Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2023** **This Form is Open to Public Inspection**

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [X] 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:
- [X] 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
DICK'S AUTO GROUP 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1993

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)
DICK'S AUTO SALES & LEASING, INC. DBA DICK'S COUNTRY CHRYSLER JEEP DOD

767 SW BASELINE ST
HILLSBORO, OR 97123

2b Employer Identification Number (EIN) 93-0838480

2c Plan Sponsor's telephone number 503-640-1050

2d Business code (see instructions) 441110

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	LISA HEATON
	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 [X] 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**	214
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	**6a(1)**	184
a(2) Total number of active participants at the end of the plan year	**6a(2)**	188
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	44
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	232
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	232
g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	**6g(1)**	175
g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g(2)**	185
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	22
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:

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

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

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

a Pension Schedules

- **(1)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information) – Number Attached 0
- **(4)** [X] **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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2023
Department of Labor Employee Benefits Security Administration	▶ **File as an attachment to Form 5500.**	**This Form is Open to Public Inspection.**
Pension Benefit Guaranty Corporation		

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

A Name of plan
DICK'S AUTO GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DICK'S AUTO SALES & LEASING, INC. DBA DICK'S COUNTRY CHRYSLER JEEP DOD

D Employer Identification Number (EIN)
93-0838480

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

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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)

DELAP LLC

93-0418710

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT/AUDITOR	22500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HUMAN INVESTING

74-3130983

(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	8833	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	RECORDKEEPER	8444	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)

ENDEAVOR LAW LLC

92-2007315

(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?
29	ATTORNEY/LEGAL	5373	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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(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:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
DICK'S AUTO GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DICK'S AUTO SALES & LEASING, INC. DBA DICK'S COUNTRY CHRYSLER JEEP DOD

D Employer Identification Number (EIN)
93-0838480

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	78454	33864
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	122716	116323
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1890146	2812174
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	2091316	2962361
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2091316	2962361

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)	138267	
(B) Participants	2a(1)(B)	790353	
(C) Others (including rollovers)	2a(1)(C)	97866	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1026486
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3119	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	6559	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9678
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	54354	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		54354
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		349108
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1439626
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	504691	
(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)		504691
f Corrective distributions (see instructions)	2f		14018
g Certain deemed distributions of participant loans (see instructions)	2g		2460
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Recordkeeping fees	2i(3)	8444	
(4) IQPA audit fees	2i(4)	22500	
(5) Investment advisory and investment management fees	2i(5)	11095	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	5373	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines **2i(1)** through **(11)**	2i(12)		47412
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		568581
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		871045
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) [X] 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) [X] 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: DELAP LLP **(2)** EIN: 93-0418710

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? [ ] Yes [X] 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)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
DICK'S AUTO GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DICK'S AUTO SALES & LEASING, INC. DBA DICK'S COUNTRY CHRYSLER JEEP DOD

D Employer Identification Number (EIN)
93-0838480

Part I Distributions

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

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

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107 _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... | 3 |

Part II Funding Information

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... | 6a |

b Enter the amount contributed by the employer to the plan for this plan year ..... | 6b |

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... | 6c |

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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): _____

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

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

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

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

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

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14c**	

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

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

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

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

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

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

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

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

a Enter the percentage of plan assets held as:

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

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

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

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

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

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

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

☐ Yes.

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

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

☐ No. Other. Provide explanation._____

Part VII IRS Compliance Questions

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

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

☐ Design-based safe harbor method

☐ "Prior year" ADP test

☒ "Current year" ADP test

☐ N/A

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

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Dick's Auto Group 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2023 and 2022

Dick's Auto Group 401(k) Plan

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5885 Meadows Road, No. 200 / Lake Oswego, OR 97035 / 503.697.4118 / delapcpa.com

Independent Auditors' Report

To the 401(k) Committee of the
Dick's Auto Group 401(k) Plan

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

We have performed audits of the financial statements of Dick's Auto Group Company Retirement Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2023 and 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (GAAP).

- The information in the accompanying financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that Management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, Management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are 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 Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter – Supplemental Schedule Required by ERISA

The supplemental schedule, as listed in the accompanying table of contents, 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).

DELAP LLP

October 15, 2024

Dick's Auto Group 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

	2023	2022
Assets		
Investments at fair value	$ 2,846,038	$ 1,968,600
Receivables		
Notes receivable from participants	116,323	122,716
Other employer contributions	17,198	28,000
Total receivables	133,521	150,716
Total Assets	2,979,559	2,119,316
Liabilities		
Excess contributions payable	10,878	14,018
Net Assets Available for Benefits	$ 2,968,681	$ 2,105,298

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

Dick's Auto Group 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2023 and 2022

	2023	2022
Additions to Net Assets Attributed to		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	$ 349,108	$ (530,653)
Interest and dividends	57,473	38,749
Total investment income (loss) - net	406,581	(491,904)
Interest income on notes receivable from participants	6,559	3,391
Contributions		
Participant salary deferrals	779,475	733,202
Employer	127,465	126,759
Other employer contributions	-	28,000
Participant rollovers	97,866	1,339,559
Total contributions	1,004,806	2,227,520
Total Additions - Net	1,417,946	1,739,007
Deductions from Net Assets Attributed to		
Benefits paid to participants	507,151	1,777,935
Administrative expenses	47,412	42,085
Transfer of plan assets to another plan (Note 1)	-	2,832,535
Total Deductions	554,563	4,652,555
Net Increase (Decrease)	863,383	(2,913,548)
Net assets available for benefits - beginning of year	2,105,298	5,018,846
Net Assets Available for Benefits - End of Year	$ 2,968,681	$ 2,105,298

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

Dick's Auto Group 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

1. Description of the Plan

The following description of the Dick's Auto Group 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established for the benefit of eligible employees of Dick's Auto Sales & Leasing, Inc.; Dick's Hillsboro Hyundai Inc.; I Automotive Inc.; MacKenzie Motor Co.; and Dick's Hillsboro Chevrolet Inc. (collectively, "the Employer"). Effective December 14, 2023, the Plan was amended to add Dick's Chrysler Jeep Dodge of Wilsonville, and Dick's Canby Ford as participating employers in the Plan. of Dick's Auto Sales & Leasing, Inc., MacKenzie Motor Co., and Dick's Hillsboro Chevrolet Inc. were removed the list of participating employers effective December 14, 2023. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Fidelity Management Trust Company (The Trustee or Fidelity) is the appointed trustee of the Plan's assets. The Plan is administered by the 401(k) Committee, whose members are employees of the Employer. Participants may direct their contributions and account balances into various investment options offered by the Plan.

Transfer of Assets

On January 18, 2022, Dick's Auto Sales & Leasing, Inc.; MacKenzie Motor Co.; and Dick's Hillsboro Chevrolet Inc, were sold. The sale of these entities resulted in the transfer of Plan assets totaling $2,832,535 to other retirement plans during the year ended December 31, 2022.

Eligibility

Employees - other than those who are union employees or non-resident aliens – are eligible to participate in the Plan if they completed two months of service and are at least 21 years of age. Participants who have completed 1,000 hours of service in their initial anniversary year or in any calendar year thereafter are also eligible for Employer matching and profit sharing contributions, if any. Qualifying employees may participate in the Plan on the first day of the month following the date they meet the eligibility requirements.

Contributions

The Plan includes a salary deferral provision which provides for both pre-tax contributions and after-tax Roth 401(k) contributions. Participants may elect to defer between 0% and 92% of their eligible compensation, subject to current Internal Revenue Code (IRC) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 5% of their eligible compensation for their initial year of participation, and such contributions are invested in a designated balance fund until changed by the participant. The deferral rate will increase by 1% each year following the second year of participation up to a maximum deferral rate of 12%. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (i.e., rollover contributions). In addition, participants have the option to make in-plan Roth rollover contributions.

The Employer may elect to make matching contributions to the Plan to be determined at the discretion of the Employer. During the years ended December 31, 2023 and 2022, the Employer matched 25% of each participant's contributions up to 8% of the participant's eligible compensation.

In addition, the Employer may make a discretionary profit sharing contribution. Profit sharing contributions are allocated to each participant's account on a proportionate basis of eligible compensation for the Plan year. The Employer did not make any profit sharing contributions during the years ended December 31, 2023 and 2022.

Contributions received from participants for 2023 and 2022 are net of payments of approximately $11,000 and $14,000 made in 2024 and 2023, respectively, to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statements of net assets available for benefits as excess contributions payable as of December 31, 2023 and 2022, respectively.

Certain errors in interpreting the Plan's provisions related to eligibility requirements were identified in 2022. Corrective contributions to participant accounts, including lost earnings, have been identified and quantified by the Employer. The Employer is in the process of filing a self-correction submission with the IRS. An estimate of approximately $28,000 was recorded as other employer contributions receivable as of December 31, 2022, in the accompanying statement of net assets available for benefits. This estimate reflected investment earnings and losses based upon the affected participants' investment elections during the correction year.

Participant accounts

Each participant's account is credited (charged) with the participant's contributions and allocations of (a) the Employer's contributions, (b) Plan earnings (losses), and (c) administrative expenses. Earnings (losses) for each investment fund are allocated to participants' accounts based on the individual participant's account balance as compared to the total balance of the related investment fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their voluntary salary contributions, rollover contributions, and the actual earnings (losses) thereon. Vesting in the Employer's matching and profit sharing contributions is based on years of service as follows:

Years of Service	Nonforfeitable Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

In addition, upon death, disability, or retirement at age 65 or older, participants will immediately become 100% vested in their share of the Employer's contributions and the actual earnings (losses) thereon.

Forfeitures

As of December 31, 2023 and 2022, forfeited nonvested accounts were approximately $3,000 and $20,000, respectively. Forfeited accounts will first be used to pay Plan expenses and then to reduce future Employer contributions. During the years ended December 31, 2023 and 2022, forfeitures of $28,000 and $16,000, respectively, were used to pay Plan expenses.

Notes receivable from participants

Participants may elect to borrow a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 95% of 50% of their vested account balance, reduced by the highest outstanding participant note receivable balance in the preceding one-year period. Notes receivable from participants are secured by the balances in the respective participants' accounts. Terms of notes receivable from participants range from one to five years, unless used to acquire the participant's principal residence, in which case the term may be extended. The notes receivable from participants bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator. Interest rates on notes receivable from participants outstanding as of December 31, 2023 ranged from 5.00% to 9.50%.

Benefits

On termination of service due to death, disability, or retirement, a participant (or their beneficiary) may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, partial payments, or annual installments over a specified period of time. For termination of service for other reasons, distributions of vested balances less than or equal to $1,000 are automatically made in a lump-sum. If the terminated participant's vested balance exceeds $1,000 but is less than $5,000, and the participant does not elect to receive a distribution, the Plan permits the plan administrator to make a distribution directly to an individual retirement account set up on the participant's behalf. .For vested balances greater than $5,000, the Plan permits a participant to elect distribution by lump-sum or substantially equal installments over a specified period of time. Upon reaching age 59½, participants may make in-service withdrawals of part or all of their elective contributions, including the related earnings (losses).

Hardship withdrawals

Participants who are still employed by the Employer are permitted to take withdrawals from their accounts under certain financial hardship conditions, as described in the Plan document.

Administrative expenses

At the Employer's discretion, administrative expenses of the Plan may be paid directly by the Employer; certain other administrative expenses may be paid by the Plan. Expenses that are paid by the Employer are excluded from the accompanying financial statements. Fees related to the administration of notes receivable from participants are charged directly to the related participants' accounts and are included in administrative expenses in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are offset against net appreciation or included in net depreciation in fair value of investments in the accompanying statements of changes in net assets available for benefits.

2. Summary of Significant Accounting Policies

Basis of accounting

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

Use of estimates

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

Investment valuation

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management determines the Plan's valuation policies utilizing information provided by the Plan's Trustee and investment advisor. See Note 4 for discussion of fair value measurements.

Investment income recognition

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

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 or 2022. If a participant ceases to make loan repayments and the plan administrator deems the note receivable to be in default, the note receivable balance is reduced, and a benefit payment is recorded.

Payment of benefits

Benefits are recorded when paid.

Subsequent events

Management has evaluated, for potential recognition or disclosure in the financial statements, subsequent events that have occurred through October 15, 2024, which is the date that the financial statements were available to be issued.

3. Certified Investments

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held as of December 31, 2023 and 2022, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years then ended, was obtained by Management and agreed to or derived from information certified as complete and accurate by the Trustee.

4. Fair Value Measurements

GAAP defines fair value, establishes a framework for measuring fair value, and requires certain disclosures about fair value measurements. The hierarchy of fair value valuation techniques under GAAP provides for three levels: Level 1 provides the most reliable measure of fair value, whereas Level 3, if applicable, generally would require significant management judgment. The three levels for categorizing assets and liabilities under GAAP's fair value measurement requirements are as follows:

Level 1: Fair value of the asset or liability is determined using unadjusted quoted prices in active markets (that the Plan has the ability to access) for identical assets or liabilities;

Level 2: Fair value of the asset or liability is determined using inputs other than quoted prices that are observable for the applicable asset or liability, either directly or indirectly, such as quoted prices for similar (as opposed to identical) assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active; and

Level 3: Fair value of the asset or liability is determined using unobservable inputs that are significant to the fair value measurement and reflect the Plan's own assumptions regarding the applicable asset or liability.

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

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

Mutual funds – The fair value of mutual funds is based on the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and

Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following table sets forth, by level within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2023 and 2022:

	Level 1	Level 2	Level 3	Total
2023				
Mutual funds	$ 2,846,038	$ -	$ -	$ 2,846,038

	Level 1	Level 2	Level 3	Total
2022				
Mutual funds	$ 1,968,600	$ -	$ -	$ 1,968,600

5. Related Party Transactions

Certain of the Plan's investments are invested in funds offered by the Trustee. Therefore, transactions involving these investments qualify as party-in-interest.

The Employer is the sponsor of the Plan and paid substantially all administrative expenses of the Plan during the years ended December 31, 2023 and 2022. In addition, the plan administrator is a participant in the Plan.

6. Plan Termination

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

7. Tax Status

The Plan adopted a volume submitter defined contribution plan (the Volume Submitter Plan) developed by Fidelity. The Internal Revenue Service (IRS) has determined and informed Fidelity by a letter dated June 30, 2020 that the Volume Submitter Plan is designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

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

8. Risks and Uncertainties

The Plan invests in various investment instruments which are exposed to certain risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the Plan's investments will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying financial statements and supplemental schedule.

9. Reconciliation of Financial Statements to the Form 5500

The following are reconciliations of net assets available for benefits, employer contributions, and administrative expenses according to the financial statements to the Form 5500 as of December 31, 2023 and 2022 and for the years ended December 31, 2023 and 2022:

	2023	2022
Net assets available for benefits according to the financial statements	$ 2,968,681	$ 2,105,298
Excess contributions payable - end of year	10,878	14,018
Other employer contributions receivable - end of year	(17,198)	(28,000)
Net assets available for benefits according to the Form 5500	$ 2,962,361	$ 2,091,316
Net increase (decrease) in net assets available for benefits according to the financial statements	$ 863,383	$ (2,913,548)
Transfer of plan assets to another plan	-	2,832,535
Other employer contributions receivable – beginning of year	28,000	-
Other employer contributions receivable - end of year	(17,198)	(28,000)
Excess contributions payable – end of year	10,878	14,018
Excess contributions payable – beginning of year	(14,018)	(118,033)
Net increase (decrease) in net assets according to the Form 5500	$ 871,045	$ (213,028)

Other employer contributions and excess contributions payable were recorded on the Form 5500 under the cash basis of accounting as of December 31, 2023 and 2022.

Dick's Auto Group 401(k) Plan

Schedule H, Line 4i - Schedule of Assets

(Held at End of Year)

December 31, 2023

EIN: 93-0838480 Plan Number:001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Management Trust Company	Fidelity Freedom Index 2035 Fund Institutional Premium Class	**	$ 542,125
*	Fidelity Management Trust Company	Fidelity Freedom Index 2055 Fund Institutional Premium Class	**	257,534
*	Fidelity Management Trust Company	Fidelity Freedom Index 2030 Fund Institutional Premium Class	**	199,529
*	Fidelity Management Trust Company	Fidelity Freedom Index 2025 Fund Institutional Premium Class	**	184,178
*	Fidelity Management Trust Company	Fidelity Large Cap Growth Index Fund	**	171,850
*	Fidelity Management Trust Company	Fidelity US Bond Index Fund	**	163,521
*	Fidelity Management Trust Company	Fidelity 500 Index Fund	**	158,146
*	Fidelity Management Trust Company	Fidelity Freedom Index 2040 Fund Institutional Premium Class	**	157,158
*	Fidelity Management Trust Company	Fidelity Mid Cap Index Fund	**	154,614
*	Fidelity Management Trust Company	Fidelity Freedom Index 2065 Fund Institutional Premium Class	**	138,614
*	Fidelity Management Trust Company	Fidelity Global Ex US Index Fund	**	129,360
*	Fidelity Management Trust Company	Fidelity Freedom Index 2050 Fund Institutional Premium Class	**	127,050
*	Fidelity Management Trust Company	Fidelity Freedom Index 2060 Fund Institutional Premium Class	**	103,330
*	Fidelity Management Trust Company	Fidelity Freedom Index 2045 Fund Institutional Premium Class	**	103,282
*	Fidelity Management Trust Company	Fidelity Small Cap Index Fund	**	97,649
*	Fidelity Management Trust Company	Fidelity Large Cap Value Index Fund	**	84,337
*	Fidelity Management Trust Company	Fidelity Government Money Market K6 Fund	**	33,864
*	Fidelity Management Trust Company	Fidelity Freedom Index 2020 Fund Institutional Premium Class	**	26,211
*	Fidelity Management Trust Company	Fidelity Freedom Index Income Fund Institutional Premium Class	**	12,479
*	Fidelity Management Trust Company	Fidelity Freedom Index 2015 Fund Institutional Premium Class	**	904
*	Fidelity Management Trust Company	Fidelity Freedom Index 2010 Fund Institutional Premium Class	**	303
*	Participant loans	Notes receivable from participants, with maturity dates ranging from February 2024 to December 2028 and interest rates ranging from 5.00% to 9.50%	-	116,323
Total				$2,962,361

* A party-in-interest as defined by ERISA.

** Cost information not required for participant-directed accounts.

The independent auditors' report should be read with the supplemental schedule.

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Dick's Auto Group 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2023 and 2022

Dick's Auto Group 401(k) Plan

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Independent Auditors' Report

To the 401(k) Committee of the
Dick's Auto Group 401(k) Plan

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

We have performed audits of the financial statements of Dick's Auto Group Company Retirement Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2023 and 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (GAAP).

- The information in the accompanying financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that Management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, Management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are 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 Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter – Supplemental Schedule Required by ERISA

The supplemental schedule, as listed in the accompanying table of contents, 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).

DELAP LLP

October 15, 2024

Dick's Auto Group 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

	2023	2022
Assets		
Investments at fair value	$ 2,846,038	$ 1,968,600
Receivables		
Notes receivable from participants	116,323	122,716
Other employer contributions	17,198	28,000
Total receivables	133,521	150,716
Total Assets	2,979,559	2,119,316
Liabilities		
Excess contributions payable	10,878	14,018
Net Assets Available for Benefits	$ 2,968,681	$ 2,105,298

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

Dick's Auto Group 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2023 and 2022

	2023	2022
Additions to Net Assets Attributed to		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	$ 349,108	$ (530,653)
Interest and dividends	57,473	38,749
Total investment income (loss) - net	406,581	(491,904)
Interest income on notes receivable from participants	6,559	3,391
Contributions		
Participant salary deferrals	779,475	733,202
Employer	127,465	126,759
Other employer contributions	-	28,000
Participant rollovers	97,866	1,339,559
Total contributions	1,004,806	2,227,520
Total Additions - Net	1,417,946	1,739,007
Deductions from Net Assets Attributed to		
Benefits paid to participants	507,151	1,777,935
Administrative expenses	47,412	42,085
Transfer of plan assets to another plan (Note 1)	-	2,832,535
Total Deductions	554,563	4,652,555
Net Increase (Decrease)	863,383	(2,913,548)
Net assets available for benefits - beginning of year	2,105,298	5,018,846
Net Assets Available for Benefits - End of Year	$ 2,968,681	$ 2,105,298

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

Dick's Auto Group 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

1. Description of the Plan

The following description of the Dick's Auto Group 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established for the benefit of eligible employees of Dick's Auto Sales & Leasing, Inc.; Dick's Hillsboro Hyundai Inc.; I Automotive Inc.; MacKenzie Motor Co.; and Dick's Hillsboro Chevrolet Inc. (collectively, "the Employer"). Effective December 14, 2023, the Plan was amended to add Dick's Chrysler Jeep Dodge of Wilsonville, and Dick's Canby Ford as participating employers in the Plan. of Dick's Auto Sales & Leasing, Inc., MacKenzie Motor Co., and Dick's Hillsboro Chevrolet Inc. were removed the list of participating employers effective December 14, 2023. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Fidelity Management Trust Company (The Trustee or Fidelity) is the appointed trustee of the Plan's assets. The Plan is administered by the 401(k) Committee, whose members are employees of the Employer. Participants may direct their contributions and account balances into various investment options offered by the Plan.

Transfer of Assets

On January 18, 2022, Dick's Auto Sales & Leasing, Inc.; MacKenzie Motor Co.; and Dick's Hillsboro Chevrolet Inc, were sold. The sale of these entities resulted in the transfer of Plan assets totaling $2,832,535 to other retirement plans during the year ended December 31, 2022.

Eligibility

Employees - other than those who are union employees or non-resident aliens – are eligible to participate in the Plan if they completed two months of service and are at least 21 years of age. Participants who have completed 1,000 hours of service in their initial anniversary year or in any calendar year thereafter are also eligible for Employer matching and profit sharing contributions, if any. Qualifying employees may participate in the Plan on the first day of the month following the date they meet the eligibility requirements.

Contributions

The Plan includes a salary deferral provision which provides for both pre-tax contributions and after-tax Roth 401(k) contributions. Participants may elect to defer between 0% and 92% of their eligible compensation, subject to current Internal Revenue Code (IRC) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 5% of their eligible compensation for their initial year of participation, and such contributions are invested in a designated balance fund until changed by the participant. The deferral rate will increase by 1% each year following the second year of participation up to a maximum deferral rate of 12%. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (i.e., rollover contributions). In addition, participants have the option to make in-plan Roth rollover contributions.

The Employer may elect to make matching contributions to the Plan to be determined at the discretion of the Employer. During the years ended December 31, 2023 and 2022, the Employer matched 25% of each participant's contributions up to 8% of the participant's eligible compensation.

In addition, the Employer may make a discretionary profit sharing contribution. Profit sharing contributions are allocated to each participant's account on a proportionate basis of eligible compensation for the Plan year. The Employer did not make any profit sharing contributions during the years ended December 31, 2023 and 2022.

Contributions received from participants for 2023 and 2022 are net of payments of approximately $11,000 and $14,000 made in 2024 and 2023, respectively, to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statements of net assets available for benefits as excess contributions payable as of December 31, 2023 and 2022, respectively.

Certain errors in interpreting the Plan's provisions related to eligibility requirements were identified in 2022. Corrective contributions to participant accounts, including lost earnings, have been identified and quantified by the Employer. The Employer is in the process of filing a self-correction submission with the IRS. An estimate of approximately $28,000 was recorded as other employer contributions receivable as of December 31, 2022, in the accompanying statement of net assets available for benefits. This estimate reflected investment earnings and losses based upon the affected participants' investment elections during the correction year.

Participant accounts

Each participant's account is credited (charged) with the participant's contributions and allocations of (a) the Employer's contributions, (b) Plan earnings (losses), and (c) administrative expenses. Earnings (losses) for each investment fund are allocated to participants' accounts based on the individual participant's account balance as compared to the total balance of the related investment fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their voluntary salary contributions, rollover contributions, and the actual earnings (losses) thereon. Vesting in the Employer's matching and profit sharing contributions is based on years of service as follows:

Years of Service	Nonforfeitable Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

In addition, upon death, disability, or retirement at age 65 or older, participants will immediately become 100% vested in their share of the Employer's contributions and the actual earnings (losses) thereon.

Forfeitures

As of December 31, 2023 and 2022, forfeited nonvested accounts were approximately $3,000 and $20,000, respectively. Forfeited accounts will first be used to pay Plan expenses and then to reduce future Employer contributions. During the years ended December 31, 2023 and 2022, forfeitures of $28,000 and $16,000, respectively, were used to pay Plan expenses.

Notes receivable from participants

Participants may elect to borrow a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 95% of 50% of their vested account balance, reduced by the highest outstanding participant note receivable balance in the preceding one-year period. Notes receivable from participants are secured by the balances in the respective participants' accounts. Terms of notes receivable from participants range from one to five years, unless used to acquire the participant's principal residence, in which case the term may be extended. The notes receivable from participants bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator. Interest rates on notes receivable from participants outstanding as of December 31, 2023 ranged from 5.00% to 9.50%.

Benefits

On termination of service due to death, disability, or retirement, a participant (or their beneficiary) may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, partial payments, or annual installments over a specified period of time. For termination of service for other reasons, distributions of vested balances less than or equal to $1,000 are automatically made in a lump-sum. If the terminated participant's vested balance exceeds $1,000 but is less than $5,000, and the participant does not elect to receive a distribution, the Plan permits the plan administrator to make a distribution directly to an individual retirement account set up on the participant's behalf. .For vested balances greater than $5,000, the Plan permits a participant to elect distribution by lump-sum or substantially equal installments over a specified period of time. Upon reaching age 59½, participants may make in-service withdrawals of part or all of their elective contributions, including the related earnings (losses).

Hardship withdrawals

Participants who are still employed by the Employer are permitted to take withdrawals from their accounts under certain financial hardship conditions, as described in the Plan document.

Administrative expenses

At the Employer's discretion, administrative expenses of the Plan may be paid directly by the Employer; certain other administrative expenses may be paid by the Plan. Expenses that are paid by the Employer are excluded from the accompanying financial statements. Fees related to the administration of notes receivable from participants are charged directly to the related participants' accounts and are included in administrative expenses in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are offset against net appreciation or included in net depreciation in fair value of investments in the accompanying statements of changes in net assets available for benefits.

2. Summary of Significant Accounting Policies

Basis of accounting

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

Use of estimates

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

Investment valuation

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management determines the Plan's valuation policies utilizing information provided by the Plan's Trustee and investment advisor. See Note 4 for discussion of fair value measurements.

Investment income recognition

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

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 or 2022. If a participant ceases to make loan repayments and the plan administrator deems the note receivable to be in default, the note receivable balance is reduced, and a benefit payment is recorded.

Payment of benefits

Benefits are recorded when paid.

Subsequent events

Management has evaluated, for potential recognition or disclosure in the financial statements, subsequent events that have occurred through October 15, 2024, which is the date that the financial statements were available to be issued.

3. Certified Investments

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held as of December 31, 2023 and 2022, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years then ended, was obtained by Management and agreed to or derived from information certified as complete and accurate by the Trustee.

4. Fair Value Measurements

GAAP defines fair value, establishes a framework for measuring fair value, and requires certain disclosures about fair value measurements. The hierarchy of fair value valuation techniques under GAAP provides for three levels: Level 1 provides the most reliable measure of fair value, whereas Level 3, if applicable, generally would require significant management judgment. The three levels for categorizing assets and liabilities under GAAP's fair value measurement requirements are as follows:

Level 1: Fair value of the asset or liability is determined using unadjusted quoted prices in active markets (that the Plan has the ability to access) for identical assets or liabilities;

Level 2: Fair value of the asset or liability is determined using inputs other than quoted prices that are observable for the applicable asset or liability, either directly or indirectly, such as quoted prices for similar (as opposed to identical) assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active; and

Level 3: Fair value of the asset or liability is determined using unobservable inputs that are significant to the fair value measurement and reflect the Plan's own assumptions regarding the applicable asset or liability.

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

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

Mutual funds – The fair value of mutual funds is based on the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and

Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following table sets forth, by level within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2023 and 2022:

	Level 1	Level 2	Level 3	Total
2023				
Mutual funds	$ 2,846,038	$ -	$ -	$ 2,846,038

	Level 1	Level 2	Level 3	Total
2022				
Mutual funds	$ 1,968,600	$ -	$ -	$ 1,968,600

5. Related Party Transactions

Certain of the Plan's investments are invested in funds offered by the Trustee. Therefore, transactions involving these investments qualify as party-in-interest.

The Employer is the sponsor of the Plan and paid substantially all administrative expenses of the Plan during the years ended December 31, 2023 and 2022. In addition, the plan administrator is a participant in the Plan.

6. Plan Termination

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

7. Tax Status

The Plan adopted a volume submitter defined contribution plan (the Volume Submitter Plan) developed by Fidelity. The Internal Revenue Service (IRS) has determined and informed Fidelity by a letter dated June 30, 2020 that the Volume Submitter Plan is designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

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

8. Risks and Uncertainties

The Plan invests in various investment instruments which are exposed to certain risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the Plan's investments will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying financial statements and supplemental schedule.

9. Reconciliation of Financial Statements to the Form 5500

The following are reconciliations of net assets available for benefits, employer contributions, and administrative expenses according to the financial statements to the Form 5500 as of December 31, 2023 and 2022 and for the years ended December 31, 2023 and 2022:

	2023	2022
Net assets available for benefits according to the financial statements	$ 2,968,681	$ 2,105,298
Excess contributions payable - end of year	10,878	14,018
Other employer contributions receivable - end of year	(17,198)	(28,000)
Net assets available for benefits according to the Form 5500	$ 2,962,361	$ 2,091,316
Net increase (decrease) in net assets available for benefits according to the financial statements	$ 863,383	$ (2,913,548)
Transfer of plan assets to another plan	-	2,832,535
Other employer contributions receivable – beginning of year	28,000	-
Other employer contributions receivable - end of year	(17,198)	(28,000)
Excess contributions payable – end of year	10,878	14,018
Excess contributions payable – beginning of year	(14,018)	(118,033)
Net increase (decrease) in net assets according to the Form 5500	$ 871,045	$ (213,028)

Other employer contributions and excess contributions payable were recorded on the Form 5500 under the cash basis of accounting as of December 31, 2023 and 2022.

Dick's Auto Group 401(k) Plan

Schedule H, Line 4i - Schedule of Assets

(Held at End of Year)

December 31, 2023

EIN: 93-0838480 Plan Number:001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Management Trust Company	Fidelity Freedom Index 2035 Fund Institutional Premium Class	**	$ 542,125
*	Fidelity Management Trust Company	Fidelity Freedom Index 2055 Fund Institutional Premium Class	**	257,534
*	Fidelity Management Trust Company	Fidelity Freedom Index 2030 Fund Institutional Premium Class	**	199,529
*	Fidelity Management Trust Company	Fidelity Freedom Index 2025 Fund Institutional Premium Class	**	184,178
*	Fidelity Management Trust Company	Fidelity Large Cap Growth Index Fund	**	171,850
*	Fidelity Management Trust Company	Fidelity US Bond Index Fund	**	163,521
*	Fidelity Management Trust Company	Fidelity 500 Index Fund	**	158,146
*	Fidelity Management Trust Company	Fidelity Freedom Index 2040 Fund Institutional Premium Class	**	157,158
*	Fidelity Management Trust Company	Fidelity Mid Cap Index Fund	**	154,614
*	Fidelity Management Trust Company	Fidelity Freedom Index 2065 Fund Institutional Premium Class	**	138,614
*	Fidelity Management Trust Company	Fidelity Global Ex US Index Fund	**	129,360
*	Fidelity Management Trust Company	Fidelity Freedom Index 2050 Fund Institutional Premium Class	**	127,050
*	Fidelity Management Trust Company	Fidelity Freedom Index 2060 Fund Institutional Premium Class	**	103,330
*	Fidelity Management Trust Company	Fidelity Freedom Index 2045 Fund Institutional Premium Class	**	103,282
*	Fidelity Management Trust Company	Fidelity Small Cap Index Fund	**	97,649
*	Fidelity Management Trust Company	Fidelity Large Cap Value Index Fund	**	84,337
*	Fidelity Management Trust Company	Fidelity Government Money Market K6 Fund	**	33,864
*	Fidelity Management Trust Company	Fidelity Freedom Index 2020 Fund Institutional Premium Class	**	26,211
*	Fidelity Management Trust Company	Fidelity Freedom Index Income Fund Institutional Premium Class	**	12,479
*	Fidelity Management Trust Company	Fidelity Freedom Index 2015 Fund Institutional Premium Class	**	904
*	Fidelity Management Trust Company	Fidelity Freedom Index 2010 Fund Institutional Premium Class	**	303
*	Participant loans	Notes receivable from participants, with maturity dates ranging from February 2024 to December 2028 and interest rates ranging from 5.00% to 9.50%	-	116,323
Total				$2,962,361

* A party-in-interest as defined by ERISA.

** Cost information not required for participant-directed accounts.

The independent auditors' report should be read with the supplemental schedule.

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Dick's Auto Group 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2023 and 2022

Dick's Auto Group 401(k) Plan

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Independent Auditors' Report

To the 401(k) Committee of the
Dick's Auto Group 401(k) Plan

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

We have performed audits of the financial statements of Dick's Auto Group Company Retirement Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2023 and 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (GAAP).

- The information in the accompanying financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that Management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, Management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are 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 Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter – Supplemental Schedule Required by ERISA

The supplemental schedule, as listed in the accompanying table of contents, 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).

DELAP LLP

October 15, 2024

Dick's Auto Group 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

	2023	2022
Assets		
Investments at fair value	$ 2,846,038	$ 1,968,600
Receivables		
Notes receivable from participants	116,323	122,716
Other employer contributions	17,198	28,000
Total receivables	133,521	150,716
Total Assets	2,979,559	2,119,316
Liabilities		
Excess contributions payable	10,878	14,018
Net Assets Available for Benefits	$ 2,968,681	$ 2,105,298

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

Dick's Auto Group 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2023 and 2022

	2023	2022
Additions to Net Assets Attributed to		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	$ 349,108	$ (530,653)
Interest and dividends	57,473	38,749
Total investment income (loss) - net	406,581	(491,904)
Interest income on notes receivable from participants	6,559	3,391
Contributions		
Participant salary deferrals	779,475	733,202
Employer	127,465	126,759
Other employer contributions	-	28,000
Participant rollovers	97,866	1,339,559
Total contributions	1,004,806	2,227,520
Total Additions - Net	1,417,946	1,739,007
Deductions from Net Assets Attributed to		
Benefits paid to participants	507,151	1,777,935
Administrative expenses	47,412	42,085
Transfer of plan assets to another plan (Note 1)	-	2,832,535
Total Deductions	554,563	4,652,555
Net Increase (Decrease)	863,383	(2,913,548)
Net assets available for benefits - beginning of year	2,105,298	5,018,846
Net Assets Available for Benefits - End of Year	$ 2,968,681	$ 2,105,298

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

Dick's Auto Group 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

1. Description of the Plan

The following description of the Dick's Auto Group 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established for the benefit of eligible employees of Dick's Auto Sales & Leasing, Inc.; Dick's Hillsboro Hyundai Inc.; I Automotive Inc.; MacKenzie Motor Co.; and Dick's Hillsboro Chevrolet Inc. (collectively, "the Employer"). Effective December 14, 2023, the Plan was amended to add Dick's Chrysler Jeep Dodge of Wilsonville, and Dick's Canby Ford as participating employers in the Plan. of Dick's Auto Sales & Leasing, Inc., MacKenzie Motor Co., and Dick's Hillsboro Chevrolet Inc. were removed the list of participating employers effective December 14, 2023. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Fidelity Management Trust Company (The Trustee or Fidelity) is the appointed trustee of the Plan's assets. The Plan is administered by the 401(k) Committee, whose members are employees of the Employer. Participants may direct their contributions and account balances into various investment options offered by the Plan.

Transfer of Assets

On January 18, 2022, Dick's Auto Sales & Leasing, Inc.; MacKenzie Motor Co.; and Dick's Hillsboro Chevrolet Inc, were sold. The sale of these entities resulted in the transfer of Plan assets totaling $2,832,535 to other retirement plans during the year ended December 31, 2022.

Eligibility

Employees - other than those who are union employees or non-resident aliens – are eligible to participate in the Plan if they completed two months of service and are at least 21 years of age. Participants who have completed 1,000 hours of service in their initial anniversary year or in any calendar year thereafter are also eligible for Employer matching and profit sharing contributions, if any. Qualifying employees may participate in the Plan on the first day of the month following the date they meet the eligibility requirements.

Contributions

The Plan includes a salary deferral provision which provides for both pre-tax contributions and after-tax Roth 401(k) contributions. Participants may elect to defer between 0% and 92% of their eligible compensation, subject to current Internal Revenue Code (IRC) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 5% of their eligible compensation for their initial year of participation, and such contributions are invested in a designated balance fund until changed by the participant. The deferral rate will increase by 1% each year following the second year of participation up to a maximum deferral rate of 12%. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (i.e., rollover contributions). In addition, participants have the option to make in-plan Roth rollover contributions.

The Employer may elect to make matching contributions to the Plan to be determined at the discretion of the Employer. During the years ended December 31, 2023 and 2022, the Employer matched 25% of each participant's contributions up to 8% of the participant's eligible compensation.

In addition, the Employer may make a discretionary profit sharing contribution. Profit sharing contributions are allocated to each participant's account on a proportionate basis of eligible compensation for the Plan year. The Employer did not make any profit sharing contributions during the years ended December 31, 2023 and 2022.

Contributions received from participants for 2023 and 2022 are net of payments of approximately $11,000 and $14,000 made in 2024 and 2023, respectively, to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statements of net assets available for benefits as excess contributions payable as of December 31, 2023 and 2022, respectively.

Certain errors in interpreting the Plan's provisions related to eligibility requirements were identified in 2022. Corrective contributions to participant accounts, including lost earnings, have been identified and quantified by the Employer. The Employer is in the process of filing a self-correction submission with the IRS. An estimate of approximately $28,000 was recorded as other employer contributions receivable as of December 31, 2022, in the accompanying statement of net assets available for benefits. This estimate reflected investment earnings and losses based upon the affected participants' investment elections during the correction year.

Participant accounts

Each participant's account is credited (charged) with the participant's contributions and allocations of (a) the Employer's contributions, (b) Plan earnings (losses), and (c) administrative expenses. Earnings (losses) for each investment fund are allocated to participants' accounts based on the individual participant's account balance as compared to the total balance of the related investment fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their voluntary salary contributions, rollover contributions, and the actual earnings (losses) thereon. Vesting in the Employer's matching and profit sharing contributions is based on years of service as follows:

Years of Service	Nonforfeitable Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

In addition, upon death, disability, or retirement at age 65 or older, participants will immediately become 100% vested in their share of the Employer's contributions and the actual earnings (losses) thereon.

Forfeitures

As of December 31, 2023 and 2022, forfeited nonvested accounts were approximately $3,000 and $20,000, respectively. Forfeited accounts will first be used to pay Plan expenses and then to reduce future Employer contributions. During the years ended December 31, 2023 and 2022, forfeitures of $28,000 and $16,000, respectively, were used to pay Plan expenses.

Notes receivable from participants

Participants may elect to borrow a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 95% of 50% of their vested account balance, reduced by the highest outstanding participant note receivable balance in the preceding one-year period. Notes receivable from participants are secured by the balances in the respective participants' accounts. Terms of notes receivable from participants range from one to five years, unless used to acquire the participant's principal residence, in which case the term may be extended. The notes receivable from participants bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator. Interest rates on notes receivable from participants outstanding as of December 31, 2023 ranged from 5.00% to 9.50%.

Benefits

On termination of service due to death, disability, or retirement, a participant (or their beneficiary) may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, partial payments, or annual installments over a specified period of time. For termination of service for other reasons, distributions of vested balances less than or equal to $1,000 are automatically made in a lump-sum. If the terminated participant's vested balance exceeds $1,000 but is less than $5,000, and the participant does not elect to receive a distribution, the Plan permits the plan administrator to make a distribution directly to an individual retirement account set up on the participant's behalf. .For vested balances greater than $5,000, the Plan permits a participant to elect distribution by lump-sum or substantially equal installments over a specified period of time. Upon reaching age 59½, participants may make in-service withdrawals of part or all of their elective contributions, including the related earnings (losses).

Hardship withdrawals

Participants who are still employed by the Employer are permitted to take withdrawals from their accounts under certain financial hardship conditions, as described in the Plan document.

Administrative expenses

At the Employer's discretion, administrative expenses of the Plan may be paid directly by the Employer; certain other administrative expenses may be paid by the Plan. Expenses that are paid by the Employer are excluded from the accompanying financial statements. Fees related to the administration of notes receivable from participants are charged directly to the related participants' accounts and are included in administrative expenses in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are offset against net appreciation or included in net depreciation in fair value of investments in the accompanying statements of changes in net assets available for benefits.

2. Summary of Significant Accounting Policies

Basis of accounting

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

Use of estimates

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

Investment valuation

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management determines the Plan's valuation policies utilizing information provided by the Plan's Trustee and investment advisor. See Note 4 for discussion of fair value measurements.

Investment income recognition

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

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 or 2022. If a participant ceases to make loan repayments and the plan administrator deems the note receivable to be in default, the note receivable balance is reduced, and a benefit payment is recorded.

Payment of benefits

Benefits are recorded when paid.

Subsequent events

Management has evaluated, for potential recognition or disclosure in the financial statements, subsequent events that have occurred through October 15, 2024, which is the date that the financial statements were available to be issued.

3. Certified Investments

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held as of December 31, 2023 and 2022, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years then ended, was obtained by Management and agreed to or derived from information certified as complete and accurate by the Trustee.

4. Fair Value Measurements

GAAP defines fair value, establishes a framework for measuring fair value, and requires certain disclosures about fair value measurements. The hierarchy of fair value valuation techniques under GAAP provides for three levels: Level 1 provides the most reliable measure of fair value, whereas Level 3, if applicable, generally would require significant management judgment. The three levels for categorizing assets and liabilities under GAAP's fair value measurement requirements are as follows:

Level 1: Fair value of the asset or liability is determined using unadjusted quoted prices in active markets (that the Plan has the ability to access) for identical assets or liabilities;

Level 2: Fair value of the asset or liability is determined using inputs other than quoted prices that are observable for the applicable asset or liability, either directly or indirectly, such as quoted prices for similar (as opposed to identical) assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active; and

Level 3: Fair value of the asset or liability is determined using unobservable inputs that are significant to the fair value measurement and reflect the Plan's own assumptions regarding the applicable asset or liability.

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

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

Mutual funds – The fair value of mutual funds is based on the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and

Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following table sets forth, by level within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2023 and 2022:

	Level 1	Level 2	Level 3	Total
2023				
Mutual funds	$ 2,846,038	$ -	$ -	$ 2,846,038

	Level 1	Level 2	Level 3	Total
2022				
Mutual funds	$ 1,968,600	$ -	$ -	$ 1,968,600

5. Related Party Transactions

Certain of the Plan's investments are invested in funds offered by the Trustee. Therefore, transactions involving these investments qualify as party-in-interest.

The Employer is the sponsor of the Plan and paid substantially all administrative expenses of the Plan during the years ended December 31, 2023 and 2022. In addition, the plan administrator is a participant in the Plan.

6. Plan Termination

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

7. Tax Status

The Plan adopted a volume submitter defined contribution plan (the Volume Submitter Plan) developed by Fidelity. The Internal Revenue Service (IRS) has determined and informed Fidelity by a letter dated June 30, 2020 that the Volume Submitter Plan is designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

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

8. Risks and Uncertainties

The Plan invests in various investment instruments which are exposed to certain risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the Plan's investments will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying financial statements and supplemental schedule.

9. Reconciliation of Financial Statements to the Form 5500

The following are reconciliations of net assets available for benefits, employer contributions, and administrative expenses according to the financial statements to the Form 5500 as of December 31, 2023 and 2022 and for the years ended December 31, 2023 and 2022:

	2023	2022
Net assets available for benefits according to the financial statements	$ 2,968,681	$ 2,105,298
Excess contributions payable - end of year	10,878	14,018
Other employer contributions receivable - end of year	(17,198)	(28,000)
Net assets available for benefits according to the Form 5500	$ 2,962,361	$ 2,091,316
Net increase (decrease) in net assets available for benefits according to the financial statements	$ 863,383	$ (2,913,548)
Transfer of plan assets to another plan	-	2,832,535
Other employer contributions receivable – beginning of year	28,000	-
Other employer contributions receivable - end of year	(17,198)	(28,000)
Excess contributions payable – end of year	10,878	14,018
Excess contributions payable – beginning of year	(14,018)	(118,033)
Net increase (decrease) in net assets according to the Form 5500	$ 871,045	$ (213,028)

Other employer contributions and excess contributions payable were recorded on the Form 5500 under the cash basis of accounting as of December 31, 2023 and 2022.

Dick's Auto Group 401(k) Plan

Schedule H, Line 4i - Schedule of Assets

(Held at End of Year)

December 31, 2023

EIN: 93-0838480 Plan Number:001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Management Trust Company	Fidelity Freedom Index 2035 Fund Institutional Premium Class	**	$ 542,125
*	Fidelity Management Trust Company	Fidelity Freedom Index 2055 Fund Institutional Premium Class	**	257,534
*	Fidelity Management Trust Company	Fidelity Freedom Index 2030 Fund Institutional Premium Class	**	199,529
*	Fidelity Management Trust Company	Fidelity Freedom Index 2025 Fund Institutional Premium Class	**	184,178
*	Fidelity Management Trust Company	Fidelity Large Cap Growth Index Fund	**	171,850
*	Fidelity Management Trust Company	Fidelity US Bond Index Fund	**	163,521
*	Fidelity Management Trust Company	Fidelity 500 Index Fund	**	158,146
*	Fidelity Management Trust Company	Fidelity Freedom Index 2040 Fund Institutional Premium Class	**	157,158
*	Fidelity Management Trust Company	Fidelity Mid Cap Index Fund	**	154,614
*	Fidelity Management Trust Company	Fidelity Freedom Index 2065 Fund Institutional Premium Class	**	138,614
*	Fidelity Management Trust Company	Fidelity Global Ex US Index Fund	**	129,360
*	Fidelity Management Trust Company	Fidelity Freedom Index 2050 Fund Institutional Premium Class	**	127,050
*	Fidelity Management Trust Company	Fidelity Freedom Index 2060 Fund Institutional Premium Class	**	103,330
*	Fidelity Management Trust Company	Fidelity Freedom Index 2045 Fund Institutional Premium Class	**	103,282
*	Fidelity Management Trust Company	Fidelity Small Cap Index Fund	**	97,649
*	Fidelity Management Trust Company	Fidelity Large Cap Value Index Fund	**	84,337
*	Fidelity Management Trust Company	Fidelity Government Money Market K6 Fund	**	33,864
*	Fidelity Management Trust Company	Fidelity Freedom Index 2020 Fund Institutional Premium Class	**	26,211
*	Fidelity Management Trust Company	Fidelity Freedom Index Income Fund Institutional Premium Class	**	12,479
*	Fidelity Management Trust Company	Fidelity Freedom Index 2015 Fund Institutional Premium Class	**	904
*	Fidelity Management Trust Company	Fidelity Freedom Index 2010 Fund Institutional Premium Class	**	303
*	Participant loans	Notes receivable from participants, with maturity dates ranging from February 2024 to December 2028 and interest rates ranging from 5.00% to 9.50%	-	116,323
Total				$2,962,361

* A party-in-interest as defined by ERISA.

** Cost information not required for participant-directed accounts.

The independent auditors' report should be read with the supplemental schedule.