)	44635	54160
(2) Participant contributions	1b(2)	73060	82222
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	7536973	9505925
(2) U.S. Government securities	1c(2)	0	49530
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	54843	70155
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	1530044	1453966
(B) Common	1c(4)(B)	2038739	1645135
(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)	794886	584749
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	87189841	106265893
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	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	99263021	119711735
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	99263021	119711735

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)	1771743	
(B) Participants	2a(1)(B)	2818764	
(C) Others (including rollovers)	2a(1)(C)	290150	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4880657
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	389290	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	3056	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	33692	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		426038
(2) Dividends: (A) Preferred stock	2b(2)(A)	89752	
(B) Common stock	2b(2)(B)	46525	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1740617	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1876894
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1779462	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1747858	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		31604
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-25277	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		21793058
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		28982974

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8505229	
(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)		8505229
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	300	
(3) Recordkeeping fees.....	2i(3)	20239	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	8492	
(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)		29031
j Total expenses. Add all expense amounts in column (b) and enter total	2j		8534260

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		20448714
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **BDO USA, P.C.**

(2) EIN: **13-5381590**

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

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		☒	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan <u>ROCKEFELLER GROUP INTERNATIONAL, INC. INCENTIVE SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCKEFELLER GROUP INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>13-3975924</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	
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.)
----------------	---

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2023
v. 230707

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for: a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment) b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment) c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14a 14b 14c	
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b): a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____% b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation. _____	

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

**Rockefeller Group International, Inc.
Incentive Savings Plan**

Years Ended December 31, 2023 and 2022

with

Independent Auditor's Report
and ERISA- Required Supplemental Schedule
for the Year Ended December 31, 2023

CONTENTS

	<u>Page</u>
<u>Independent Auditor's Report</u>	1 - 4
<u>Financial Statements</u>	
Statements of net assets available for benefits as of December 31, 2023 and 2022	5
Statements of changes in net assets available for benefits for the years ended December 31, 2023 and 2022	6
Notes to financial statements	7-13
<u>ERISA-Required Supplemental Schedule</u>	14
Schedule H (Form 5500), Line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2023	15

Note: Other schedules required by Section 2520.103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



Independent Auditor's Report

The Plan Administrator
Rockefeller Group International, Inc. Incentive Savings Plan
New York, NY

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

We have performed audits of the financial statements of Rockefeller Group International, Inc. Incentive Savings 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). 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 (ERISA Section 103(a)(3)(C) audit). 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 (qualified institution), provided that the investment information is prepared and certified to by the qualified institution in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the years then ended, 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 the procedures performed as described in the *Auditor's 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 certified investment information in the accompanying financial statements agrees to, or is derived from, in all material respects, the information prepared and certified by a qualified institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



Basis for Opinion

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

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 within one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



In performing an audit in accordance with GAAS, we:

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

Our audits did not extend to the certified investment information, except for obtaining and reading the 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 audit, significant audit findings, and certain internal control- related matters that we identified during the audit.

Other Matter – Supplemental Schedule Required by ERISA

The supplemental Schedule H (Form 5500) Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2023 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the 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 certified investment information in the supplemental schedule agrees to, or is derived from, in all material respects, the information prepared and certified by a qualified institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

BDO USA, P.C.

October 4, 2024

ROCKEFELLER GROUP INTERNATIONAL, INC.
INCENTIVE SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Investments, at fair value	\$118,990,604	\$98,350,440
Contributions receivable - employer	54,160	44,635
Contributions receivable - participants	82,222	73,060
Notes receivable from participants	<u>584,749</u>	<u>794,886</u>
Total net assets available for benefits	<u><u>\$119,711,735</u></u>	<u><u>\$99,263,021</u></u>

ROCKEFELLER GROUP INTERNATIONAL, INC.
INCENTIVE SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Additions (Reductions):		
Contributions:		
Employer	\$1,771,743	\$1,590,964
Participant	2,818,763	2,505,914
Rollovers	290,150	1,077,492
Total contributions	<u>4,880,656</u>	<u>5,174,370</u>
Investment income / (loss)		
Interest and dividend	2,011,159	2,214,471
Net appreciation / (depreciation) in fair value of investments	<u>22,057,467</u>	<u>(29,033,909)</u>
Total investment income / (loss)	<u>24,068,626</u>	<u>(26,819,438)</u>
Interest income from notes receivables from participants	<u>33,692</u>	<u>33,898</u>
Total additions, net of investment income / (loss)	<u>28,982,974</u>	<u>(21,611,170)</u>
Deductions:		
Benefits paid to participants or their beneficiaries	8,505,229	6,045,540
Administrative expenses, net	<u>29,031</u>	<u>18,157</u>
Total deductions	<u>8,534,260</u>	<u>6,063,697</u>
Net increase / (decrease) in net assets available for benefits	<u>20,448,714</u>	<u>(27,674,867)</u>
Net assets available for benefits:		
Beginning of year	<u>99,263,021</u>	<u>126,937,888</u>
End of year	<u>\$119,711,735</u>	<u>\$99,263,021</u>

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

1. Description of Plan

The following description of the Rockefeller Group International, Inc. Incentive Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Document for the complete terms of the Plan.

a. General

The Plan is a single-employer, contributory, defined-contribution profit-sharing plan with a 401(k) feature covering all eligible salaried employees of Rockefeller Group International, Inc. (the “Company”), and participating affiliates of the Company.

A salaried employee is eligible for participation in the Plan after six months of service. Eligible employees are automatically enrolled after completing six months of service unless they elect not to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

b. Contributions

A participant may contribute up to 75% of eligible compensation paid during the Plan year to the Plan. These contributions may be in the form of pre-tax (“tax-deferred”), post-tax (“regular”), Roth 401(k) (“Roth 401(k)”), tax-deferred catch-up, and Roth 401(k) catch-up contributions. The total tax deferred contributions, regular contributions, Roth 401(k) contributions, and catch-up contributions combined cannot exceed 75% of total eligible compensation (or, if less, net pay after deductions). The tax deferred contribution is subject to the Internal Revenue Code (“Code”) 402(g) limitation, which was \$22,500 and \$20,500 in 2023 and 2022, respectively.

The Plan is a “Safe Harbor Plan” under Section 401(k) (12) of the Code. As a “Safe Harbor Plan,” the Company makes a fully vested safe harbor matching contribution for all eligible participants. In 2023 and 2022, the Company contributed an amount equal to 100% of the participant’s first 6% of combined tax-deferred and/or Roth 401(k) employee contributions. For participants automatically enrolled in the Plan, unless they elect otherwise, tax-deferred employee contributions are at 6% of eligible compensation and no regular contributions are made. Contributions made through automatic enrollment are invested in the Fidelity Freedom Fund with the target retirement date closest to the date the participant would attain age 65.

Participants age 50 or over are permitted to make additional catch-up tax-deferred or Roth 401(k) contributions, once the participant has reached a limit on those contributions imposed either by the Plan or by law. The extra amount a participant may contribute is 1% to 75% of their annual base salary, with a limit of \$7,500 and \$6,500 for 2023 and 2022, respectively. Tax-deferred matching contributions are not made on any catch-up contributions. Additionally, a participant may make a rollover to the Plan from a “qualified employer plan,” an individual retirement account or annuity, a Section 403(b) annuity, or governmental Section 457 plan. The Plan will also accept rollovers of participant after-tax contributions from a qualified plan described in Section 401(a) or 403(b).

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

Annual additions to the Plan cannot exceed \$66,000 and \$61,000 for 2023 and 2022, respectively, which represents the combined total of participant's contributions (excluding catch-up contributions) and Company contributions made on the participant's behalf to the Plan.

c. Participant accounts

Each participant's account is credited with the participant's tax-deferred, regular, Roth 401(k), and catch-up contributions; the related Company contributions; and the participant's proportionate interest in earnings and any appreciation in the value of the investment options selected by the participant based on participant account balances, as defined. The participant's account is reduced by expenses, withdrawals, and proportionate interest in any reduction in the fair value of the investments. Allocations of earnings and any appreciation or reduction in the fair value of the investments are made on a daily unit value basis according to the practices of the particular investment fund. The benefit to which a participant is entitled is the benefit that can be provided from participant's vested account. Participants may direct the investment of their account balances into various investment options, primarily mutual funds and money market funds offered by the Plan.

d. Vesting

Participants are 100% vested in all their contributions and Company contributions, plus related earnings, thereon.

e. Distributions

Upon termination of service, death, disability, or retirement, a participant will receive their benefits as a lump sum amount equal to the value of the participant's vested interest in their account.

Additionally, under certain circumstances of financial hardship, the participant is allowed to withdraw funds from the Plan. Partial withdrawals are also allowed under certain circumstances. Participants may withdraw amounts from the Plan in the following order: Regular Employee Contributions, Roth 401(k) Rollover Contributions, Rollover Contributions, Regular Employer Matching Contributions, Roth 401(k) Contributions, Tax Deferred Employee Contributions, and Tax Deferred Employer Matching Contributions.

f. Notes receivables from participants

The Plan has a loan provision, whereby participants may take a loan against their account balance, subject to certain limitations. The maximum loan available is the lesser of (a) \$50,000 less the participant's highest outstanding loan balance from the Plan in the last twelve-month period, or (b) 50% of the participant's account balance under the Plan. The minimum loan amount is \$500. The loans are repaid ratably through payroll deductions and terms range from one to five years or up to 30 years for the purchase of a primary residence, and can be prepaid in whole at any time without penalty. The loans are secured by a portion of the participant's account balance, and bear interest at a fixed rate, which is the prime lending rate in effect at the time of

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

the loan plus 1%. Current interest rates range from 4.25% to 9.50%.

Loan-withdrawal processing fees are paid by participants when they request a service or transaction from their account and the fees will be automatically deducted at the time the transaction is processed. The in-service withdrawal processing fee will be \$20.00, loan setup fee will be \$35.00, and annual loan maintenance fee, which will be deducted quarterly, will be \$3.75 amounting to \$15.00 annually.

g. Administrative expenses

Administrative services are provided by the Company at no cost to the Plan and are excluded from these financial statements. Participant account records are maintained by Fidelity Management Trust Company (“Fidelity,”) the Plan’s Trustee. Trust management fees are determined on the basis of the terms of the Trust Agreement and shall be paid by the Trustee out of the Trust Fund unless paid by the Company. For the years ended December 31, 2023 and 2022, participant loan initiation and related maintenance fees were paid out of the respective participant’s account. Commencing in 2022, a recordkeeping fee of \$27.50 is deducted quarterly per participant. All other expenses of administering the Plan were paid by the Company, and are excluded from these financial statements.

The Plan’s trust agreement with Fidelity provides for a revenue credit arrangement, whereby Fidelity funds a revenue credit each quarter. The Plan administrator may direct the revenue credit to be applied to certain plan expenses or to be allocated pro rata to eligible participants’ accounts. Unallocated revenue credits at December 31, 2023 and 2022 are approximately \$16,000 and \$1,800, respectively. During 2023 and 2022, the Plan received credits of approximately \$14,000 and \$1,800, respectively. Administrative expenses are presented net of revenue credits in the statements of changes in net assets available for benefits.

2. Summary of Significant Accounting Policies

a. Basis of accounting

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

b. Investment valuation

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In accordance with the Trust Agreement dated December 29, 1988, investments in the Plan are maintained in funds with Fidelity (see Note 3). The amount in each of the funds represents the Plan’s interest in the mutual funds maintained by the Trustee. These amounts are evidenced by ownership of shares. The valuation of the shares is based on the underlying fair value of the investments in the mutual funds. The fair value of the investments is the quoted market price of the net asset value of shares held by the Plan at year-end.

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

The Plan offers a brokerage option, BrokerageLink, whereby participants can elect to invest their Plan accounts in numerous publicly traded securities and mutual funds not offered directly by Fidelity. The Plan's investments in cash and corporate stocks within the BrokerageLink account are valued at unadjusted quoted price in active markets. There have been no changes in the methodologies used at December 31, 2023 and 2022.

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

c. Investment income recognition

Purchases and sales of investments are recorded on a trade-date basis. The average cost basis is used to determine gains or losses on transactions. Interest income on investments is recorded as earned on the accrual basis for financial statement purposes. Dividends are recorded on the ex-dividend date. Net depreciation / appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

d. Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

e. Distributions

Benefits are recorded when paid.

f. Notes receivables from participants

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

3. Certified Investment Information

The Plan administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, a qualified institution, has certified that the following investment information included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate:

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

- Investments, at fair value and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2023 and 2022.
- Total investment loss/ income, and interest income on notes receivable from participants, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2023 and 2022.
- Investment information included in the Schedule of Assets (Held at End of Year) as of December 31, 2023, as shown on the ERISA-required supplemental schedule.

At the request of the Plan administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified investment information, except for comparing such certified investment information to the related investment information included in the financial statements, including reading the disclosures related to the investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP, and in the ERISA-required supplemental schedule, including assessing whether the supplemental schedule are in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

4. Investments at fair value

The Plan follows Accounting Standards Codification ("ASC 820"), "Fair Value Measurement." ASC 820 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 ASC 820 are described below:

Level 1 – Quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly. 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 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and maximize the use of unobservable inputs.

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value at December 31, 2023 and 2022:

<u>Description</u>	<u>2023</u>	<u>2022</u>
	<u>Level 1</u>	<u>Level 1</u>
Mutual funds	\$113,294,936	\$92,819,087
BrokerageLink	<u>5,695,668</u>	<u>5,531,353</u>
	<u>\$118,990,604</u>	<u>\$98,350,440</u>

5. Related Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by an affiliate of the Trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions. The Plan paid no fees for investment management services for the years ended December 31, 2023 and 2022. Such fees are paid by the Company, and are excluded from these financial statements. Notes receivable from participants also qualify as related party-in-interest transactions.

6. Plan Termination

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

7. Tax Status

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated January 25, 2016 stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes the Plan is designed and being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress.

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

8. Risks and Uncertainties

The Plan invests in various investment securities, which include investments in any combination of registered investment companies. Investment securities are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in risks in the near term could materially affect participants' account balances and the amount reported in the Plan's financial statements. The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across various participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments.

9. Subsequent Events

The Plan has evaluated subsequent events through the date on which these financial statements were available for issuance on October 4, 2024. There were no subsequent events requiring adjustment to the financial statements.

ERISA-REQUIRED SUPPLEMENTAL SCHEDULE

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

SCHEDULE H (Form 5500), LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

As of December 31, 2023

EIN: 13-3975924

Plan No.: 003

(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			
	Investments in		<u>Cost</u>	<u>Current Value</u>
	<u>Mutual Funds:</u>			
*Fidelity	Fidelity Govt Money Market Fund	a		\$16,331
*Fidelity	Fidelity Emerging Mkts K	a		418,569
*Fidelity	Fidelity US Bond Index	a		1,107,629
*Fidelity	Fidelity 500 Index	a		6,818,850
*Fidelity	Fidelity Mid Cap Index	a		669,798
*Fidelity	Fidelity Small Cap Index	a		434,353
*Fidelity	Fidelity International Index	a		853,433
*Fidelity	Fidelity FDM Index INC IPR	a		953,382
*Fidelity	Fidelity FDM Index 2005 IPR	a		187
*Fidelity	Fidelity FDM Index 2010 IPR	a		618,610
*Fidelity	Fidelity FDM Index 2015 IPR	a		105,294
*Fidelity	Fidelity FDM Index 2020 IPR	a		2,799,376
*Fidelity	Fidelity FDM Index 2025 IPR	a		3,042,027
*Fidelity	Fidelity FDM Index 2030 IPR	a		4,944,008
*Fidelity	Fidelity FDM Index 2035 IPR	a		4,207,747
*Fidelity	Fidelity FDM Index 2040 IPR	a		4,987,011
*Fidelity	Fidelity FDM Index 2045 IPR	a		4,501,599
*Fidelity	Fidelity FDM Index 2050 IPR	a		3,199,132
*Fidelity	Fidelity FDM Index 2055 IPR	a		1,746,912
*Fidelity	Fidelity FDM Index 2060 IPR	a		596,708
*Fidelity	Total Bond K6	a		1,744,177
*Fidelity	Fidelity Blue Chip GR K6	a		13,039,529
*Fidelity	Fidelity Contrafund K6	a		18,139,288
*Fidelity	Fidelity Intm TR BD Index	a		1,581,736
*Fidelity	Fidelity Govt Market Fund K6	a		9,113,295
*Fidelity	Fidelity FDM Index 2065 IPR	a		47,931
*Fidelity	Fidelity Growth CO K6	a		14,494,835
BlackRock	BR STRAT GLB BD K	a		604,586
Vanguard	Vanguard Global Equity Fund – Investor	a		2,827,885
Delaware	Delaware Small Cap Value Fund	a		1,008,686
T. Rowe Price	T. Rowe Equity Income I	a		857,314
T. Rowe Price	T. Rowe Price Overseas Stock I	a		680,581
Vanguard	Vanguard Explorer Fund – Admiral Class	a		1,622,573
Janus	Janus Henderson Enterprise Fund	a		4,229,855
Wells Fargo	WF SPL Mid-cap Value R6	a		1,281,709
Total Mutual Funds		a		\$113,294,936
<u>Self-directed brokerage account:</u>				
BrokerageLink:				5,695,668
Total Investments				\$118,990,604
*Notes receivable from participants (Maturities from 2024 to 2051, with interest rates ranging from - 4.25% to 9.50%)				584,749
Total				\$119,575,353

a: Cost information is not presented because all investments are participant-directed.

* Indicates party-in-interest to the Plan.

Financial Statements
and
ERISA- Required
Supplemental Schedule

**Rockefeller Group International, Inc.
Incentive Savings Plan**

Years Ended December 31, 2023 and 2022

with

Independent Auditor's Report
and ERISA- Required Supplemental Schedule
for the Year Ended December 31, 2023

CONTENTS

	<u>Page</u>
<u>Independent Auditor's Report</u>	1 - 4
<u>Financial Statements</u>	
Statements of net assets available for benefits as of December 31, 2023 and 2022	5
Statements of changes in net assets available for benefits for the years ended December 31, 2023 and 2022	6
Notes to financial statements	7-13
<u>ERISA-Required Supplemental Schedule</u>	14
Schedule H (Form 5500), Line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2023	15

Note: Other schedules required by Section 2520.103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



Independent Auditor's Report

The Plan Administrator
Rockefeller Group International, Inc. Incentive Savings Plan
New York, NY

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

We have performed audits of the financial statements of Rockefeller Group International, Inc. Incentive Savings 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). 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 (ERISA Section 103(a)(3)(C) audit). 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 (qualified institution), provided that the investment information is prepared and certified to by the qualified institution in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the years then ended, 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 the procedures performed as described in the *Auditor's 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 certified investment information in the accompanying financial statements agrees to, or is derived from, in all material respects, the information prepared and certified by a qualified institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



Basis for Opinion

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

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 within one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



In performing an audit in accordance with GAAS, we:

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

Our audits did not extend to the certified investment information, except for obtaining and reading the 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 audit, significant audit findings, and certain internal control- related matters that we identified during the audit.

Other Matter – Supplemental Schedule Required by ERISA

The supplemental Schedule H (Form 5500) Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2023 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the 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 certified investment information in the supplemental schedule agrees to, or is derived from, in all material respects, the information prepared and certified by a qualified institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

BDO USA, P.C.

October 4, 2024

ROCKEFELLER GROUP INTERNATIONAL, INC.
INCENTIVE SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Investments, at fair value	\$118,990,604	\$98,350,440
Contributions receivable - employer	54,160	44,635
Contributions receivable - participants	82,222	73,060
Notes receivable from participants	<u>584,749</u>	<u>794,886</u>
Total net assets available for benefits	<u><u>\$119,711,735</u></u>	<u><u>\$99,263,021</u></u>

ROCKEFELLER GROUP INTERNATIONAL, INC.
INCENTIVE SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Additions (Reductions):		
Contributions:		
Employer	\$1,771,743	\$1,590,964
Participant	2,818,763	2,505,914
Rollovers	290,150	1,077,492
Total contributions	<u>4,880,656</u>	<u>5,174,370</u>
Investment income / (loss)		
Interest and dividend	2,011,159	2,214,471
Net appreciation / (depreciation) in fair value of investments	<u>22,057,467</u>	<u>(29,033,909)</u>
Total investment income / (loss)	<u>24,068,626</u>	<u>(26,819,438)</u>
Interest income from notes receivables from participants	<u>33,692</u>	<u>33,898</u>
Total additions, net of investment income / (loss)	<u>28,982,974</u>	<u>(21,611,170)</u>
Deductions:		
Benefits paid to participants or their beneficiaries	8,505,229	6,045,540
Administrative expenses, net	<u>29,031</u>	<u>18,157</u>
Total deductions	<u>8,534,260</u>	<u>6,063,697</u>
Net increase / (decrease) in net assets available for benefits	<u>20,448,714</u>	<u>(27,674,867)</u>
Net assets available for benefits:		
Beginning of year	<u>99,263,021</u>	<u>126,937,888</u>
End of year	<u>\$119,711,735</u>	<u>\$99,263,021</u>

ROCKEFELLER GROUP INTERNATIONAL, INC.
INCENTIVE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022

1. Description of Plan

The following description of the Rockefeller Group International, Inc. Incentive Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Document for the complete terms of the Plan.

a. General

The Plan is a single-employer, contributory, defined-contribution profit-sharing plan with a 401(k) feature covering all eligible salaried employees of Rockefeller Group International, Inc. (the “Company”), and participating affiliates of the Company.

A salaried employee is eligible for participation in the Plan after six months of service. Eligible employees are automatically enrolled after completing six months of service unless they elect not to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

b. Contributions

A participant may contribute up to 75% of eligible compensation paid during the Plan year to the Plan. These contributions may be in the form of pre-tax (“tax-deferred”), post-tax (“regular”), Roth 401(k) (“Roth 401(k)”), tax-deferred catch-up, and Roth 401(k) catch-up contributions. The total tax deferred contributions, regular contributions, Roth 401(k) contributions, and catch-up contributions combined cannot exceed 75% of total eligible compensation (or, if less, net pay after deductions). The tax deferred contribution is subject to the Internal Revenue Code (“Code”) 402(g) limitation, which was \$22,500 and \$20,500 in 2023 and 2022, respectively.

The Plan is a “Safe Harbor Plan” under Section 401(k) (12) of the Code. As a “Safe Harbor Plan,” the Company makes a fully vested safe harbor matching contribution for all eligible participants. In 2023 and 2022, the Company contributed an amount equal to 100% of the participant’s first 6% of combined tax-deferred and/or Roth 401(k) employee contributions. For participants automatically enrolled in the Plan, unless they elect otherwise, tax-deferred employee contributions are at 6% of eligible compensation and no regular contributions are made. Contributions made through automatic enrollment are invested in the Fidelity Freedom Fund with the target retirement date closest to the date the participant would attain age 65.

Participants age 50 or over are permitted to make additional catch-up tax-deferred or Roth 401(k) contributions, once the participant has reached a limit on those contributions imposed either by the Plan or by law. The extra amount a participant may contribute is 1% to 75% of their annual base salary, with a limit of \$7,500 and \$6,500 for 2023 and 2022, respectively. Tax-deferred matching contributions are not made on any catch-up contributions. Additionally, a participant may make a rollover to the Plan from a “qualified employer plan,” an individual retirement account or annuity, a Section 403(b) annuity, or governmental Section 457 plan. The Plan will also accept rollovers of participant after-tax contributions from a qualified plan described in Section 401(a) or 403(b).

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

Annual additions to the Plan cannot exceed \$66,000 and \$61,000 for 2023 and 2022, respectively, which represents the combined total of participant's contributions (excluding catch-up contributions) and Company contributions made on the participant's behalf to the Plan.

c. Participant accounts

Each participant's account is credited with the participant's tax-deferred, regular, Roth 401(k), and catch-up contributions; the related Company contributions; and the participant's proportionate interest in earnings and any appreciation in the value of the investment options selected by the participant based on participant account balances, as defined. The participant's account is reduced by expenses, withdrawals, and proportionate interest in any reduction in the fair value of the investments. Allocations of earnings and any appreciation or reduction in the fair value of the investments are made on a daily unit value basis according to the practices of the particular investment fund. The benefit to which a participant is entitled is the benefit that can be provided from participant's vested account. Participants may direct the investment of their account balances into various investment options, primarily mutual funds and money market funds offered by the Plan.

d. Vesting

Participants are 100% vested in all their contributions and Company contributions, plus related earnings, thereon.

e. Distributions

Upon termination of service, death, disability, or retirement, a participant will receive their benefits as a lump sum amount equal to the value of the participant's vested interest in their account.

Additionally, under certain circumstances of financial hardship, the participant is allowed to withdraw funds from the Plan. Partial withdrawals are also allowed under certain circumstances. Participants may withdraw amounts from the Plan in the following order: Regular Employee Contributions, Roth 401(k) Rollover Contributions, Rollover Contributions, Regular Employer Matching Contributions, Roth 401(k) Contributions, Tax Deferred Employee Contributions, and Tax Deferred Employer Matching Contributions.

f. Notes receivables from participants

The Plan has a loan provision, whereby participants may take a loan against their account balance, subject to certain limitations. The maximum loan available is the lesser of (a) \$50,000 less the participant's highest outstanding loan balance from the Plan in the last twelve-month period, or (b) 50% of the participant's account balance under the Plan. The minimum loan amount is \$500. The loans are repaid ratably through payroll deductions and terms range from one to five years or up to 30 years for the purchase of a primary residence, and can be prepaid in whole at any time without penalty. The loans are secured by a portion of the participant's account balance, and bear interest at a fixed rate, which is the prime lending rate in effect at the time of

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

the loan plus 1%. Current interest rates range from 4.25% to 9.50%.

Loan-withdrawal processing fees are paid by participants when they request a service or transaction from their account and the fees will be automatically deducted at the time the transaction is processed. The in-service withdrawal processing fee will be \$20.00, loan setup fee will be \$35.00, and annual loan maintenance fee, which will be deducted quarterly, will be \$3.75 amounting to \$15.00 annually.

g. Administrative expenses

Administrative services are provided by the Company at no cost to the Plan and are excluded from these financial statements. Participant account records are maintained by Fidelity Management Trust Company (“Fidelity,”) the Plan’s Trustee. Trust management fees are determined on the basis of the terms of the Trust Agreement and shall be paid by the Trustee out of the Trust Fund unless paid by the Company. For the years ended December 31, 2023 and 2022, participant loan initiation and related maintenance fees were paid out of the respective participant’s account. Commencing in 2022, a recordkeeping fee of \$27.50 is deducted quarterly per participant. All other expenses of administering the Plan were paid by the Company, and are excluded from these financial statements.

The Plan’s trust agreement with Fidelity provides for a revenue credit arrangement, whereby Fidelity funds a revenue credit each quarter. The Plan administrator may direct the revenue credit to be applied to certain plan expenses or to be allocated pro rata to eligible participants’ accounts. Unallocated revenue credits at December 31, 2023 and 2022 are approximately \$16,000 and \$1,800, respectively. During 2023 and 2022, the Plan received credits of approximately \$14,000 and \$1,800, respectively. Administrative expenses are presented net of revenue credits in the statements of changes in net assets available for benefits.

2. Summary of Significant Accounting Policies

a. Basis of accounting

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

b. Investment valuation

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In accordance with the Trust Agreement dated December 29, 1988, investments in the Plan are maintained in funds with Fidelity (see Note 3). The amount in each of the funds represents the Plan’s interest in the mutual funds maintained by the Trustee. These amounts are evidenced by ownership of shares. The valuation of the shares is based on the underlying fair value of the investments in the mutual funds. The fair value of the investments is the quoted market price of the net asset value of shares held by the Plan at year-end.

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

The Plan offers a brokerage option, BrokerageLink, whereby participants can elect to invest their Plan accounts in numerous publicly traded securities and mutual funds not offered directly by Fidelity. The Plan's investments in cash and corporate stocks within the BrokerageLink account are valued at unadjusted quoted price in active markets. There have been no changes in the methodologies used at December 31, 2023 and 2022.

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

c. Investment income recognition

Purchases and sales of investments are recorded on a trade-date basis. The average cost basis is used to determine gains or losses on transactions. Interest income on investments is recorded as earned on the accrual basis for financial statement purposes. Dividends are recorded on the ex-dividend date. Net depreciation / appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

d. Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

e. Distributions

Benefits are recorded when paid.

f. Notes receivables from participants

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

3. Certified Investment Information

The Plan administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, a qualified institution, has certified that the following investment information included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate:

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

- Investments, at fair value and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2023 and 2022.
- Total investment loss/ income, and interest income on notes receivable from participants, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2023 and 2022.
- Investment information included in the Schedule of Assets (Held at End of Year) as of December 31, 2023, as shown on the ERISA-required supplemental schedule.

At the request of the Plan administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified investment information, except for comparing such certified investment information to the related investment information included in the financial statements, including reading the disclosures related to the investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP, and in the ERISA-required supplemental schedule, including assessing whether the supplemental schedule are in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

4. Investments at fair value

The Plan follows Accounting Standards Codification ("ASC 820"), "Fair Value Measurement." ASC 820 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 ASC 820 are described below:

Level 1 – Quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly. 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 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and maximize the use of unobservable inputs.

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value at December 31, 2023 and 2022:

<u>Description</u>	<u>2023</u>	<u>2022</u>
	<u>Level 1</u>	<u>Level 1</u>
Mutual funds	\$113,294,936	\$92,819,087
BrokerageLink	<u>5,695,668</u>	<u>5,531,353</u>
	<u>\$118,990,604</u>	<u>\$98,350,440</u>

5. Related Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by an affiliate of the Trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions. The Plan paid no fees for investment management services for the years ended December 31, 2023 and 2022. Such fees are paid by the Company, and are excluded from these financial statements. Notes receivable from participants also qualify as related party-in-interest transactions.

6. Plan Termination

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

7. Tax Status

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated January 25, 2016 stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes the Plan is designed and being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress.

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

8. Risks and Uncertainties

The Plan invests in various investment securities, which include investments in any combination of registered investment companies. Investment securities are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in risks in the near term could materially affect participants' account balances and the amount reported in the Plan's financial statements. The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across various participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments.

9. Subsequent Events

The Plan has evaluated subsequent events through the date on which these financial statements were available for issuance on October 4, 2024. There were no subsequent events requiring adjustment to the financial statements.

ERISA-REQUIRED SUPPLEMENTAL SCHEDULE

ROCKEFELLER GROUP INTERNATIONAL, INC.

INCENTIVE SAVINGS PLAN

SCHEDULE H (Form 5500), LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

As of December 31, 2023

EIN: 13-3975924

Plan No.: 003

(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		
	Investments in <u>Mutual Funds:</u>		<u>Cost</u>	<u>Current Value</u>
*Fidelity	Fidelity Govt Money Market Fund	a		\$16,331
*Fidelity	Fidelity Emerging Mkts K	a		418,569
*Fidelity	Fidelity US Bond Index	a		1,107,629
*Fidelity	Fidelity 500 Index	a		6,818,850
*Fidelity	Fidelity Mid Cap Index	a		669,798
*Fidelity	Fidelity Small Cap Index	a		434,353
*Fidelity	Fidelity International Index	a		853,433
*Fidelity	Fidelity FDM Index INC IPR	a		953,382
*Fidelity	Fidelity FDM Index 2005 IPR	a		187
*Fidelity	Fidelity FDM Index 2010 IPR	a		618,610
*Fidelity	Fidelity FDM Index 2015 IPR	a		105,294
*Fidelity	Fidelity FDM Index 2020 IPR	a		2,799,376
*Fidelity	Fidelity FDM Index 2025 IPR	a		3,042,027
*Fidelity	Fidelity FDM Index 2030 IPR	a		4,944,008
*Fidelity	Fidelity FDM Index 2035 IPR	a		4,207,747
*Fidelity	Fidelity FDM Index 2040 IPR	a		4,987,011
*Fidelity	Fidelity FDM Index 2045 IPR	a		4,501,599
*Fidelity	Fidelity FDM Index 2050 IPR	a		3,199,132
*Fidelity	Fidelity FDM Index 2055 IPR	a		1,746,912
*Fidelity	Fidelity FDM Index 2060 IPR	a		596,708
*Fidelity	Total Bond K6	a		1,744,177
*Fidelity	Fidelity Blue Chip GR K6	a		13,039,529
*Fidelity	Fidelity Contrafund K6	a		18,139,288
*Fidelity	Fidelity Intm TR BD Index	a		1,581,736
*Fidelity	Fidelity Govt Market Fund K6	a		9,113,295
*Fidelity	Fidelity FDM Index 2065 IPR	a		47,931
*Fidelity	Fidelity Growth CO K6	a		14,494,835
BlackRock	BR STRAT GLB BD K	a		604,586
Vanguard	Vanguard Global Equity Fund – Investor	a		2,827,885
Delaware	Delaware Small Cap Value Fund	a		1,008,686
T. Rowe Price	T. Rowe Equity Income I	a		857,314
T. Rowe Price	T. Rowe Price Overseas Stock I	a		680,581
Vanguard	Vanguard Explorer Fund – Admiral Class	a		1,622,573
Janus	Janus Henderson Enterprise Fund	a		4,229,855
Wells Fargo	WF SPL Mid-cap Value R6	a		1,281,709
Total Mutual Funds		a		\$113,294,936
<u>Self-directed brokerage account:</u>				
BrokerageLink:				5,695,668
Total Investments				\$118,990,604
*Notes receivable from participants (Maturities from 2024 to 2051, with interest rates ranging from - 4.25% to 9.50%)				584,749
Total				\$119,575,353

a: Cost information is not presented because all investments are participant-directed.

* Indicates party-in-interest to the Plan.