

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

Part II	Basic Plan Information—enter all requested information
1a	Name of plan SIMON KUCHER & PARTNERS 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1998
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) SIMON KUCHER & PARTNERS LLC 201 WASHINGTON STREET ONE BOSTON PLACE, SUITE 3301 BOSTON, MA 02108
2b	Employer Identification Number (EIN) 04-3327903
2c	Plan Sponsor's telephone number 617-231-4500
2d	Business code (see instructions) 541910

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.	10/11/2024	MELISSA BOUCHARD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 603
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 410 6a(2) 319 6b 0 6c 301 6d 620 6e 0 6f 620 6g(1) 566 6g(2) 601 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7

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

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan SIMON KUCHER & PARTNERS 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SIMON KUCHER & PARTNERS LLC	D Employer Identification Number (EIN) 04-3327903	

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 64 65 71	RECORDKEEPER	30671	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(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 SIMON KUCHER & PARTNERS 401(K) PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 SIMON KUCHER & PARTNERS LLC	D Employer Identification Number (EIN) 04-3327903	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	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)	437405	345600
(2) U.S. Government securities	1c(2)	0	17982
(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)	7298	10576
(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)	61422	68311
(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)	31670739	40033235
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	340	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	32177204	40475704
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	32177204	40475704

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)	1575861	
(B) Participants	2a(1)(B)	4657368	
(C) Others (including rollovers)	2a(1)(C)	376408	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6609637
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	19368	
(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)	4481	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		23849
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	39	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	827657	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		827696
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	85061	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	89367	
(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)	7059	
(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)		7439688
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		14903623

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6573563	
(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)		6573563
f Corrective distributions (see instructions)	2f		889
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)	30671	
(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)		30671
j Total expenses. Add all expense amounts in column (b) and enter total	2j		6605123

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8298500
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: **GRAY, GRAY, & GRAY LLP**

(2) EIN: **04-2088368**

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.)	☒	☐	282828
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	☐	☒	
e Was this plan covered by a fidelity bond?	☒	☐	500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☒	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan SIMON KUCHER & PARTNERS 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SIMON KUCHER & PARTNERS LLC	D Employer Identification Number (EIN) 04-3327903	

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

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

1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 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	3	

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

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

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

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

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

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No	
21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2). ☐ Design-based safe harbor method ☐ "Prior year" ADP test ☒ "Current year" ADP test ☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702438A</u> .	

SIMON KUCHER & PARTNERS 401(k) PLAN

**Financial Statements and Supplemental Schedules
With Independent Auditor's Report**

December 31, 2023

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NOTIFICATION TO THIRD PARTY USERS OF THIS REPORT

This report was prepared subject to the terms and conditions set forth in an engagement letter. By relying upon this report, all users shall be deemed to agree to the terms and conditions of that engagement letter. Users intending to rely upon this report should contact the issuer to obtain a copy of its applicable terms and conditions. This report is intended for the exclusive use of the clients of the issuer and others to whom the issuer has expressly granted consent.

SIMON KUCHER & PARTNERS 401(k) PLAN

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

To the Trustees
Simon Kucher & Partners 401(k) Plan

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

We have performed audits of the accompanying financial statements of **Simon Kucher & Partners 401(k) Plan**, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits – modified cash basis 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 audit of **Simon Kucher & Partners 401(k) Plan**'s financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 5 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of **Simon Kucher & Partners 401(k) Plan** and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedules are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the modified cash basis of accounting as described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable preparation of the financial statements in the circumstances, 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 **Simon Kucher & Partners 401(k) Plan's** ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of **Simon Kucher & Partners 401(k) Plan's** internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about **Simon Kucher & Partners 401(k) Plan's** ability to continue as a going concern for a reasonable period of time.

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

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 the modified cash basis of accounting.

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

Other Matter – Supplemental Schedules Required by ERISA

The supplemental schedules of delinquent participant contributions and schedule of assets (held at end of year) as of December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, 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 generally accepted auditing standards. For information included in the supplemental schedules that agreed to, or is derived from, the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to, or is derived from, the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules 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).

GRAY, GRAY & GRAY, LLP

Gray, Gray & Gray, LLP

Canton, MA
October 8, 2024

SIMON KUCHER & PARTNERS 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
December 31, 2023 and 2022

	2023	2022
ASSETS		
Investments, at fair value		
Mutual funds	\$ 39,596,825	\$ 31,337,510
Money market fund	344,452	436,254
Self-directed brokerage accounts	<u>466,116</u>	<u>342,018</u>
TOTAL INVESTMENTS, AT FAIR VALUE	<u>40,407,393</u>	<u>32,115,782</u>
Receivables		
Notes receivable from participants	<u>68,311</u>	<u>61,422</u>
TOTAL RECEIVABLES	<u>68,311</u>	<u>61,422</u>
TOTAL ASSETS	<u>40,475,704</u>	<u>32,177,204</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 40,475,704</u></u>	<u><u>\$ 32,177,204</u></u>

The accompanying notes are an integral part of these financial statements.

SIMON KUCHER & PARTNERS 401(k) PLAN**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS**

Year Ended December 31, 2023

ADDITIONS

Additions to net assets attributed to:

Investment income

Net appreciation in fair value of investments	\$ 7,442,441
Interest and dividend income	<u>847,064</u>

TOTAL INVESTMENT INCOME	<u>8,289,505</u>
--------------------------------	-------------------------

Interest earned on notes receivable from participants	<u>4,481</u>
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Contributions

Employer contributions	1,575,861
Participant contributions	4,657,368
Participant rollover contributions	<u>376,408</u>

TOTAL CONTRIBUTIONS	<u>6,609,637</u>
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TOTAL ADDITIONS	<u>14,903,623</u>
------------------------	--------------------------

DEDUCTIONS

Deductions from net assets attributed to:

Benefit payments to participants

6,574,452

Administrative expenses

30,671

TOTAL DEDUCTIONS	<u>6,605,123</u>
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NET INCREASE	8,298,500
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year

32,177,204

End of year

\$ 40,475,704

The accompanying notes are an integral part of these financial statements.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN

The following description of Simon Kucher & Partners 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined-contribution plan established on January 1, 1998, to provide retirement and other related benefits to all employees of Simon Kucher & Partners LLC. Effective February 2, 2022, the Plan was amended to include a participating subsidiary employer, Simon-Kucher Engine Inc. (collectively, the "Company"). Employees, other than excluded employees, are eligible to participate upon reaching the age of 21. Employees are excluded if they are leased employees, covered under a collective bargaining agreement, nonresident aliens, interns, or temporary workers. An intern or temporary worker may become eligible to participate upon attaining the age 21 and completing at least 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Contributions: Each year, participants may contribute an amount up to a certain percentage of their pretax annual compensation, as defined in the Plan, or the limits set by the Internal Revenue Service ("IRS"). Participants who have attained the age of 50 before the end of the plan year are eligible to make catch-up contributions as prescribed by Treasury regulations. Participants may also contribute amounts received from any other retirement plan which satisfies the tax rules for rollovers.

Participants may designate a portion, or all, of their deferred contributions as Roth contributions, which are includable in the participant's gross income.

The Plan provides for automatic enrollment for all newly eligible employees. Unless the employee elects otherwise, 3% of the participant's eligible compensation will be contributed to the Plan subject to annual limits set by the IRS. Participants will be automatically increased by 1% each year until they reach 10%, unless otherwise elected.

Employer Contributions: The Company may make employer matching contributions each year. Employees become eligible to receive and employer matching contributions upon completing six months of service. For the year ended December 31, 2023, the Company has elected to make employer matching contributions in an amount equal to 100% on the first 3% of eligible compensation that a participant contributes to the Plan. If an eligible participant had been employed more than 10 years, that match increases to 100% of the first 6% of eligible compensation that a participant contributes to the Plan.

The Company may also make a discretionary non-elective employer contribution to the Plan. A participant must complete 501 hours of service during the Plan year or be employed by the Company on the last day of the Plan year. There were no discretionary non-elective employer contributions made for the year ended December 31, 2023.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts: Each participant's account is credited with the participant's contributions, matching contributions, and Plan earnings or losses and charged with an allocation of administrative expenses, if any. Allocations of participant earnings (losses) are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Investment Options: Participants direct the investment of contributions into various investment options offered by the Plan. The Plan also allows for self-directed brokerage accounts for which the participant is responsible for any investment decisions made on the brokerage account.

Vesting: Participants are immediately vested in their voluntary contributions, employer contributions and any actual earnings thereon.

Notes Receivable from Participants: Participants may borrow from their account balance a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their vested account balance or \$50,000 minus the highest outstanding loan balance in the last 12 months. Interest rates for outstanding loans currently range from 4.25% to 9.25% at December 31, 2023. Loans must be repaid within five years unless for the purchase of a primary residence. Participants repay principal and interest through payroll deductions. Failure to repay will result in the loan being offset from the participant's account. If a participant terminates or retires, they will have the choice of repaying the loan or having the loan offset from their account. The offset loan amount will be considered a taxable distribution to the participant. Participants may only have one loan outstanding at a time.

Payment of Benefits: On termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or partial withdrawals. Participants who terminate employment and have a vested account balance less than \$1,000 will receive a cash distribution. If the vested account balance is more than \$1,000 but less than \$5,000, the participant's distribution will be a rollover distribution to an Individual Retirement Account. Participants who have an account balance in excess of \$5,000 may leave their funds investment in the Plan or may elect to receive their vested account balance as a lump sum payment.

A participant may also request a withdrawal upon attainment of age 59½, or upon demonstration by the participant to the Plan Administrator that the participant is suffering from a hardship, as defined in the Plan document. The hardship withdrawals are subject to a minimum of \$500.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements are prepared using the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America (GAAP). Under the modified cash basis of accounting, investments are recorded at fair value, contributions are recorded when received and benefits are recorded when paid. The modified cash basis of accounting is an acceptable alternative method of reporting under regulations issued by the Department of Labor. The financial statements and supplementary schedules have been prepared to satisfy the reporting and disclosure requirements of ERISA.

Investment Valuation and Income Recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investment advisers, trustees and other parties involved with the Plan. See Note 6 for discussion of fair value measurements.

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

Administrative Expenses: Certain expenses for maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Use of Estimates: The preparation of financial statements in conformity with the modified cash basis of accounting requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for benefits - modified cash basis.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits: Benefit payments to participants are recorded when paid.

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 received. 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.

Uncertain Tax Positions: The Plan Administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2020.

NOTE 3: PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate it at any time subject to the provisions of ERISA.

NOTE 4: TAX STATUS

The IRS has determined in its opinion letter dated June 30, 2020, that the non-standardized prototype plan document adopted by the Plan, constitutes a qualified trust under Section 401(a) of the Internal Revenue Code ("IRC") and is exempt from federal income taxes under provisions of Section 501(a). The Plan has been restated since the latest determination letter; however, the Plan Administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

However, operational failures were identified during the year ended December 31, 2022, and years prior, in which the following was identified:

- Participants were not given the opportunity to defer on bonuses and other forms of compensation which are considered eligible compensation based on the Plan document.
- Amounts used for IRS Salary limitations, for purposes of calculating employer matching contributions, were incorrect in 2021 and 2022.

No provision for income taxes has been included in the Plan's financial statements. As of the date these financial statements were available to be issued, management has engaged ERISA and tax advisors and are in the process of taking corrective action on these issues.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5: CERTIFICATION OF TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee, certified that the following data included in the accompanying financial statements and supplemental schedule of assets (held at end of year) are complete and accurate.

	<u>December 31,</u>	
	2023	2022
Mutual funds	\$ 39,596,825	\$ 31,337,510
Money market fund	\$ 344,452	\$ 436,254
Self-directed brokerage accounts	\$ 466,116	\$ 342,018
Notes receivable from participants	\$ 68,311	\$ 61,422

	<u>Year Ended</u> <u>December 31,</u> 2023
Net appreciation in fair value of investments	\$ 7,442,441
Interest and dividend income	\$ 847,064
Interest earned on notes receivable from participants	\$ 4,481

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule of assets (held at end of year).

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 6: 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan can access at the measurement date.

Level 2 - inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets 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 that are unobservable for the asset or liability.

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

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

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

Common stocks, mutual funds, exchange-traded funds, and money market funds (Self-directed brokerage accounts): Valued at closing price reported on the active market on which the individual securities are traded.

Government securities: The assets are comprised of government U.S. Treasury bills. These are all considered Level 2 fair values which are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 6: FAIR VALUE MEASUREMENTS (CONTINUED)

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31:

	2023			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 39,596,825	\$ -	\$ -	\$ 39,596,825
Money market fund	344,452	-	-	344,452
Self-directed brokerage accounts	<u>448,134</u>	<u>17,982</u>	<u>-</u>	<u>466,116</u>
Total investments in the fair value hierarchy	<u>\$ 40,389,411</u>	<u>\$ 17,982</u>	<u>\$ -</u>	<u>\$ 40,407,393</u>

	2022			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 31,337,510	\$ -	\$ -	\$ 31,337,510
Money market fund	436,254	-	-	436,254
Self-directed brokerage accounts	<u>342,018</u>	<u>-</u>	<u>-</u>	<u>342,018</u>
Total investments in the fair value hierarchy	<u>\$ 32,115,782</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 32,115,782</u>

NOTE 7: RELATED PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are shares of mutual funds advised by Fidelity Management & Research Company ("FMR"), an affiliate of Fidelity Management Trust Company ("FMTC"), the trustee, as defined by the Plan. Fidelity Investments Institutional Operations Company, the Plan's recordkeeper, is also an affiliate of FMR and FMTC. Transactions with these entities qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for services in connection with the Plan are reported as administrative expenses in the statement of changes in net assets available for benefits - modified cash basis. The Plan extends loans to participants, who are considered parties-in-interest. These parties-in-interest transactions are exempt from prohibitive transaction rules.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 8: LATE REMITTANCES

As reported on Form 5500, Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions, certain participant contributions were not remitted to the Plan within the time frame specified by the DOL's regulations, thus constituting nonexempt transactions between the Plan and the Company. The late remittances amounted to \$2,354 for the year ended December 31, 2022, and \$280,474 for the year ended December 31, 2021. During 2023, \$282,419 of late remittances were corrected. The Company is in the process of taking the appropriate steps to correct the remaining \$409 of late remittances in accordance with IRS and DOL regulations.

NOTE 9: SUBSEQUENT EVENTS

The date to which events occurring after December 31, 2023, the date of the most recent statement of financial position, have been evaluated for possible adjustment to the financial statements or disclosure is October 8, 2024, which is the date the financial statements were available to be issued.

Effective January 1, 2024, the Plan was amended to remove the age requirement for participation in the Plan as well as to remove the six months service requirement for the employer matching contributions and nonelective employer matching contributions. Interns and other temporary workers are also eligible to participate in the Plan effective January 1, 2024. Additionally, the Plan implemented a true-up feature to its employer match.

SUPPLEMENTAL SCHEDULES

SIMON KUCHER & PARTNERS 401(k) PLAN
SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR
December 31, 2023
PLAN NUMBER: 001 EIN: 04-3327903

Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions

Total that Constitutes Nonexempt Prohibited Transactions

<u>Participant</u> <u>Contributions</u> <u>Transferred</u> <u>Late to Plan</u>	<u>Check Here if</u> <u>Late</u> <u>Participants'</u> <u>Notes</u> <u>Receivable</u> <u>Repayments are</u> <u>Included</u>	<u>Contributions</u> <u>Corrected Outside</u> <u>VFCP (Voluntary</u> <u>Fiduciary</u> <u>Correction</u> <u>Program)</u>	<u>Contributions</u> <u>Pending</u> <u>Correction in</u> <u>VFCP</u>	<u>Total Fully</u> <u>Corrected Under</u> <u>VFCP and PTE</u> <u>2002-51</u>
<u>\$ 282,828</u>	<u>X</u>	<u>\$ 409</u>	<u>\$ 282,419</u>	<u>\$ -</u>
			<u>\$ -</u>	<u>\$ -</u>

SIMON KUCHER & PARTNERS 401(k) PLAN
SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR
December 31, 2023
PLAN NUMBER: 001 EIN: 04-3327903

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

(a)	(b)	(c)	(d)	(e)
		<u>Description of investment</u> <u>including maturity date,</u> <u>rate of interest, collateral, par or</u>		
	<u>Identity of issue, borrower,</u> <u>lessor or similar party</u>	<u>maturity value</u>	<u>Cost</u>	<u>Current value</u>
*	Fidelity 500 Index	Mutual Fund	**	\$ 7,868,591
*	Fidelity Blue Chip	Mutual Fund	**	\$ 6,766,856
	Vanguard Target Retirement 2050	Mutual Fund	**	\$ 4,453,467
	Vanguard Target Retirement 2060	Mutual Fund	**	\$ 3,980,006
	Vanguard Target Retirement 2055	Mutual Fund	**	\$ 3,289,613
*	Fidelity Total Market Index	Mutual Fund	**	\$ 2,571,675
	Vanguard Target Retirement 2065	Mutual Fund	**	\$ 1,260,432
*	Fidelity International Index	Mutual Fund	**	\$ 934,823
	Vanguard Target Retirement 2040	Mutual Fund	**	\$ 883,964
	Vanguard Target Retirement 2045	Mutual Fund	**	\$ 818,006
	Vanguard Target Retirement 2035	Mutual Fund	**	\$ 713,246
*	Fidelity Extended Market Index	Mutual Fund	**	\$ 689,166
*	Fidelity Puritan	Mutual Fund	**	\$ 583,885
*	Fidelity US Bond Index	Mutual Fund	**	\$ 500,317
	Carillon Eagle Mid Cap Growth 6	Mutual Fund	**	\$ 491,166
	Columbia Large Cap Enhanced Core Fund	Mutual Fund	**	\$ 471,206
	Dimension Fund Advisors US Lg Cap Vai	Mutual Fund	**	\$ 396,682
	Fidelity International Capital Appreciation	Mutual Fund	**	\$ 371,052
*	Fidelity Small Cap Value	Mutual Fund	**	\$ 366,856
	Vanguard Federal Money Market Fund	Money Market Fund	**	\$ 344,453
	Dimension Fund Advisors US Small Cap I	Mutual Fund	**	\$ 322,342
*	Fidelity Emerging Markets	Mutual Fund	**	\$ 318,266
*	Fidelity Real Estate Invs	Mutual Fund	**	\$ 280,783
	Western Asset Core Bond Is	Mutual Fund	**	\$ 248,081
	American Century Mid Cap Value R6	Mutual Fund	**	\$ 245,694
*	Fidelity Emerging Market Index	Mutual Fund	**	\$ 152,135
	Vanguard Strategic EQ	Mutual Fund	**	\$ 144,330
*	Fidelity Inflation Protected Bond Index	Mutual Fund	**	\$ 66,524
	DFA Inflation Protected Securities Portfolio	Mutual Fund	**	\$ 64,594

SIMON KUCHER & PARTNERS 401(k) PLAN
SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR
December 31, 2023
PLAN NUMBER: 001 EIN: 04-3327903

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

(a)	(b)	(c)	(d)	(e)
		<u>Description of investment</u> <u>including maturity date,</u> <u>rate of interest, collateral, par or</u> <u>maturity value</u>	<u>Cost</u>	<u>Current value</u>
	<u>Identity of issue, borrower,</u> <u>lessor or similar party</u>			
*	Fidelity International Real Estate	Mutual Fund	**	\$ 63,237
	Vanguard Target Retirement Income	Mutual Fund	**	\$ 56,435
	Blackrock High Yield Bond K	Mutual Fund	**	\$ 42,970
	Vanguard Target Retirement 2030	Mutual Fund	**	\$ 40,795
	Brandywine Global Opportunity Bond Is	Mutual Fund	**	\$ 36,255
	John Hancock Triton	Mutual Fund	**	\$ 30,395
	Vanguard Short-Term Investment Growth	Mutual Fund	**	\$ 30,234
	Vanguard Target Retirement 2025	Mutual Fund	**	\$ 18,457
	Templeton Foreign R6	Mutual Fund	**	\$ 16,200
	Victory Trivalent International Sm Cap R6	Mutual Fund	**	\$ 8,087
	Self-Directed Brokerage Accounts (Fidelity BrokerageLink):			
	Vanguard S&P 500 Index Fund	Exchange-Traded Fund	**	\$ 301,323
	Vanguard Russell 1000 Growth Index Fund	Exchange-Traded Fund		\$ 135,088
	United States Treasury Bills	Government Bond	**	\$ 17,982
	Coinbase Global, Inc.	Common Stock	**	\$ 10,348
*	Fidelity Government Cash Reserves	Money Market Fund	**	\$ 1,148
	Nikola Corporation	Common Stock	**	\$ 228
	Participant loans	Interest ranging from 4.25% - 9.25% maturing through 2028	\$ -	\$ 68,311

* Party-in-interest

** Cost omitted for participant-directed investments

SIMON KUCHER & PARTNERS 401(k) PLAN

**Financial Statements and Supplemental Schedules
With Independent Auditor's Report**

December 31, 2023

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NOTIFICATION TO THIRD PARTY USERS OF THIS REPORT

This report was prepared subject to the terms and conditions set forth in an engagement letter. By relying upon this report, all users shall be deemed to agree to the terms and conditions of that engagement letter. Users intending to rely upon this report should contact the issuer to obtain a copy of its applicable terms and conditions. This report is intended for the exclusive use of the clients of the issuer and others to whom the issuer has expressly granted consent.

SIMON KUCHER & PARTNERS 401(k) PLAN

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

To the Trustees
Simon Kucher & Partners 401(k) Plan

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

We have performed audits of the accompanying financial statements of **Simon Kucher & Partners 401(k) Plan**, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits – modified cash basis 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 audit of **Simon Kucher & Partners 401(k) Plan**'s financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 5 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of **Simon Kucher & Partners 401(k) Plan** and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedules are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the modified cash basis of accounting as described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable preparation of the financial statements in the circumstances, 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 **Simon Kucher & Partners 401(k) Plan's** ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of **Simon Kucher & Partners 401(k) Plan's** internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about **Simon Kucher & Partners 401(k) Plan's** ability to continue as a going concern for a reasonable period of time.

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

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 the modified cash basis of accounting.

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

Other Matter – Supplemental Schedules Required by ERISA

The supplemental schedules of delinquent participant contributions and schedule of assets (held at end of year) as of December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, 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 generally accepted auditing standards. For information included in the supplemental schedules that agreed to, or is derived from, the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to, or is derived from, the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules 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).

GRAY, GRAY & GRAY, LLP

Gray, Gray & Gray, LLP

Canton, MA
October 8, 2024

SIMON KUCHER & PARTNERS 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
December 31, 2023 and 2022

	2023	2022
ASSETS		
Investments, at fair value		
Mutual funds	\$ 39,596,825	\$ 31,337,510
Money market fund	344,452	436,254
Self-directed brokerage accounts	<u>466,116</u>	<u>342,018</u>
TOTAL INVESTMENTS, AT FAIR VALUE	<u>40,407,393</u>	<u>32,115,782</u>
Receivables		
Notes receivable from participants	<u>68,311</u>	<u>61,422</u>
TOTAL RECEIVABLES	<u>68,311</u>	<u>61,422</u>
TOTAL ASSETS	<u>40,475,704</u>	<u>32,177,204</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 40,475,704</u></u>	<u><u>\$ 32,177,204</u></u>

The accompanying notes are an integral part of these financial statements.

SIMON KUCHER & PARTNERS 401(k) PLAN**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS**

Year Ended December 31, 2023

ADDITIONS

Additions to net assets attributed to:

Investment income

Net appreciation in fair value of investments	\$ 7,442,441
Interest and dividend income	<u>847,064</u>

TOTAL INVESTMENT INCOME	<u>8,289,505</u>
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Interest earned on notes receivable from participants	<u>4,481</u>
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Contributions

Employer contributions	1,575,861
Participant contributions	4,657,368
Participant rollover contributions	<u>376,408</u>

TOTAL CONTRIBUTIONS	<u>6,609,637</u>
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TOTAL ADDITIONS	<u>14,903,623</u>
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DEDUCTIONS

Deductions from net assets attributed to:

Benefit payments to participants	6,574,452
Administrative expenses	<u>30,671</u>

TOTAL DEDUCTIONS	<u>6,605,123</u>
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NET INCREASE	8,298,500
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>32,177,204</u>
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End of year	<u><u>\$ 40,475,704</u></u>
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The accompanying notes are an integral part of these financial statements.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN

The following description of Simon Kucher & Partners 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined-contribution plan established on January 1, 1998, to provide retirement and other related benefits to all employees of Simon Kucher & Partners LLC. Effective February 2, 2022, the Plan was amended to include a participating subsidiary employer, Simon-Kucher Engine Inc. (collectively, the "Company"). Employees, other than excluded employees, are eligible to participate upon reaching the age of 21. Employees are excluded if they are leased employees, covered under a collective bargaining agreement, nonresident aliens, interns, or temporary workers. An intern or temporary worker may become eligible to participate upon attaining the age 21 and completing at least 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Contributions: Each year, participants may contribute an amount up to a certain percentage of their pretax annual compensation, as defined in the Plan, or the limits set by the Internal Revenue Service ("IRS"). Participants who have attained the age of 50 before the end of the plan year are eligible to make catch-up contributions as prescribed by Treasury regulations. Participants may also contribute amounts received from any other retirement plan which satisfies the tax rules for rollovers.

Participants may designate a portion, or all, of their deferred contributions as Roth contributions, which are includable in the participant's gross income.

The Plan provides for automatic enrollment for all newly eligible employees. Unless the employee elects otherwise, 3% of the participant's eligible compensation will be contributed to the Plan subject to annual limits set by the IRS. Participants will be automatically increased by 1% each year until they reach 10%, unless otherwise elected.

Employer Contributions: The Company may make employer matching contributions each year. Employees become eligible to receive and employer matching contributions upon completing six months of service. For the year ended December 31, 2023, the Company has elected to make employer matching contributions in an amount equal to 100% on the first 3% of eligible compensation that a participant contributes to the Plan. If an eligible participant had been employed more than 10 years, that match increases to 100% of the first 6% of eligible compensation that a participant contributes to the Plan.

The Company may also make a discretionary non-elective employer contribution to the Plan. A participant must complete 501 hours of service during the Plan year or be employed by the Company on the last day of the Plan year. There were no discretionary non-elective employer contributions made for the year ended December 31, 2023.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts: Each participant's account is credited with the participant's contributions, matching contributions, and Plan earnings or losses and charged with an allocation of administrative expenses, if any. Allocations of participant earnings (losses) are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Investment Options: Participants direct the investment of contributions into various investment options offered by the Plan. The Plan also allows for self-directed brokerage accounts for which the participant is responsible for any investment decisions made on the brokerage account.

Vesting: Participants are immediately vested in their voluntary contributions, employer contributions and any actual earnings thereon.

Notes Receivable from Participants: Participants may borrow from their account balance a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their vested account balance or \$50,000 minus the highest outstanding loan balance in the last 12 months. Interest rates for outstanding loans currently range from 4.25% to 9.25% at December 31, 2023. Loans must be repaid within five years unless for the purchase of a primary residence. Participants repay principal and interest through payroll deductions. Failure to repay will result in the loan being offset from the participant's account. If a participant terminates or retires, they will have the choice of repaying the loan or having the loan offset from their account. The offset loan amount will be considered a taxable distribution to the participant. Participants may only have one loan outstanding at a time.

Payment of Benefits: On termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or partial withdrawals. Participants who terminate employment and have a vested account balance less than \$1,000 will receive a cash distribution. If the vested account balance is more than \$1,000 but less than \$5,000, the participant's distribution will be a rollover distribution to an Individual Retirement Account. Participants who have an account balance in excess of \$5,000 may leave their funds investment in the Plan or may elect to receive their vested account balance as a lump sum payment.

A participant may also request a withdrawal upon attainment of age 59½, or upon demonstration by the participant to the Plan Administrator that the participant is suffering from a hardship, as defined in the Plan document. The hardship withdrawals are subject to a minimum of \$500.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements are prepared using the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America (GAAP). Under the modified cash basis of accounting, investments are recorded at fair value, contributions are recorded when received and benefits are recorded when paid. The modified cash basis of accounting is an acceptable alternative method of reporting under regulations issued by the Department of Labor. The financial statements and supplementary schedules have been prepared to satisfy the reporting and disclosure requirements of ERISA.

Investment Valuation and Income Recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investment advisers, trustees and other parties involved with the Plan. See Note 6 for discussion of fair value measurements.

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

Administrative Expenses: Certain expenses for maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Use of Estimates: The preparation of financial statements in conformity with the modified cash basis of accounting requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for benefits - modified cash basis.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits: Benefit payments to participants are recorded when paid.

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 received. 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.

Uncertain Tax Positions: The Plan Administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2020.

NOTE 3: PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate it at any time subject to the provisions of ERISA.

NOTE 4: TAX STATUS

The IRS has determined in its opinion letter dated June 30, 2020, that the non-standardized prototype plan document adopted by the Plan, constitutes a qualified trust under Section 401(a) of the Internal Revenue Code ("IRC") and is exempt from federal income taxes under provisions of Section 501(a). The Plan has been restated since the latest determination letter; however, the Plan Administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

However, operational failures were identified during the year ended December 31, 2022, and years prior, in which the following was identified:

- Participants were not given the opportunity to defer on bonuses and other forms of compensation which are considered eligible compensation based on the Plan document.
- Amounts used for IRS Salary limitations, for purposes of calculating employer matching contributions, were incorrect in 2021 and 2022.

No provision for income taxes has been included in the Plan's financial statements. As of the date these financial statements were available to be issued, management has engaged ERISA and tax advisors and are in the process of taking corrective action on these issues.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5: CERTIFICATION OF TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee, certified that the following data included in the accompanying financial statements and supplemental schedule of assets (held at end of year) are complete and accurate.

	<u>December 31,</u>	
	2023	2022
Mutual funds	\$ 39,596,825	\$ 31,337,510
Money market fund	\$ 344,452	\$ 436,254
Self-directed brokerage accounts	\$ 466,116	\$ 342,018
Notes receivable from participants	\$ 68,311	\$ 61,422

	<u>Year Ended</u> <u>December 31,</u> 2023
Net appreciation in fair value of investments	\$ 7,442,441
Interest and dividend income	\$ 847,064
Interest earned on notes receivable from participants	\$ 4,481

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule of assets (held at end of year).

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 6: 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan can access at the measurement date.

Level 2 - inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets 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 that are unobservable for the asset or liability.

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

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

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

Common stocks, mutual funds, exchange-traded funds, and money market funds (Self-directed brokerage accounts): Valued at closing price reported on the active market on which the individual securities are traded.

Government securities: The assets are comprised of government U.S. Treasury bills. These are all considered Level 2 fair values which are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 6: FAIR VALUE MEASUREMENTS (CONTINUED)

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31:

	2023			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 39,596,825	\$ -	\$ -	\$ 39,596,825
Money market fund	344,452	-	-	344,452
Self-directed brokerage accounts	<u>448,134</u>	<u>17,982</u>	<u>-</u>	<u>466,116</u>
Total investments in the fair value hierarchy	<u>\$ 40,389,411</u>	<u>\$ 17,982</u>	<u>\$ -</u>	<u>\$ 40,407,393</u>

	2022			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 31,337,510	\$ -	\$ -	\$ 31,337,510
Money market fund	436,254	-	-	436,254
Self-directed brokerage accounts	<u>342,018</u>	<u>-</u>	<u>-</u>	<u>342,018</u>
Total investments in the fair value hierarchy	<u>\$ 32,115,782</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 32,115,782</u>

NOTE 7: RELATED PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are shares of mutual funds advised by Fidelity Management & Research Company ("FMR"), an affiliate of Fidelity Management Trust Company ("FMTC"), the trustee, as defined by the Plan. Fidelity Investments Institutional Operations Company, the Plan's recordkeeper, is also an affiliate of FMR and FMTC. Transactions with these entities qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for services in connection with the Plan are reported as administrative expenses in the statement of changes in net assets available for benefits - modified cash basis. The Plan extends loans to participants, who are considered parties-in-interest. These parties-in-interest transactions are exempt from prohibitive transaction rules.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 8: LATE REMITTANCES

As reported on Form 5500, Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions, certain participant contributions were not remitted to the Plan within the time frame specified by the DOL's regulations, thus constituting nonexempt transactions between the Plan and the Company. The late remittances amounted to \$2,354 for the year ended December 31, 2022, and \$280,474 for the year ended December 31, 2021. During 2023, \$282,419 of late remittances were corrected. The Company is in the process of taking the appropriate steps to correct the remaining \$409 of late remittances in accordance with IRS and DOL regulations.

NOTE 9: SUBSEQUENT EVENTS

The date to which events occurring after December 31, 2023, the date of the most recent statement of financial position, have been evaluated for possible adjustment to the financial statements or disclosure is October 8, 2024, which is the date the financial statements were available to be issued.

Effective January 1, 2024, the Plan was amended to remove the age requirement for participation in the Plan as well as to remove the six months service requirement for the employer matching contributions and nonelective employer matching contributions. Interns and other temporary workers are also eligible to participate in the Plan effective January 1, 2024. Additionally, the Plan implemented a true-up feature to its employer match.

SUPPLEMENTAL SCHEDULES

SIMON KUCHER & PARTNERS 401(k) PLAN
SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR
December 31, 2023
PLAN NUMBER: 001 EIN: 04-3327903

Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions

Total that Constitutes Nonexempt Prohibited Transactions

<u>Participant</u> <u>Contributions</u> <u>Transferred</u> <u>Late to Plan</u>	<u>Check Here if</u> <u>Late</u> <u>Participants'</u> <u>Notes</u> <u>Receivable</u> <u>Repayments are</u> <u>Included</u>	<u>Contributions</u> <u>Corrected Outside</u> <u>VFCP (Voluntary</u> <u>Fiduciary</u> <u>Correction</u> <u>Program)</u>	<u>Contributions</u> <u>Pending</u> <u>Correction in</u> <u>VFCP</u>	<u>Total Fully</u> <u>Corrected Under</u> <u>VFCP and PTE</u> <u>2002-51</u>
<u>\$ 282,828</u>	<u>X</u>	<u>\$ 409</u>	<u>\$ 282,419</u>	<u>\$ -</u>
				<u>\$ -</u>

SIMON KUCHER & PARTNERS 401(k) PLAN
SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR
December 31, 2023
PLAN NUMBER: 001 EIN: 04-3327903

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

(a)	(b)	(c)	(d)	(e)
		<u>Description of investment</u> <u>including maturity date,</u> <u>rate of interest, collateral, par or</u> <u>maturity value</u>	<u>Cost</u>	<u>Current value</u>
	<u>Identity of issue, borrower,</u> <u>lessor or similar party</u>			
*	Fidelity 500 Index	Mutual Fund	**	\$ 7,868,591
*	Fidelity Blue Chip	Mutual Fund	**	\$ 6,766,856
	Vanguard Target Retirement 2050	Mutual Fund	**	\$ 4,453,467
	Vanguard Target Retirement 2060	Mutual Fund	**	\$ 3,980,006
	Vanguard Target Retirement 2055	Mutual Fund	**	\$ 3,289,613
*	Fidelity Total Market Index	Mutual Fund	**	\$ 2,571,675
	Vanguard Target Retirement 2065	Mutual Fund	**	\$ 1,260,432
*	Fidelity International Index	Mutual Fund	**	\$ 934,823
	Vanguard Target Retirement 2040	Mutual Fund	**	\$ 883,964
	Vanguard Target Retirement 2045	Mutual Fund	**	\$ 818,006
	Vanguard Target Retirement 2035	Mutual Fund	**	\$ 713,246
*	Fidelity Extended Market Index	Mutual Fund	**	\$ 689,166
*	Fidelity Puritan	Mutual Fund	**	\$ 583,885
*	Fidelity US Bond Index	Mutual Fund	**	\$ 500,317
	Carillon Eagle Mid Cap Growth 6	Mutual Fund	**	\$ 491,166
	Columbia Large Cap Enhanced Core Fund	Mutual Fund	**	\$ 471,206
	Dimension Fund Advisors US Lg Cap Vai	Mutual Fund	**	\$ 396,682
	Fidelity International Capital Appreciation	Mutual Fund	**	\$ 371,052
*	Fidelity Small Cap Value	Mutual Fund	**	\$ 366,856
	Vanguard Federal Money Market Fund	Money Market Fund	**	\$ 344,453
	Dimension Fund Advisors US Small Cap I	Mutual Fund	**	\$ 322,342
*	Fidelity Emerging Markets	Mutual Fund	**	\$ 318,266
*	Fidelity Real Estate Invs	Mutual Fund	**	\$ 280,783
	Western Asset Core Bond Is	Mutual Fund	**	\$ 248,081
	American Century Mid Cap Value R6	Mutual Fund	**	\$ 245,694
*	Fidelity Emerging Market Index	Mutual Fund	**	\$ 152,135
	Vanguard Strategic EQ	Mutual Fund	**	\$ 144,330
*	Fidelity Inflation Protected Bond Index	Mutual Fund	**	\$ 66,524
	DFA Inflation Protected Securities Portfolio	Mutual Fund	**	\$ 64,594

SIMON KUCHER & PARTNERS 401(k) PLAN
SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR
December 31, 2023
PLAN NUMBER: 001 EIN: 04-3327903

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

(a)	(b)	(c)	(d)	(e)
		<u>Description of investment</u> <u>including maturity date,</u> <u>rate of interest, collateral, par or</u> <u>maturity value</u>	<u>Cost</u>	<u>Current value</u>
	<u>Identity of issue, borrower,</u> <u>lessor or similar party</u>			
*	Fidelity International Real Estate	Mutual Fund	**	\$ 63,237
	Vanguard Target Retirement Income	Mutual Fund	**	\$ 56,435
	Blackrock High Yield Bond K	Mutual Fund	**	\$ 42,970
	Vanguard Target Retirement 2030	Mutual Fund	**	\$ 40,795
	Brandywine Global Opportunity Bond Is	Mutual Fund	**	\$ 36,255
	John Hancock Triton	Mutual Fund	**	\$ 30,395
	Vanguard Short-Term Investment Growth	Mutual Fund	**	\$ 30,234
	Vanguard Target Retirement 2025	Mutual Fund	**	\$ 18,457
	Templeton Foreign R6	Mutual Fund	**	\$ 16,200
	Victory Trivalent International Sm Cap R6	Mutual Fund	**	\$ 8,087
	Self-Directed Brokerage Accounts (Fidelity BrokerageLink):			
	Vanguard S&P 500 Index Fund	Exchange-Traded Fund	**	\$ 301,323
	Vanguard Russell 1000 Growth Index Fund	Exchange-Traded Fund		\$ 135,088
	United States Treasury Bills	Government Bond	**	\$ 17,982
	Coinbase Global, Inc.	Common Stock	**	\$ 10,348
*	Fidelity Government Cash Reserves	Money Market Fund	**	\$ 1,148
	Nikola Corporation	Common Stock	**	\$ 228
	Participant loans	Interest ranging from 4.25% - 9.25% maturing through 2028	\$ -	\$ 68,311

* Party-in-interest

** Cost omitted for participant-directed investments

SIMON KUCHER & PARTNERS 401(k) PLAN

**Financial Statements and Supplemental Schedules
With Independent Auditor's Report**

December 31, 2023

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NOTIFICATION TO THIRD PARTY USERS OF THIS REPORT

This report was prepared subject to the terms and conditions set forth in an engagement letter. By relying upon this report, all users shall be deemed to agree to the terms and conditions of that engagement letter. Users intending to rely upon this report should contact the issuer to obtain a copy of its applicable terms and conditions. This report is intended for the exclusive use of the clients of the issuer and others to whom the issuer has expressly granted consent.

SIMON KUCHER & PARTNERS 401(k) PLAN

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

To the Trustees
Simon Kucher & Partners 401(k) Plan

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

We have performed audits of the accompanying financial statements of **Simon Kucher & Partners 401(k) Plan**, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits – modified cash basis 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 audit of **Simon Kucher & Partners 401(k) Plan**'s financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 5 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of **Simon Kucher & Partners 401(k) Plan** and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedules are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the modified cash basis of accounting as described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable preparation of the financial statements in the circumstances, 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 **Simon Kucher & Partners 401(k) Plan's** ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of **Simon Kucher & Partners 401(k) Plan's** internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about **Simon Kucher & Partners 401(k) Plan's** ability to continue as a going concern for a reasonable period of time.

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

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 the modified cash basis of accounting.

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

Other Matter – Supplemental Schedules Required by ERISA

The supplemental schedules of delinquent participant contributions and schedule of assets (held at end of year) as of December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, 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 generally accepted auditing standards. For information included in the supplemental schedules that agreed to, or is derived from, the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to, or is derived from, the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules 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).

GRAY, GRAY & GRAY, LLP

Gray, Gray & Gray, LLP

Canton, MA
October 8, 2024

SIMON KUCHER & PARTNERS 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
December 31, 2023 and 2022

	2023	2022
ASSETS		
Investments, at fair value		
Mutual funds	\$ 39,596,825	\$ 31,337,510
Money market fund	344,452	436,254
Self-directed brokerage accounts	<u>466,116</u>	<u>342,018</u>
TOTAL INVESTMENTS, AT FAIR VALUE	<u>40,407,393</u>	<u>32,115,782</u>
Receivables		
Notes receivable from participants	<u>68,311</u>	<u>61,422</u>
TOTAL RECEIVABLES	<u>68,311</u>	<u>61,422</u>
TOTAL ASSETS	<u>40,475,704</u>	<u>32,177,204</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 40,475,704</u></u>	<u><u>\$ 32,177,204</u></u>

The accompanying notes are an integral part of these financial statements.

SIMON KUCHER & PARTNERS 401(k) PLAN**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS****Year Ended December 31, 2023****ADDITIONS**

Additions to net assets attributed to:

Investment income

Net appreciation in fair value of investments	\$ 7,442,441
Interest and dividend income	<u>847,064</u>

TOTAL INVESTMENT INCOME	<u>8,289,505</u>
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Interest earned on notes receivable from participants	<u>4,481</u>
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Contributions

Employer contributions	1,575,861
Participant contributions	4,657,368
Participant rollover contributions	<u>376,408</u>

TOTAL CONTRIBUTIONS	<u>6,609,637</u>
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TOTAL ADDITIONS	<u>14,903,623</u>
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DEDUCTIONS

Deductions from net assets attributed to:

Benefit payments to participants	6,574,452
Administrative expenses	<u>30,671</u>

TOTAL DEDUCTIONS	<u>6,605,123</u>
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NET INCREASE	8,298,500
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>32,177,204</u>
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End of year	<u><u>\$ 40,475,704</u></u>
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The accompanying notes are an integral part of these financial statements.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN

The following description of Simon Kucher & Partners 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined-contribution plan established on January 1, 1998, to provide retirement and other related benefits to all employees of Simon Kucher & Partners LLC. Effective February 2, 2022, the Plan was amended to include a participating subsidiary employer, Simon-Kucher Engine Inc. (collectively, the "Company"). Employees, other than excluded employees, are eligible to participate upon reaching the age of 21. Employees are excluded if they are leased employees, covered under a collective bargaining agreement, nonresident aliens, interns, or temporary workers. An intern or temporary worker may become eligible to participate upon attaining the age 21 and completing at least 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Contributions: Each year, participants may contribute an amount up to a certain percentage of their pretax annual compensation, as defined in the Plan, or the limits set by the Internal Revenue Service ("IRS"). Participants who have attained the age of 50 before the end of the plan year are eligible to make catch-up contributions as prescribed by Treasury regulations. Participants may also contribute amounts received from any other retirement plan which satisfies the tax rules for rollovers.

Participants may designate a portion, or all, of their deferred contributions as Roth contributions, which are includable in the participant's gross income.

The Plan provides for automatic enrollment for all newly eligible employees. Unless the employee elects otherwise, 3% of the participant's eligible compensation will be contributed to the Plan subject to annual limits set by the IRS. Participants will be automatically increased by 1% each year until they reach 10%, unless otherwise elected.

Employer Contributions: The Company may make employer matching contributions each year. Employees become eligible to receive and employer matching contributions upon completing six months of service. For the year ended December 31, 2023, the Company has elected to make employer matching contributions in an amount equal to 100% on the first 3% of eligible compensation that a participant contributes to the Plan. If an eligible participant had been employed more than 10 years, that match increases to 100% of the first 6% of eligible compensation that a participant contributes to the Plan.

The Company may also make a discretionary non-elective employer contribution to the Plan. A participant must complete 501 hours of service during the Plan year or be employed by the Company on the last day of the Plan year. There were no discretionary non-elective employer contributions made for the year ended December 31, 2023.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts: Each participant's account is credited with the participant's contributions, matching contributions, and Plan earnings or losses and charged with an allocation of administrative expenses, if any. Allocations of participant earnings (losses) are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Investment Options: Participants direct the investment of contributions into various investment options offered by the Plan. The Plan also allows for self-directed brokerage accounts for which the participant is responsible for any investment decisions made on the brokerage account.

Vesting: Participants are immediately vested in their voluntary contributions, employer contributions and any actual earnings thereon.

Notes Receivable from Participants: Participants may borrow from their account balance a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their vested account balance or \$50,000 minus the highest outstanding loan balance in the last 12 months. Interest rates for outstanding loans currently range from 4.25% to 9.25% at December 31, 2023. Loans must be repaid within five years unless for the purchase of a primary residence. Participants repay principal and interest through payroll deductions. Failure to repay will result in the loan being offset from the participant's account. If a participant terminates or retires, they will have the choice of repaying the loan or having the loan offset from their account. The offset loan amount will be considered a taxable distribution to the participant. Participants may only have one loan outstanding at a time.

Payment of Benefits: On termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or partial withdrawals. Participants who terminate employment and have a vested account balance less than \$1,000 will receive a cash distribution. If the vested account balance is more than \$1,000 but less than \$5,000, the participant's distribution will be a rollover distribution to an Individual Retirement Account. Participants who have an account balance in excess of \$5,000 may leave their funds investment in the Plan or may elect to receive their vested account balance as a lump sum payment.

A participant may also request a withdrawal upon attainment of age 59½, or upon demonstration by the participant to the Plan Administrator that the participant is suffering from a hardship, as defined in the Plan document. The hardship withdrawals are subject to a minimum of \$500.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements are prepared using the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America (GAAP). Under the modified cash basis of accounting, investments are recorded at fair value, contributions are recorded when received and benefits are recorded when paid. The modified cash basis of accounting is an acceptable alternative method of reporting under regulations issued by the Department of Labor. The financial statements and supplementary schedules have been prepared to satisfy the reporting and disclosure requirements of ERISA.

Investment Valuation and Income Recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investment advisers, trustees and other parties involved with the Plan. See Note 6 for discussion of fair value measurements.

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

Administrative Expenses: Certain expenses for maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Use of Estimates: The preparation of financial statements in conformity with the modified cash basis of accounting requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for benefits - modified cash basis.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits: Benefit payments to participants are recorded when paid.

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 received. 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.

Uncertain Tax Positions: The Plan Administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2020.

NOTE 3: PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate it at any time subject to the provisions of ERISA.

NOTE 4: TAX STATUS

The IRS has determined in its opinion letter dated June 30, 2020, that the non-standardized prototype plan document adopted by the Plan, constitutes a qualified trust under Section 401(a) of the Internal Revenue Code ("IRC") and is exempt from federal income taxes under provisions of Section 501(a). The Plan has been restated since the latest determination letter; however, the Plan Administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

However, operational failures were identified during the year ended December 31, 2022, and years prior, in which the following was identified:

- Participants were not given the opportunity to defer on bonuses and other forms of compensation which are considered eligible compensation based on the Plan document.
- Amounts used for IRS Salary limitations, for purposes of calculating employer matching contributions, were incorrect in 2021 and 2022.

No provision for income taxes has been included in the Plan's financial statements. As of the date these financial statements were available to be issued, management has engaged ERISA and tax advisors and are in the process of taking corrective action on these issues.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5: CERTIFICATION OF TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee, certified that the following data included in the accompanying financial statements and supplemental schedule of assets (held at end of year) are complete and accurate.

	<u>December 31,</u>	
	2023	2022
Mutual funds	\$ 39,596,825	\$ 31,337,510
Money market fund	\$ 344,452	\$ 436,254
Self-directed brokerage accounts	\$ 466,116	\$ 342,018
Notes receivable from participants	\$ 68,311	\$ 61,422

	<u>Year Ended</u> <u>December 31,</u> 2023
Net appreciation in fair value of investments	\$ 7,442,441
Interest and dividend income	\$ 847,064
Interest earned on notes receivable from participants	\$ 4,481

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule of assets (held at end of year).

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 6: 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan can access at the measurement date.

Level 2 - inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets 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 that are unobservable for the asset or liability.

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

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

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

Common stocks, mutual funds, exchange-traded funds, and money market funds (Self-directed brokerage accounts): Valued at closing price reported on the active market on which the individual securities are traded.

Government securities: The assets are comprised of government U.S. Treasury bills. These are all considered Level 2 fair values which are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 6: FAIR VALUE MEASUREMENTS (CONTINUED)

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31:

	2023			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 39,596,825	\$ -	\$ -	\$ 39,596,825
Money market fund	344,452	-	-	344,452
Self-directed brokerage accounts	<u>448,134</u>	<u>17,982</u>	<u>-</u>	<u>466,116</u>
Total investments in the fair value hierarchy	<u>\$ 40,389,411</u>	<u>\$ 17,982</u>	<u>\$ -</u>	<u>\$ 40,407,393</u>

	2022			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 31,337,510	\$ -	\$ -	\$ 31,337,510
Money market fund	436,254	-	-	436,254
Self-directed brokerage accounts	<u>342,018</u>	<u>-</u>	<u>-</u>	<u>342,018</u>
Total investments in the fair value hierarchy	<u>\$ 32,115,782</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 32,115,782</u>

NOTE 7: RELATED PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are shares of mutual funds advised by Fidelity Management & Research Company ("FMR"), an affiliate of Fidelity Management Trust Company ("FMTC"), the trustee, as defined by the Plan. Fidelity Investments Institutional Operations Company, the Plan's recordkeeper, is also an affiliate of FMR and FMTC. Transactions with these entities qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for services in connection with the Plan are reported as administrative expenses in the statement of changes in net assets available for benefits - modified cash basis. The Plan extends loans to participants, who are considered parties-in-interest. These parties-in-interest transactions are exempt from prohibitive transaction rules.

SIMON KUCHER & PARTNERS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 8: LATE REMITTANCES

As reported on Form 5500, Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions, certain participant contributions were not remitted to the Plan within the time frame specified by the DOL's regulations, thus constituting nonexempt transactions between the Plan and the Company. The late remittances amounted to \$2,354 for the year ended December 31, 2022, and \$280,474 for the year ended December 31, 2021. During 2023, \$282,419 of late remittances were corrected. The Company is in the process of taking the appropriate steps to correct the remaining \$409 of late remittances in accordance with IRS and DOL regulations.

NOTE 9: SUBSEQUENT EVENTS

The date to which events occurring after December 31, 2023, the date of the most recent statement of financial position, have been evaluated for possible adjustment to the financial statements or disclosure is October 8, 2024, which is the date the financial statements were available to be issued.

Effective January 1, 2024, the Plan was amended to remove the age requirement for participation in the Plan as well as to remove the six months service requirement for the employer matching contributions and nonelective employer matching contributions. Interns and other temporary workers are also eligible to participate in the Plan effective January 1, 2024. Additionally, the Plan implemented a true-up feature to its employer match.

SUPPLEMENTAL SCHEDULES

SIMON KUCHER & PARTNERS 401(k) PLAN
SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR
December 31, 2023
PLAN NUMBER: 001 EIN: 04-3327903

Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions

Total that Constitutes Nonexempt Prohibited Transactions

<u>Participant</u> <u>Contributions</u> <u>Transferred</u> <u>Late to Plan</u>	<u>Check Here if</u> <u>Late</u> <u>Participants'</u> <u>Notes</u> <u>Receivable</u> <u>Repayments are</u> <u>Included</u>	<u>Contributions</u> <u>Corrected Outside</u> <u>VFCP (Voluntary</u> <u>Fiduciary</u> <u>Correction</u> <u>Program)</u>	<u>Contributions</u> <u>Pending</u> <u>Correction in</u> <u>VFCP</u>	<u>Total Fully</u> <u>Corrected Under</u> <u>VFCP and PTE</u> <u>2002-51</u>
<u>\$ 282,828</u>	<u>X</u>	<u>\$ 409</u>	<u>\$ 282,419</u>	<u>\$ -</u>
			<u>\$ -</u>	<u>\$ -</u>

SIMON KUCHER & PARTNERS 401(k) PLAN
SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR
December 31, 2023
PLAN NUMBER: 001 EIN: 04-3327903

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

(a)	(b)	(c)	(d)	(e)
		<u>Description of investment</u> <u>including maturity date,</u> <u>rate of interest, collateral, par or</u>		
	<u>Identity of issue, borrower,</u> <u>lessor or similar party</u>	<u>maturity value</u>	<u>Cost</u>	<u>Current value</u>
*	Fidelity 500 Index	Mutual Fund	**	\$ 7,868,591
*	Fidelity Blue Chip	Mutual Fund	**	\$ 6,766,856
	Vanguard Target Retirement 2050	Mutual Fund	**	\$ 4,453,467
	Vanguard Target Retirement 2060	Mutual Fund	**	\$ 3,980,006
	Vanguard Target Retirement 2055	Mutual Fund	**	\$ 3,289,613
*	Fidelity Total Market Index	Mutual Fund	**	\$ 2,571,675
	Vanguard Target Retirement 2065	Mutual Fund	**	\$ 1,260,432
*	Fidelity International Index	Mutual Fund	**	\$ 934,823
	Vanguard Target Retirement 2040	Mutual Fund	**	\$ 883,964
	Vanguard Target Retirement 2045	Mutual Fund	**	\$ 818,006
	Vanguard Target Retirement 2035	Mutual Fund	**	\$ 713,246
*	Fidelity Extended Market Index	Mutual Fund	**	\$ 689,166
*	Fidelity Puritan	Mutual Fund	**	\$ 583,885
*	Fidelity US Bond Index	Mutual Fund	**	\$ 500,317
	Carillon Eagle Mid Cap Growth 6	Mutual Fund	**	\$ 491,166
	Columbia Large Cap Enhanced Core Fund	Mutual Fund	**	\$ 471,206
	Dimension Fund Advisors US Lg Cap Vai	Mutual Fund	**	\$ 396,682
	Fidelity International Capital Appreciation	Mutual Fund	**	\$ 371,052
*	Fidelity Small Cap Value	Mutual Fund	**	\$ 366,856
	Vanguard Federal Money Market Fund	Money Market Fund	**	\$ 344,453
	Dimension Fund Advisors US Small Cap I	Mutual Fund	**	\$ 322,342
*	Fidelity Emerging Markets	Mutual Fund	**	\$ 318,266
*	Fidelity Real Estate Invs	Mutual Fund	**	\$ 280,783
	Western Asset Core Bond Is	Mutual Fund	**	\$ 248,081
	American Century Mid Cap Value R6	Mutual Fund	**	\$ 245,694
*	Fidelity Emerging Market Index	Mutual Fund	**	\$ 152,135
	Vanguard Strategic EQ	Mutual Fund	**	\$ 144,330
*	Fidelity Inflation Protected Bond Index	Mutual Fund	**	\$ 66,524
	DFA Inflation Protected Securities Portfolio	Mutual Fund	**	\$ 64,594

SIMON KUCHER & PARTNERS 401(k) PLAN
SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR
December 31, 2023
PLAN NUMBER: 001 EIN: 04-3327903

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

(a)	(b)	(c)	(d)	(e)
		<u>Description of investment</u> <u>including maturity date,</u> <u>rate of interest, collateral, par or</u> <u>maturity value</u>	<u>Cost</u>	<u>Current value</u>
	<u>Identity of issue, borrower,</u> <u>lessor or similar party</u>			
*	Fidelity International Real Estate	Mutual Fund	**	\$ 63,237
	Vanguard Target Retirement Income	Mutual Fund	**	\$ 56,435
	Blackrock High Yield Bond K	Mutual Fund	**	\$ 42,970
	Vanguard Target Retirement 2030	Mutual Fund	**	\$ 40,795
	Brandywine Global Opportunity Bond Is	Mutual Fund	**	\$ 36,255
	John Hancock Triton	Mutual Fund	**	\$ 30,395
	Vanguard Short-Term Investment Growth	Mutual Fund	**	\$ 30,234
	Vanguard Target Retirement 2025	Mutual Fund	**	\$ 18,457
	Templeton Foreign R6	Mutual Fund	**	\$ 16,200
	Victory Trivalent International Sm Cap R6	Mutual Fund	**	\$ 8,087
	Self-Directed Brokerage Accounts (Fidelity BrokerageLink):			
	Vanguard S&P 500 Index Fund	Exchange-Traded Fund	**	\$ 301,323
	Vanguard Russell 1000 Growth Index Fund	Exchange-Traded Fund		\$ 135,088
	United States Treasury Bills	Government Bond	**	\$ 17,982
	Coinbase Global, Inc.	Common Stock	**	\$ 10,348
*	Fidelity Government Cash Reserves	Money Market Fund	**	\$ 1,148
	Nikola Corporation	Common Stock	**	\$ 228
	Participant loans	Interest ranging from 4.25% - 9.25% maturing through 2028	\$ -	\$ 68,311

* Party-in-interest

** Cost omitted for participant-directed investments