

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

Part II	Basic Plan Information—enter all requested information
1a	Name of plan THE DURANT AUTO GROUP 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 01/01/1978
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) CLASSIC CHEVROLET BUICK GMC, INC. 1101 W HIGHWAY 114 GRAPEVINE, TX 76051
2b	Employer Identification Number (EIN) 75-1159462
2c	Plan Sponsor's telephone number 817-421-1200
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	MARK ESCAMILLA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 3065
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 2370 6a(2) 2443 6b 1 6c 732 6d 3176 6e 6 6f 3182 6g(1) 2507 6g(2) 2583 6h 382
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan THE DURANT AUTO GROUP 401(K) PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 CLASSIC CHEVROLET BUICK GMC, INC.	D Employer Identification Number (EIN) 75-1159462	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 64 65 71	RECORDKEEPER	115584	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

WIMMER CON

26-0637928

(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?
26	INVESTMENT ADVISOR	112883	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MILBERN RAY AND COMPANY

75-1793612

(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/A UDITOR	78035	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	24249	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AS EMRG MKTS EQ IS - ALLSPRING FUN 41-0449260	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS DIVRS DIVD R5 - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS HIGH YLD R5 - INVESCO INVESTM 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
J H TRITON T - JANUS HENDERSON SER 151 DETROIT STREET DENVER, CO 80206	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
METWEST TOT RTN BD M - BNY MELLON 500 ROSS STREET 15253-4426 PITTSBURGH, PA 53442	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NB MDCP GRTH TRUST - SS&C GLOBAL I 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.40%	

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIF LT HYBRID INC I - PRINCIPAL SH 711 HIGH STREET DES MOINES, IA 50392	0.10%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIF LT HYBRID 2015 I - PRINCIPAL S 711 HIGH STREET DES MOINES, IA 50392	0.10%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIF LT HYBRID 2020 I - PRINCIPAL S 711 HIGH STREET DES MOINES, IA 50392	0.10%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIF LT HYBRID 2025 I - PRINCIPAL S 711 HIGH STREET DES MOINES, IA 50392	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIF LT HYBRID 2030 I - PRINCIPAL S 711 HIGH STREET DES MOINES, IA 50392	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIF LT HYBRID 2035 I - PRINCIPAL S 711 HIGH STREET DES MOINES, IA 50392	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIF LT HYBRID 2040 I - PRINCIPAL S 711 HIGH STREET DES MOINES, IA 50392	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIF LT HYBRID 2045 I - PRINCIPAL S 711 HIGH STREET DES MOINES, IA 50392	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIF LT HYBRID 2050 I - PRINCIPAL S 711 HIGH STREET DES MOINES, IA 50392	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIF LT HYBRID 2055 I - PRINCIPAL S 711 HIGH STREET DES MOINES, IA 50392	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIF LT HYBRID 2060 I - PRINCIPAL S 711 HIGH STREET DES MOINES, IA 50392	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIM STKPLUS SM A - SS&C GLOBAL INV 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.45%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PUTN LG CAP VAL Y - PUTNAM INVESTO 04-2539562	0.20%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VRTS C MDCP VAL EQ I - VIRTUS FUND 4400 COMPUTER DRIVE WESTBOROUGH, MA 01581	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DWS ENHANCED COMMODITY STRATEGY 280 PARK AVE 9TH FLR A NEW YORK, NY 10026	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALPS CORECOMM MGMT COMP COMM STRT 1290 BROADWAY STE 1100 DENVER, CO 80203	0.40%	
(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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan THE DURANT AUTO GROUP 401(K) PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 CLASSIC CHEVROLET BUICK GMC, INC.	D Employer Identification Number (EIN) 75-1159462	

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	225
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)	4562595	4482430
(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)	18615	0
(B) Common	1c(4)(B)	901482	1090865
(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)	0	0
(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)	47758791	56953136
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	53241483	62526656
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	53241483	62526656

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)	2244139	
(B) Participants	2a(1)(B)	7625017	
(C) Others (including rollovers)	2a(1)(C)	427284	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10296440
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	219325	
(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)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		219325
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	12826	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1760428	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1773254
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1227835	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	960588	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		267247
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	134999	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		6570042
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		19261307

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9569378	
(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)		9569378
f Corrective distributions (see instructions)	2f		78073
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	113516	
(4) IQPA audit fees.....	2i(4)	78035	
(5) Investment advisory and investment management fees	2i(5)	24249	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	112883	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		328683
j Total expenses. Add all expense amounts in column (b) and enter total	2j		9976134

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		9285173
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **MILBERN RAY AND COMPANY, LLP**

(2) EIN: **75-1793612**

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.)	☒	☐	562928
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	☐	☒	
e Was this plan covered by a fidelity bond?	☒	☐	500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☒	

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

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

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

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

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

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

A Name of plan THE DURANT AUTO GROUP 401(K) PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 CLASSIC CHEVROLET BUICK GMC, INC.	D Employer Identification Number (EIN) 75-1159462

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)? If the plan is a defined benefit plan, go to line 8.	☐ Yes ☐ No ☐ N/A
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

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

Schedule R (Form 5500) 2023
v. 230707

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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 <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702438A</u> .	

DURANT AUTO GROUP 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

CONTENTS

INDEPENDENT AUDITOR'S REPORT

FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S REPORT

To the Durant Auto Group 401(k) Plan and Participants
Grapevine, Texas

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

We have performed an audit of the accompanying financial statements of Durant Auto Group 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of Durant Auto Group 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification 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 5 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with the modified cash basis of accounting.

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

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Durant Auto Group 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. 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 these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible 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 Durant Auto Group 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Durant Auto Group 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Durant Auto Group 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Basis of Accounting

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

Supplemental Schedules Required by ERISA

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of December 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including

comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

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

Mildred Ray, CFA

September 30, 2024

Southlake, Texas

DURANT AUTO GROUP 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS -
MODIFIED CASH BASIS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Non interest-bearing cash	\$ -	\$ -
Investments:		
Mutual funds	56,873,317	47,722,712
Interest-bearing cash	3,564,837	4,050,961
Self-directed brokerage	2,088,502	1,467,810
At fair value	<u>62,526,656</u>	<u>53,241,483</u>
 Total assets	 <u>62,526,656</u>	 <u>53,241,483</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 \$ <u><u>62,526,656</u></u>	 \$ <u><u>53,241,483</u></u>

See independent auditor's report and notes to financial statements, which are an integral part of these statements.

DURANT AUTO GROUP 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS - MODIFIED CASH BASIS
YEAR ENDED DECEMBER 31, 2023

INVESTMENT AND CONTRIBUTION ACTIVITY

Additions to net assets attributed to:

Investment activity:

Net appreciation in investments

carried at fair value

\$ 6,972,288

Interest and dividends

1,992,579

8,964,867

Contributions:

Participants' deferrals

7,625,017

Participants' rollovers

427,284

Employers' matching

2,244,139

10,296,440

TOTAL INVESTMENT AND CONTRIBUTION ACTIVITY

19,261,307

DEDUCTIONS

Deductions from net assets attributed to:

Administrative expenses

328,683

Benefits paid to participants

9,647,451

TOTAL DEDUCTIONS

9,976,134

NET INCREASE

9,285,173

Transfer of assets from this plan

-

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year

53,241,483

END OF YEAR

\$ 62,526,656

See independent auditor's report and notes to financial statements, which are an integral part of these financial statements.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1 DESCRIPTION OF PLAN

The following description of the Durant Auto Group 401(k) Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. The Plan is a defined contribution plan for the benefit of the employees of Classic Chevrolet, Inc. (GPVN), Classic CRCJ of Arlington (ARCJ), Classic Buick GMC, Ltd. (ARLG), Stingray Chevrolet – Bartow, LLC (BART), Classic Autoplex / Nissan of Boerne (BRNE), Classic Kia of Carrollton (CKIA), Classic Chevrolet Buick GMC of Cleburne (CLEB), Classic Buick GMC of Carrollton, LLC (CRLT), Classic Chrysler Jeep Dodge & Mazda (DENT), Classic Autoplex GM, LLC (GALV), Classic Chevrolet Houston (HOUS), Classic Lawton Chevrolet (LAWT), Mike Brown Ford, Dodge & Hyundai (MBRN), Classic Honda of Midland (MIDL), Stingray Chevrolet, LLC (PLNT), Classic Chevrolet Sugarland, LLC (SGRL), Classic Chevrolet West Houston, LLC (SGRW), Smart Auto Leasing, LLC (SMAL), Classic Tulsa Buick GMC, dba Mark Allen Buick GMC (TULB), Classic Tulsa, d/b/a Mark Allen Chevrolet (TULS), Classic CC Denison LLC (TXCC), and Classic Texoma (TXOM). These entities (collectively, the Company) are under common ownership and control. During 2020-2023, BRNE, CRLT, DENT, GRBY, MBRN, and TXOM were sold to third parties. After the sale, employees of those dealerships became unable to contribute to the Plan, although they are eligible to withdraw their balances.

The Plan qualifies as a profit-sharing plan under Internal Revenue Code (Code) Section 401(a) and as a cash-or-deferred arrangement under Code Section 401(k).

The Plan covers substantially all eligible employees, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Employees must be at least 18 years old and have three months' service with the Company to be eligible. Eligible employees may enter the plan the first day of any month. The 401(k) Plan Committee oversees governance of the Plan. Plan management determines the appropriateness of the Plan's investment offerings, monitors investment performance, and reports to the 401(k) Plan Committee.

Employee contributions

Participants are permitted to contribute 1% to 75% of their annual compensation, as defined in the Plan document, to the Plan on a tax-deferred basis. 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, with a default deferral rate set at 4% of eligible compensation (2% for employees being automatically enrolled before August 2, 2022). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. After-tax contributions are not allowed. Contributions are subject to certain statutory limitations.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1 **DESCRIPTION OF PLAN – (continued)**

Employer contributions

The Company makes matching contributions based on each participant's contributions. Except as discussed below, the matching rate is 25% during an employee's first four years of service and 50% thereafter. The matching contribution is limited to matching participant contributions up to 6% of salary (i.e., the match is limited to 1.5% of compensation for the first three years and 3% of compensation thereafter). The matching contribution discussed above is determined based on the participants' compensation and contributions each pay period. These are described as matching contributions in the financial statements.

Participant accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, any employer discretionary profit-sharing contribution, and Plan investment earnings or losses, which are allocated proportionately among all participants based on their investment in each fund.

Participants may direct the investment of their contributions, the related employer matching contribution, and activity thereon into various investment options offered by the Plan. The Plan currently offers various mutual funds and a "Brokeragelink" option in which participants may invest in common stock, certificates of deposit, or other investments. Contributions for which investment direction has not been received are invested in a "target date" mutual fund, dependent on the participant's date of birth.

Vesting

Participants employed at GPVN are fully vested in all accounts. Other participants are fully vested in their deferral, rollover, and QNEC accounts. Other employer matching contributions are 25% vested after one year's service with the Company. That increases 25% per year, until they are fully vested after four years of credited service. Participants' balances become fully vested if the participant reaches normal retirement age (age 65), becomes disabled, or dies while employed by the Company. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

Administrative expenses

The Company pays certain administrative expenses, such as the cost of Company employees' time involved in Plan administration; the Company also absorbs costs not permitted to be paid from plan assets. Other administrative expenses, such as investment advisory fees, audit fees, and transaction charges, are paid by the Plan.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1 **DESCRIPTION OF PLAN – (continued)**

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. They may also receive an annuity with the same value. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Unless another distribution election is timely made, accounts of terminated participants with balances less than \$5,000 are distributed in a lump sum automatically. Amounts between \$1,000 and \$5,000 are rolled into an individual retirement account for the benefit of the participant.

The Plan permits in-service withdrawals: (1) of rollover contributions, at the participant's request, (2) for employees over the age of 59 ½, and (3) for certain hardship situations, as defined.

Other plan provisions

Other Plan provisions including investment options are described in the Plan Document.

Note 2 **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Subsequent events

The Plan has evaluated subsequent events through September 30, 2024, the date which the financial statements were available to be issued.

Basis of accounting

The financial statements of the Plan are prepared using the modified cash basis of accounting. This method differs from accounting principles generally accepted in the United States of America since revenues are recorded when received rather than when earned, and expenses are recorded when paid rather than when incurred.

Investments held by a defined contribution plan are required to be reported at fair value.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 2 **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)**

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

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

Excess contributions

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as distributions when paid. These amounts were not material at December 31, 2023 and 2022.

Payment of benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Company and are therefore excluded from these financial statements. Investment-related expenses are included in net appreciation in fair value of investments.

Note 3 **TAX STATUS**

The Plan has adopted a Volume Submitter Plan (the Volume Submitter Plan) of Fidelity Management & Research Company (FMR). FMR obtained an advisory letter in regard to the Volume Submitter Plan dated June 30, 2020, in which the Internal Revenue Service stated that the Volume Submitter Plan, as designed, is in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 3 TAX STATUS - (continued)

The modified cash basis of accounting requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that is more likely than not would not be sustained upon examination by the U.S. Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2020.

Note 4 PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan's sponsor has the right to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a full or partial termination, affected participants would be fully vested in their accounts.

Note 5 INFORMATION PREPARED AND CERTIFIED BY FMTC

Fidelity Workplace Services, LLC (FWS) is a wholly-owned subsidiary of FMR, LLC (Fidelity). Fidelity Management Trust Company (FMTC) is (indirectly) a wholly-owned subsidiary of Fidelity. The December 31, 2023 and 2022 statements of net assets available for benefits – modified cash basis, the investment activities included on the modified cash basis statement of changes in net assets available for benefits for the year ended December 31, 2023, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by FMTC in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of \$62,526,656 and \$53,241,483 at December 31, 2023 and 2022, respectively, and related investment earnings (loss) of \$8,964,867 for the year ended December 31, 2023.

These accounts are maintained by Fidelity, a party-in-interest. See note 7.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 6 FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets or liabilities and have the highest priority. Level 2 inputs consist of observable inputs other than quoted market prices for identical assets or liabilities (Level 1). Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs are used for investments for which Level 1 inputs were not available. Level 3 inputs would only be used if Level 1 or Level 2 inputs were not available. There were no Level 2 or Level 3 transactions at December 31, 2023 or 2022.

Level 1

The fair value of mutual funds is based on quoted net asset values of the shares as reported by the fund. The mutual funds held by the Plan are open-end mutual funds registered with the U.S. Securities and Exchange Commission. The funds must publish their daily net asset value and transact at that price. The mutual funds held by the Plan are considered to be actively traded.

The fair value of interest-bearing cash is amortized cost, which approximates fair value.

The self-directed brokerage accounts are mostly common stock; its fair value is the quoted market price(s) of the stock(s).

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

Assets at Fair Value as of December 31, 2023				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 56,873,317	\$ -	\$ -	\$ 56,873,317
Interest-bearing cash	3,564,837	-	-	3,564,837
Self-directed brokerage	2,088,502	-	-	2,088,502
Total	\$ 62,526,656	\$ -	\$ -	\$ 62,526,656

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 6 **FAIR VALUE MEASUREMENTS – (continued)**

	<u>Assets at Fair Value as of December 31, 2022</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 47,722,712	\$ -	\$ -	\$ 47,722,712
Interest-bearing cash	4,050,961	-	-	4,050,961
Self-directed brokerage	1,467,810	-	-	1,467,810
Total	<u>\$ 53,241,483</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 53,241,483</u>

Gains and losses included in changes in net assets available for benefits for the years ended December 31, 2023 and 2022, are reported in net appreciation in fair value of investments.

The Plan's policy is to recognize transfers from levels of the fair value hierarchy as of the date of the event or changes in circumstances that caused the transfer. For the year ended December 31, 2023, there were no significant transfers between different levels of the fair value hierarchy.

Note 7 **PARTY-IN-INTEREST TRANSACTIONS**

Most of the Plan's investments are shares of mutual funds managed by FMTC, the custodian of the Plan.

Employee deferrals for forty nine pay periods (totaling approximately \$563,000) were not remitted to the Plan on a timely basis. These are nonexempt party-in-interest transactions under ERISA.

Note 8 **RISKS AND UNCERTAINTIES**

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

Note 9 **REPORTABLE TRANSACTIONS**

There were no reportable transactions in 2023.

SUPPLEMENTAL SCHEDULES

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4a -

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
	Contributions	Contributions	Contributions Pending	
Check here ☐	Contributions	Contributions	Contributions Pending	
If Late Participant Loan Repayments are Included	Not Corrected	Corrected Outside VFCP	Correction in VFCP	

5,062	-	-	-	5,062
1,829	-	-	-	1,829
1,201	-	-	-	1,201
9,296	-	-	-	9,296
4,512	-	-	-	4,512
4,398	-	-	-	4,398
1,829	-	-	-	1,829
1,612	-	-	-	1,612
1,802	-	-	-	1,802
1,972	-	-	-	1,972
1,659	-	-	-	1,659
1,641	-	-	-	1,641
2,004	-	-	-	2,004
2,627	-	-	-	2,627
3,083	-	-	-	3,083
2,927	-	-	-	2,927
2,926	-	-	-	2,926
5,342	-	-	-	5,342
2,676	-	-	-	2,676
2,712	-	-	-	2,712
2,777	-	-	-	2,777
3,005	-	-	-	3,005

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4a -

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
	Contributions	Contributions	Contributions Pending	
Check here ☐	Contributions	Contributions	Contributions Pending	
If Late Participant Loan Repayments are Included	Not Corrected	Corrected Outside VFCP	Correction in VFCP	

(continued)

1,303	-	-	-	1,303
15,028	-	-	-	15,028
17,354	-	-	-	17,354
16,830	-	-	-	16,830
17,976	-	-	-	17,976
15,006	-	-	-	15,006
18,152	-	-	-	18,152
18,022	-	-	-	18,022
81,471	-	-	-	81,471
37,738	-	-	-	37,738
23,949	-	-	-	23,949
37,738	-	-	-	37,738
23,768	-	-	-	23,768
48,348	-	-	-	48,348
45,900	-	-	-	45,900
11,617	-	-	-	11,617
11,610	-	-	-	11,610
11,033	-	-	-	11,033
11,748	-	-	-	11,748
7,918	-	-	-	7,918
10,485	-	-	-	10,485

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4a -

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
	Contributions	Contributions	Contributions Pending	
Check here ☐	Contributions	Contributions	Contributions Pending	
If Late Participant Loan Repayments are Included	Not Corrected	Corrected Outside VFCP	Correction in VFCP	

(continued)

3,266	-	-	-	3,266
3,324	-	-	-	3,324
2,802	-	-	-	2,802
3,650	-	-	-	3,650
<u>\$ 562,928</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 562,928</u>

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2023

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value
<i>Investments at fair value:</i>		
* Fidelity Contrafund	Mutual fund	\$ 3,374,894
* Fidelity Small Cap Value Fund	Mutual fund	753,270
* Fidelity US Bond Index	Mutual fund	715,816
* Fidelity 500 Index	Mutual fund	2,161,801
* Fidelity Real Estate Index	Mutual fund	179,795
* Fidelity Intl Index	Mutual fund	877,745
* Fidelity Extd Mkt Index	Mutual fund	823,757
* Fidelity Government Money Market	Interest-bearing cash	3,564,837
* Fidelity Intm TR BD Index	Mutual fund	778,024
* Allspring Emerging Markets Equity Fund	Mutual fund	419,523
* Neuberger Berman Mid Cap Growth Trust	Mutual fund	527,479
* Metropolitan West Total Return Bond Fund	Mutual fund	149,160
* Putnam Large Cap Value Fund	Mutual fund	220,058
* Virtus Ceredex Mid-Cap Value Equity Fund	Mutual fund	640,005
* Fidelity International Capital Appreciation	Mutual fund	260,231
* Principal Life Time Hybrid Income Fund	Mutual fund	700,007
* Principal Life Time Hybrid 2015 Fund	Mutual fund	674,133
* Principal Life Time Hybrid 2020 Fund	Mutual fund	2,527,841
* Principal Life Time Hybrid 2025 Fund	Mutual fund	5,543,800
* Janus Henderson Triton Fund	Mutual fund	562,241
* Principal Life Time Hybrid 2030 Fund	Mutual fund	9,719,188
* Principal Life Time Hybrid 2035 Fund	Mutual fund	5,243,163
* Principal Life Time Hybrid 2040 Fund	Mutual fund	5,870,063
* Principal Life Time Hybrid 2045 Fund	Mutual fund	4,669,311
* Principal Life Time Hybrid 2050 Fund	Mutual fund	3,561,605
* Principal Life Time Hybrid 2055 Fund	Mutual fund	3,641,134
* Principal Life Time Hybrid 2060 Fund	Mutual fund	2,279,273
Self-directed brokerage	Various	2,088,502
TOTAL ASSETS (HELD AT END OF YEAR)		\$ 62,526,656

* Party-in-interest

Cost is omitted on all accounts above as all are participant directed accounts

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

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MEMBER:
AMERICAN INSTITUTE
OF CERTIFIED PUBLIC
ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Durant Auto Group 401(k) Plan and Participants
Grapevine, Texas

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

We have performed an audit of the accompanying financial statements of Durant Auto Group 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of Durant Auto Group 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification 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 5 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with the modified cash basis of accounting.

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

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Durant Auto Group 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. 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 these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible 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 Durant Auto Group 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Durant Auto Group 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Durant Auto Group 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Basis of Accounting

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

Supplemental Schedules Required by ERISA

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of December 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including

comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

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

Mildred Ray, CFA

September 30, 2024

Southlake, Texas

DURANT AUTO GROUP 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS -
MODIFIED CASH BASIS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Non interest-bearing cash	\$ -	\$ -
Investments:		
Mutual funds	56,873,317	47,722,712
Interest-bearing cash	3,564,837	4,050,961
Self-directed brokerage	2,088,502	1,467,810
At fair value	<u>62,526,656</u>	<u>53,241,483</u>
 Total assets	 <u>62,526,656</u>	 <u>53,241,483</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 \$ <u><u>62,526,656</u></u>	 \$ <u><u>53,241,483</u></u>

See independent auditor's report and notes to financial statements, which are an integral part of these statements.

DURANT AUTO GROUP 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS - MODIFIED CASH BASIS
YEAR ENDED DECEMBER 31, 2023

INVESTMENT AND CONTRIBUTION ACTIVITY

Additions to net assets attributed to:

Investment activity:

Net appreciation in investments

carried at fair value

\$ 6,972,288

Interest and dividends

1,992,579

8,964,867

Contributions:

Participants' deferrals

7,625,017

Participants' rollovers

427,284

Employers' matching

2,244,139

10,296,440

TOTAL INVESTMENT AND CONTRIBUTION ACTIVITY

19,261,307

DEDUCTIONS

Deductions from net assets attributed to:

Administrative expenses

328,683

Benefits paid to participants

9,647,451

TOTAL DEDUCTIONS

9,976,134

NET INCREASE

9,285,173

Transfer of assets from this plan

-

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year

53,241,483

END OF YEAR

\$ 62,526,656

See independent auditor's report and notes to financial statements, which are an integral part of these financial statements.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1 DESCRIPTION OF PLAN

The following description of the Durant Auto Group 401(k) Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. The Plan is a defined contribution plan for the benefit of the employees of Classic Chevrolet, Inc. (GPVN), Classic CRCJ of Arlington (ARCJ), Classic Buick GMC, Ltd. (ARLG), Stingray Chevrolet – Bartow, LLC (BART), Classic Autoplex / Nissan of Boerne (BRNE), Classic Kia of Carrollton (CKIA), Classic Chevrolet Buick GMC of Cleburne (CLEB), Classic Buick GMC of Carrollton, LLC (CRLT), Classic Chrysler Jeep Dodge & Mazda (DENT), Classic Autoplex GM, LLC (GALV), Classic Chevrolet Houston (HOUS), Classic Lawton Chevrolet (LAWT), Mike Brown Ford, Dodge & Hyundai (MBRN), Classic Honda of Midland (MIDL), Stingray Chevrolet, LLC (PLNT), Classic Chevrolet Sugarland, LLC (SGRL), Classic Chevrolet West Houston, LLC (SGRW), Smart Auto Leasing, LLC (SMAL), Classic Tulsa Buick GMC, dba Mark Allen Buick GMC (TULB), Classic Tulsa, d/b/a Mark Allen Chevrolet (TULS), Classic CC Denison LLC (TXCC), and Classic Texoma (TXOM). These entities (collectively, the Company) are under common ownership and control. During 2020-2023, BRNE, CRLT, DENT, GRBY, MBRN, and TXOM were sold to third parties. After the sale, employees of those dealerships became unable to contribute to the Plan, although they are eligible to withdraw their balances.

The Plan qualifies as a profit-sharing plan under Internal Revenue Code (Code) Section 401(a) and as a cash-or-deferred arrangement under Code Section 401(k).

The Plan covers substantially all eligible employees, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Employees must be at least 18 years old and have three months' service with the Company to be eligible. Eligible employees may enter the plan the first day of any month. The 401(k) Plan Committee oversees governance of the Plan. Plan management determines the appropriateness of the Plan's investment offerings, monitors investment performance, and reports to the 401(k) Plan Committee.

Employee contributions

Participants are permitted to contribute 1% to 75% of their annual compensation, as defined in the Plan document, to the Plan on a tax-deferred basis. 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, with a default deferral rate set at 4% of eligible compensation (2% for employees being automatically enrolled before August 2, 2022). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. After-tax contributions are not allowed. Contributions are subject to certain statutory limitations.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1 **DESCRIPTION OF PLAN – (continued)**

Employer contributions

The Company makes matching contributions based on each participant's contributions. Except as discussed below, the matching rate is 25% during an employee's first four years of service and 50% thereafter. The matching contribution is limited to matching participant contributions up to 6% of salary (i.e., the match is limited to 1.5% of compensation for the first three years and 3% of compensation thereafter). The matching contribution discussed above is determined based on the participants' compensation and contributions each pay period. These are described as matching contributions in the financial statements.

Participant accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, any employer discretionary profit-sharing contribution, and Plan investment earnings or losses, which are allocated proportionately among all participants based on their investment in each fund.

Participants may direct the investment of their contributions, the related employer matching contribution, and activity thereon into various investment options offered by the Plan. The Plan currently offers various mutual funds and a "Brokeragelink" option in which participants may invest in common stock, certificates of deposit, or other investments. Contributions for which investment direction has not been received are invested in a "target date" mutual fund, dependent on the participant's date of birth.

Vesting

Participants employed at GPVN are fully vested in all accounts. Other participants are fully vested in their deferral, rollover, and QNEC accounts. Other employer matching contributions are 25% vested after one year's service with the Company. That increases 25% per year, until they are fully vested after four years of credited service. Participants' balances become fully vested if the participant reaches normal retirement age (age 65), becomes disabled, or dies while employed by the Company. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

Administrative expenses

The Company pays certain administrative expenses, such as the cost of Company employees' time involved in Plan administration; the Company also absorbs costs not permitted to be paid from plan assets. Other administrative expenses, such as investment advisory fees, audit fees, and transaction charges, are paid by the Plan.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1 **DESCRIPTION OF PLAN – (continued)**

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. They may also receive an annuity with the same value. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Unless another distribution election is timely made, accounts of terminated participants with balances less than \$5,000 are distributed in a lump sum automatically. Amounts between \$1,000 and \$5,000 are rolled into an individual retirement account for the benefit of the participant.

The Plan permits in-service withdrawals: (1) of rollover contributions, at the participant's request, (2) for employees over the age of 59 ½, and (3) for certain hardship situations, as defined.

Other plan provisions

Other Plan provisions including investment options are described in the Plan Document.

Note 2 **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Subsequent events

The Plan has evaluated subsequent events through September 30, 2024, the date which the financial statements were available to be issued.

Basis of accounting

The financial statements of the Plan are prepared using the modified cash basis of accounting. This method differs from accounting principles generally accepted in the United States of America since revenues are recorded when received rather than when earned, and expenses are recorded when paid rather than when incurred.

Investments held by a defined contribution plan are required to be reported at fair value.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 2 **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)**

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

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

Excess contributions

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as distributions when paid. These amounts were not material at December 31, 2023 and 2022.

Payment of benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Company and are therefore excluded from these financial statements. Investment-related expenses are included in net appreciation in fair value of investments.

Note 3 **TAX STATUS**

The Plan has adopted a Volume Submitter Plan (the Volume Submitter Plan) of Fidelity Management & Research Company (FMR). FMR obtained an advisory letter in regard to the Volume Submitter Plan dated June 30, 2020, in which the Internal Revenue Service stated that the Volume Submitter Plan, as designed, is in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 3 TAX STATUS - (continued)

The modified cash basis of accounting requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that is more likely than not would not be sustained upon examination by the U.S. Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2020.

Note 4 PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan's sponsor has the right to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a full or partial termination, affected participants would be fully vested in their accounts.

Note 5 INFORMATION PREPARED AND CERTIFIED BY FMTC

Fidelity Workplace Services, LLC (FWS) is a wholly-owned subsidiary of FMR, LLC (Fidelity). Fidelity Management Trust Company (FMTC) is (indirectly) a wholly-owned subsidiary of Fidelity. The December 31, 2023 and 2022 statements of net assets available for benefits – modified cash basis, the investment activities included on the modified cash basis statement of changes in net assets available for benefits for the year ended December 31, 2023, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by FMTC in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of \$62,526,656 and \$53,241,483 at December 31, 2023 and 2022, respectively, and related investment earnings (loss) of \$8,964,867 for the year ended December 31, 2023.

These accounts are maintained by Fidelity, a party-in-interest. See note 7.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 6 FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets or liabilities and have the highest priority. Level 2 inputs consist of observable inputs other than quoted market prices for identical assets or liabilities (Level 1). Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs are used for investments for which Level 1 inputs were not available. Level 3 inputs would only be used if Level 1 or Level 2 inputs were not available. There were no Level 2 or Level 3 transactions at December 31, 2023 or 2022.

Level 1

The fair value of mutual funds is based on quoted net asset values of the shares as reported by the fund. The mutual funds held by the Plan are open-end mutual funds registered with the U.S. Securities and Exchange Commission. The funds must publish their daily net asset value and transact at that price. The mutual funds held by the Plan are considered to be actively traded.

The fair value of interest-bearing cash is amortized cost, which approximates fair value.

The self-directed brokerage accounts are mostly common stock; its fair value is the quoted market price(s) of the stock(s).

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

Assets at Fair Value as of December 31, 2023				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 56,873,317	\$ -	\$ -	\$ 56,873,317
Interest-bearing cash	3,564,837	-	-	3,564,837
Self-directed brokerage	2,088,502	-	-	2,088,502
Total	\$ 62,526,656	\$ -	\$ -	\$ 62,526,656

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 6 **FAIR VALUE MEASUREMENTS – (continued)**

	<u>Assets at Fair Value as of December 31, 2022</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 47,722,712	\$ -	\$ -	\$ 47,722,712
Interest-bearing cash	4,050,961	-	-	4,050,961
Self-directed brokerage	1,467,810	-	-	1,467,810
Total	<u>\$ 53,241,483</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 53,241,483</u>

Gains and losses included in changes in net assets available for benefits for the years ended December 31, 2023 and 2022, are reported in net appreciation in fair value of investments.

The Plan's policy is to recognize transfers from levels of the fair value hierarchy as of the date of the event or changes in circumstances that caused the transfer. For the year ended December 31, 2023, there were no significant transfers between different levels of the fair value hierarchy.

Note 7 **PARTY-IN-INTEREST TRANSACTIONS**

Most of the Plan's investments are shares of mutual funds managed by FMTC, the custodian of the Plan.

Employee deferrals for forty nine pay periods (totaling approximately \$563,000) were not remitted to the Plan on a timely basis. These are nonexempt party-in-interest transactions under ERISA.

Note 8 **RISKS AND UNCERTAINTIES**

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

Note 9 **REPORTABLE TRANSACTIONS**

There were no reportable transactions in 2023.

SUPPLEMENTAL SCHEDULES

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4a -

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
	Contributions	Contributions	Contributions Pending	
Check here ☐	Contributions	Contributions	Contributions Pending	
If Late Participant Loan Repayments are Included	Not Corrected	Corrected Outside VFCP	Correction in VFCP	

5,062	-	-	-	5,062
1,829	-	-	-	1,829
1,201	-	-	-	1,201
9,296	-	-	-	9,296
4,512	-	-	-	4,512
4,398	-	-	-	4,398
1,829	-	-	-	1,829
1,612	-	-	-	1,612
1,802	-	-	-	1,802
1,972	-	-	-	1,972
1,659	-	-	-	1,659
1,641	-	-	-	1,641
2,004	-	-	-	2,004
2,627	-	-	-	2,627
3,083	-	-	-	3,083
2,927	-	-	-	2,927
2,926	-	-	-	2,926
5,342	-	-	-	5,342
2,676	-	-	-	2,676
2,712	-	-	-	2,712
2,777	-	-	-	2,777
3,005	-	-	-	3,005

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4a -

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
	Contributions	Contributions	Contributions Pending	
Check here ☐	Contributions	Contributions	Contributions Pending	
If Late Participant Loan Repayments are Included	Not Corrected	Corrected Outside VFCP	Correction in VFCP	

(continued)

1,303	-	-	-	1,303
15,028	-	-	-	15,028
17,354	-	-	-	17,354
16,830	-	-	-	16,830
17,976	-	-	-	17,976
15,006	-	-	-	15,006
18,152	-	-	-	18,152
18,022	-	-	-	18,022
81,471	-	-	-	81,471
37,738	-	-	-	37,738
23,949	-	-	-	23,949
37,738	-	-	-	37,738
23,768	-	-	-	23,768
48,348	-	-	-	48,348
45,900	-	-	-	45,900
11,617	-	-	-	11,617
11,610	-	-	-	11,610
11,033	-	-	-	11,033
11,748	-	-	-	11,748
7,918	-	-	-	7,918
10,485	-	-	-	10,485

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4a -

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
	Contributions	Contributions	Contributions Pending	
Check here ☐	Contributions	Contributions	Contributions Pending	
If Late Participant Loan Repayments are Included	Not Corrected	Corrected Outside VFCP	Correction in VFCP	

(continued)

3,266	-	-	-	3,266
3,324	-	-	-	3,324
2,802	-	-	-	2,802
3,650	-	-	-	3,650
<u>\$ 562,928</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 562,928</u>

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2023

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value
<i>Investments at fair value:</i>		
* Fidelity Contrafund	Mutual fund	\$ 3,374,894
* Fidelity Small Cap Value Fund	Mutual fund	753,270
* Fidelity US Bond Index	Mutual fund	715,816
* Fidelity 500 Index	Mutual fund	2,161,801
* Fidelity Real Estate Index	Mutual fund	179,795
* Fidelity Intl Index	Mutual fund	877,745
* Fidelity Extd Mkt Index	Mutual fund	823,757
* Fidelity Government Money Market	Interest-bearing cash	3,564,837
* Fidelity Intm TR BD Index	Mutual fund	778,024
* Allspring Emerging Markets Equity Fund	Mutual fund	419,523
* Neuberger Berman Mid Cap Growth Trust	Mutual fund	527,479
* Metropolitan West Total Return Bond Fund	Mutual fund	149,160
* Putnam Large Cap Value Fund	Mutual fund	220,058
* Virtus Ceredex Mid-Cap Value Equity Fund	Mutual fund	640,005
* Fidelity International Capital Appreciation	Mutual fund	260,231
* Principal Life Time Hybrid Income Fund	Mutual fund	700,007
* Principal Life Time Hybrid 2015 Fund	Mutual fund	674,133
* Principal Life Time Hybrid 2020 Fund	Mutual fund	2,527,841
* Principal Life Time Hybrid 2025 Fund	Mutual fund	5,543,800
* Janus Henderson Triton Fund	Mutual fund	562,241
* Principal Life Time Hybrid 2030 Fund	Mutual fund	9,719,188
* Principal Life Time Hybrid 2035 Fund	Mutual fund	5,243,163
* Principal Life Time Hybrid 2040 Fund	Mutual fund	5,870,063
* Principal Life Time Hybrid 2045 Fund	Mutual fund	4,669,311
* Principal Life Time Hybrid 2050 Fund	Mutual fund	3,561,605
* Principal Life Time Hybrid 2055 Fund	Mutual fund	3,641,134
* Principal Life Time Hybrid 2060 Fund	Mutual fund	2,279,273
Self-directed brokerage	Various	2,088,502
TOTAL ASSETS (HELD AT END OF YEAR)		\$ 62,526,656

* Party-in-interest

Cost is omitted on all accounts above as all are participant directed accounts

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

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OF CERTIFIED PUBLIC
ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Durant Auto Group 401(k) Plan and Participants
Grapevine, Texas

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

We have performed an audit of the accompanying financial statements of Durant Auto Group 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of Durant Auto Group 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification 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 5 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with the modified cash basis of accounting.

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

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Durant Auto Group 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. 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 these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible 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 Durant Auto Group 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Durant Auto Group 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Durant Auto Group 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Basis of Accounting

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

Supplemental Schedules Required by ERISA

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of December 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including

comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

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

Mildred Ray, CFA

September 30, 2024

Southlake, Texas

DURANT AUTO GROUP 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS -
MODIFIED CASH BASIS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Non interest-bearing cash	\$ -	\$ -
Investments:		
Mutual funds	56,873,317	47,722,712
Interest-bearing cash	3,564,837	4,050,961
Self-directed brokerage	2,088,502	1,467,810
At fair value	<u>62,526,656</u>	<u>53,241,483</u>
 Total assets	 <u>62,526,656</u>	 <u>53,241,483</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 \$ <u><u>62,526,656</u></u>	 \$ <u><u>53,241,483</u></u>

See independent auditor's report and notes to financial statements, which are an integral part of these statements.

DURANT AUTO GROUP 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS - MODIFIED CASH BASIS
YEAR ENDED DECEMBER 31, 2023

INVESTMENT AND CONTRIBUTION ACTIVITY

Additions to net assets attributed to:

Investment activity:

Net appreciation in investments

carried at fair value

\$ 6,972,288

Interest and dividends

1,992,579

8,964,867

Contributions:

Participants' deferrals

7,625,017

Participants' rollovers

427,284

Employers' matching

2,244,139

10,296,440

TOTAL INVESTMENT AND CONTRIBUTION ACTIVITY

19,261,307

DEDUCTIONS

Deductions from net assets attributed to:

Administrative expenses

328,683

Benefits paid to participants

9,647,451

TOTAL DEDUCTIONS

9,976,134

NET INCREASE

9,285,173

Transfer of assets from this plan

-

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year

53,241,483

END OF YEAR

\$ 62,526,656

See independent auditor's report and notes to financial statements, which are an integral part of these financial statements.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1 DESCRIPTION OF PLAN

The following description of the Durant Auto Group 401(k) Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. The Plan is a defined contribution plan for the benefit of the employees of Classic Chevrolet, Inc. (GPVN), Classic CRCJ of Arlington (ARCJ), Classic Buick GMC, Ltd. (ARLG), Stingray Chevrolet – Bartow, LLC (BART), Classic Autoplex / Nissan of Boerne (BRNE), Classic Kia of Carrollton (CKIA), Classic Chevrolet Buick GMC of Cleburne (CLEB), Classic Buick GMC of Carrollton, LLC (CRLT), Classic Chrysler Jeep Dodge & Mazda (DENT), Classic Autoplex GM, LLC (GALV), Classic Chevrolet Houston (HOUS), Classic Lawton Chevrolet (LAWT), Mike Brown Ford, Dodge & Hyundai (MBRN), Classic Honda of Midland (MIDL), Stingray Chevrolet, LLC (PLNT), Classic Chevrolet Sugarland, LLC (SGRL), Classic Chevrolet West Houston, LLC (SGRW), Smart Auto Leasing, LLC (SMAL), Classic Tulsa Buick GMC, dba Mark Allen Buick GMC (TULB), Classic Tulsa, d/b/a Mark Allen Chevrolet (TULS), Classic CC Denison LLC (TXCC), and Classic Texoma (TXOM). These entities (collectively, the Company) are under common ownership and control. During 2020-2023, BRNE, CRLT, DENT, GRBY, MBRN, and TXOM were sold to third parties. After the sale, employees of those dealerships became unable to contribute to the Plan, although they are eligible to withdraw their balances.

The Plan qualifies as a profit-sharing plan under Internal Revenue Code (Code) Section 401(a) and as a cash-or-deferred arrangement under Code Section 401(k).

The Plan covers substantially all eligible employees, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Employees must be at least 18 years old and have three months' service with the Company to be eligible. Eligible employees may enter the plan the first day of any month. The 401(k) Plan Committee oversees governance of the Plan. Plan management determines the appropriateness of the Plan's investment offerings, monitors investment performance, and reports to the 401(k) Plan Committee.

Employee contributions

Participants are permitted to contribute 1% to 75% of their annual compensation, as defined in the Plan document, to the Plan on a tax-deferred basis. 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, with a default deferral rate set at 4% of eligible compensation (2% for employees being automatically enrolled before August 2, 2022). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. After-tax contributions are not allowed. Contributions are subject to certain statutory limitations.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1 **DESCRIPTION OF PLAN – (continued)**

Employer contributions

The Company makes matching contributions based on each participant's contributions. Except as discussed below, the matching rate is 25% during an employee's first four years of service and 50% thereafter. The matching contribution is limited to matching participant contributions up to 6% of salary (i.e., the match is limited to 1.5% of compensation for the first three years and 3% of compensation thereafter). The matching contribution discussed above is determined based on the participants' compensation and contributions each pay period. These are described as matching contributions in the financial statements.

Participant accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, any employer discretionary profit-sharing contribution, and Plan investment earnings or losses, which are allocated proportionately among all participants based on their investment in each fund.

Participants may direct the investment of their contributions, the related employer matching contribution, and activity thereon into various investment options offered by the Plan. The Plan currently offers various mutual funds and a "Brokeragelink" option in which participants may invest in common stock, certificates of deposit, or other investments. Contributions for which investment direction has not been received are invested in a "target date" mutual fund, dependent on the participant's date of birth.

Vesting

Participants employed at GPVN are fully vested in all accounts. Other participants are fully vested in their deferral, rollover, and QNEC accounts. Other employer matching contributions are 25% vested after one year's service with the Company. That increases 25% per year, until they are fully vested after four years of credited service. Participants' balances become fully vested if the participant reaches normal retirement age (age 65), becomes disabled, or dies while employed by the Company. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

Administrative expenses

The Company pays certain administrative expenses, such as the cost of Company employees' time involved in Plan administration; the Company also absorbs costs not permitted to be paid from plan assets. Other administrative expenses, such as investment advisory fees, audit fees, and transaction charges, are paid by the Plan.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1 **DESCRIPTION OF PLAN – (continued)**

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. They may also receive an annuity with the same value. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Unless another distribution election is timely made, accounts of terminated participants with balances less than \$5,000 are distributed in a lump sum automatically. Amounts between \$1,000 and \$5,000 are rolled into an individual retirement account for the benefit of the participant.

The Plan permits in-service withdrawals: (1) of rollover contributions, at the participant's request, (2) for employees over the age of 59 ½, and (3) for certain hardship situations, as defined.

Other plan provisions

Other Plan provisions including investment options are described in the Plan Document.

Note 2 **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Subsequent events

The Plan has evaluated subsequent events through September 30, 2024, the date which the financial statements were available to be issued.

Basis of accounting

The financial statements of the Plan are prepared using the modified cash basis of accounting. This method differs from accounting principles generally accepted in the United States of America since revenues are recorded when received rather than when earned, and expenses are recorded when paid rather than when incurred.

Investments held by a defined contribution plan are required to be reported at fair value.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 2 **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)**

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

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

Excess contributions

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as distributions when paid. These amounts were not material at December 31, 2023 and 2022.

Payment of benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Company and are therefore excluded from these financial statements. Investment-related expenses are included in net appreciation in fair value of investments.

Note 3 **TAX STATUS**

The Plan has adopted a Volume Submitter Plan (the Volume Submitter Plan) of Fidelity Management & Research Company (FMR). FMR obtained an advisory letter in regard to the Volume Submitter Plan dated June 30, 2020, in which the Internal Revenue Service stated that the Volume Submitter Plan, as designed, is in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 3 TAX STATUS - (continued)

The modified cash basis of accounting requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that is more likely than not would not be sustained upon examination by the U.S. Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2020.

Note 4 PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan's sponsor has the right to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a full or partial termination, affected participants would be fully vested in their accounts.

Note 5 INFORMATION PREPARED AND CERTIFIED BY FMTC

Fidelity Workplace Services, LLC (FWS) is a wholly-owned subsidiary of FMR, LLC (Fidelity). Fidelity Management Trust Company (FMTC) is (indirectly) a wholly-owned subsidiary of Fidelity. The December 31, 2023 and 2022 statements of net assets available for benefits – modified cash basis, the investment activities included on the modified cash basis statement of changes in net assets available for benefits for the year ended December 31, 2023, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by FMTC in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of \$62,526,656 and \$53,241,483 at December 31, 2023 and 2022, respectively, and related investment earnings (loss) of \$8,964,867 for the year ended December 31, 2023.

These accounts are maintained by Fidelity, a party-in-interest. See note 7.

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 6 FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets or liabilities and have the highest priority. Level 2 inputs consist of observable inputs other than quoted market prices for identical assets or liabilities (Level 1). Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs are used for investments for which Level 1 inputs were not available. Level 3 inputs would only be used if Level 1 or Level 2 inputs were not available. There were no Level 2 or Level 3 transactions at December 31, 2023 or 2022.

Level 1

The fair value of mutual funds is based on quoted net asset values of the shares as reported by the fund. The mutual funds held by the Plan are open-end mutual funds registered with the U.S. Securities and Exchange Commission. The funds must publish their daily net asset value and transact at that price. The mutual funds held by the Plan are considered to be actively traded.

The fair value of interest-bearing cash is amortized cost, which approximates fair value.

The self-directed brokerage accounts are mostly common stock; its fair value is the quoted market price(s) of the stock(s).

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

Assets at Fair Value as of December 31, 2023				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 56,873,317	\$ -	\$ -	\$ 56,873,317
Interest-bearing cash	3,564,837	-	-	3,564,837
Self-directed brokerage	2,088,502	-	-	2,088,502
Total	\$ 62,526,656	\$ -	\$ -	\$ 62,526,656

DURANT AUTO GROUP 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 6 **FAIR VALUE MEASUREMENTS – (continued)**

	<u>Assets at Fair Value as of December 31, 2022</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 47,722,712	\$ -	\$ -	\$ 47,722,712
Interest-bearing cash	4,050,961	-	-	4,050,961
Self-directed brokerage	1,467,810	-	-	1,467,810
Total	<u>\$ 53,241,483</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 53,241,483</u>

Gains and losses included in changes in net assets available for benefits for the years ended December 31, 2023 and 2022, are reported in net appreciation in fair value of investments.

The Plan's policy is to recognize transfers from levels of the fair value hierarchy as of the date of the event or changes in circumstances that caused the transfer. For the year ended December 31, 2023, there were no significant transfers between different levels of the fair value hierarchy.

Note 7 **PARTY-IN-INTEREST TRANSACTIONS**

Most of the Plan's investments are shares of mutual funds managed by FMTC, the custodian of the Plan.

Employee deferrals for forty nine pay periods (totaling approximately \$563,000) were not remitted to the Plan on a timely basis. These are nonexempt party-in-interest transactions under ERISA.

Note 8 **RISKS AND UNCERTAINTIES**

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

Note 9 **REPORTABLE TRANSACTIONS**

There were no reportable transactions in 2023.

SUPPLEMENTAL SCHEDULES

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4a -

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
	Contributions	Contributions	Contributions Pending	
Check here ☐	Contributions	Contributions	Contributions Pending	
If Late Participant Loan Repayments are Included	Not Corrected	Corrected Outside VFCP	Correction in VFCP	

5,062	-	-	-	5,062
1,829	-	-	-	1,829
1,201	-	-	-	1,201
9,296	-	-	-	9,296
4,512	-	-	-	4,512
4,398	-	-	-	4,398
1,829	-	-	-	1,829
1,612	-	-	-	1,612
1,802	-	-	-	1,802
1,972	-	-	-	1,972
1,659	-	-	-	1,659
1,641	-	-	-	1,641
2,004	-	-	-	2,004
2,627	-	-	-	2,627
3,083	-	-	-	3,083
2,927	-	-	-	2,927
2,926	-	-	-	2,926
5,342	-	-	-	5,342
2,676	-	-	-	2,676
2,712	-	-	-	2,712
2,777	-	-	-	2,777
3,005	-	-	-	3,005

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4a -

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
	Contributions	Contributions	Contributions Pending	
Check here ☐	Contributions	Contributions	Contributions Pending	
If Late Participant Loan Repayments are Included	Not Corrected	Corrected Outside VFCP	Correction in VFCP	

(continued)

1,303	-	-	-	1,303
15,028	-	-	-	15,028
17,354	-	-	-	17,354
16,830	-	-	-	16,830
17,976	-	-	-	17,976
15,006	-	-	-	15,006
18,152	-	-	-	18,152
18,022	-	-	-	18,022
81,471	-	-	-	81,471
37,738	-	-	-	37,738
23,949	-	-	-	23,949
37,738	-	-	-	37,738
23,768	-	-	-	23,768
48,348	-	-	-	48,348
45,900	-	-	-	45,900
11,617	-	-	-	11,617
11,610	-	-	-	11,610
11,033	-	-	-	11,033
11,748	-	-	-	11,748
7,918	-	-	-	7,918
10,485	-	-	-	10,485

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4a -

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
	Contributions	Contributions	Contributions Pending	
Check here ☐	Contributions	Contributions	Contributions Pending	
If Late Participant Loan Repayments are Included	Not Corrected	Corrected Outside VFCP	Correction in VFCP	

(continued)

3,266	-	-	-	3,266
3,324	-	-	-	3,324
2,802	-	-	-	2,802
3,650	-	-	-	3,650
<u>\$ 562,928</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 562,928</u>

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

EIN - 75-1159462

PLAN NUMBER - 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2023

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value
<i>Investments at fair value:</i>		
* Fidelity Contrafund	Mutual fund	\$ 3,374,894
* Fidelity Small Cap Value Fund	Mutual fund	753,270
* Fidelity US Bond Index	Mutual fund	715,816
* Fidelity 500 Index	Mutual fund	2,161,801
* Fidelity Real Estate Index	Mutual fund	179,795
* Fidelity Intl Index	Mutual fund	877,745
* Fidelity Extd Mkt Index	Mutual fund	823,757
* Fidelity Government Money Market	Interest-bearing cash	3,564,837
* Fidelity Intm TR BD Index	Mutual fund	778,024
* Allspring Emerging Markets Equity Fund	Mutual fund	419,523
* Neuberger Berman Mid Cap Growth Trust	Mutual fund	527,479
* Metropolitan West Total Return Bond Fund	Mutual fund	149,160
* Putnam Large Cap Value Fund	Mutual fund	220,058
* Virtus Ceredex Mid-Cap Value Equity Fund	Mutual fund	640,005
* Fidelity International Capital Appreciation	Mutual fund	260,231
* Principal Life Time Hybrid Income Fund	Mutual fund	700,007
* Principal Life Time Hybrid 2015 Fund	Mutual fund	674,133
* Principal Life Time Hybrid 2020 Fund	Mutual fund	2,527,841
* Principal Life Time Hybrid 2025 Fund	Mutual fund	5,543,800
* Janus Henderson Triton Fund	Mutual fund	562,241
* Principal Life Time Hybrid 2030 Fund	Mutual fund	9,719,188
* Principal Life Time Hybrid 2035 Fund	Mutual fund	5,243,163
* Principal Life Time Hybrid 2040 Fund	Mutual fund	5,870,063
* Principal Life Time Hybrid 2045 Fund	Mutual fund	4,669,311
* Principal Life Time Hybrid 2050 Fund	Mutual fund	3,561,605
* Principal Life Time Hybrid 2055 Fund	Mutual fund	3,641,134
* Principal Life Time Hybrid 2060 Fund	Mutual fund	2,279,273
Self-directed brokerage	Various	2,088,502
TOTAL ASSETS (HELD AT END OF YEAR)		\$ 62,526,656

* Party-in-interest

Cost is omitted on all accounts above as all are participant directed accounts

See independent auditor's report.