

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 RR DONNELLEY SAVINGS PLAN
1b	Three-digit plan number (PN) ▶ 003
1c	Effective date of plan 01/01/1978
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) R. R. DONNELLEY & SONS COMPANY 35 W WACKER DR CHICAGO, IL 60601
2b	Employer Identification Number (EIN) 36-1004130
2c	Plan Sponsor's telephone number 630-964-6363
2d	Business code (see instructions)

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.	10/15/2024	CHRISTY GOLDBERG-HIRSCH
	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 18430
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) 13018 6a(2) 11649 6b 153 6c 4876 6d 16678 6e 97 6f 16775 6g(1) 16642 6g(2) 15476 6h 506
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 2T 3H 2K 2R 2S

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 RR DONNELLEY SAVINGS PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 R. R. DONNELLEY & SONS COMPANY	D Employer Identification Number (EIN) 36-1004130

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

EMPOWER TRUST COMPANY, LLC

84-1455663

(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?
49	PLAN SPONSOR	382397	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	318724	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

ROCATON INVESTMENT ADVISORS, LLC

13-3575636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 28 51 56	INVESTMENT MANAGER	280000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	236522	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

T ROWE PRICE STABLE ASSET MGMT INC

52-0556948

(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?
28 50 51	INVESTMENT MGMT	233698	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIAM LLC

20-1733361

(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?
28 50	INVESTMENT MGMT	140030	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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)

BAKER TILLY US LLP

30-1413443

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ACCOUNTANT/AUDITOR	37800	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 ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER BEACON BRDGWAY LARGE CAP VAL 220 E LAS COLINAS BLVD STE 1200 IRVING, TX 75039	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY EQUITY INCOME INV 4400 MAIN ST 1ST FL KANSAS CITY, MO 64111	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY HERITAGE INVESTOR 4400 MAIN ST 1ST FL KANSAS CITY, MO 64111	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTISAN SMALL CAP FUND INVESTOR CL 875 E WISCONSIN AVE STE 800 MILWAUKEE, WI 53202	0.39%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTISAN INTL VALUE FUND INV CL 875 E WISCONSIN AVE STE 800 MILWAUKEE, WI 53202	0.39%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON PARTNERS FUND 767 5TH AVE 49TH FL NEW YORK, NY 10153	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON PARTNERS FUND INSTL CLASS 767 5TH AVE 49TH FL NEW YORK, NY 10153	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON REAL ESTATE FUND RETAIL 767 5TH AVE 49TH FL NEW YORK, NY 10153	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BERKSHIRE FOCUS FUND 475 MILAN DR STE 103 SAN JOSE, CA 95134	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLACKROCK COMMODITY STRATEGIES FUN 40 EAST 52ND ST NEW YORK, NY 10022	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLACKROCK EVENT DRIVEN EQUITY INST 40 EAST 52ND ST NEW YORK, NY 10022	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLACKROCK LARGE CAP FCUS VLUE INC 40 EAST 52ND ST NEW YORK, NY 10022	0.08%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLACKROCK STRATEGIC INCOME OPPTS	40 EAST 52ND ST NEW YORK, NY 10022	0.15%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BROWN ADVISORY GRWTH EQUITY INVEST	777 E. WISCONSIN AVE 4TH FL MILWAUKEE, WI 53202	0.08%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BUFFALO INTERNATIONAL FUND	615 E. MICHIGAN ST MILWAUKEE, WI 53202	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CARILLON REAMS CORE PLUS BOND CL I P. O. BOX 33022 ST PETERSBURG, FL 33733	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CATHOLIC RESP INVSTM MAGNUS 75/25 1 FREEDOM VALLEY DRIVE OAKS, PA 19456	0.12%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COHEN & STEERS REALTY CLASS A 280 PARK AVE 10TH FL NEW YORK, NY 10017	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DFA INFLATION PROTECTED SEC PORT	6300 BEE CAVES ROAD BUILDING ONE AUSTIN, TX 78746	0.02%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DFA REAL ESTATE SEC PRTF INSTL	6300 BEE CAVES ROAD BUILDING ONE AUSTIN, TX 78746	0.02%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DFA INTERMEDIATE GOVT F/I PRTF INS	6300 BEE CAVES ROAD BUILDING ONE AUSTIN, TX 78746	0.02%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DFA EMERGING MARKETS TARGET VAL PO 6300 BEE CAVES ROAD BUILDING ONE AUSTIN, TX 78746	0.02%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DRIEHAUS EMERGING MARKETS 25 EAST ERIE ST CHICAGO, IL 60611	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FPA CRESCENT FUND 11601 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90025	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FMI LARGE CAP FUND 777 EAST WISCONSIN AVE MILWAUKEE, WI 53202	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FIRST EAGLE OVERSEAS CLASS A 1345 AVE OF THE AMERICAS 48TH FLR NEW YORK, NY 10105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FRANKLIN RISING DIVIDENDS FUND AD 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	\$16.00	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GUINNESS ATKINSON GLOBAL ENERGY 2220 E. ROUTE 66 STE 226 GLENDORA, CA 91740	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OAKMARK INTL INVESTOR CL 111 SOUTH WACKER DR. CHICAGO, IL 60606	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HENNESSY FOCUS FUND INVESTOR CLASS 7250 REDWOOD BLVD. STE 200 NOVATO, CA 94945	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS HENDERSON GLOBAL SELECT T 151 DETROIT ST. DENVER, CO 80206	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JENSEN QUALITY GROWTH FD CL J 811 E. WISCONSIN AVE 8TH FL MILWAUKEE, WI 53202	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JP MORGAN US LARGE CAP CORE PLUS C 1111 POLARIS PARKWAY COLUMBUS, OH 43240	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JPMORGAN STRATEGIC INCOME OPPS CL 1111 POLARIS PARKWAY COLUMBUS, OH 43240	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LORD ABBETT SHORT DURATION INCOME 90 HUDSON ST 10TH FL JERSEY CITY, NJ 07302	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS INTERNATIONAL DIVERSIFICATION 111 HUNTINGTON AVE BOSTON, MA 02199	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MANNING & NAPIER OVERSEAS SERIES C 290 WOODCLIFF DR. FAIRPORT, NY 14450	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MATTHEWS ASIA DIVIDEND FUND 4 EMBARCADERO CENTER STE 550 SAN FRANCISCO, CA 94111	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MATTHEWS INDIA FUND 4 EMBARCADERO CENTER STE 550 SAN FRANCISCO, CA 94111	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MORGAN STANLEY DISCOVERY PORT CL A 522 FIFTH AVE 4TH FL NEW YORK, NY 10036	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MORGAN STANLEY INSIGHT A 522 FIFTH AVE 4TH FL NEW YORK, NY 10036	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NEUBERGER BERMAN GENESIS INVESTOR 1290 AVE OF THE AMERICAS 22ND FL NEW YORK, NY 10104	\$16.00	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NEUBERGER BERMAN LARGE CAP VALUE I 1290 AVE OF THE AMERICAS 22ND FL NEW YORK, NY 10104	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NICHOLAS EQUITY INCOME CL I 411 E. WISCONSIN AVE MILWAUKEE, WI 53202	0.12%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PFG AMERICAN FUNDS GROWTH STRAT CL 777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PFG AMERICAN FDS CONS INC STRAT CL 777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OBERWEIS INTL OPPORTUNITIES INVSTR 3333 WARRENVILLE RD STE. 500 LISLE, IL 60532	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO LOW DURATION CLASS A 1633 BROADWAY NEW YORK, NY 10019	0.38%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO TOTAL RETURN CLASS A 1633 BROADWAY NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PARNASSUS CORE EQUITY INVESTOR 1 MARKET ST STEUART TOWER STE 1600 SAN FRANCISCO, CA 94105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
IMPAX US SUSTAINABLEECONOMY INVEST 1290 BROADWAY STE 1100 DENVER, CO 80203	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PAYDEN GLOBAL FIXED INCOME INVESTO 333 S GRAND AVE 32ND FL LOS ANGELES, CA 90071	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PERMANENT PORTFOLIO 600 MONTGOMERY ST STE 4100 SAN FRANCISCO, CA 94111	0.38%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PERRITT ULTRA MICRO CAP FUND 300 SOUTH WACKER DR STE 2880 CHICAGO, IL 60606	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO STOCKSPUS INTERNTL USHDG A 1633 BROADWAY NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRIMECAP ODYSSEY GROWTH FUND 2020 E. FINANCIAL WAY STE 100 GLENDORA, CA 91741	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRIMECAP ODYSSEY STO CK FUND 2020 E. FINANCIAL WAY STE 100 GLENDORA, CA 91741	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FINANCIALS ULTRA SECTOR PRO FD INV 7501 WISCONSIN AVE STE 1000 E TOWNE BETHESDA, MD 20814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
T ROWE PRICE CAP APPRECIATION 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
T ROWE PRICE BLUE CHIP GROWTH INC 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE NEW ERA 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE EMERG MRKTS CORP BD I 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE SMALLER CO GROWTH SERVICE CL 745 FIFTH AVE STE 2400 NEW YORK, NY 10151	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
RYDEX NASDAQ 100 2X STRATEGY CL H 9601 BLACKWELL RD STE 500 ROCKVILLE, MD 20850	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
RYDEX MONTHLY REBAL NASDAQ 100 2X 9601 BLACKWELL RD STE 500 ROCKVILLE, MD 20850	0.07%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEQUOIA FD INC 9 WEST 57TH ST STE 5000 NEW YORK, NY 10019	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SPROTT GOLD EQUITY FUND INVESTOR 200 BAY ST STE 2600 TORONTO, CA M5J 2J1 CA	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TCW SELECT EQUITIES CLASS N 865 S FIGUERA ST 22ND FL LOS ANGELES, CA 90071	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
THORNBURG STRATEGIC INCOME FUND CL 2300 NORTH RIDGETOP RD SANTA FE, NM 87506	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TIAA CREF INSTIT HIGH YIELD BOND I 730 THIRD AVE NEW YORK, NY 10017	0.12%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
UBS MULTI INCOME BOND FUND CL P 1285 AVE OF THE AMERICAS 12TH FL NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VALUE LINE ASSET ALLOCATION INSTL 7 TIMES SQUARE STE 1606 NEW YORK, NY 10036	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALLSPRING SHORT TERMHIGH INCOME IN 525 MARKET ST MAC A0103 122 SAN FRANCISCO, CA 94105	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	BAKER TILLY US, LLP	b EIN:	39-0859910
c Position:	AUDITOR		
d Address:	205 MICHIGAN AVE CHICAGO, IL 60601	e Telephone:	312-729-8000

Explanation: BAKER TILLY US, LLP COMPLETED A STRATEGIC INVESTMENT ON JUNE 3, 2024, AND AS A RESULT HAS APPLIED FOR AND OBTAINED A NEW EIN. THERE HAS BEEN NO CHANGE IN AUDIT FIRM.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>RR DONNELLEY SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>R. R. DONNELLEY & SONS COMPANY</u>	D Employer Identification Number (EIN) <u>36-1004130</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)	

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GALLIARD INTERMEDIATE CORE FUND A</u>				
b Name of sponsor of entity listed in (a): <u>WELLS FARGO TRUST COMPANY</u>				
c EIN-PN <u>52-2250963-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>24375829</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GALLIARD INTERMEDIATE CORE FUND L</u>				
b Name of sponsor of entity listed in (a): <u>WELLS FARGO TRUST COMPANY</u>				
c EIN-PN <u>27-6635237-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25784472</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GALLIARD SHORT CORE FUND F</u>				
b Name of sponsor of entity listed in (a): <u>WELLS FARGO TRUST COMPANY</u>				
c EIN-PN <u>52-2252204-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>34674451</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NT COLLECTIVE 1-10 TIPS</u>				
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST INVESTMENTS, INC</u>				
c EIN-PN <u>45-6138589-143</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8477193</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NT COLLECTIVE AGGREGATE BOND INDEX</u>				
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST INVESTMENTS, INC</u>				
c EIN-PN <u>45-6138589-088</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>81768333</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NT COLLECTIVE ALL COUNTRY WORLD</u>				
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST INVESTMENTS, INC</u>				
c EIN-PN <u>45-6138589-223</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>92079287</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NT COLLECTIVE EXTENDED EQ MKT INDEX</u>				
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST INVESTMENTS, INC</u>				
c EIN-PN <u>45-6138589-110</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>20342980</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLECTIVE LONG TERM GOVT BD

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, INC

c EIN-PN 45-6138589-060	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44928190
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a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLECTIVE S&P 500 INDEX

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, INC

c EIN-PN 45-6138589-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 303841455
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a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLECTIVE SHORT TERM INV

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, INC

c EIN-PN 45-6138589-084	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT-TERM INVESTMENT FUND A S

b Name of sponsor of entity listed in (a): WELLS FARGO TRUST COMPANY

c EIN-PN 41-6292499-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA US SHORT TERM GVT BOND

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN 90-0337987-230	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8478365
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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 RR DONNELLEY SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 R. R. DONNELLEY & SONS COMPANY	D Employer Identification Number (EIN) 36-1004130	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	1826142
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	47255	225440
(2) Participant contributions	1b(2)	0	41867
(3) Other	1b(3)	0	13030956
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	116656	19019282
(2) U.S. Government securities	1c(2)	0	671689
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	371580
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	278378	184961
(B) Common	1c(4)(B)	129482365	188138166
(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)	11258343	11829710
(9) Value of interest in common/collective trusts	1c(9)	662813542	644750555
(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)	254083513	312372077
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	46140093	589359

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	1104220145	1193051784
Liabilities			
g Benefit claims payable	1g	0	5827606
h Operating payables	1h	0	363407
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	442587	7375244
k Total liabilities (add all amounts in lines 1g through 1j)	1k	442587	13566257
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1103777558	1179485527

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)	8324403	
(B) Participants	2a(1)(B)	56754410	
(C) Others (including rollovers)	2a(1)(C)	6303830	
(2) Noncash contributions	2a(2)	0	71382643
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	639490	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	5873	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	460062	
(F) Other	2b(1)(F)	350	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1105775
(2) Dividends: (A) Preferred stock	2b(2)(A)	7113	12678749
(B) Common stock	2b(2)(B)	1351683	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	11319953	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		12678749
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	113802705	7796934
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	106005771	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		7796934
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	23268026
(B) Other	2b(5)(B)	23268026	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		23268026

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		82208891
(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)		16830814
c Other income	2c		31130455
d Total income. Add all income amounts in column (b) and enter total	2d		246402287

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	168066549	
(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)		168066549
f Corrective distributions (see instructions)	2f		5572
g Certain deemed distributions of participant loans (see instructions)	2g		93211
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	1500	
(3) Recordkeeping fees.....	2i(3)	527363	
(4) IQPA audit fees.....	2i(4)	140000	
(5) Investment advisory and investment management fees	2i(5)	1885076	
(6) Bank or trust company trustee/custodial fees	2i(6)	1098	
(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)	-26051	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		2528986
j Total expenses. Add all expense amounts in column (b) and enter total	2j		170694318

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		75707969
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: **BAKER TILLY US LLP**

(2) EIN: **30-1413443**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?	☒		281
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	☒		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☒		

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

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

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

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

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

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan RR DONNELLEY SAVINGS PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 R. R. DONNELLEY & SONS COMPANY	D Employer Identification Number (EIN) 36-1004130	

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

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

1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107 84-1455663	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)

14a

b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)

14b

c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)

14c

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year

15a

b The corresponding number for the second preceding plan year

15b

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year

16a

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers

16b

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

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

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

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

a Enter the percentage of plan assets held as:

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

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

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

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

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

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

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

☐ Yes.

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

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

☐ No. Other. Provide explanation. _____

Part VII IRS Compliance Questions

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

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

☐ Design-based safe harbor method

☐ "Prior year" ADP test

☒ "Current year" ADP test

☐ N/A

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

RR DONNELLEY SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

Including Independent Auditors' Report

December 31, 2023 and 2022

RR Donnelley Savings Plan

December 31, 2023 and 2022

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Note: All 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 have been omitted because they are not applicable to the RR Donnelley Savings Plan.

Independent Auditors' Report

To the Participants and Plan Administrator of
RR Donnelley Savings Plan

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

We have performed audits of the financial statements of RR Donnelley Savings Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of RR Donnelley Savings 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 qualified institutions 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 8 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about RR Donnelley Savings Plan's ability to continue as a going concern for at least one year following the date that 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

Auditors' Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the RR Donnelley Savings 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 RR Donnelley Savings Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter — Supplemental Schedules Required by ERISA

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

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

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, 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 schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Baker Tilly US, LLP

Chicago, Illinois
October 14, 2024

RR DONNELLEY SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2023 AND 2022
(EMPLOYER IDENTIFICATION NUMBER 36-1004130, PLAN NUMBER 003)

	<u>2023</u>	<u>2022</u>
ASSETS		
Plan investments, at fair value	\$ 1,081,256,970	\$ 985,507,136
Plan investments, at contract value	90,450,444	115,532,827
Receivables:		
Company contributions	225,440	47,255
Participants contributions	41,867	-
Notes receivable from participants	11,829,710	13,568,514
Pending trades	13,030,956	-
Total receivables	<u>25,127,973</u>	<u>13,615,769</u>
Non-interest bearing cash	<u>1,826,142</u>	<u>-</u>
Total assets	1,198,661,529	1,114,655,732
LIABILITIES		
Benefits payable	5,827,606	-
Pending trades payable	7,369,297	-
Accrued expenses and other liabilities	<u>363,407</u>	<u>442,587</u>
Total liabilities	<u>13,560,310</u>	<u>442,587</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 1,185,101,219</u></u>	<u><u>\$ 1,114,213,145</u></u>

RR DONNELLEY SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2023
(EMPLOYER IDENTIFICATION NUMBER 36-1004130, PLAN NUMBER 003)

Investment income	
Dividend and interest income	\$ 1,614,436
Net appreciation in fair value of investments	170,514,868
Total investment income	<u>172,129,304</u>
Interest income on notes receivable from participants	734,121
Contributions	
Company	8,324,403
Participants	56,754,410
Rollovers	6,303,830
Total contributions	<u>71,382,643</u>
Deductions from net assets	
Benefits paid to participants	172,284,816
Administrative expenses	1,073,178
Total deductions	<u>173,357,994</u>
Net increase	70,888,074
NET ASSETS, BEGINNING OF YEAR	<u>1,114,213,145</u>
NET ASSETS, END OF YEAR	<u><u>\$ 1,185,101,219</u></u>

RR DONNELLEY SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 and 2022

NOTE 1 – PLAN DESCRIPTION

The following description of the RR Donnelley Savings Plan (the “Plan”) is provided for general information purposes only and covers current Plan provisions, except as specifically noted otherwise. For more complete information, refer to the Summary Plan Description and the Plan document, including any modifications and amendments thereto. The Plan is a defined contribution plan sponsored by R. R. Donnelley & Sons Company (the “Company”) designed to allow eligible employees to save for retirement on a tax-advantaged basis. The Plan is intended to qualify as a cash or deferred arrangement under Section 401(k) of the Internal Revenue Code of 1986, as amended (the “Code”), and is subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Administration

The Plan is administered by the Plan’s Benefits Committee and its delegates and allocatees. The Plan’s assets are held in the RR Donnelley Savings Plan Trust (the “Trust”). Effective March 28, 2023, Fidelity Management Trust Company (the “Trustee”) began serving as the trustee of the Trust and custodian of the Plan’s assets. Also effective March 28, 2023, Fidelity Workplace Services LLC began serving as the Plan’s recordkeeper. Prior to March 28, 2023, The Northern Trust Company (the “Northern Trust”) served as the trustee of the Trust and custodian of the Plan’s assets and Empower Retirement LLC served as the Plan’s recordkeeper.

Eligibility

With certain limited exceptions, all employees of the Company and its U.S. subsidiaries are eligible to become Plan members (“participants”). Elections to participate in the Plan are effective as soon as administratively practicable. The Plan has automatic enrollment provisions pursuant to which eligible employees are automatically enrolled 35 days (30 days prior to March 28, 2023) after being hired, in each case unless the employee opts out of automatic enrollment or elects to be enrolled earlier.

Contributions

Eligible employees may elect to make before-tax, after-tax and Roth 401(k) contributions under the Plan. Subject to certain limitations, the contribution election percentages allowed are from 1%-85% of eligible compensation for before-tax, after-tax and Roth 401(k) contributions, and the total of all elections cannot exceed 85% of eligible compensation. Before-tax and Roth 401(k) contributions are also limited by governmental regulations. Participants who are eligible employees and have attained age 50 by the end of the Plan year are eligible to make catch-up contributions and thereby exceed certain governmental limits that would otherwise apply. Participants who are eligible employees can change contribution elections at any time.

Individuals who are automatically enrolled make before-tax contributions equal to 5% of eligible compensation. Any automatically enrolled participant who is an eligible employee will have their contribution rate automatically increased by 1% each April 1, until their contribution rate equals 10% or until they cease to participate in this automatic increase program.

The Company makes matching contributions to participants at a rate of 25% for every before-tax, Roth 401(k) and catch-up contribution dollar the participant contributes, excluding for this purpose participant contributions in excess of 5% of the participant’s eligible compensation. The Plan permits the Company to provide discretionary matching contributions and discretionary profit sharing contributions. Furthermore, from time to time, the Company may make matching contributions in connection with a corporate transaction, such as an acquisition. These matching contributions are generally made for only a limited time period.

Employees may also roll over amounts to the Plan that are distributed from certain types of retirement plans and accounts.

Participant Accounts

Each participant’s account is credited with the participant’s contributions and the Company’s contributions, if any, and allocations of Plan earnings or losses. Participant accounts are charged with an allocation of general administrative expenses and with participant-specific transaction charges. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 1 – PLAN DESCRIPTION (CONT.)

Vesting and Forfeited Accounts

Participants are vested immediately in their contributions and the earnings thereon. Participants vest in Company matching contributions and profit sharing contributions that are made after January 1, 2022, and the earnings thereon, after 1 year of service or, if sooner, upon reaching age 65. Generally, participants are 100% vested in Company matching contributions and profit sharing contributions that were made prior to January 1, 2022.

At December 31, 2023 and 2022, the Plan held \$270,574 and \$2,803 of forfeited non-vested amounts, respectively. During 2023, the Plan used \$358,507 of forfeitures to reduce employer contributions and did not use any forfeitures to pay administrative expenses as permitted by Plan provisions when forfeited non-vested amounts are available.

Notes Receivable from Participants

Subject to statutory and regulatory requirements and Plan rules, participants are generally permitted to borrow up to 50% of certain portions of their vested account balance. The minimum loan amount is \$1,000. The loans bear interest at a rate equal to 1% over the prime rate on the first business day of the month in which the loan is initiated. Principal and interest is paid through payroll deductions.

Benefit Payments and Withdrawals

A participant's account balance may be distributed in various forms and at various times depending on multiple factors, including the participant's employment status, the participant's age, the participant's financial need, the participant's uniformed services status, the classification of the contributions to the participant's account and the type of investments held in the participant's account.

Distributions can be taken in various ways, including as one or more lump sums or as periodic installments. Additionally, in certain situations, brokerage account assets may be distributed in-kind.

Investment Options

Participants are permitted to direct how their account balance under the Plan is invested. Subject to certain restrictions, participants can change investment elections on a daily basis. As of December 31, 2023 and 2022, the following investment options were offered under the Plan:

Core Investment Funds— investment funds that invest in different asset classes, such as fixed income, bonds, and stocks.

Target Date Funds— mix of investments in core investment funds that automatically reduce their level of equity risk over time and target retirement at age 65.

Target Date Retirement Income Fund— a conservative portfolio comprised of a mix of investments in core investment funds with equity risk maintained lower than any other Target Date Fund.

Self-Directed Brokerage Accounts— participants may invest a portion of their account balance under the Plan in investment options not otherwise offered under the Plan, such as certain mutual funds, stocks, or bonds, by directing such portion of their account balance to be invested through a self-directed brokerage account under the Plan.

Recent Regulatory Pronouncements

The SECURE 2.0 Act of 2022 was signed into law on December 29, 2022. This legislation includes a vast array of provisional changes to retirement plans, becoming effective in 2023 and beyond. Plan management adopted mandatory provisions effective for the year ended December 31, 2023. Plan management is evaluating the impact of optional SECURE 2.0 provisions and awaiting additional regulatory guidance from the Internal Revenue Service ("IRS") and the Department of Labor ("DOL"). The application of SECURE 2.0 Act did not have a material effect on the Plan's financial statements. The Plan will be amended to reflect any changes made in response to SECURE 2.0 prior to the deadline set by law or applicable regulations.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). The accounts of the Plan are maintained on the accrual basis of accounting. Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the Plan Administrator to make estimates and assumptions that affect (i) the reported amounts of assets, liabilities and changes therein, and (ii) disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements, including details on inputs, valuation techniques and the fair value levels within the fair value hierarchy.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation of investments included in the accompanying Statement of Changes in Net Assets Available for Benefits includes realized gains or losses from the sale of investments during the year, the change in unrealized appreciation or depreciation in the fair value of investments held during the year and any investment related expenses, such as investment manager fees.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of December 31, 2023 and 2022. Fees related to the administration of notes receivable from participants are included in the principal amount borrowed and are charged directly to a participant by reducing the amount of principal disbursed to the participant at loan origination.

Plan Distributions

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless paid by the Company. Expenses paid by the Company may include certain legal fees, and some other administrative fees and are excluded from these financial statements. Administrative expenses paid by the Plan include recordkeeping fees, investment consulting fees, custody fees, audit fees, and most other administrative fees. Investment related expenses paid by the Plan, such as investment management fees, are included in net appreciation in fair value of investments.

Risks and Uncertainties

The Plan provides various options for investing in securities. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

As of December 31, 2023 and 2022, the Plan's investments in excess of 10% of the Plan's net assets available for benefits were concentrated within one fund and two funds, respectively, valued at \$303,841,455 and \$384,233,160, respectively.

NOTE 3 – GALLIARD STABLE VALUE FUND

The Plan assets include benefit-responsive investment contracts via investment in the Galliard Stable Value Fund ("the Fund"), an investment option of the Plan. The Fund is solely owned by the Plan and therefore the Plan owns the Fund's underlying contracts and investments.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 3 – GALLIARD STABLE VALUE FUND (CONT.)

The Fund primarily invests in security-backed contracts issued by insurance companies and other financial institutions. A security-backed contract is an investment contract issued by an insurance company or other financial institution, backed by a portfolio of bonds or units of a collective fund that are owned by the Fund. The portfolio underlying the contract is maintained separately from the contract issuer's general assets, usually by a third party custodian. These contracts typically allow for realized and unrealized gains and losses on the underlying assets to be amortized, usually over the duration of the underlying investments, through adjustment to the future interest crediting rate, rather than reflected immediately in the net assets of the Fund. The security-backed contracts are designed to reset their respective crediting rates on a quarterly basis and cannot credit an interest rate that is less than 0%. The issuer guarantees that all qualified participant withdrawals will be at contract value.

The Fund's investments are reported at contract value, except for a short-term investment collective trust fund used for liquidity, which is at fair value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate a permitted transaction under the terms of the Plan and the contract. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Risks arise when entering into any investment contract due to the potential inability of the issuer to meet the terms of the contract. In addition, security-backed contracts have the risk of default or the lack of liquidity of the underlying portfolio assets. The credit risk of each issuer is evaluated and monitored through Galliard's credit analysis, and the underlying portfolio assets are rated investment grade at the time of purchase.

The primary variables impacting the future crediting rates of security-backed contracts include:

- The current yield of the assets underlying the contract;
- The duration of the assets underlying the contract; and
- The existing difference between the fair value and contract value of the assets within the contract.

The crediting rate of security-backed contracts will track current market yields on a trailing basis. The rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

Security-backed contracts generally provide for withdrawals associated with certain events which are not in the ordinary course of Fund operations and are paid with a market value adjustment. Events that may trigger a market value adjustment can include the following:

- Material amendments to the Fund's structure or administration;
- Changes to the participating plans' competing investment options including the elimination of equity wash provisions;
- Complete or partial termination of the Fund, including merger with another fund;
- The failure of the Fund to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA;
- The redemption of all or a portion of the interests in the Fund held by a participating plan including withdrawals due to the removal of a specifically identifiable group of employees from coverage under the participating plan, the closing or sale of a subsidiary, employing unit, or affiliate, the bankruptcy or insolvency of a plan sponsor, the merger of the plan with another plan, or the plan sponsor's establishment of another tax qualified defined contribution plan;
- Any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to the Funds or participating plans; and
- The delivery of any communication to plan participants designed to influence a participant not to invest in the Fund.

At this time, the Fund does not believe that the occurrence of any such market value event, which would limit the Fund's ability to transact at contract value with participants, is probable. Participants may redeem their shares at any time at contract value.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 4 – FAIR VALUE MEASUREMENTS

Various inputs are used in determining the fair value of the Plan's investments. These inputs are categorized in the three tier value hierarchy, which prioritizes valuation methodology based on the reliability of inputs, as listed below:

Level 1 – Valuations based on quoted prices for identical assets and liabilities in active markets.

Level 2 – Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Valuations based on unobservable inputs reflecting the Plan's own assumptions, consistent with reasonably available assumptions made by other market participants.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of the 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 by major asset categories of the valuation methodologies and levels used for determining fair value. There have been no changes in the methodology used at December 31, 2023 and 2022.

Cash – Consists of money market funds valued at the respective fund's published market price, which is a constant net asset value of \$1 per unit and cash reserves valued at the carrying value which approximates fair value. Cash is classified as Level 1.

Equity securities – The values of individual equity securities, primarily preferred stock, common stock, and exchange traded real estate investment trusts, are based on quoted prices in active markets. As such, these assets are classified as Level 1.

Collective trust funds – The fair values of participation units held in collective trusts are based on the net asset value ("NAV") reported by the fund managers as of the financial statement dates and recent transaction prices, but are not quoted on active markets. The NAV is used as a practical expedient. Each collective trust provides for daily redemptions by the Plan at reported NAVs per share, with no advance notice requirement.

Registered investment companies – Valued at the daily closing price as reported by the fund. Investments 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 NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded (Level 1 measurements).

Self-directed brokerage accounts – The individually managed self-directed brokerage accounts are also classified as Level 1 since the underlying investments are actively traded on a market or exchange.

The valuation methodologies described above may generate a fair value calculation that may not be indicative of net realizable value or future fair values. While the Plan believes the valuation methodologies used are appropriate, the use of different methodologies or assumptions in calculating fair value could result in different amounts. The Plan invests in various assets the valuation of which is determined by NAV. The Plan believes that the NAV is representative of fair value at the reporting date, as there are no significant restrictions on redemption of these investments or other reasons to indicate that the investment would be redeemed at an amount different than the NAV.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 4 – FAIR VALUE MEASUREMENTS (CONT.)

The fair values of the Plan's investments within the fair value hierarchy as of December 31, 2023 and 2022 were as follows:

Investment Category	Level 1	Level 2	Level 3	Total as of December 31, 2023
Cash	\$ 4,095,240	\$ -	\$ -	\$ 4,095,240
Equity securities	166,339,969	-	-	166,339,969
Registered investment companies	294,809,711	-	-	294,809,711
Self-directed brokerage accounts	56,096,247	-	-	56,096,247
Subtotal	521,341,167	-	-	521,341,167
<i>Investments measured at NAV*:</i>				
Collective trust funds				559,915,803
Total				<u>\$ 1,081,256,970</u>

Investment Category	Level 1	Level 2	Level 3	Total as of December 31, 2022
Cash	\$ 116,656	\$ -	\$ -	\$ 116,656
Equity securities	134,994,177	-	-	134,994,177
Registered investment companies	254,083,513	-	-	254,083,513
Self-directed brokerage accounts	40,906,659	-	-	40,906,659
Subtotal	430,101,005	-	-	430,101,005
<i>Investments measured at NAV*:</i>				
Collective trust funds				555,406,131
Total				<u>\$ 985,507,136</u>

* In accordance with U.S. GAAP, certain investments that are measured at NAV per share (or its equivalent) as a practical expedient are not classified in the fair value hierarchy as of December 31, 2023 and 2022. The fair value amounts presented in this table for such investments are intended to permit reconciliation of the fair value hierarchy to the investments at fair value presented in the statements of net assets available for benefits.

NOTE 5 – TAX STATUS OF THE PLAN

The Plan obtained its latest determination letter on September 30, 2016, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code, including Sections 401(a) and 401(k) of the Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator, having consulted with the Plan's counsel, believes that the Plan remains tax-exempt as of the financial statement date.

US GAAP requires the Plan Administrator to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023 and 2022, there are no uncertain positions taken or expected to be taken. The Plan has not recognized interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 6 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, the rights of the participants in their account balances will, to the extent not already vested, become 100% vested.

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

Certain Plan investments are managed by the Trustee or Northern Trust. Fees paid by the Plan to the Trustee or to Northern Trust (for the period when it was trustee of the Trust) for investment management services are party-in-interest transactions for which there is an exemption from the prohibited transactions rules of ERISA. The Plan reimburses the Company for certain employees' compensation and related benefit costs related to the administration of the Plan and such reimbursements constitute a party-in-interest transaction for which there is an exemption. In addition, notes receivable from participants constitute party-in-interest transactions for which there is an exemption.

NOTE 8 – INFORMATION CERTIFIED BY THE TRUSTEE OR NORTHERN TRUST

The Plan Administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee or Northern Trust (for the period when it was trustee of the Trust) has certified that the following data included in the accompanying financial statements is complete and accurate:

- Plan investments and notes receivable from participants as shown in the statements of net assets available for plan benefits as of December 31, 2023 and 2022
- Investment income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for plan benefits for the year ended December 31, 2023
- Supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023

The Plan's independent accountants 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.

NOTE 9 – RECONCILIATION TO FORM 5500

The following table reconciles the financial statements to the Plan Form 5500 as filed for the Plan:

	<u>2023</u>	<u>2022</u>
Net Assets Available for Benefits per the financial statements	\$ 1,185,101,219	\$ 1,114,213,145
Contract value to fair value adjustment for fully benefit-responsive investment contracts reported at fair value on Form 5500	(5,615,692)	(8,125,416)
Less: Deemed loans distributions	<u>-</u>	<u>(2,310,171)</u>
Net Assets Available for Benefits per the Form 5500	<u>\$ 1,179,485,527</u>	<u>\$ 1,103,777,558</u>

RR DONNELLEY SAVINGS PLAN

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 and 2022**

NOTE 9 – RECONCILIATION TO FORM 5500 (CONT.)

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

Net increase in Net Assets Available for Benefits per the financial statements	\$ 70,888,074
Change in contract value to fair value adjustment	2,509,724
Change in deemed loans distributions	<u>2,310,171</u>
Net increase in Net Assets Available for Benefits per the Form 5500	<u>\$ 75,707,969</u>

NOTE 10 – PLAN AMENDMENTS

The Plan is amended from time to time for various matters, including in connection with acquisitions to provide, among other things, eligibility to participate in the Plan, recognition of prior service, and matching and/or profit-sharing contributions for certain (usually collectively bargained) participants.

NOTE 11 – SUBSEQUENT EVENTS

The Company acquired Valassis Communications, Inc. and its subsidiaries (“Valassis”) on July 19, 2024 and Valassis consented to adopt the Plan and become a participating employer in the Plan effective on such date. Thereafter, Valassis employees are eligible to participate in the Plan.

The Plan has evaluated subsequent events through October 14, 2024, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan’s financial statements.

SUPPLEMENTARY INFORMATION

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2023
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	INTEREST BEARING CASH			
	STATE STREET BANK GOVERNMENT STIF FUND		\$	855,834
	VANGUARD CREDIT FEDERAL MONEY MARKET			1,046,047
*	FIDELITY CASH RESERVE			104,676
*	FIDELITY INSTITUTIONAL MONEY MARKET GOVERNMENT PORTFOLIO			2,088,683
	TOTAL INTEREST BEARING CASH			4,095,240
	PREFERRED STOCK			
	RAPPI INC SER E CVT PFD			29,854
	WAYMO LLC SER A-2 CONVT PREF STOCK			38,058
	TOTAL PREFERRED STOCK			67,912
	COMMON STOCK			
	10X GENOMICS INC			570,792
	ADIENT PLC			781,740
	ADOBE INC			917,571
	ADVANCED MICRO DEVICES IN			601,138
	AFFIRM HLDGS INC			172,137
	AGILON HEALTH INC			538,395
	ALLETE INC			544,324
	ALPHABET INC CL A			5,274,136
	AMAZON.COM INC			5,765,515
	AMERICAN HOMES 4 RENT			571,764
	AMPHENOL CORPORATION CL A			1,252,607
	APARTMENT INCOME REIT COR			777,952
	APPLE INC			6,754,145
	ARAMARK			783,990
	ARCH RESOURCES INC CL A			165,940
	ASML HLDG NV (NY REG SHS)			1,029,411
	ASSOCIATED BANC CORP			688,758
	ATLASSIAN CORP PLC CLS A			789,457
	AURORA INNOVATION INC			115,018
	AVERY DENNISON CORP			525,616
	AVIDITY BIOSCIENCES			208,150
	AVNET INC			246,960
	AXONICS INC			970,788
	BALDWIN INSURANCE GROUP I			1,164,970
	BANCORP INC DEL			1,685,072
	BEAM THERAPEUTICS INC			185,096
	BECTON DICKINSON & CO			841,457
	BELLRING BRANDS INC			448,983
	BILL HLDGS INC			807,741
	BJS WHSL CLUB HLDGS INC			219,978
	BLACKBAUD INC			702,270
	BLACKLINE INC			518,252
	BLUE OWL CAPITAL INC A			183,270
	BLUEPRINT MEDICINES CORP			627,232
	BRINKS CO			756,370
	BRUKER CORP			727,452
	BURLINGTON STORES INC			777,920
	CABOT CORP			668,000
	CADENCE DESIGN SYS INC			626,996
	CANNAE HLDGS INC			796,008
	CARLISLE COS INC			906,047
	CELSIUS HLDGS INC			272,600
	CF INDU HLDGS INC			135,150
	CHART INDU INC			531,687
	CHEMOURS CO/ THE			693,880
	CHIPOTLE MEXICAN GRILL IN			665,505
	CHURCHILL DOWNS INC			1,079,440
	CIGNA GROUP (THE)			2,026,977
	CIRRUS LOGIC INC			773,667
	CLEVELAND-CLIFFS INC			326,720
	COGNEX CORP			371,486
	COMFORT SYS USA INC			514,175
	COMMERCIAL METALS CO			275,220
	COREBRIDGE FIN INC			179,778
	COTY INC CL A			274,482
	COUPANG INC A			418,916

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2023
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	CRANE CO			732,468
	CROWN HLDGS INC			285,479
	CUBESMART			407,880
	CYTOKINETICS INC			642,873
	DANAHER CORP			237,124
	DOLLAR GEN CORP			414,648
	DOMINOS PIZZA INC			494,676
	DYNATRACE INC			595,301
	DYNE THERAPEUTICS INC			160,930
	EAST WEST BANCORP INC			992,910
	ELASTIC NV			743,820
	ELI LILLY & CO			1,559,311
	EMCOR GROUP INC			646,290
	ENERGIZER HLDGS INC			174,240
	EQ LIFESTYLE PPTYS INC			754,778
	ESAB CORP			695,819
	ESSENT GROUP LTD			585,414
	EVEREST GROUP LTD			707,160
	EVOLENT HEALTH INC A			412,875
	EXACT SCIENCES CORP			466,074
	EXPRO GROUP HLDGS NV			569,936
	FAIR ISAAC CORP			577,349
	FISERV INC			2,251,505
	FIVE BELOW INC			532,900
	FIVE9 INC			763,293
	FLOWSERVE CORP			700,740
	FLYWIRE CORP			678,295
	FRESHPET INC			294,984
	GEN DIGITAL INC			837,494
	GLAUKOS CORP			317,960
	GLOBAL PAYMENTS INC			913,765
	GREIF INC CL A			531,279
	HEICO CORP CL A			527,028
	HIGHWOODS PROPERTIES INC			153,832
	HOWMET AEROSPACE INC			283,751
	HUMANA INC			465,593
	IAC INC			419,040
	ICF INTL INC			496,133
	IDACORP INC			412,944
	IMAX CORPORATION			301,902
	INGERSOLL RAND INC			1,037,207
	INSPIRE MEDICAL SYS INC			610,290
	INTELLIA THERAPEUTICS INC			195,136
	INTUIT INC			2,989,519
	INTUITIVE SURGICAL INC			1,679,378
	ITT INC			703,988
	IVANHOE ELECTRIC INC			134,064
	KBR INC			692,625
	KEYCORP			1,820,160
	KIRBY CORP			878,976
	KOPPERS HLDGS INC			358,540
	KOSMOS ENERGY LTD			974,963
	KRATOS DEFENSE & SEC SOLT			533,627
	LANTHEUS HLDGS INC			465,000
	LATTICE SEMICONDUCTOR COR			662,304
	LAZARD INC CL A			567,240
	LEGEND BIOTECH CORP SPON			333,161
	LIBERTY MEDIA CORP LIBERT			246,207
	LXP INDU TR REIT			950,336
	MARKETAXESS HLDGS INC			497,845
	MASTERCARD INC CL A			2,324,906
	MATTEL INC			364,384
	META PLATFORMS INC CL A			3,194,843
	MICROSOFT CORP			10,444,887
	MONGODB INC CL A			180,712
	MONGODB INC CL A			204,425
	MONSTER BEVERAGE CORP			753,308
	MURPHY OIL CORP			379,674
	NATERA INC			820,584
	NERDWALLET INC A			431,296
	NETFLIX INC			908,518

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2023
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	NEW FORTRESS ENERGY INC			169,785
	NEWMARK GROUP INC CL A			925,024
	NEWPARK RESOURCES INC			192,560
	NURO INC/CA SER C PC PP			37,049
	NVENT ELECTRIC PLC			531,810
	NVIDIA CORP			4,031,091
	OGE ENERGY CORP			660,177
	OKTA INC CL A			570,339
	OLIN CORP			383,045
	ONEMAIN HLDGS INC			526,489
	OUTFRONT MEDIA INC			414,612
	PAYLOCITY HLDGS CORP			611,758
	PBF ENERGY INC CL A			426,412
	PELOTON INTERACTIVE INC C			152,786
	PENN ENTERTAINMENT INC			351,270
	PENUMBRA INC			240,975
	PENUMBRA INC			1,282,854
	PERFORMANCE FOOD GROUP CO			532,455
	PLYMOUTH INDL REIT INC			986,870
	PRIMERICA INC			617,280
	PTC INC			1,032,264
	PTC THERAPEUTICS INC			190,164
	PULMONX CORP			140,250
	PULTEGROUP INC			1,455,402
	PVH CORP			1,331,108
	REGAL REXNORD CORP			814,110
	REINSURANCE GROUP OF AMER			728,010
	REPLIGEN			413,540
	RIVIAN AUTOMOTIVE INC			340,991
	ROKU INC CLASS A			430,802
	ROSS STORES INC			1,134,798
	SALESFORCE INC			498,387
	SAREPTA THERAPEUTICS INC			549,651
	SCHLUMBERGER LTD			599,501
	SCHWAB CHARLES CORP			275,200
	SCIENCE APPLICATIONS INTL			708,624
	SILA NANOTECH INC SER F 0			26,547
	SIMPLY GOOD FOODS CO			312,840
	SIMPSON MFG CO			831,516
	SNAP INC - A			319,401
	SOLAREdge TECH INC			505,440
	SOUTHWEST GAS HLDGS INC			297,745
	SPOTIFY TECH SA			536,295
	STRIPE INC CLASS B PP			44,016
	STRYKER CORP			1,531,439
	SUNOPTA INC			208,938
	SURGERY PARTNERS INC			172,746
	SVCS CORP INTL INC			1,102,045
	SVCSNOW INC			1,220,108
	TAPESTRY INC			776,691
	TECHNIPFMC PLC			495,444
	TEMPUR SEALY INTL INC			606,543
	TENABLE HLDGS INC			865,928
	TETRA TECH INC			484,097
	THE BOOKING HLDGS INC			1,167,035
	TKO GROUP HLDGS INC			367,110
	T-MOBILE US INC			695,993
	TRADEWEB MARKETS INC A			425,955
	TREX CO INC			1,001,759
	TRONOX HLDGS PLC			164,256
	TWILIO INC CLASS A			698,004
	UNITEDHEALTH GROUP INC			2,984,558
	UNUM GROUP			479,332
	VALARIS LTD			397,706
	VALVOLINE INC			439,686
	VERTEX PHARMACEUTICALS IN			348,705
	VERTIV HLDGS CO			537,936
	VICTORIA'S SECRET & CO			313,172
	VISA INC CL A			1,907,584
	VISTRA CORP			350,532
	VOYA FIN INC			539,904

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2023
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	WATSCO INC			685,552
	WEATHERFORD INTL PLC			722,670
	WESCO INTL INC			1,008,504
	WEX INC			680,925
	WILLSCOT HLDGS CORP			1,157,000
	WORKIVA INC			822,393
	WYNDHAM HOTELS & RESORTS			860,387
	XENON PHARMACEUTICALS INC			27,636
	XPO INC			639,407
	ZILLOW GROUP INC CL C			648,032
	ZOOMINFO TECH INC			268,105
	TOTAL COMMON STOCK			166,272,057
	COMMON/COLLECTIVE TRUSTS			
	GALLIARD INTERMEDIATE CORE FUND A			24,375,829
	GALLIARD INTERMEDIATE CORE FUND L			25,784,472
	GALLIARD SHORT CORE FUND F			34,674,451
	NORTHERN TRUST AGGREGATE BOND INDEX FUND - NON-LENDING - TIER FOUR			81,768,333
	NORTHERN TRUST COLLECTIVE EXTENDED EQUITY MARKET INDEX FUND - DC - NON-LENDING - TIER FOUR			20,342,980
	NORTHERN TRUST COLLECTIVE ALL COUNTRY WORLD ex-US INVESTABLE MARKET INDEX FUND - DC - NON-LENDING - TIER FOUR			92,079,287
	NORTHERN TRUST AM LONG-TERM GOVERNMENT BOND			44,928,190
	NORTHERN TRUST S&P 500 INDEX FUND - DC - NON-LENDING TIER FOUR			303,841,455
	NORTHERN TRUST AM TIPS INDEX NON-LENDING			8,477,193
	STATE ST US ST GOVERNMENT/CREDIT BOND INDEX NON-LENDING CLASS Q			8,478,365
	TOTAL COMMON/COLLECTIVE TRUSTS			644,750,555
	REGISTERED INVESTMENT COMPANIES			
	AMERICAN FUNDS EUROPACIFIC GROWTH FUND CLASS R-6			103,844,853
	DODGE & COX INCOME FUND CLASS X			50,724,810
	DODGE & COX STOCK FUND CLASS X			78,701,390
	PIMCO ALL ASSET FUND INSTITUTIONAL CLASS			26,270,240
	PIMCO INCOME FUND INSTITUTIONAL CLASS			35,268,418
	TOTAL REGISTERED INVESTMENT COMPANIES			294,809,711
	OTHER ASSETS			
	SELF-DIRECTED BROKERAGE ACCOUNTS			56,096,247
*	PARTICIPANT LOANS	Interest Rates 4.25%-9.50%		11,829,710
	TOTAL			\$ 1,177,921,432

* Party in interest

** Cost information omitted as all investments are fully participant directed.

RR DONNELLEY SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

Including Independent Auditors' Report

December 31, 2023 and 2022

RR Donnelley Savings Plan

December 31, 2023 and 2022

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Note: All 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 have been omitted because they are not applicable to the RR Donnelley Savings Plan.

Independent Auditors' Report

To the Participants and Plan Administrator of
RR Donnelley Savings Plan

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

We have performed audits of the financial statements of RR Donnelley Savings Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of RR Donnelley Savings 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 qualified institutions 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 8 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about RR Donnelley Savings Plan's ability to continue as a going concern for at least one year following the date that 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

Auditors' Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the RR Donnelley Savings 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 RR Donnelley Savings Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter — Supplemental Schedules Required by ERISA

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

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

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, 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 schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Baker Tilly US, LLP

Chicago, Illinois
October 14, 2024

RR DONNELLEY SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2023 AND 2022
(EMPLOYER IDENTIFICATION NUMBER 36-1004130, PLAN NUMBER 003)

	<u>2023</u>	<u>2022</u>
ASSETS		
Plan investments, at fair value	\$ 1,081,256,970	\$ 985,507,136
Plan investments, at contract value	90,450,444	115,532,827
Receivables:		
Company contributions	225,440	47,255
Participants contributions	41,867	-
Notes receivable from participants	11,829,710	13,568,514
Pending trades	13,030,956	-
Total receivables	<u>25,127,973</u>	<u>13,615,769</u>
Non-interest bearing cash	<u>1,826,142</u>	<u>-</u>
Total assets	1,198,661,529	1,114,655,732
LIABILITIES		
Benefits payable	5,827,606	-
Pending trades payable	7,369,297	-
Accrued expenses and other liabilities	<u>363,407</u>	<u>442,587</u>
Total liabilities	<u>13,560,310</u>	<u>442,587</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 1,185,101,219</u></u>	<u><u>\$ 1,114,213,145</u></u>

RR DONNELLEY SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2023
(EMPLOYER IDENTIFICATION NUMBER 36-1004130, PLAN NUMBER 003)

Investment income	
Dividend and interest income	\$ 1,614,436
Net appreciation in fair value of investments	170,514,868
Total investment income	172,129,304
Interest income on notes receivable from participants	734,121
Contributions	
Company	8,324,403
Participants	56,754,410
Rollovers	6,303,830
Total contributions	71,382,643
Deductions from net assets	
Benefits paid to participants	172,284,816
Administrative expenses	1,073,178
Total deductions	173,357,994
Net increase	70,888,074
NET ASSETS, BEGINNING OF YEAR	1,114,213,145
NET ASSETS, END OF YEAR	\$ 1,185,101,219

RR DONNELLEY SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 and 2022

NOTE 1 – PLAN DESCRIPTION

The following description of the RR Donnelley Savings Plan (the “Plan”) is provided for general information purposes only and covers current Plan provisions, except as specifically noted otherwise. For more complete information, refer to the Summary Plan Description and the Plan document, including any modifications and amendments thereto. The Plan is a defined contribution plan sponsored by R. R. Donnelley & Sons Company (the “Company”) designed to allow eligible employees to save for retirement on a tax-advantaged basis. The Plan is intended to qualify as a cash or deferred arrangement under Section 401(k) of the Internal Revenue Code of 1986, as amended (the “Code”), and is subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Administration

The Plan is administered by the Plan’s Benefits Committee and its delegates and allocatees. The Plan’s assets are held in the RR Donnelley Savings Plan Trust (the “Trust”). Effective March 28, 2023, Fidelity Management Trust Company (the “Trustee”) began serving as the trustee of the Trust and custodian of the Plan’s assets. Also effective March 28, 2023, Fidelity Workplace Services LLC began serving as the Plan’s recordkeeper. Prior to March 28, 2023, The Northern Trust Company (the “Northern Trust”) served as the trustee of the Trust and custodian of the Plan’s assets and Empower Retirement LLC served as the Plan’s recordkeeper.

Eligibility

With certain limited exceptions, all employees of the Company and its U.S. subsidiaries are eligible to become Plan members (“participants”). Elections to participate in the Plan are effective as soon as administratively practicable. The Plan has automatic enrollment provisions pursuant to which eligible employees are automatically enrolled 35 days (30 days prior to March 28, 2023) after being hired, in each case unless the employee opts out of automatic enrollment or elects to be enrolled earlier.

Contributions

Eligible employees may elect to make before-tax, after-tax and Roth 401(k) contributions under the Plan. Subject to certain limitations, the contribution election percentages allowed are from 1%-85% of eligible compensation for before-tax, after-tax and Roth 401(k) contributions, and the total of all elections cannot exceed 85% of eligible compensation. Before-tax and Roth 401(k) contributions are also limited by governmental regulations. Participants who are eligible employees and have attained age 50 by the end of the Plan year are eligible to make catch-up contributions and thereby exceed certain governmental limits that would otherwise apply. Participants who are eligible employees can change contribution elections at any time.

Individuals who are automatically enrolled make before-tax contributions equal to 5% of eligible compensation. Any automatically enrolled participant who is an eligible employee will have their contribution rate automatically increased by 1% each April 1, until their contribution rate equals 10% or until they cease to participate in this automatic increase program.

The Company makes matching contributions to participants at a rate of 25% for every before-tax, Roth 401(k) and catch-up contribution dollar the participant contributes, excluding for this purpose participant contributions in excess of 5% of the participant’s eligible compensation. The Plan permits the Company to provide discretionary matching contributions and discretionary profit sharing contributions. Furthermore, from time to time, the Company may make matching contributions in connection with a corporate transaction, such as an acquisition. These matching contributions are generally made for only a limited time period.

Employees may also roll over amounts to the Plan that are distributed from certain types of retirement plans and accounts.

Participant Accounts

Each participant’s account is credited with the participant’s contributions and the Company’s contributions, if any, and allocations of Plan earnings or losses. Participant accounts are charged with an allocation of general administrative expenses and with participant-specific transaction charges. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 1 – PLAN DESCRIPTION (CONT.)

Vesting and Forfeited Accounts

Participants are vested immediately in their contributions and the earnings thereon. Participants vest in Company matching contributions and profit sharing contributions that are made after January 1, 2022, and the earnings thereon, after 1 year of service or, if sooner, upon reaching age 65. Generally, participants are 100% vested in Company matching contributions and profit sharing contributions that were made prior to January 1, 2022.

At December 31, 2023 and 2022, the Plan held \$270,574 and \$2,803 of forfeited non-vested amounts, respectively. During 2023, the Plan used \$358,507 of forfeitures to reduce employer contributions and did not use any forfeitures to pay administrative expenses as permitted by Plan provisions when forfeited non-vested amounts are available.

Notes Receivable from Participants

Subject to statutory and regulatory requirements and Plan rules, participants are generally permitted to borrow up to 50% of certain portions of their vested account balance. The minimum loan amount is \$1,000. The loans bear interest at a rate equal to 1% over the prime rate on the first business day of the month in which the loan is initiated. Principal and interest is paid through payroll deductions.

Benefit Payments and Withdrawals

A participant's account balance may be distributed in various forms and at various times depending on multiple factors, including the participant's employment status, the participant's age, the participant's financial need, the participant's uniformed services status, the classification of the contributions to the participant's account and the type of investments held in the participant's account.

Distributions can be taken in various ways, including as one or more lump sums or as periodic installments. Additionally, in certain situations, brokerage account assets may be distributed in-kind.

Investment Options

Participants are permitted to direct how their account balance under the Plan is invested. Subject to certain restrictions, participants can change investment elections on a daily basis. As of December 31, 2023 and 2022, the following investment options were offered under the Plan:

Core Investment Funds— investment funds that invest in different asset classes, such as fixed income, bonds, and stocks.

Target Date Funds— mix of investments in core investment funds that automatically reduce their level of equity risk over time and target retirement at age 65.

Target Date Retirement Income Fund— a conservative portfolio comprised of a mix of investments in core investment funds with equity risk maintained lower than any other Target Date Fund.

Self-Directed Brokerage Accounts— participants may invest a portion of their account balance under the Plan in investment options not otherwise offered under the Plan, such as certain mutual funds, stocks, or bonds, by directing such portion of their account balance to be invested through a self-directed brokerage account under the Plan.

Recent Regulatory Pronouncements

The SECURE 2.0 Act of 2022 was signed into law on December 29, 2022. This legislation includes a vast array of provisional changes to retirement plans, becoming effective in 2023 and beyond. Plan management adopted mandatory provisions effective for the year ended December 31, 2023. Plan management is evaluating the impact of optional SECURE 2.0 provisions and awaiting additional regulatory guidance from the Internal Revenue Service ("IRS") and the Department of Labor ("DOL"). The application of SECURE 2.0 Act did not have a material effect on the Plan's financial statements. The Plan will be amended to reflect any changes made in response to SECURE 2.0 prior to the deadline set by law or applicable regulations.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). The accounts of the Plan are maintained on the accrual basis of accounting. Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the Plan Administrator to make estimates and assumptions that affect (i) the reported amounts of assets, liabilities and changes therein, and (ii) disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements, including details on inputs, valuation techniques and the fair value levels within the fair value hierarchy.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation of investments included in the accompanying Statement of Changes in Net Assets Available for Benefits includes realized gains or losses from the sale of investments during the year, the change in unrealized appreciation or depreciation in the fair value of investments held during the year and any investment related expenses, such as investment manager fees.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of December 31, 2023 and 2022. Fees related to the administration of notes receivable from participants are included in the principal amount borrowed and are charged directly to a participant by reducing the amount of principal disbursed to the participant at loan origination.

Plan Distributions

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless paid by the Company. Expenses paid by the Company may include certain legal fees, and some other administrative fees and are excluded from these financial statements. Administrative expenses paid by the Plan include recordkeeping fees, investment consulting fees, custody fees, audit fees, and most other administrative fees. Investment related expenses paid by the Plan, such as investment management fees, are included in net appreciation in fair value of investments.

Risks and Uncertainties

The Plan provides various options for investing in securities. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

As of December 31, 2023 and 2022, the Plan's investments in excess of 10% of the Plan's net assets available for benefits were concentrated within one fund and two funds, respectively, valued at \$303,841,455 and \$384,233,160, respectively.

NOTE 3 – GALLIARD STABLE VALUE FUND

The Plan assets include benefit-responsive investment contracts via investment in the Galliard Stable Value Fund ("the Fund"), an investment option of the Plan. The Fund is solely owned by the Plan and therefore the Plan owns the Fund's underlying contracts and investments.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 3 – GALLIARD STABLE VALUE FUND (CONT.)

The Fund primarily invests in security-backed contracts issued by insurance companies and other financial institutions. A security-backed contract is an investment contract issued by an insurance company or other financial institution, backed by a portfolio of bonds or units of a collective fund that are owned by the Fund. The portfolio underlying the contract is maintained separately from the contract issuer's general assets, usually by a third party custodian. These contracts typically allow for realized and unrealized gains and losses on the underlying assets to be amortized, usually over the duration of the underlying investments, through adjustment to the future interest crediting rate, rather than reflected immediately in the net assets of the Fund. The security-backed contracts are designed to reset their respective crediting rates on a quarterly basis and cannot credit an interest rate that is less than 0%. The issuer guarantees that all qualified participant withdrawals will be at contract value.

The Fund's investments are reported at contract value, except for a short-term investment collective trust fund used for liquidity, which is at fair value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate a permitted transaction under the terms of the Plan and the contract. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Risks arise when entering into any investment contract due to the potential inability of the issuer to meet the terms of the contract. In addition, security-backed contracts have the risk of default or the lack of liquidity of the underlying portfolio assets. The credit risk of each issuer is evaluated and monitored through Galliard's credit analysis, and the underlying portfolio assets are rated investment grade at the time of purchase.

The primary variables impacting the future crediting rates of security-backed contracts include:

- The current yield of the assets underlying the contract;
- The duration of the assets underlying the contract; and
- The existing difference between the fair value and contract value of the assets within the contract.

The crediting rate of security-backed contracts will track current market yields on a trailing basis. The rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

Security-backed contracts generally provide for withdrawals associated with certain events which are not in the ordinary course of Fund operations and are paid with a market value adjustment. Events that may trigger a market value adjustment can include the following:

- Material amendments to the Fund's structure or administration;
- Changes to the participating plans' competing investment options including the elimination of equity wash provisions;
- Complete or partial termination of the Fund, including merger with another fund;
- The failure of the Fund to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA;
- The redemption of all or a portion of the interests in the Fund held by a participating plan including withdrawals due to the removal of a specifically identifiable group of employees from coverage under the participating plan, the closing or sale of a subsidiary, employing unit, or affiliate, the bankruptcy or insolvency of a plan sponsor, the merger of the plan with another plan, or the plan sponsor's establishment of another tax qualified defined contribution plan;
- Any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to the Funds or participating plans; and
- The delivery of any communication to plan participants designed to influence a participant not to invest in the Fund.

At this time, the Fund does not believe that the occurrence of any such market value event, which would limit the Fund's ability to transact at contract value with participants, is probable. Participants may redeem their shares at any time at contract value.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 4 – FAIR VALUE MEASUREMENTS

Various inputs are used in determining the fair value of the Plan's investments. These inputs are categorized in the three tier value hierarchy, which prioritizes valuation methodology based on the reliability of inputs, as listed below:

Level 1 – Valuations based on quoted prices for identical assets and liabilities in active markets.

Level 2 – Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Valuations based on unobservable inputs reflecting the Plan's own assumptions, consistent with reasonably available assumptions made by other market participants.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of the 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 by major asset categories of the valuation methodologies and levels used for determining fair value. There have been no changes in the methodology used at December 31, 2023 and 2022.

Cash – Consists of money market funds valued at the respective fund's published market price, which is a constant net asset value of \$1 per unit and cash reserves valued at the carrying value which approximates fair value. Cash is classified as Level 1.

Equity securities – The values of individual equity securities, primarily preferred stock, common stock, and exchange traded real estate investment trusts, are based on quoted prices in active markets. As such, these assets are classified as Level 1.

Collective trust funds – The fair values of participation units held in collective trusts are based on the net asset value ("NAV") reported by the fund managers as of the financial statement dates and recent transaction prices, but are not quoted on active markets. The NAV is used as a practical expedient. Each collective trust provides for daily redemptions by the Plan at reported NAVs per share, with no advance notice requirement.

Registered investment companies – Valued at the daily closing price as reported by the fund. Investments 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 NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded (Level 1 measurements).

Self-directed brokerage accounts – The individually managed self-directed brokerage accounts are also classified as Level 1 since the underlying investments are actively traded on a market or exchange.

The valuation methodologies described above may generate a fair value calculation that may not be indicative of net realizable value or future fair values. While the Plan believes the valuation methodologies used are appropriate, the use of different methodologies or assumptions in calculating fair value could result in different amounts. The Plan invests in various assets the valuation of which is determined by NAV. The Plan believes that the NAV is representative of fair value at the reporting date, as there are no significant restrictions on redemption of these investments or other reasons to indicate that the investment would be redeemed at an amount different than the NAV.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 4 – FAIR VALUE MEASUREMENTS (CONT.)

The fair values of the Plan's investments within the fair value hierarchy as of December 31, 2023 and 2022 were as follows:

Investment Category	Level 1	Level 2	Level 3	Total as of December 31, 2023
Cash	\$ 4,095,240	\$ -	\$ -	\$ 4,095,240
Equity securities	166,339,969	-	-	166,339,969
Registered investment companies	294,809,711	-	-	294,809,711
Self-directed brokerage accounts	56,096,247	-	-	56,096,247
Subtotal	521,341,167	-	-	521,341,167
<i>Investments measured at NAV*:</i>				
Collective trust funds				559,915,803
Total				<u>\$ 1,081,256,970</u>

Investment Category	Level 1	Level 2	Level 3	Total as of December 31, 2022
Cash	\$ 116,656	\$ -	\$ -	\$ 116,656
Equity securities	134,994,177	-	-	134,994,177
Registered investment companies	254,083,513	-	-	254,083,513
Self-directed brokerage accounts	40,906,659	-	-	40,906,659
Subtotal	430,101,005	-	-	430,101,005
<i>Investments measured at NAV*:</i>				
Collective trust funds				555,406,131
Total				<u>\$ 985,507,136</u>

* In accordance with U.S. GAAP, certain investments that are measured at NAV per share (or its equivalent) as a practical expedient are not classified in the fair value hierarchy as of December 31, 2023 and 2022. The fair value amounts presented in this table for such investments are intended to permit reconciliation of the fair value hierarchy to the investments at fair value presented in the statements of net assets available for benefits.

NOTE 5 – TAX STATUS OF THE PLAN

The Plan obtained its latest determination letter on September 30, 2016, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code, including Sections 401(a) and 401(k) of the Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator, having consulted with the Plan's counsel, believes that the Plan remains tax-exempt as of the financial statement date.

US GAAP requires the Plan Administrator to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023 and 2022, there are no uncertain positions taken or expected to be taken. The Plan has not recognized interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 6 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, the rights of the participants in their account balances will, to the extent not already vested, become 100% vested.

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

Certain Plan investments are managed by the Trustee or Northern Trust. Fees paid by the Plan to the Trustee or to Northern Trust (for the period when it was trustee of the Trust) for investment management services are party-in-interest transactions for which there is an exemption from the prohibited transactions rules of ERISA. The Plan reimburses the Company for certain employees' compensation and related benefit costs related to the administration of the Plan and such reimbursements constitute a party-in-interest transaction for which there is an exemption. In addition, notes receivable from participants constitute party-in-interest transactions for which there is an exemption.

NOTE 8 – INFORMATION CERTIFIED BY THE TRUSTEE OR NORTHERN TRUST

The Plan Administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee or Northern Trust (for the period when it was trustee of the Trust) has certified that the following data included in the accompanying financial statements is complete and accurate:

- Plan investments and notes receivable from participants as shown in the statements of net assets available for plan benefits as of December 31, 2023 and 2022
- Investment income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for plan benefits for the year ended December 31, 2023
- Supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023

The Plan's independent accountants 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.

NOTE 9 – RECONCILIATION TO FORM 5500

The following table reconciles the financial statements to the Plan Form 5500 as filed for the Plan:

	<u>2023</u>	<u>2022</u>
Net Assets Available for Benefits per the financial statements	\$ 1,185,101,219	\$ 1,114,213,145
Contract value to fair value adjustment for fully benefit-responsive investment contracts reported at fair value on Form 5500	(5,615,692)	(8,125,416)
Less: Deemed loans distributions	<u>-</u>	<u>(2,310,171)</u>
Net Assets Available for Benefits per the Form 5500	<u>\$ 1,179,485,527</u>	<u>\$ 1,103,777,558</u>

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 and 2022

NOTE 9 – RECONCILIATION TO FORM 5500 (CONT.)

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

Net increase in Net Assets Available for Benefits per the financial statements	\$ 70,888,074
Change in contract value to fair value adjustment	2,509,724
Change in deemed loans distributions	<u>2,310,171</u>
Net increase in Net Assets Available for Benefits per the Form 5500	<u>\$ 75,707,969</u>

NOTE 10 – PLAN AMENDMENTS

The Plan is amended from time to time for various matters, including in connection with acquisitions to provide, among other things, eligibility to participate in the Plan, recognition of prior service, and matching and/or profit-sharing contributions for certain (usually collectively bargained) participants.

NOTE 11 – SUBSEQUENT EVENTS

The Company acquired Valassis Communications, Inc. and its subsidiaries (“Valassis”) on July 19, 2024 and Valassis consented to adopt the Plan and become a participating employer in the Plan effective on such date. Thereafter, Valassis employees are eligible to participate in the Plan.

The Plan has evaluated subsequent events through October 14, 2024, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan’s financial statements.

SUPPLEMENTARY INFORMATION

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2023
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	INTEREST BEARING CASH			
	STATE STREET BANK GOVERNMENT STIF FUND		\$	855,834
	VANGUARD CREDIT FEDERAL MONEY MARKET			1,046,047
*	FIDELITY CASH RESERVE			104,676
*	FIDELITY INSTITUTIONAL MONEY MARKET GOVERNMENT PORTFOLIO			2,088,683
	TOTAL INTEREST BEARING CASH			4,095,240
	PREFERRED STOCK			
	RAPPI INC SER E CVT PFD			29,854
	WAYMO LLC SER A-2 CONVT PREF STOCK			38,058
	TOTAL PREFERRED STOCK			67,912
	COMMON STOCK			
	10X GENOMICS INC			570,792
	ADIENT PLC			781,740
	ADOBE INC			917,571
	ADVANCED MICRO DEVICES IN			601,138
	AFFIRM HLDGS INC			172,137
	AGILON HEALTH INC			538,395
	ALLETE INC			544,324
	ALPHABET INC CL A			5,274,136
	AMAZON.COM INC			5,765,515
	AMERICAN HOMES 4 RENT			571,764
	AMPHENOL CORPORATION CL A			1,252,607
	APARTMENT INCOME REIT COR			777,952
	APPLE INC			6,754,145
	ARAMARK			783,990
	ARCH RESOURCES INC CL A			165,940
	ASML HLDG NV (NY REG SHS)			1,029,411
	ASSOCIATED BANC CORP			688,758
	ATLASSIAN CORP PLC CLS A			789,457
	AURORA INNOVATION INC			115,018
	AVERY DENNISON CORP			525,616
	AVIDITY BIOSCIENCES			208,150
	AVNET INC			246,960
	AXONICS INC			970,788
	BALDWIN INSURANCE GROUP I			1,164,970
	BANCORP INC DEL			1,685,072
	BEAM THERAPEUTICS INC			185,096
	BECTON DICKINSON & CO			841,457
	BELLRING BRANDS INC			448,983
	BILL HLDGS INC			807,741
	BJS WHSL CLUB HLDGS INC			219,978
	BLACKBAUD INC			702,270
	BLACKLINE INC			518,252
	BLUE OWL CAPITAL INC A			183,270
	BLUEPRINT MEDICINES CORP			627,232
	BRINKS CO			756,370
	BRUKER CORP			727,452
	BURLINGTON STORES INC			777,920
	CABOT CORP			668,000
	CADENCE DESIGN SYS INC			626,996
	CANNAE HLDGS INC			796,008
	CARLISLE COS INC			906,047
	CELSIUS HLDGS INC			272,600
	CF INDU HLDGS INC			135,150
	CHART INDU INC			531,687
	CHEMOURS CO/ THE			693,880
	CHIPOTLE MEXICAN GRILL IN			665,505
	CHURCHILL DOWNS INC			1,079,440
	CIGNA GROUP (THE)			2,026,977
	CIRRUS LOGIC INC			773,667
	CLEVELAND-CLIFFS INC			326,720
	COGNEX CORP			371,486
	COMFORT SYS USA INC			514,175
	COMMERCIAL METALS CO			275,220
	COREBRIDGE FIN INC			179,778
	COTY INC CL A			274,482
	COUPANG INC A			418,916

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2023
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	CRANE CO			732,468
	CROWN HLDGS INC			285,479
	CUBESMART			407,880
	CYTOKINETICS INC			642,873
	DANAHER CORP			237,124
	DOLLAR GEN CORP			414,648
	DOMINOS PIZZA INC			494,676
	DYNATRACE INC			595,301
	DYNE THERAPEUTICS INC			160,930
	EAST WEST BANCORP INC			992,910
	ELASTIC NV			743,820
	ELI LILLY & CO			1,559,311
	EMCOR GROUP INC			646,290
	ENERGIZER HLDGS INC			174,240
	EQ LIFESTYLE PPTYS INC			754,778
	ESAB CORP			695,819
	ESSENT GROUP LTD			585,414
	EVEREST GROUP LTD			707,160
	EVOLENT HEALTH INC A			412,875
	EXACT SCIENCES CORP			466,074
	EXPRO GROUP HLDGS NV			569,936
	FAIR ISAAC CORP			577,349
	FISERV INC			2,251,505
	FIVE BELOW INC			532,900
	FIVE9 INC			763,293
	FLOWSERVE CORP			700,740
	FLYWIRE CORP			678,295
	FRESHPET INC			294,984
	GEN DIGITAL INC			837,494
	GLAUKOS CORP			317,960
	GLOBAL PAYMENTS INC			913,765
	GREIF INC CL A			531,279
	HEICO CORP CL A			527,028
	HIGHWOODS PROPERTIES INC			153,832
	HOWMET AEROSPACE INC			283,751
	HUMANA INC			465,593
	IAC INC			419,040
	ICF INTL INC			496,133
	IDACORP INC			412,944
	IMAX CORPORATION			301,902
	INGERSOLL RAND INC			1,037,207
	INSPIRE MEDICAL SYS INC			610,290
	INTELLIA THERAPEUTICS INC			195,136
	INTUIT INC			2,989,519
	INTUITIVE SURGICAL INC			1,679,378
	ITT INC			703,988
	IVANHOE ELECTRIC INC			134,064
	KBR INC			692,625
	KEYCORP			1,820,160
	KIRBY CORP			878,976
	KOPPERS HLDGS INC			358,540
	KOSMOS ENERGY LTD			974,963
	KRATOS DEFENSE & SEC SOLT			533,627
	LANTHEUS HLDGS INC			465,000
	LATTICE SEMICONDUCTOR COR			662,304
	LAZARD INC CL A			567,240
	LEGEND BIOTECH CORP SPON			333,161
	LIBERTY MEDIA CORP LIBERT			246,207
	LXP INDU TR REIT			950,336
	MARKETAXESS HLDGS INC			497,845
	MASTERCARD INC CL A			2,324,906
	MATTEL INC			364,384
	META PLATFORMS INC CL A			3,194,843
	MICROSOFT CORP			10,444,887
	MONGODB INC CL A			180,712
	MONGODB INC CL A			204,425
	MONSTER BEVERAGE CORP			753,308
	MURPHY OIL CORP			379,674
	NATERA INC			820,584
	NERDWALLET INC A			431,296
	NETFLIX INC			908,518

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2023
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	NEW FORTRESS ENERGY INC			169,785
	NEWMARK GROUP INC CL A			925,024
	NEWPARK RESOURCES INC			192,560
	NURO INC/CA SER C PC PP			37,049
	NVENT ELECTRIC PLC			531,810
	NVIDIA CORP			4,031,091
	OGE ENERGY CORP			660,177
	OKTA INC CL A			570,339
	OLIN CORP			383,045
	ONEMAIN HLDGS INC			526,489
	OUTFRONT MEDIA INC			414,612
	PAYLOCITY HLDGS CORP			611,758
	PBF ENERGY INC CL A			426,412
	PELOTON INTERACTIVE INC C			152,786
	PENN ENTERTAINMENT INC			351,270
	PENUMBRA INC			240,975
	PENUMBRA INC			1,282,854
	PERFORMANCE FOOD GROUP CO			532,455
	PLYMOUTH INDL REIT INC			986,870
	PRIMERICA INC			617,280
	PTC INC			1,032,264
	PTC THERAPEUTICS INC			190,164
	PULMONX CORP			140,250
	PULTEGROUP INC			1,455,402
	PVH CORP			1,331,108
	REGAL REXNORD CORP			814,110
	REINSURANCE GROUP OF AMER			728,010
	REPLIGEN			413,540
	RIVIAN AUTOMOTIVE INC			340,991
	ROKU INC CLASS A			430,802
	ROSS STORES INC			1,134,798
	SALESFORCE INC			498,387
	SAREPTA THERAPEUTICS INC			549,651
	SCHLUMBERGER LTD			599,501
	SCHWAB CHARLES CORP			275,200
	SCIENCE APPLICATIONS INTL			708,624
	SILA NANOTECH INC SER F 0			26,547
	SIMPLY GOOD FOODS CO			312,840
	SIMPSON MFG CO			831,516
	SNAP INC - A			319,401
	SOLAREdge TECH INC			505,440
	SOUTHWEST GAS HLDGS INC			297,745
	SPOTIFY TECH SA			536,295
	STRIPE INC CLASS B PP			44,016
	STRYKER CORP			1,531,439
	SUNOPTA INC			208,938
	SURGERY PARTNERS INC			172,746
	SVCS CORP INTL INC			1,102,045
	SVCSNOW INC			1,220,108
	TAPESTRY INC			776,691
	TECHNIPFMC PLC			495,444
	TEMPUR SEALY INTL INC			606,543
	TENABLE HLDGS INC			865,928
	TETRA TECH INC			484,097
	THE BOOKING HLDGS INC			1,167,035
	TKO GROUP HLDGS INC			367,110
	T-MOBILE US INC			695,993
	TRADEWEB MARKETS INC A			425,955
	TREX CO INC			1,001,759
	TRONOX HLDGS PLC			164,256
	TWILIO INC CLASS A			698,004
	UNITEDHEALTH GROUP INC			2,984,558
	UNUM GROUP			479,332
	VALARIS LTD			397,706
	VALVOLINE INC			439,686
	VERTEX PHARMACEUTICALS IN			348,705
	VERTIV HLDGS CO			537,936
	VICTORIA'S SECRET & CO			313,172
	VISA INC CL A			1,907,584
	VISTRA CORP			350,532
	VOYA FIN INC			539,904

RR DONNELLEY SAVINGS PLAN
SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2023
(EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	WATSCO INC			685,552
	WEATHERFORD INTL PLC			722,670
	WESCO INTL INC			1,008,504
	WEX INC			680,925
	WILLSCOT HLDGS CORP			1,157,000
	WORKIVA INC			822,393
	WYNDHAM HOTELS & RESORTS			860,387
	XENON PHARMACEUTICALS INC			27,636
	XPO INC			639,407
	ZILLOW GROUP INC CL C			648,032
	ZOOMINFO TECH INC			268,105
	TOTAL COMMON STOCK			166,272,057
	COMMON/COLLECTIVE TRUSTS			
	GALLIARD INTERMEDIATE CORE FUND A			24,375,829
	GALLIARD INTERMEDIATE CORE FUND L			25,784,472
	GALLIARD SHORT CORE FUND F			34,674,451
	NORTHERN TRUST AGGREGATE BOND INDEX FUND - NON-LENDING - TIER FOUR			81,768,333
	NORTHERN TRUST COLLECTIVE EXTENDED EQUITY MARKET INDEX FUND - DC - NON-LENDING - TIER FOUR			20,342,980
	NORTHERN TRUST COLLECTIVE ALL COUNTRY WORLD ex-US INVESTABLE MARKET INDEX FUND - DC - NON-LENDING - TIER FOUR			92,079,287
	NORTHERN TRUST AM LONG-TERM GOVERNMENT BOND			44,928,190
	NORTHERN TRUST S&P 500 INDEX FUND - DC - NON-LENDING TIER FOUR			303,841,455
	NORTHERN TRUST AM TIPS INDEX NON-LENDING			8,477,193
	STATE ST US ST GOVERNMENT/CREDIT BOND INDEX NON-LENDING CLASS Q			8,478,365
	TOTAL COMMON/COLLECTIVE TRUSTS			644,750,555
	REGISTERED INVESTMENT COMPANIES			
	AMERICAN FUNDS EUROPACIFIC GROWTH FUND CLASS R-6			103,844,853
	DODGE & COX INCOME FUND CLASS X			50,724,810
	DODGE & COX STOCK FUND CLASS X			78,701,390
	PIMCO ALL ASSET FUND INSTITUTIONAL CLASS			26,270,240
	PIMCO INCOME FUND INSTITUTIONAL CLASS			35,268,418
	TOTAL REGISTERED INVESTMENT COMPANIES			294,809,711
	OTHER ASSETS			
	SELF-DIRECTED BROKERAGE ACCOUNTS			56,096,247
*	PARTICIPANT LOANS	Interest Rates 4.25%-9.50%		11,829,710
	TOTAL			\$ 1,177,921,432

* Party in interest

** Cost information omitted as all investments are fully participant directed.