

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2023</div> <div>This Form is Open to Public Inspection</div>
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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: <div><div>☐ a multiemployer plan</div><div>☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)</div><div>☒ a single-employer plan</div><div>☐ a DFE (specify) _____</div></div>
B	This return/report is: <div><div>☐ the first return/report</div><div>☐ the final return/report</div><div>☐ an amended return/report</div><div>☐ a short plan year return/report (less than 12 months)</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558</div><div>☐ automatic extension</div><div>☐ the DFVC program</div><div>☐ special extension (enter description)</div></div>
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 WILLOWTREE 401(K) PROFIT SHARING PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/2014
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) WILLOWTREE, LLC 1835 BROADWAY STREET CHARLOTTESVILLE, VA 22902
2b	Employer Identification Number (EIN) 26-0422372
2c	Plan Sponsor's telephone number 888-329-9875
2d	Business code (see instructions) 541512

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	ALEXANDRE CARVALHAL
	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 <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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	5 970
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	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 795 6a(2) 665 6b 0 6c 266 6d 931 6e 0 6f 931 6g(1) 937 6g(2) 918 6h 147
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

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

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

9a Plan funding arrangement (check all that apply) (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 _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 WILLOWTREE 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 WILLOWTREE, LLC	D Employer Identification Number (EIN) 26-0422372	

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	51238	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMANA GROWTH INST - SATURNA CAPITA 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
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.	
AMANA INCOME INST - SATURNA CAPITA 1300 N STATE ST BELLINGHAM, WA 98225	0.15%	
(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.	
COHEN & STEERS RLTY - SS&C GIDS, I 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.40%	

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.	
GLENMEDE SMCP EQ ADV - STATE STREE 04-0025081	0.40%	
(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.	
HTFD INTL OPPS R4 - HARTFORD ADMIN 41-0679409	0.50%	
(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.	
INVS DIVRS DIVD R5 - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	

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.	
MFS MID CAP GRTH R3 - MFS SERVICE 04-2865649	0.50%	
(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.	
MSIF DISCOVERY A - SS&C GIDS, INC 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.40%	
(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.	
MSIF GROWTH A - SS&C GLOBAL INVEST 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.40%	

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 WILLOWTREE 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 WILLOWTREE, LLC	D Employer Identification Number (EIN) 26-0422372	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	119344	700167
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	295415	193469
(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)	41572083	60942493
(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	41986842	61836129
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	41986842	61836129

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)	3477392	
(B) Participants	2a(1)(B)	8748224	
(C) Others (including rollovers)	2a(1)(C)	2013596	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		14239212
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	22488	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	15319	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		37807
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1185029	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1185029
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		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)		9743936
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		25205984

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5305459	
(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)		5305459
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	51238	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	0	
(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)		51238
j Total expenses. Add all expense amounts in column (b) and enter total	2j		5356697

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		19849287
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: **HANTZMON WIEBEL LLP**

(2) EIN: **54-0618213**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2023</div> <div>This Form is Open to Public Inspection.</div>
---	--	---

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan WILLOWTREE 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 WILLOWTREE, LLC	D Employer Identification Number (EIN) 26-0422372	

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

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

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

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

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

Part III	Amendments
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9	If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☐ No
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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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

19 If the total number of participants is 1,000 or more, complete lines (a) and (b):

a Enter the percentage of plan assets held as:

Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%

High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:

☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation. _____

Part VII	IRS Compliance Questions
-----------------	---------------------------------

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).

☐ Design-based safe harbor method

☐ "Prior year" ADP test

☒ "Current year" ADP test

☐ N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q702438A.

**WILLOWTREE 401(k)
PROFIT SHARING PLAN
CHARLOTTESVILLE, VIRGINIA**

**FINANCIAL REPORT
YEAR ENDED DECEMBER 31, 2023**



**WILLOWTREE 401(k)
PROFIT SHARING PLAN**

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REPORT OF INDEPENDENT AUDITORS

To the Management Group
WillowTree 401(k) Profit Sharing Plan
Charlottesville, Virginia

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in the **INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE** note to the financial statements, is complete and accurate.

Opinion

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

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

REPORT OF INDEPENDENT AUDITORS

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 WILLOWTREE 401(k) PROFIT SHARING PLAN and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about WILLOWTREE 401(k) PROFIT SHARING PLAN's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the **Scope and Nature of the ERISA Section 103(a)(3)(C) Audit** section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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.

REPORT OF INDEPENDENT AUDITORS

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 WILLOWTREE 401(k) PROFIT SHARING 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 WILLOWTREE 401(k) PROFIT SHARING PLAN's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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

To the Management Group
WillowTree 401(k) Profit Sharing Plan

REPORT OF INDEPENDENT AUDITORS

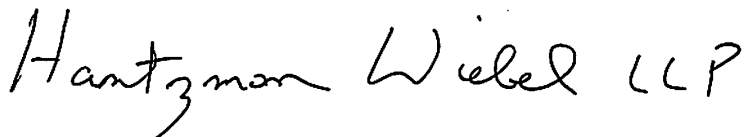
Supplemental Schedules Required by ERISA

The supplemental Schedule H (Line 4i) Form 5500 - Schedule of Assets (Held at End of Year) as of December 31, 2023 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

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

A handwritten signature in black ink that reads "Hantzman Wiebel LLP". The signature is written in a cursive, flowing style.

Charlottesville, Virginia
October 1, 2024

WILLOWTREE 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2023 AND 2022

	2023	2022
ASSETS:		
Investments at fair value:		
Registered investment companies	\$ 60,942,493	\$ 41,572,083
Money market	<u>700,167</u>	<u>119,344</u>
Total investments	<u>61,642,660</u>	<u>41,691,427</u>
Receivables:		
Notes receivable from participants	<u>193,469</u>	<u>295,415</u>
Total receivables	<u>193,469</u>	<u>295,415</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 61,836,129</u></u>	<u><u>\$ 41,986,842</u></u>

(The accompanying notes are an integral part of these financial statements)

WILLOWTREE 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED DECEMBER 31, 2023

ADDITIONS:

Investment income:

Net appreciation in fair value of investments	\$ 9,743,936
Interest and dividends	<u>1,207,517</u>

Total investment income 10,951,453

Interest income on notes receivable from participants 15,319

Contributions:

Employer	3,477,392
Participants	8,748,224
Rollovers	<u>2,013,596</u>

Total contributions 14,239,212

Total additions 25,205,984

DEDUCTIONS:

Benefits paid to participants	5,305,459
Administrative expenses	<u>51,238</u>

Total deductions 5,356,697

NET INCREASE 19,849,287

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year 41,986,842

End of year \$ 61,836,129

(The accompanying notes are an integral part of these financial statements)

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DESCRIPTION OF PLAN

The following description of the WillowTree 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of WillowTree, LLC and its subsidiary, Dynamit Technology (collectively, "the Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was amended and restated effective September 21, 2021 to bring the Plan into compliance with legislative and regulatory changes. Significant plan provisions remained the same.

Contributions

Each year, participants may elect to defer up to 100% of their eligible compensation up to the elective deferral limit, which is set by law. Participants may also elect to designate their salary deferrals as Roth deferrals. The Plan has an automatic enrollment feature, which enrolls eligible participants at 3%. Participants may opt out of the automatic enrollment. Participants who have attained age 50 before the end of the Plan year are eligible to make additional "catch-up" contributions up to the limits prescribed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover).

The Company may elect to make discretionary matching contributions. For the years ended December 31, 2023 and 2022, the Company contributed discretionary matching contributions equal to 75% of each eligible participant's deferred compensation up to 6%. For any Plan year, the Company may contribute additional discretionary profit sharing amounts as determined by the Company. For the years ended December 31, 2023 and 2022, the Company did not make discretionary profit sharing contributions.

Contributions from participants and the Company are recorded in the year in which the employee contributions are withheld from compensation.

Participants direct the investment of both employee and employer contributions into various investment options offered by the Plan. Participants may change their investment options periodically. Contributions are subject to certain Internal Revenue Service limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and the discretionary Company matching contributions, as well as an allocation of the Company's discretionary profit sharing contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participants' earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

Vesting

Participants are immediately vested in their voluntary contributions and rollover amounts, plus actual earnings thereon. Vesting in the Company's discretionary matching contribution and discretionary profit sharing contribution is based on years of continuous service. A participant becomes 25% vested after one year of service. The vesting percentage increases by 25% each year until the participant becomes fully vested in the Plan after four years of credited service. Dynamit Technology participants who merged into the Plan during 2020 follow a vesting schedule for the Company's discretionary matching contributions, whereby a participant becomes 25% vested after one year of service, 50% vested after two years of service, and 100% vested after three years of service. All Dynamit Technology participants are fully vested in employer contributions made prior to the merger.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000, reduced by the highest outstanding loan balance during the one-year period ending on the day before the loan is made, or 50% of their vested account balance reduced by any outstanding loan balance. The loans are secured by the balance in the participant's account. The loans bear interest at a rate commensurate with local prevailing rates as determined by the Loan (Plan) Administrator. At December 31, 2023, all loans bear interest at rates that range from 4.25% to 9.50% per annum. Principal and interest is paid ratably through bi-weekly payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability, retirement, or other reasons, a participant can elect to receive benefits as follows:

For participants with account balances of \$1,000 or less, the balance is paid out in a lump sum distribution.

For participants with account balances of over \$1,000 to \$5,000, if the participant does not affirmatively elect to receive a distribution of the account, the account will be automatically rolled over to an individual retirement account at the trustee as soon as administratively feasible following termination of employment.

For participants with account balances greater than \$5,000, the participant can elect to receive the balance of his or her account as a lump sum or direct rollover, or to retain the balance in the Plan. In addition, during 2020, temporary distribution provisions were enacted pursuant to the terms in the CARES Act. Participants who took a qualified distribution during 2020 had the option to have the distribution taxed over a three-year period, with the ability to recontribute up to the full amount of the distribution within three years and not be subject to federal income tax as a result.

Forfeited Accounts

At December 31, 2023 and 2022, forfeited nonvested accounts totaled \$4,355 and \$3,573, respectively. These accounts will be used to reduce future employer contributions or administrative costs. During 2023, employer contributions were reduced by \$260,258 from forfeited nonvested accounts.

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See the **FAIR VALUE MEASUREMENTS** note for further discussion of fair value measurements.

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

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. A portion of the administrative expenses were paid by the Company on behalf of the Plan and are excluded from these financial statements. The administrative expenses paid by the Company will not be reimbursed by the Plan. Fees related to the administration of notes receivable from participants and recordkeeping fees are charged directly to the participant's account and are included in administrative expenses. Investment-related expenses are included in net appreciation in fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 1, 2024, the date the financial statements were available to be issued.

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by Fidelity Management Trust Company (the trustee) and was not subjected to any auditing procedures performed:

1. Total investments, as shown in the accompanying statements of net assets available for benefits, of \$61,642,660 as of December 31, 2023 and \$41,691,427 as of December 31, 2022.
2. Notes receivable from participants, as shown in the accompanying statements of net assets available for benefits, of \$193,469 as of December 31, 2023 and \$295,415 as of December 31, 2022.
3. Net investment income and interest income on notes receivable from participants, as shown in the accompanying statement of changes in net assets available for benefits, of \$10,951,453 and \$15,319, respectively, for the year ended December 31, 2023.
4. All investment-related information in the accompanying supplementary schedule, schedule of assets (held at end of year), as of December 31, 2023.

FAIR VALUE MEASUREMENTS

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

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability. |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

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

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

Investments in the registered investment companies and the money market fund are stated at fair value as reported by Fidelity Management Trust Company (the Plan's trustee), and are based on the fair value of the underlying securities. The fair value of the underlying securities is based on quotations from national exchanges.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2023 and 2022.

ASSETS AT FAIR VALUE AS OF DECEMBER 31, 2023				
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Money market	\$ 700,167	\$	\$	\$ 700,167
Registered investment companies	<u>60,942,493</u>	<u>....</u>	<u>....</u>	<u>60,942,493</u>
Total assets at fair value	<u>\$61,642,660</u>	<u>\$.....</u>	<u>\$.....</u>	<u>\$61,642,660</u>

ASSETS AT FAIR VALUE AS OF DECEMBER 31, 2022				
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Money market	\$ 119,344	\$	\$	\$ 119,344
Registered investment companies	<u>41,572,083</u>	<u>....</u>	<u>....</u>	<u>41,572,083</u>
Total assets at fair value	<u>\$41,691,427</u>	<u>\$.....</u>	<u>\$.....</u>	<u>\$41,691,427</u>

RELATED-PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Company contributions to the Plan or benefits accrued or paid by the Plan for participants are not considered party in interest transactions.

The Plan allows for transactions with certain parties who may perform services for or have fiduciary responsibilities to the Plan, including the Company. Fidelity Management Trust Company (Fidelity) is the trustee as defined by the Plan and, therefore, transactions with Fidelity qualify as party in interest transactions. Fees paid by the Plan to Fidelity for the investment management and recordkeeping services amounted to \$51,238 for the year ended December 31, 2023.

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

PLAN TERMINATION

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

TAX STATUS OF THE PLAN

The Plan is a Fidelity non-standardized pre-approved plan for which a favorable opinion letter from the Internal Revenue Service, dated June 30, 2020, has been received. Although the Plan has been amended since receiving the opinion letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe 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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

RISKS AND UNCERTAINTIES

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

SUBSEQUENT EVENTS

Effective January 1, 2024, the Maark LLC 401(k) Profit Sharing Plan merged with the Plan. In February 2024, \$296,269 of assets were transferred into the Plan.

WillowTree, LLC was purchased by TELUS International, effective January 2023. Effective January 1, 2025, the Plan will merge into the TELUS International plan.

SUPPLEMENTARY SCHEDULE

Financial Schedules			2023	
Attach to Schedule H				
For calendar plan year 2023				
Name of Plan Sponsor as shown on line 2a of Form 5500			Employer identification number	
WillowTree, LLC			26-0422372	
Name of Plan			Three-digit	
WillowTree 401(k) Profit Sharing Plan			Plan Number	
			001	
Schedule of Assets (Held at End of Year)--See Schedule H, Line 4i.				
(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
*	Fidelity Government Money Market Fund	Money Market	N/A	\$ 700,167
*	Fidelity Environmental and Alternate Energy Fund	Registered Investment Company	N/A	179,316
*	Fidelity Blue Chip Growth Fund	Registered Investment Company	N/A	3,976,510
*	Fidelity Large Cap Stock Fund	Registered Investment Company	N/A	539,845
*	Fidelity Freedom Income K Fund	Registered Investment Company	N/A	92,409
*	Fidelity Total Bond Fund	Registered Investment Company	N/A	691,259
*	Fidelity NASDAQ Composite Index Fund	Registered Investment Company	N/A	449,534
*	Fidelity Extended Market Index Fund	Registered Investment Company	N/A	1,463,868
*	Fidelity 500 Index Fund	Registered Investment Company	N/A	9,433,879
*	Fidelity US Bond Index Fund	Registered Investment Company	N/A	656,020
*	Fidelity Global Ex. US Index Fund	Registered Investment Company	N/A	914,742
*	Fidelity Long Term Treasury Bond Index Fund	Registered Investment Company	N/A	19,647
*	Fidelity Select Software Portfolio	Registered Investment Company	N/A	1,779,967
*	Fidelity Select Gold Portfolio	Registered Investment Company	N/A	87,670
*	Fidelity Select Biotech Portfolio	Registered Investment Company	N/A	61,840
*	Fidelity Small Cap Index Fund	Registered Investment Company	N/A	589,619
*	Fidelity Total Market Index Fund	Registered Investment Company	N/A	3,526,429
*	Fidelity Total International Index Fund	Registered Investment Company	N/A	636,365
*	Fidelity US Sustainability Index Fund	Registered Investment Company	N/A	940,988
*	Fidelity Water Sustainability Fund	Registered Investment Company	N/A	45,144
*	Fidelity Women's Leadership Fund	Registered Investment Company	N/A	110,308
*	Fidelity Sustainability Bond Index Fund	Registered Investment Company	N/A	19,191
*	Morgan Stanley Inst. Fund, Inc. Growth Portfolio Class A	Registered Investment Company	N/A	55,191
*	Morgan Stanley Inst. Fund, Inc. Mid Cap Growth Fund Class	Registered Investment Company	N/A	58,669
*	Fidelity Freedom 2005 K Fund	Registered Investment Company	N/A	80,870
*	Fidelity Freedom 2020 K Fund	Registered Investment Company	N/A	81,617
*	Fidelity Freedom 2025 K Fund	Registered Investment Company	N/A	52,182
*	Fidelity Freedom 2030 K Fund	Registered Investment Company	N/A	974,884
*	Fidelity Freedom 2035 K Fund	Registered Investment Company	N/A	1,745,244
*	Fidelity Freedom 2040 K Fund	Registered Investment Company	N/A	3,241,230
*	Fidelity Freedom 2045 K Fund	Registered Investment Company	N/A	4,210,686
*	Fidelity Freedom 2050 K Fund	Registered Investment Company	N/A	7,168,492
*	Fidelity Freedom 2055 K Fund	Registered Investment Company	N/A	9,376,900
*	Fidelity Freedom 2060 K Fund	Registered Investment Company	N/A	5,101,550
*	Fidelity Freedom 2065 K Fund	Registered Investment Company	N/A	1,184,143
*	Cohen & Steers Real Estate Opportunity & Income Fund	Registered Investment Company	N/A	198,022
*	Invesco Diversified Dividend Fund R5 Class	Registered Investment Company	N/A	313,595
*	Hartford International Opportunities Fund Class R4	Registered Investment Company	N/A	145,820
*	Amana Mutual Funds Trust Growth Fund Institutional	Registered Investment Company	N/A	467,287
*	Amana Mutual Funds Trust Income Fund Institutional	Registered Investment Company	N/A	92,810
*	Glenmede Small Cap Equity Portfolio Class Advisor	Registered Investment Company	N/A	178,751
*	Participant Loans	Interest 4.25% - 9.50%, Mature 1 to 9 years	- 0 -	193,469
Total assets (held at end of year)			\$	\$ 61,836,129
Represents party in interest				
Cost information is not provided as all investments are participant directed.				

**WILLOWTREE 401(k)
PROFIT SHARING PLAN
CHARLOTTESVILLE, VIRGINIA**

**FINANCIAL REPORT
YEAR ENDED DECEMBER 31, 2023**



**WILLOWTREE 401(k)
PROFIT SHARING PLAN**

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REPORT OF INDEPENDENT AUDITORS

To the Management Group
WillowTree 401(k) Profit Sharing Plan
Charlottesville, Virginia

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in the **INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE** note to the financial statements, is complete and accurate.

Opinion

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

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

REPORT OF INDEPENDENT AUDITORS

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 WILLOWTREE 401(k) PROFIT SHARING PLAN and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about WILLOWTREE 401(k) PROFIT SHARING PLAN's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the **Scope and Nature of the ERISA Section 103(a)(3)(C) Audit** section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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.

REPORT OF INDEPENDENT AUDITORS

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 WILLOWTREE 401(k) PROFIT SHARING 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 WILLOWTREE 401(k) PROFIT SHARING PLAN's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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

To the Management Group
WillowTree 401(k) Profit Sharing Plan

REPORT OF INDEPENDENT AUDITORS

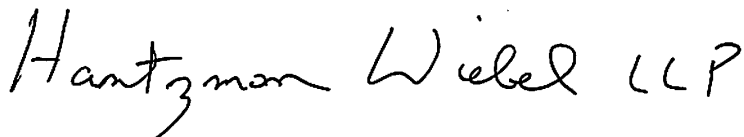
Supplemental Schedules Required by ERISA

The supplemental Schedule H (Line 4i) Form 5500 - Schedule of Assets (Held at End of Year) as of December 31, 2023 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

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

A handwritten signature in black ink that reads "Hantzman Wiebel LLP". The signature is written in a cursive, flowing style.

Charlottesville, Virginia
October 1, 2024

WILLOWTREE 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2023 AND 2022

	2023	2022
ASSETS:		
Investments at fair value:		
Registered investment companies	\$ 60,942,493	\$ 41,572,083
Money market	<u>700,167</u>	<u>119,344</u>
Total investments	<u>61,642,660</u>	<u>41,691,427</u>
Receivables:		
Notes receivable from participants	<u>193,469</u>	<u>295,415</u>
Total receivables	<u>193,469</u>	<u>295,415</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 61,836,129</u>	<u>\$ 41,986,842</u>

(The accompanying notes are an integral part of these financial statements)

WILLOWTREE 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED DECEMBER 31, 2023

ADDITIONS:

Investment income:

Net appreciation in fair value of investments	\$ 9,743,936
Interest and dividends	<u>1,207,517</u>

Total investment income	<u>10,951,453</u>
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Interest income on notes receivable from participants	<u>15,319</u>
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Contributions:

Employer	3,477,392
Participants	8,748,224
Rollovers	<u>2,013,596</u>

Total contributions	<u>14,239,212</u>
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Total additions	<u>25,205,984</u>
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DEDUCTIONS:

Benefits paid to participants	5,305,459
Administrative expenses	<u>51,238</u>

Total deductions	<u>5,356,697</u>
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NET INCREASE	19,849,287
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NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>41,986,842</u>
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End of year	<u><u>\$ 61,836,129</u></u>
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(The accompanying notes are an integral part of these financial statements)

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DESCRIPTION OF PLAN

The following description of the WillowTree 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of WillowTree, LLC and its subsidiary, Dynamit Technology (collectively, "the Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was amended and restated effective September 21, 2021 to bring the Plan into compliance with legislative and regulatory changes. Significant plan provisions remained the same.

Contributions

Each year, participants may elect to defer up to 100% of their eligible compensation up to the elective deferral limit, which is set by law. Participants may also elect to designate their salary deferrals as Roth deferrals. The Plan has an automatic enrollment feature, which enrolls eligible participants at 3%. Participants may opt out of the automatic enrollment. Participants who have attained age 50 before the end of the Plan year are eligible to make additional "catch-up" contributions up to the limits prescribed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover).

The Company may elect to make discretionary matching contributions. For the years ended December 31, 2023 and 2022, the Company contributed discretionary matching contributions equal to 75% of each eligible participant's deferred compensation up to 6%. For any Plan year, the Company may contribute additional discretionary profit sharing amounts as determined by the Company. For the years ended December 31, 2023 and 2022, the Company did not make discretionary profit sharing contributions.

Contributions from participants and the Company are recorded in the year in which the employee contributions are withheld from compensation.

Participants direct the investment of both employee and employer contributions into various investment options offered by the Plan. Participants may change their investment options periodically. Contributions are subject to certain Internal Revenue Service limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and the discretionary Company matching contributions, as well as an allocation of the Company's discretionary profit sharing contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participants' earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

Vesting

Participants are immediately vested in their voluntary contributions and rollover amounts, plus actual earnings thereon. Vesting in the Company's discretionary matching contribution and discretionary profit sharing contribution is based on years of continuous service. A participant becomes 25% vested after one year of service. The vesting percentage increases by 25% each year until the participant becomes fully vested in the Plan after four years of credited service. Dynamit Technology participants who merged into the Plan during 2020 follow a vesting schedule for the Company's discretionary matching contributions, whereby a participant becomes 25% vested after one year of service, 50% vested after two years of service, and 100% vested after three years of service. All Dynamit Technology participants are fully vested in employer contributions made prior to the merger.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000, reduced by the highest outstanding loan balance during the one-year period ending on the day before the loan is made, or 50% of their vested account balance reduced by any outstanding loan balance. The loans are secured by the balance in the participant's account. The loans bear interest at a rate commensurate with local prevailing rates as determined by the Loan (Plan) Administrator. At December 31, 2023, all loans bear interest at rates that range from 4.25% to 9.50% per annum. Principal and interest is paid ratably through bi-weekly payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability, retirement, or other reasons, a participant can elect to receive benefits as follows:

For participants with account balances of \$1,000 or less, the balance is paid out in a lump sum distribution.

For participants with account balances of over \$1,000 to \$5,000, if the participant does not affirmatively elect to receive a distribution of the account, the account will be automatically rolled over to an individual retirement account at the trustee as soon as administratively feasible following termination of employment.

For participants with account balances greater than \$5,000, the participant can elect to receive the balance of his or her account as a lump sum or direct rollover, or to retain the balance in the Plan. In addition, during 2020, temporary distribution provisions were enacted pursuant to the terms in the CARES Act. Participants who took a qualified distribution during 2020 had the option to have the distribution taxed over a three-year period, with the ability to recontribute up to the full amount of the distribution within three years and not be subject to federal income tax as a result.

Forfeited Accounts

At December 31, 2023 and 2022, forfeited nonvested accounts totaled \$4,355 and \$3,573, respectively. These accounts will be used to reduce future employer contributions or administrative costs. During 2023, employer contributions were reduced by \$260,258 from forfeited nonvested accounts.

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See the **FAIR VALUE MEASUREMENTS** note for further discussion of fair value measurements.

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

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. A portion of the administrative expenses were paid by the Company on behalf of the Plan and are excluded from these financial statements. The administrative expenses paid by the Company will not be reimbursed by the Plan. Fees related to the administration of notes receivable from participants and recordkeeping fees are charged directly to the participant's account and are included in administrative expenses. Investment-related expenses are included in net appreciation in fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 1, 2024, the date the financial statements were available to be issued.

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by Fidelity Management Trust Company (the trustee) and was not subjected to any auditing procedures performed:

1. Total investments, as shown in the accompanying statements of net assets available for benefits, of \$61,642,660 as of December 31, 2023 and \$41,691,427 as of December 31, 2022.
2. Notes receivable from participants, as shown in the accompanying statements of net assets available for benefits, of \$193,469 as of December 31, 2023 and \$295,415 as of December 31, 2022.
3. Net investment income and interest income on notes receivable from participants, as shown in the accompanying statement of changes in net assets available for benefits, of \$10,951,453 and \$15,319, respectively, for the year ended December 31, 2023.
4. All investment-related information in the accompanying supplementary schedule, schedule of assets (held at end of year), as of December 31, 2023.

FAIR VALUE MEASUREMENTS

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

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability. |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

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

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

Investments in the registered investment companies and the money market fund are stated at fair value as reported by Fidelity Management Trust Company (the Plan's trustee), and are based on the fair value of the underlying securities. The fair value of the underlying securities is based on quotations from national exchanges.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2023 and 2022.

ASSETS AT FAIR VALUE AS OF DECEMBER 31, 2023				
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Money market	\$ 700,167	\$	\$	\$ 700,167
Registered investment companies	<u>60,942,493</u>	<u>....</u>	<u>....</u>	<u>60,942,493</u>
Total assets at fair value	<u>\$61,642,660</u>	<u>\$</u>	<u>\$</u>	<u>\$61,642,660</u>

ASSETS AT FAIR VALUE AS OF DECEMBER 31, 2022				
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Money market	\$ 119,344	\$	\$	\$ 119,344
Registered investment companies	<u>41,572,083</u>	<u>....</u>	<u>....</u>	<u>41,572,083</u>
Total assets at fair value	<u>\$41,691,427</u>	<u>\$</u>	<u>\$</u>	<u>\$41,691,427</u>

RELATED-PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Company contributions to the Plan or benefits accrued or paid by the Plan for participants are not considered party in interest transactions.

The Plan allows for transactions with certain parties who may perform services for or have fiduciary responsibilities to the Plan, including the Company. Fidelity Management Trust Company (Fidelity) is the trustee as defined by the Plan and, therefore, transactions with Fidelity qualify as party in interest transactions. Fees paid by the Plan to Fidelity for the investment management and recordkeeping services amounted to \$51,238 for the year ended December 31, 2023.

WILLOWTREE 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

PLAN TERMINATION

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

TAX STATUS OF THE PLAN

The Plan is a Fidelity non-standardized pre-approved plan for which a favorable opinion letter from the Internal Revenue Service, dated June 30, 2020, has been received. Although the Plan has been amended since receiving the opinion letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe 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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

RISKS AND UNCERTAINTIES

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

SUBSEQUENT EVENTS

Effective January 1, 2024, the Maark LLC 401(k) Profit Sharing Plan merged with the Plan. In February 2024, \$296,269 of assets were transferred into the Plan.

WillowTree, LLC was purchased by TELUS International, effective January 2023. Effective January 1, 2025, the Plan will merge into the TELUS International plan.

SUPPLEMENTARY SCHEDULE

<h2 style="text-align: center;">Financial Schedules</h2> <p style="text-align: center;">Attach to Schedule H</p>			<h1 style="text-align: center;">2023</h1>	
For calendar plan year 2023				
Name of Plan Sponsor as shown on line 2a of Form 5500			Employer identification number	
WillowTree, LLC			26-0422372	
Name of Plan			Three-digit Plan Number	
WillowTree 401(k) Profit Sharing Plan			001	
Schedule of Assets (Held at End of Year)--See Schedule H, Line 4i.				
(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
*	Fidelity Government Money Market Fund	Money Market	N/A	\$ 700,167
*	Fidelity Environmental and Alternate Energy Fund	Registered Investment Company	N/A	179,316
*	Fidelity Blue Chip Growth Fund	Registered Investment Company	N/A	3,976,510
*	Fidelity Large Cap Stock Fund	Registered Investment Company	N/A	539,845
*	Fidelity Freedom Income K Fund	Registered Investment Company	N/A	92,409
*	Fidelity Total Bond Fund	Registered Investment Company	N/A	691,259
*	Fidelity NASDAQ Composite Index Fund	Registered Investment Company	N/A	449,534
*	Fidelity Extended Market Index Fund	Registered Investment Company	N/A	1,463,868
*	Fidelity 500 Index Fund	Registered Investment Company	N/A	9,433,879
*	Fidelity US Bond Index Fund	Registered Investment Company	N/A	656,020
*	Fidelity Global Ex. US Index Fund	Registered Investment Company	N/A	914,742
*	Fidelity Long Term Treasury Bond Index Fund	Registered Investment Company	N/A	19,647
*	Fidelity Select Software Portfolio	Registered Investment Company	N/A	1,779,967
*	Fidelity Select Gold Portfolio	Registered Investment Company	N/A	87,670
*	Fidelity Select Biotech Portfolio	Registered Investment Company	N/A	61,840
*	Fidelity Small Cap Index Fund	Registered Investment Company	N/A	589,619
*	Fidelity Total Market Index Fund	Registered Investment Company	N/A	3,526,429
*	Fidelity Total International Index Fund	Registered Investment Company	N/A	636,365
*	Fidelity US Sustainability Index Fund	Registered Investment Company	N/A	940,988
*	Fidelity Water Sustainability Fund	Registered Investment Company	N/A	45,144
*	Fidelity Women's Leadership Fund	Registered Investment Company	N/A	110,308
*	Fidelity Sustainability Bond Index Fund	Registered Investment Company	N/A	19,191
*	Morgan Stanley Inst. Fund, Inc. Growth Portfolio Class A	Registered Investment Company	N/A	55,191
*	Morgan Stanley Inst. Fund, Inc. Mid Cap Growth Fund Class	Registered Investment Company	N/A	58,669
*	Fidelity Freedom 2005 K Fund	Registered Investment Company	N/A	80,870
*	Fidelity Freedom 2020 K Fund	Registered Investment Company	N/A	81,617
*	Fidelity Freedom 2025 K Fund	Registered Investment Company	N/A	52,182
*	Fidelity Freedom 2030 K Fund	Registered Investment Company	N/A	974,884
*	Fidelity Freedom 2035 K Fund	Registered Investment Company	N/A	1,745,244
*	Fidelity Freedom 2040 K Fund	Registered Investment Company	N/A	3,241,230
*	Fidelity Freedom 2045 K Fund	Registered Investment Company	N/A	4,210,686
*	Fidelity Freedom 2050 K Fund	Registered Investment Company	N/A	7,168,492
*	Fidelity Freedom 2055 K Fund	Registered Investment Company	N/A	9,376,900
*	Fidelity Freedom 2060 K Fund	Registered Investment Company	N/A	5,101,550
*	Fidelity Freedom 2065 K Fund	Registered Investment Company	N/A	1,184,143
*	Cohen & Steers Real Estate Opportunity & Income Fund	Registered Investment Company	N/A	198,022
*	Invesco Diversified Dividend Fund R5 Class	Registered Investment Company	N/A	313,595
*	Hartford International Opportunities Fund Class R4	Registered Investment Company	N/A	145,820
*	Amana Mutual Funds Trust Growth Fund Institutional	Registered Investment Company	N/A	467,287
*	Amana Mutual Funds Trust Income Fund Institutional	Registered Investment Company	N/A	92,810
*	Glenmede Small Cap Equity Portfolio Class Advisor	Registered Investment Company	N/A	178,751
*	Participant Loans	Interest 4.25% - 9.50%, Mature 1 to 9 years	- 0 -	193,469
Total assets (held at end of year)			\$	\$ 61,836,129
*	Represents party in interest Cost information is not provided as all investments are participant directed.			