

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 LATITUDE AI LLC 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/2017
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) OEM SUB F LLC 2545 RAILROAD STREET SUITE 400 PITTSBURGH, PA 15222
2b	Employer Identification Number (EIN) 92-1130676
2c	Plan Sponsor's telephone number 412-709-6992
2d	Business code (see instructions) 541511

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	VALERIE QUATRINI
	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 OEM SUB F LLC c Plan Name ARGO AL, LLC 401(K) PLAN	4b EIN 92-1130676 4d PN 001
5 Total number of participants at the beginning of the plan year	5 2004
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) 709 6a(2) 539 6b 0 6c 1066 6d 1605 6e 0 6f 1605 6g(1) 1990 6g(2) 1592 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7

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

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

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 _____
- (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 LATITUDE AI LLC 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 OEM SUB F LLC	D Employer Identification Number (EIN) 92-1130676

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

X

YesNo
- 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
	THE VANGUARD GROUP, INC.
	23-1945930

(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)

THE VANGUARD GROUP, INC.

23-1945930

(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?
99 64 37 50 15 52 68	NONE	48896	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

BDO

PO BOX 642743
PITTSBURGH, PA 15264-2743

(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 50	NONE	7109	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) 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 LATITUDE AI LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 OEM SUB F LLC		
D Employer Identification Number (EIN) 92-1130676		

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	739603	367708
(2) Participant contributions	1b(2)	271291	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2036351	2340025
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	374567	156166
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	83477016	95252773
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	86898828	98116672
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		54431
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	54431
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	86898828	98062241

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)	4905008	
(B) Participants	2a(1)(B)	8854028	
(C) Others (including rollovers)	2a(1)(C)	1004320	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		14763356
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	109654	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	12460	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		122114
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1926677	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1926677
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		13769196
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		30581343

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19361925	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		19361925
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)	48896	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)	7109	
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		56005
j Total expenses. Add all expense amounts in column (b) and enter total	2j		19417930

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11163413
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

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: **BDO USA, P.C.**

(2) EIN: **13-5381590**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan LATITUDE AI LLC 401(K) PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 OEM SUB F LLC		D Employer Identification Number (EIN) 92-1130676
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 0
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): 45-0404698		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
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 b The corresponding number for the second preceding plan year	15a 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 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	16a 16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

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

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No 21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2). ☒ Design-based safe harbor method ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A 22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q703678A</u> .	
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SCHEDULE MEP (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	MULTIPLE-EMPLOYER RETIREMENT PLAN 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
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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 LATITUDE AI LLC 401(K) PLAN	B Three-digit Plan number (PN) ►	001
C Plan administrator's name as shown on line 3a of Form 5500/Form 5500-SF OEM SUB F LLC	D Administrator's EIN 92-1130676	

Part I	Type of Multiple-Employer Pension Plan. All multiple-employer pension plans must complete.
---------------	---

1 Check the appropriate box to indicate type of multiple-employer pension plan. (Only defined contribution plans may check lines 1a, 1b, and 1c. Defined benefit plans and defined contribution plans not checking lines 1a, 1b, or 1c should check line 1d. See Instructions).

- a** ☒ association retirement plan (See 29 CFR 2510.3-55) (Complete Part II)
- b** ☐ professional employer organization plan (PEO Plan) (See 29 CFR 29 CFR 2510.3-55) (Complete Part II)
- c** ☐ pooled employer plan (PEP) (See 29 CFR 2510.3-44) (Complete Parts II and III)
- d** ☐ other multiple-employer pension plan (Describe) _____ (Complete Part II)

Part II	Participating Employer Information.
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2 All multiple-employer pension plans that are subject to section 210(a) of ERISA (see instructions for filing the Form 5500) must complete Part II, in addition to Part I, in accordance with the instructions, to report the information for each employer participating in the multiple-employer pension plan. **Defined contribution plans must complete lines 2a-2d. All other multiple-employer pension plans complete lines 2a-2c only. Complete as many entries as needed to list the required information for each participating employer that is not an individual person (see instructions).**

2a Name of Participating Employer LATITUDE AI LLC 401(K) PLAN	2b EIN 92-1130676	2c Percentage of Total Contributions for the Plan Year 89.57	2d Aggregate Account Balances Attributable to Participating Employer 52096547
2a Name of Participating Employer ARGO AII LLC	2b EIN 81-4509755	2c Percentage of Total Contributions for the Plan Year 10.43	2d Aggregate Account Balances Attributable to Participating Employer 27326345

CAUTION Do not individually list information for working owners (see instructions and 29 CFR 2510.3-55(d)(2)) or other individuals who are participants or beneficiaries in the plan or arrangement that are no longer associated with a particular participating employer or participating employer plan (see instructions). Providing identifying information for individuals may result in rejection of this filing. If there are any such individuals in the plan, answer "Yes" to line 2e and provide the total information for all such individuals, without providing names or other identifying information.

2e Does the plan include any individuals not participating through an employer or who are individual working owners?	2e	☐ Yes ☒ No
2f If you answer "Yes" in line 2e, enter a good faith estimate of the percentage of total contributions made by all such individuals that are not listed on line 2a during the plan year.	2f	
2g If you answer "Yes" in Line 2e, enter the aggregate account balances for all such individuals that are not listed on line 2a.	2g	

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

**Schedule MEP (2023)
v. 230728**

Part III	Pooled Employer Plan Information
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Line 3. All Pooled employer plans must answer all of the questions in Part III, in addition to completing all of Parts I and II.

3a Is the pooled plan provider (identified as the plan sponsor and administrator in Part II of the Form 5500) currently in compliance with the Form PR (Pooled Plan Provider Registration Statement) requirements? (See instructions and 29 CFR 2510.3-44) ☒ Yes ☐ No

3b If line 3a is "Yes", enter the ACK ID for the most recent Form PR that was required to be filed under the Form PR filing requirements. (Failure to enter a valid ACK ID will subject the Form 5500 filing to rejection as incomplete.)
ACK ID _____

Latitude AI, LLC 401(k) Plan

**Financial Statements
and Supplementary Information**
As of December 31, 2023 and 2022
and for the Year Ended December 31, 2023

The report accompanying these financial statements was issued by BDO USA, P.C., a Virginia professional corporation, and the U.S. member of BDO International Limited, a UK company limited by guarantee.



Latitude AI, LLC 401(k) Plan

Financial Statements and Supplementary Information
As of December 31, 2023 and 2022 and for the Year Ended December 31, 2023

Latitude AI, LLC 401(k) Plan

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Independent Auditor's Report

The Participants and Administrator
Latitude AI, LLC 401(k) Plan
Pittsburgh, Pennsylvania

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

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

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



Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



In performing an audit in accordance with GAAS, we:

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

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

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

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

Other Matter - Supplemental Schedules Required by ERISA

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



financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

BDO USA, P.C.

October 15, 2024

Latitude AI, LLC 401(k) Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2023	2022
Assets		
Investments, at fair value (Note 3)		
Money market fund	\$ 2,340,025	\$ 2,036,351
Mutual funds	95,252,773	83,477,016
Total Investments, at fair value	97,592,798	85,513,367
Receivables		
Employer contributions	367,708	739,603
Employee contributions	-	271,291
Notes receivable from participants	156,166	374,567
Total Receivables	523,874	1,385,461
Liabilities		
Other payable	54,431	-
Total Liabilities	54,431	-
Net Assets Available for Benefits	\$ 98,062,241	\$ 86,898,828

See accompanying notes to financial statements.

Latitude AI, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

<i>Year ended December 31,</i>	<i>2023</i>
Investment Income	
Net appreciation in fair value of investments	\$ 13,769,196
Interest and dividends	2,036,331
Total Investment Income	15,805,527
Interest income on notes receivable from participants	12,460
Contributions:	
Employee contributions	8,854,028
Employer contributions	4,905,285
Rollover contributions	1,004,320
Total Contributions	15,763,356
Deductions	
Benefits payments	19,361,925
Administrative expenses	56,005
Total Deductions	19,417,930
Net Increase in Net Assets Available for Benefits	11,163,413
Net Assets Available for Benefits, beginning of year	86,898,828
Net Assets Available for Benefits, end of year	\$ 98,062,241

See accompanying notes to financial statements.

Latitude AI, LLC 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following description of the Latitude AI, LLC 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a complete description of the Plan's provisions.

On December 12, 2022, Argo AI, LLC established its wholly owned subsidiary, OEM Sub F, LLC, as the plan sponsor for the Plan. Argo AI, LLC was added as a participating employer under the Plan. On February 1, 2023, OEM Sub F, LLC was acquired by Ford Motor Company and Latitude AI, LLC was formed. Upon the formation of Latitude AI LLC, still known as OEM Sub F, LLC, OEM Sub F, LLC adopted the plan and created a multiple employer plan with both Latitude AI LLC and Argo AI, LLC participating. On November 16, 2023, Argo AI, LLC was removed as a participating employer in the Plan changing the multiple employer plan to a single employer plan with Latitude AI, LLC participating and retaining plan sponsorship. Former Argo AI, LLC employees retain their existing accounts with the Plan. On May 1, 2024, the plan was renamed the Latitude AI, LLC 401(k) Plan.

General

The Plan is a defined contribution prototype 401(k) plan covering substantially all employees of Latitude AI, LLC (the Company). The Company is the plan sponsor and administrator that controls and manages the operation and administration of the Plan. The Plan's investments and participant loans are held by Vanguard Trust Company, the trustee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees become eligible to participate in the Plan on their date of hire. Plan entry is the participant's hire date. Participants of the Plan do not have an age requirement to make elective deferrals and receive related discretionary match and profit sharing contributions. In addition, the Plan includes an automatic enrollment policy. Under this policy, if an employee does not submit an automatic enrollment waiver, he or she will be automatically enrolled in the Plan at a 4% deferral rate.

Contributions

Employees may enter the Plan at any time during a plan year and may contribute to the Plan under a salary deferral arrangement. An eligible participant may elect to contribute a maximum of 90% of compensation to the Plan. Contributions are subject to certain limitations as defined by the Internal Revenue Code (IRC). Participants may designate all or a portion of his or her elective deferrals as Roth elective contributions. In addition, in any calendar year in which a participant is aged 50 or above, an additional "catch-up contribution" (limited to \$7,500 in 2023) may be made. Participants may also contribute amounts representing distributions from other qualified plans.

The Plan makes safe harbor matching contributions at 100% of participants' contributions up to 4% of participants' eligible compensation. Catch-up contributions are not matched unless the total contribution is at or less than 4% of participants' eligible compensation. The Company may also make additional profit sharing contributions. There were no profit sharing contributions during 2023.

Participant Accounts

Participants direct the investment of their contributions and the Company's safe harbor matching and profit sharing contributions into various investment options offered by the Plan.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

A separate participant account is maintained for each participant. Each participant's account is credited with the participant's contribution, the Company's safe harbor matching and profit sharing contributions and plan earnings and charged with investment gains and losses and certain administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participant contributions, and earnings thereon, are 100% vested at all times. The safe harbor matching and profit sharing contributions, plus actual earnings, are also 100% vested at all times.

Participants automatically become fully vested with respect to employer contributions upon death, permanent disability, or reach 65 years old.

Benefits

Upon termination of service due to attainment of normal retirement age, death, or other reasons, the participant's vested benefit is to be distributed in a manner, as defined in the plan document, chosen by the participant or beneficiary. If the participant's vested account balance is \$1,000 or less, payment is to be made in a single sum. If the participant's vested account balance is more than \$1,000 but less than \$5,000 and the participant fails to elect either a lump sum or rollover, plan management will establish an IRA for the participant.

Participants may also withdraw an amount at age 59½ if certain criteria are met.

At December 31, 2023, there were no amounts allocated to accounts of individuals who have withdrawn from the Plan but have not been paid.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or one-half of their vested account balance as of the day the loan was made. A participant may only have a maximum of one loan outstanding at any time. Repayment terms may not exceed five years unless the note receivable is for the purchase of a participant's residence. The notes bear interest at the prime rate plus 2%.

Outstanding borrowings, which are secured by participants' interest in the Plan, are repaid through payroll deductions, subject to rules permitting prepayment. Loan repayments are applied to principal and interest over the term of the loan.

In the event of default, as described by the Plan, participants are considered to have received a distribution and are subject to income taxes on the distributed amount.

Forfeitures

Forfeitures are created when participants terminate employment before becoming vested in their benefits under the Plan. Forfeitures are held in a separate account and may be used to reduce the Company's contributions to the Plan. Forfeitures available at December 31, 2023 and 2022 were not significant.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

Plan Termination

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

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at a measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers the assumptions that market participants would use when pricing the asset or liability.

The three levels of inputs that may be used to measure fair value are as follows:

Level 1 - This level consists of observable inputs such as quoted prices in active markets for identical investments that the Plan has the ability to access.

Level 2 - Inputs include:

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs, other than quoted prices in active markets, that are observable either directly or indirectly.
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

Level 3 - This level consists of unobservable inputs in which there is little or no market activity for the asset or liability, which require the reporting entity to develop its own estimates and assumptions relating to the pricing of the asset or liability including assumptions regarding risk.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

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

Money Market Funds - Money market funds are valued at cost, which approximates fair value, and classified within Level 1 of the fair value hierarchy.

Mutual Funds - Mutual funds are public investment vehicles valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. Mutual funds are classified within Level 1 of the fair value hierarchy.

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

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

Risks and Uncertainties

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

Contributions Receivable

Participant contributions and any related safe harbor employer matching contributions are recognized in the period during which the Company makes the respective payroll deduction from the participant's compensation.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent participant loans are recorded as distributions based upon the terms of the plan document.

Investment Management Fees and Operating Expenses

Investment management fees and operating expenses charged to the Plan for investments in various funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation in fair value of investments.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

Administrative Expenses

Administrative expenses are paid by the Company or the Plan, as provided by the plan document.

Benefits

Benefits are recorded when paid.

Subsequent Events

The Company evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through October 15, 2024, the date the financial statements were approved and authorized for issue.

3. Investments

The following tables set forth the fair value of the Plan's assets measured on a recurring basis, by level, as described in Note 2:

December 31, 2023

	Level 1		Level 2		Level 3		Total
Money market fund	\$	2,340,025	\$	-	\$	-	\$ 2,340,025
Mutual funds		95,252,773		-		-	95,252,773
Investments, at fair value	\$	97,592,798	\$	-	\$	-	\$ 97,592,798

December 31, 2022

	Level 1		Level 2		Level 3		Total
Money market funds	\$	2,036,351	\$	-	\$	-	\$ 2,036,351
Mutual funds		83,477,016		-		-	83,477,016
Investments, at fair value	\$	85,513,367	\$	-	\$	-	\$ 85,513,367

4. Certification of Investment Information

Certain information disclosed in the accompanying financial statements and ERISA-required supplemental schedule, related to investments held as of December 31, 2023 and 2022, and net appreciation in fair value of investments, interest, and dividends for the year ended December 31, 2023, was obtained by management and agreed to or derived from information certified as complete and accurate by Vanguard Trust Company, which is a qualified institution.

5. Tax Status

The Plan is a pre-approved plan document of Vanguard, Inc. (see Note 1). Vanguard, Inc. obtained a letter dated January 1, 2018 in which the Internal Revenue Service stated its opinion that the form of the pre-approved plan document of Vanguard, Inc. is acceptable under Section 401 of the IRC for use by employers for the benefit of their employees. The Plan has since been amended. The plan administrator believes that the Plan is designed and is currently being operated in compliance

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP 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 more likely than not would not be sustained upon examination by a taxing authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Related Party and Party-in-interest Transactions

Certain Plan investments are in funds and accounts that are managed by Vanguard Trust Company. Participant loan and distribution processing fees are paid to Vanguard by participants. The Plan also issues loans to participants which are secured by the vested balance of the participants' accounts. The Plan paid certain expenses related to plan operations and investment activity to various service providers. These transactions are party-in-interest transactions, which are exempt from prohibited transaction rules.

7. Delinquent Participant Contributions

During the Plan year ended December 31, 2023, participant contributions totaling \$7,375 were not remitted to the Plan within the period prescribed by Department of Labor regulations. These transactions constitute prohibited transactions as defined by ERISA. Contributions of \$7,375 and related lost earnings were remitted to the Plan during 2023.

ERISA-Required Supplemental Schedules

Latitude AI, LLC 401(k) Plan

Schedule H (Form 5500), Line 4a - Schedule of Delinquent Participant Contributions

EIN: 81-4509755

Plan No.: 001

Year ended December 31, 2023

	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP* and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction in VFCP*	
Check here if late participant loan repayments are included: ☐				
2023	\$ -	\$ 7,375	\$ -	\$ -

* Voluntary Fiduciary Correction Program (DOL)

Latitude AI, LLC 401(k) Plan

Schedule H (Form 5500), Line 4i -Schedule of Assets (Held at End of Year)
EIN: 81-4509755 **Plan No.: 001**

December 31, 2023

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost**	Current Value	
Money Market Fund				
* Vanguard	Federal Money Market	\$	2,340,025	
Mutual Funds				
American Century	Emerging Markets R6		214,612	
American Century	Real Estate R6		343,365	
American Funds	Institutional Growth and Income R6		200,307	
Columbia	Balanced I3		464,792	
Columbia	Contrarian Core I3		671,627	
Columbia	Equity Value I2		122,145	
Delaware Funds	Small Cap Value R6		300,637	
Fidelity Advisor	Global Comm Stock I		486,753	
Fred Alger	Spectra Z		1,614,332	
Fred Alger	Small Cap Focus I		225,023	
Janus Capital	Janus Henderson Triton N		849,852	
J.P. Morgan	Equity Income R6		1,096,163	
Lord Abbett & Co.	Emerging Markets Corporate Debt R6		52,539	
Lord Abbett & Co.	High Yield R6		109,884	
MFS	Mid Cap Growth R6		1,083,644	
* Vanguard	500 Index Adm		12,766,904	
* Vanguard	Extended Market Index Adm		1,084,500	
* Vanguard	Inflation-Protected Sec Adm		121,428	
* Vanguard	Institutional Target Retirement 2020		223,022	
* Vanguard	Institutional Target Retirement 2025		1,249,081	
* Vanguard	Institutional Target Retirement 2030		2,762,856	
* Vanguard	Institutional Target Retirement 2035		3,441,717	
* Vanguard	Institutional Target Retirement 2040		3,091,179	
* Vanguard	Institutional Target Retirement 2045		7,068,190	
* Vanguard	Institutional Target Retirement 2050		14,165,348	
* Vanguard	Institutional Target Retirement 2055		12,039,892	
* Vanguard	Institutional Target Retirement 2060		8,399,856	
* Vanguard	Institutional Target Retirement 2065		2,146,944	
* Vanguard	Institutional Target Retirement 2070		9,808	
* Vanguard	Institutional Target Retirement Income		5,331,462	
* Vanguard	Mid-Cap Value Index Adm		1,290,607	
* Vanguard	Small-Cap Index Adm		1,460,413	
* Vanguard	Strategic Small-Cap Equity Inv		614,380	
* Vanguard	Total Bond Market Index Adm		641,075	
* Vanguard	Total Intl Stock Index Adm		2,184,687	
* Vanguard	Total Stock Market Index Adm		7,169,895	
Voya	Intermediate Bond R6		153,854	
Total Mutual Funds				95,252,773
Notes Receivable from Participants				
* Participant loans	Interest rates at 5.25% to 10.25%			156,166
Total			\$	97,748,964

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

**The cost of participant-directed investments is not required to be disclosed.

Latitude AI, LLC 401(k) Plan

**Financial Statements
and Supplementary Information**
As of December 31, 2023 and 2022
and for the Year Ended December 31, 2023

The report accompanying these financial statements was issued by BDO USA, P.C., a Virginia professional corporation, and the U.S. member of BDO International Limited, a UK company limited by guarantee.



Latitude AI, LLC 401(k) Plan

Financial Statements and Supplementary Information
As of December 31, 2023 and 2022 and for the Year Ended December 31, 2023

Latitude AI, LLC 401(k) Plan

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Independent Auditor's Report

The Participants and Administrator
Latitude AI, LLC 401(k) Plan
Pittsburgh, Pennsylvania

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

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

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



Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



In performing an audit in accordance with GAAS, we:

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

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

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

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

Other Matter - Supplemental Schedules Required by ERISA

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



financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

BDO USA, P.C.

October 15, 2024

Latitude AI, LLC 401(k) Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2023	2022
Assets		
Investments, at fair value (Note 3)		
Money market fund	\$ 2,340,025	\$ 2,036,351
Mutual funds	95,252,773	83,477,016
Total Investments, at fair value	97,592,798	85,513,367
Receivables		
Employer contributions	367,708	739,603
Employee contributions	-	271,291
Notes receivable from participants	156,166	374,567
Total Receivables	523,874	1,385,461
Liabilities		
Other payable	54,431	-
Total Liabilities	54,431	-
Net Assets Available for Benefits	\$ 98,062,241	\$ 86,898,828

See accompanying notes to financial statements.

Latitude AI, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

<i>Year ended December 31,</i>	<i>2023</i>
Investment Income	
Net appreciation in fair value of investments	\$ 13,769,196
Interest and dividends	2,036,331
Total Investment Income	15,805,527
Interest income on notes receivable from participants	12,460
Contributions:	
Employee contributions	8,854,028
Employer contributions	4,905,285
Rollover contributions	1,004,320
Total Contributions	15,763,356
Deductions	
Benefits payments	19,361,925
Administrative expenses	56,005
Total Deductions	19,417,930
Net Increase in Net Assets Available for Benefits	11,163,413
Net Assets Available for Benefits, beginning of year	86,898,828
Net Assets Available for Benefits, end of year	\$ 98,062,241

See accompanying notes to financial statements.

Latitude AI, LLC 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following description of the Latitude AI, LLC 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a complete description of the Plan's provisions.

On December 12, 2022, Argo AI, LLC established its wholly owned subsidiary, OEM Sub F, LLC, as the plan sponsor for the Plan. Argo AI, LLC was added as a participating employer under the Plan. On February 1, 2023, OEM Sub F, LLC was acquired by Ford Motor Company and Latitude AI, LLC was formed. Upon the formation of Latitude AI LLC, still known as OEM Sub F, LLC, OEM Sub F, LLC adopted the plan and created a multiple employer plan with both Latitude AI LLC and Argo AI, LLC participating. On November 16, 2023, Argo AI, LLC was removed as a participating employer in the Plan changing the multiple employer plan to a single employer plan with Latitude AI, LLC participating and retaining plan sponsorship. Former Argo AI, LLC employees retain their existing accounts with the Plan. On May 1, 2024, the plan was renamed the Latitude AI, LLC 401(k) Plan.

General

The Plan is a defined contribution prototype 401(k) plan covering substantially all employees of Latitude AI, LLC (the Company). The Company is the plan sponsor and administrator that controls and manages the operation and administration of the Plan. The Plan's investments and participant loans are held by Vanguard Trust Company, the trustee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees become eligible to participate in the Plan on their date of hire. Plan entry is the participant's hire date. Participants of the Plan do not have an age requirement to make elective deferrals and receive related discretionary match and profit sharing contributions. In addition, the Plan includes an automatic enrollment policy. Under this policy, if an employee does not submit an automatic enrollment waiver, he or she will be automatically enrolled in the Plan at a 4% deferral rate.

Contributions

Employees may enter the Plan at any time during a plan year and may contribute to the Plan under a salary deferral arrangement. An eligible participant may elect to contribute a maximum of 90% of compensation to the Plan. Contributions are subject to certain limitations as defined by the Internal Revenue Code (IRC). Participants may designate all or a portion of his or her elective deferrals as Roth elective contributions. In addition, in any calendar year in which a participant is aged 50 or above, an additional "catch-up contribution" (limited to \$7,500 in 2023) may be made. Participants may also contribute amounts representing distributions from other qualified plans.

The Plan makes safe harbor matching contributions at 100% of participants' contributions up to 4% of participants' eligible compensation. Catch-up contributions are not matched unless the total contribution is at or less than 4% of participants' eligible compensation. The Company may also make additional profit sharing contributions. There were no profit sharing contributions during 2023.

Participant Accounts

Participants direct the investment of their contributions and the Company's safe harbor matching and profit sharing contributions into various investment options offered by the Plan.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

A separate participant account is maintained for each participant. Each participant's account is credited with the participant's contribution, the Company's safe harbor matching and profit sharing contributions and plan earnings and charged with investment gains and losses and certain administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participant contributions, and earnings thereon, are 100% vested at all times. The safe harbor matching and profit sharing contributions, plus actual earnings, are also 100% vested at all times.

Participants automatically become fully vested with respect to employer contributions upon death, permanent disability, or reach 65 years old.

Benefits

Upon termination of service due to attainment of normal retirement age, death, or other reasons, the participant's vested benefit is to be distributed in a manner, as defined in the plan document, chosen by the participant or beneficiary. If the participant's vested account balance is \$1,000 or less, payment is to be made in a single sum. If the participant's vested account balance is more than \$1,000 but less than \$5,000 and the participant fails to elect either a lump sum or rollover, plan management will establish an IRA for the participant.

Participants may also withdraw an amount at age 59½ if certain criteria are met.

At December 31, 2023, there were no amounts allocated to accounts of individuals who have withdrawn from the Plan but have not been paid.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or one-half of their vested account balance as of the day the loan was made. A participant may only have a maximum of one loan outstanding at any time. Repayment terms may not exceed five years unless the note receivable is for the purchase of a participant's residence. The notes bear interest at the prime rate plus 2%.

Outstanding borrowings, which are secured by participants' interest in the Plan, are repaid through payroll deductions, subject to rules permitting prepayment. Loan repayments are applied to principal and interest over the term of the loan.

In the event of default, as described by the Plan, participants are considered to have received a distribution and are subject to income taxes on the distributed amount.

Forfeitures

Forfeitures are created when participants terminate employment before becoming vested in their benefits under the Plan. Forfeitures are held in a separate account and may be used to reduce the Company's contributions to the Plan. Forfeitures available at December 31, 2023 and 2022 were not significant.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

Plan Termination

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

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at a measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers the assumptions that market participants would use when pricing the asset or liability.

The three levels of inputs that may be used to measure fair value are as follows:

Level 1 - This level consists of observable inputs such as quoted prices in active markets for identical investments that the Plan has the ability to access.

Level 2 - Inputs include:

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs, other than quoted prices in active markets, that are observable either directly or indirectly.
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

Level 3 - This level consists of unobservable inputs in which there is little or no market activity for the asset or liability, which require the reporting entity to develop its own estimates and assumptions relating to the pricing of the asset or liability including assumptions regarding risk.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

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

Money Market Funds - Money market funds are valued at cost, which approximates fair value, and classified within Level 1 of the fair value hierarchy.

Mutual Funds - Mutual funds are public investment vehicles valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. Mutual funds are classified within Level 1 of the fair value hierarchy.

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

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

Risks and Uncertainties

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

Contributions Receivable

Participant contributions and any related safe harbor employer matching contributions are recognized in the period during which the Company makes the respective payroll deduction from the participant's compensation.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent participant loans are recorded as distributions based upon the terms of the plan document.

Investment Management Fees and Operating Expenses

Investment management fees and operating expenses charged to the Plan for investments in various funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation in fair value of investments.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

Administrative Expenses

Administrative expenses are paid by the Company or the Plan, as provided by the plan document.

Benefits

Benefits are recorded when paid.

Subsequent Events

The Company evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through October 15, 2024, the date the financial statements were approved and authorized for issue.

3. Investments

The following tables set forth the fair value of the Plan's assets measured on a recurring basis, by level, as described in Note 2:

December 31, 2023

	Level 1		Level 2		Level 3		Total
Money market fund	\$	2,340,025	\$	-	\$	-	\$ 2,340,025
Mutual funds		95,252,773		-		-	95,252,773
Investments, at fair value	\$	97,592,798	\$	-	\$	-	\$ 97,592,798

December 31, 2022

	Level 1		Level 2		Level 3		Total
Money market funds	\$	2,036,351	\$	-	\$	-	\$ 2,036,351
Mutual funds		83,477,016		-		-	83,477,016
Investments, at fair value	\$	85,513,367	\$	-	\$	-	\$ 85,513,367

4. Certification of Investment Information

Certain information disclosed in the accompanying financial statements and ERISA-required supplemental schedule, related to investments held as of December 31, 2023 and 2022, and net appreciation in fair value of investments, interest, and dividends for the year ended December 31, 2023, was obtained by management and agreed to or derived from information certified as complete and accurate by Vanguard Trust Company, which is a qualified institution.

5. Tax Status

The Plan is a pre-approved plan document of Vanguard, Inc. (see Note 1). Vanguard, Inc. obtained a letter dated January 1, 2018 in which the Internal Revenue Service stated its opinion that the form of the pre-approved plan document of Vanguard, Inc. is acceptable under Section 401 of the IRC for use by employers for the benefit of their employees. The Plan has since been amended. The plan administrator believes that the Plan is designed and is currently being operated in compliance

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP 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 more likely than not would not be sustained upon examination by a taxing authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Related Party and Party-in-interest Transactions

Certain Plan investments are in funds and accounts that are managed by Vanguard Trust Company. Participant loan and distribution processing fees are paid to Vanguard by participants. The Plan also issues loans to participants which are secured by the vested balance of the participants' accounts. The Plan paid certain expenses related to plan operations and investment activity to various service providers. These transactions are party-in-interest transactions, which are exempt from prohibited transaction rules.

7. Delinquent Participant Contributions

During the Plan year ended December 31, 2023, participant contributions totaling \$7,375 were not remitted to the Plan within the period prescribed by Department of Labor regulations. These transactions constitute prohibited transactions as defined by ERISA. Contributions of \$7,375 and related lost earnings were remitted to the Plan during 2023.

ERISA-Required Supplemental Schedules

Latitude AI, LLC 401(k) Plan

Schedule H (Form 5500), Line 4a - Schedule of Delinquent Participant Contributions

EIN: 81-4509755

Plan No.: 001

Year ended December 31, 2023

	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP* and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction in VFCP*	
Check here if late participant loan repayments are included: ☐				
2023	\$ -	\$ 7,375	\$ -	\$ -

* Voluntary Fiduciary Correction Program (DOL)

Latitude AI, LLC 401(k) Plan

Schedule H (Form 5500), Line 4i -Schedule of Assets (Held at End of Year)
 EIN: 81-4509755 Plan No.: 001

December 31, 2023

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost**	Current Value
Money Market Fund				
*	Vanguard	Federal Money Market	\$	2,340,025
Mutual Funds				
	American Century	Emerging Markets R6		214,612
	American Century	Real Estate R6		343,365
	American Funds	Institutional Growth and Income R6		200,307
	Columbia	Balanced I3		464,792
	Columbia	Contrarian Core I3		671,627
	Columbia	Equity Value I2		122,145
	Delaware Funds	Small Cap Value R6		300,637
	Fidelity Advisor	Global Comm Stock I		486,753
	Fred Alger	Spectra Z		1,614,332
	Fred Alger	Small Cap Focus I		225,023
	Janus Capital	Janus Henderson Triton N		849,852
	J.P. Morgan	Equity Income R6		1,096,163
	Lord Abbett & Co.	Emerging Markets Corporate Debt R6		52,539
	Lord Abbett & Co.	High Yield R6		109,884
	MFS	Mid Cap Growth R6		1,083,644
*	Vanguard	500 Index Adm		12,766,904
*	Vanguard	Extended Market Index Adm		1,084,500
*	Vanguard	Inflation-Protected Sec Adm		121,428
*	Vanguard	Institutional Target Retirement 2020		223,022
*	Vanguard	Institutional Target Retirement 2025		1,249,081
*	Vanguard	Institutional Target Retirement 2030		2,762,856
*	Vanguard	Institutional Target Retirement 2035		3,441,717
*	Vanguard	Institutional Target Retirement 2040		3,091,179
*	Vanguard	Institutional Target Retirement 2045		7,068,190
*	Vanguard	Institutional Target Retirement 2050		14,165,348
*	Vanguard	Institutional Target Retirement 2055		12,039,892
*	Vanguard	Institutional Target Retirement 2060		8,399,856
*	Vanguard	Institutional Target Retirement 2065		2,146,944
*	Vanguard	Institutional Target Retirement 2070		9,808
*	Vanguard	Institutional Target Retirement Income		5,331,462
*	Vanguard	Mid-Cap Value Index Adm		1,290,607
*	Vanguard	Small-Cap Index Adm		1,460,413
*	Vanguard	Strategic Small-Cap Equity Inv		614,380
*	Vanguard	Total Bond Market Index Adm		641,075
*	Vanguard	Total Intl Stock Index Adm		2,184,687
*	Vanguard	Total Stock Market Index Adm		7,169,895
	Voya	Intermediate Bond R6		153,854
Total Mutual Funds				95,252,773
Notes Receivable from Participants				
*	Participant loans	Interest rates at 5.25% to 10.25%		156,166
Total				\$ 97,748,964

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

**The cost of participant-directed investments is not required to be disclosed.

Latitude AI, LLC 401(k) Plan

Financial Statements
and Supplementary Information
As of December 31, 2023 and 2022
and for the Year Ended December 31, 2023

The report accompanying these financial statements was issued by BDO USA, P.C., a Virginia professional corporation, and the U.S. member of BDO International Limited, a UK company limited by guarantee.



Latitude AI, LLC 401(k) Plan

Financial Statements and Supplementary Information
As of December 31, 2023 and 2022 and for the Year Ended December 31, 2023

Latitude AI, LLC 401(k) Plan

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Independent Auditor's Report

The Participants and Administrator
Latitude AI, LLC 401(k) Plan
Pittsburgh, Pennsylvania

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

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

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



Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



In performing an audit in accordance with GAAS, we:

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

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

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

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

Other Matter - Supplemental Schedules Required by ERISA

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



financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

BDO USA, P.C.

October 15, 2024

Latitude AI, LLC 401(k) Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2023	2022
Assets		
Investments, at fair value (Note 3)		
Money market fund	\$ 2,340,025	\$ 2,036,351
Mutual funds	95,252,773	83,477,016
Total Investments, at fair value	97,592,798	85,513,367
Receivables		
Employer contributions	367,708	739,603
Employee contributions	-	271,291
Notes receivable from participants	156,166	374,567
Total Receivables	523,874	1,385,461
Liabilities		
Other payable	54,431	-
Total Liabilities	54,431	-
Net Assets Available for Benefits	\$ 98,062,241	\$ 86,898,828

See accompanying notes to financial statements.

Latitude AI, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

<i>Year ended December 31,</i>	<i>2023</i>
Investment Income	
Net appreciation in fair value of investments	\$ 13,769,196
Interest and dividends	2,036,331
Total Investment Income	15,805,527
Interest income on notes receivable from participants	12,460
Contributions:	
Employee contributions	8,854,028
Employer contributions	4,905,285
Rollover contributions	1,004,320
Total Contributions	15,763,356
Deductions	
Benefits payments	19,361,925
Administrative expenses	56,005
Total Deductions	19,417,930
Net Increase in Net Assets Available for Benefits	11,163,413
Net Assets Available for Benefits, beginning of year	86,898,828
Net Assets Available for Benefits, end of year	\$ 98,062,241

See accompanying notes to financial statements.

Latitude AI, LLC 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following description of the Latitude AI, LLC 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a complete description of the Plan's provisions.

On December 12, 2022, Argo AI, LLC established its wholly owned subsidiary, OEM Sub F, LLC, as the plan sponsor for the Plan. Argo AI, LLC was added as a participating employer under the Plan. On February 1, 2023, OEM Sub F, LLC was acquired by Ford Motor Company and Latitude AI, LLC was formed. Upon the formation of Latitude AI LLC, still known as OEM Sub F, LLC, OEM Sub F, LLC adopted the plan and created a multiple employer plan with both Latitude AI LLC and Argo AI, LLC participating. On November 16, 2023, Argo AI, LLC was removed as a participating employer in the Plan changing the multiple employer plan to a single employer plan with Latitude AI, LLC participating and retaining plan sponsorship. Former Argo AI, LLC employees retain their existing accounts with the Plan. On May 1, 2024, the plan was renamed the Latitude AI, LLC 401(k) Plan.

General

The Plan is a defined contribution prototype 401(k) plan covering substantially all employees of Latitude AI, LLC (the Company). The Company is the plan sponsor and administrator that controls and manages the operation and administration of the Plan. The Plan's investments and participant loans are held by Vanguard Trust Company, the trustee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees become eligible to participate in the Plan on their date of hire. Plan entry is the participant's hire date. Participants of the Plan do not have an age requirement to make elective deferrals and receive related discretionary match and profit sharing contributions. In addition, the Plan includes an automatic enrollment policy. Under this policy, if an employee does not submit an automatic enrollment waiver, he or she will be automatically enrolled in the Plan at a 4% deferral rate.

Contributions

Employees may enter the Plan at any time during a plan year and may contribute to the Plan under a salary deferral arrangement. An eligible participant may elect to contribute a maximum of 90% of compensation to the Plan. Contributions are subject to certain limitations as defined by the Internal Revenue Code (IRC). Participants may designate all or a portion of his or her elective deferrals as Roth elective contributions. In addition, in any calendar year in which a participant is aged 50 or above, an additional "catch-up contribution" (limited to \$7,500 in 2023) may be made. Participants may also contribute amounts representing distributions from other qualified plans.

The Plan makes safe harbor matching contributions at 100% of participants' contributions up to 4% of participants' eligible compensation. Catch-up contributions are not matched unless the total contribution is at or less than 4% of participants' eligible compensation. The Company may also make additional profit sharing contributions. There were no profit sharing contributions during 2023.

Participant Accounts

Participants direct the investment of their contributions and the Company's safe harbor matching and profit sharing contributions into various investment options offered by the Plan.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

A separate participant account is maintained for each participant. Each participant's account is credited with the participant's contribution, the Company's safe harbor matching and profit sharing contributions and plan earnings and charged with investment gains and losses and certain administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participant contributions, and earnings thereon, are 100% vested at all times. The safe harbor matching and profit sharing contributions, plus actual earnings, are also 100% vested at all times.

Participants automatically become fully vested with respect to employer contributions upon death, permanent disability, or reach 65 years old.

Benefits

Upon termination of service due to attainment of normal retirement age, death, or other reasons, the participant's vested benefit is to be distributed in a manner, as defined in the plan document, chosen by the participant or beneficiary. If the participant's vested account balance is \$1,000 or less, payment is to be made in a single sum. If the participant's vested account balance is more than \$1,000 but less than \$5,000 and the participant fails to elect either a lump sum or rollover, plan management will establish an IRA for the participant.

Participants may also withdraw an amount at age 59½ if certain criteria are met.

At December 31, 2023, there were no amounts allocated to accounts of individuals who have withdrawn from the Plan but have not been paid.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or one-half of their vested account balance as of the day the loan was made. A participant may only have a maximum of one loan outstanding at any time. Repayment terms may not exceed five years unless the note receivable is for the purchase of a participant's residence. The notes bear interest at the prime rate plus 2%.

Outstanding borrowings, which are secured by participants' interest in the Plan, are repaid through payroll deductions, subject to rules permitting prepayment. Loan repayments are applied to principal and interest over the term of the loan.

In the event of default, as described by the Plan, participants are considered to have received a distribution and are subject to income taxes on the distributed amount.

Forfeitures

Forfeitures are created when participants terminate employment before becoming vested in their benefits under the Plan. Forfeitures are held in a separate account and may be used to reduce the Company's contributions to the Plan. Forfeitures available at December 31, 2023 and 2022 were not significant.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

Plan Termination

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

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at a measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers the assumptions that market participants would use when pricing the asset or liability.

The three levels of inputs that may be used to measure fair value are as follows:

Level 1 - This level consists of observable inputs such as quoted prices in active markets for identical investments that the Plan has the ability to access.

Level 2 - Inputs include:

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs, other than quoted prices in active markets, that are observable either directly or indirectly.
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

Level 3 - This level consists of unobservable inputs in which there is little or no market activity for the asset or liability, which require the reporting entity to develop its own estimates and assumptions relating to the pricing of the asset or liability including assumptions regarding risk.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

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

Money Market Funds - Money market funds are valued at cost, which approximates fair value, and classified within Level 1 of the fair value hierarchy.

Mutual Funds - Mutual funds are public investment vehicles valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. Mutual funds are classified within Level 1 of the fair value hierarchy.

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

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

Risks and Uncertainties

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

Contributions Receivable

Participant contributions and any related safe harbor employer matching contributions are recognized in the period during which the Company makes the respective payroll deduction from the participant's compensation.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent participant loans are recorded as distributions based upon the terms of the plan document.

Investment Management Fees and Operating Expenses

Investment management fees and operating expenses charged to the Plan for investments in various funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation in fair value of investments.

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

Administrative Expenses

Administrative expenses are paid by the Company or the Plan, as provided by the plan document.

Benefits

Benefits are recorded when paid.

Subsequent Events

The Company evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through October 15, 2024, the date the financial statements were approved and authorized for issue.

3. Investments

The following tables set forth the fair value of the Plan's assets measured on a recurring basis, by level, as described in Note 2:

December 31, 2023

	Level 1		Level 2		Level 3		Total
Money market fund	\$	2,340,025	\$	-	\$	-	\$ 2,340,025
Mutual funds		95,252,773		-		-	95,252,773
Investments, at fair value	\$	97,592,798	\$	-	\$	-	\$ 97,592,798

December 31, 2022

	Level 1		Level 2		Level 3		Total
Money market funds	\$	2,036,351	\$	-	\$	-	\$ 2,036,351
Mutual funds		83,477,016		-		-	83,477,016
Investments, at fair value	\$	85,513,367	\$	-	\$	-	\$ 85,513,367

4. Certification of Investment Information

Certain information disclosed in the accompanying financial statements and ERISA-required supplemental schedule, related to investments held as of December 31, 2023 and 2022, and net appreciation in fair value of investments, interest, and dividends for the year ended December 31, 2023, was obtained by management and agreed to or derived from information certified as complete and accurate by Vanguard Trust Company, which is a qualified institution.

5. Tax Status

The Plan is a pre-approved plan document of Vanguard, Inc. (see Note 1). Vanguard, Inc. obtained a letter dated January 1, 2018 in which the Internal Revenue Service stated its opinion that the form of the pre-approved plan document of Vanguard, Inc. is acceptable under Section 401 of the IRC for use by employers for the benefit of their employees. The Plan has since been amended. The plan administrator believes that the Plan is designed and is currently being operated in compliance

Latitude AI, LLC 401(k) Plan

Notes to the Financial Statements

with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP 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 more likely than not would not be sustained upon examination by a taxing authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Related Party and Party-in-interest Transactions

Certain Plan investments are in funds and accounts that are managed by Vanguard Trust Company. Participant loan and distribution processing fees are paid to Vanguard by participants. The Plan also issues loans to participants which are secured by the vested balance of the participants' accounts. The Plan paid certain expenses related to plan operations and investment activity to various service providers. These transactions are party-in-interest transactions, which are exempt from prohibited transaction rules.

7. Delinquent Participant Contributions

During the Plan year ended December 31, 2023, participant contributions totaling \$7,375 were not remitted to the Plan within the period prescribed by Department of Labor regulations. These transactions constitute prohibited transactions as defined by ERISA. Contributions of \$7,375 and related lost earnings were remitted to the Plan during 2023.

ERISA-Required Supplemental Schedules

Latitude AI, LLC 401(k) Plan

Schedule H (Form 5500), Line 4a - Schedule of Delinquent Participant Contributions

EIN: 81-4509755

Plan No.: 001

Year ended December 31, 2023

	Total That Constitutes Nonexempt Prohibited Transactions			Contributions Pending Correction in VFCP*	Total Fully Corrected Under VFCP* and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP*			
Check here if late participant loan repayments are included: ☐					
2023	\$ -	\$ 7,375		\$ -	\$ -

* Voluntary Fiduciary Correction Program (DOL)

Latitude AI, LLC 401(k) Plan

Schedule H (Form 5500), Line 4i -Schedule of Assets (Held at End of Year)
EIN: 81-4509755 **Plan No.: 001**

December 31, 2023

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost**	Current Value	
Money Market Fund				
* Vanguard	Federal Money Market	\$	2,340,025	
Mutual Funds				
American Century	Emerging Markets R6		214,612	
American Century	Real Estate R6		343,365	
American Funds	Institutional Growth and Income R6		200,307	
Columbia	Balanced I3		464,792	
Columbia	Contrarian Core I3		671,627	
Columbia	Equity Value I2		122,145	
Delaware Funds	Small Cap Value R6		300,637	
Fidelity Advisor	Global Comm Stock I		486,753	
Fred Alger	Spectra Z		1,614,332	
Fred Alger	Small Cap Focus I		225,023	
Janus Capital	Janus Henderson Triton N		849,852	
J.P. Morgan	Equity Income R6		1,096,163	
Lord Abbett & Co.	Emerging Markets Corporate Debt R6		52,539	
Lord Abbett & Co.	High Yield R6		109,884	
MFS	Mid Cap Growth R6		1,083,644	
* Vanguard	500 Index Adm		12,766,904	
* Vanguard	Extended Market Index Adm		1,084,500	
* Vanguard	Inflation-Protected Sec Adm		121,428	
* Vanguard	Institutional Target Retirement 2020		223,022	
* Vanguard	Institutional Target Retirement 2025		1,249,081	
* Vanguard	Institutional Target Retirement 2030		2,762,856	
* Vanguard	Institutional Target Retirement 2035		3,441,717	
* Vanguard	Institutional Target Retirement 2040		3,091,179	
* Vanguard	Institutional Target Retirement 2045		7,068,190	
* Vanguard	Institutional Target Retirement 2050		14,165,348	
* Vanguard	Institutional Target Retirement 2055		12,039,892	
* Vanguard	Institutional Target Retirement 2060		8,399,856	
* Vanguard	Institutional Target Retirement 2065		2,146,944	
* Vanguard	Institutional Target Retirement 2070		9,808	
* Vanguard	Institutional Target Retirement Income		5,331,462	
* Vanguard	Mid-Cap Value Index Adm		1,290,607	
* Vanguard	Small-Cap Index Adm		1,460,413	
* Vanguard	Strategic Small-Cap Equity Inv		614,380	
* Vanguard	Total Bond Market Index Adm		641,075	
* Vanguard	Total Intl Stock Index Adm		2,184,687	
* Vanguard	Total Stock Market Index Adm		7,169,895	
Voya	Intermediate Bond R6		153,854	
Total Mutual Funds				95,252,773
Notes Receivable from Participants				
* Participant loans	Interest rates at 5.25% to 10.25%		156,166	
Total			\$	97,748,964

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

**The cost of participant-directed investments is not required to be disclosed.

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 and ending		
A Name of plan	B Three-digit plan number (PN) ►	
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	

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

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f		

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l		
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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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock.....	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		

Expenses

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

Net Income and Reconciliation

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

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:

(2) EIN:

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, 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:

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.)

	Yes	No	Amount
4a			
4b			
4c			
4d			
4e			
4f			
4g			
4h			
4i			
4j			
4k			
4l			
4m			
4n			

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?

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

Attachment to 2023 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name LATITUDE AI LLC 401(K) PLAN

EIN: 92-1130676

Plan Sponsor's Name OEM Sub F LLC

PN: 001

(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.	(d) Cost	(e) Current value
	Columbia	Columbia Contrarian Core I3	0	671,627
	Vanguard	Vanguard 500 Index Adm	0	12,766,901
	Alger	Alger Spectra Z	0	1,614,332
	JPMorgan	JPMorgan Equity Income R6	0	1,096,163
	Vanguard	Vanguard Small-Cap Index Adm	0	1,460,413
	Vanguard	Vanguard Strategic Small-Cap Equity Inv	0	614,380
	Janus Henderson	Janus Henderson Triton N	0	849,852

Attachment to 2023 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name LATITUDE AI LLC 401(K) PLAN

EIN: 92-1130676

Plan Sponsor's Name OEM Sub F LLC

PN: 001

(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.	(d) Cost	(e) Current value
	Delaware	Delaware Small Cap Value R6	0	300,637
	American Funds	American Funds Intl Gr & Inc R6	0	200,307
	Vanguard	Vanguard Total Intl Stock Index Adm	0	2,184,687
	Vanguard	Vanguard Total Bond Market Index Adm	0	641,075
	Voya	Voya Intermediate Bond R6	0	153,854
	Vanguard	Vanguard Federal Money Market Inv	0	2,339,049
	American Century	American Century Emerging Markets R6	0	214,612

Attachment to 2023 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name LATITUDE AI LLC 401(K) PLAN

EIN: 92-1130676

Plan Sponsor's Name OEM Sub F LLC

PN: 001

(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.	(d) Cost	(e) Current value
	Lord Abbett	Lord Abbett High Yield R6	0	109,884
	Lord Abbett	Lord Abbett Emerg Mkts Corp Debt R6	0	52,539
	Vanguard	Vanguard Inflation-Protected Sec Adm	0	121,428
	MFS	MFS Mid Cap Growth R6	0	1,083,644
	Vanguard	Vanguard Mid-Cap Value Index Adm	0	1,290,607
	American Century	American Century Real Estate R6	0	343,365
	Columbia	Columbia Balanced I3	0	464,792

Attachment to 2023 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name LATITUDE AI LLC 401(K) PLAN

EIN: 92-1130676

Plan Sponsor's Name OEM Sub F LLC

PN: 001

(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.	(d) Cost	(e) Current value
	Vanguard	Vanguard Extended Market Index Adm	0	1,084,501
	Vanguard	Vanguard Total Stock Market Index Adm	0	7,169,895
	Alger	Alger Small Cap Focus I	0	225,023
	Fidelity	Fidelity Advisor Global Comm Stock I	0	486,753
	Columbia	Columbia Global Value I2	0	122,146
	Vanguard	Vanguard Target Retirement 2070 Fund	0	9,808
	Vanguard	Vanguard Target Retirement 2065 Fund	0	2,146,944

Attachment to 2023 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name LATITUDE AI LLC 401(K) PLAN

EIN: 92-1130676

Plan Sponsor's Name OEM Sub F LLC

PN: 001

(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.	(d) Cost	(e) Current value
	Vanguard	Vanguard Target Retirement 2060 Fund	0	8,399,856
	Vanguard	Vanguard Target Retirement 2055 Fund	0	12,039,892
	Vanguard	Vanguard Target Retirement 2050 Fund	0	14,165,348
	Vanguard	Vanguard Target Retirement 2045 Fund	0	7,068,190
	Vanguard	Vanguard Target Retirement 2040 Fund	0	3,091,180
	Vanguard	Vanguard Target Retirement 2035 Fund	0	3,441,717
	Vanguard	Vanguard Target Retirement 2030 Fund	0	2,762,856

Attachment to 2023 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name LATITUDE AI LLC 401(K) PLAN

EIN: 92-1130676

Plan Sponsor's Name OEM Sub F LLC

PN: 001

(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.	(d) Cost	(e) Current value
	Vanguard	Vanguard Target Retirement 2025 Fund	0	1,249,081
	Vanguard	Vanguard Target Retirement 2020 Fund	0	223,022
	Vanguard	Vanguard Target Retirement Income Fund	0	5,331,462
	Participant's Loan Account	Various Rates and Maturities	0	156,166
	Ascensus Trust Company	Contribution Account	0	976

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 _____ and ending _____	
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	1b	Three-digit plan number (PN) ▶
		1c	Effective date of plan
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)	2b	Employer Identification Number (EIN)
		2c	Plan Sponsor's telephone number
		2d	Business code (see instructions)

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE			
	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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%;"></td> </tr> </table>	5																					
5																							
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a(1)</td> <td style="width: 90%;"></td> </tr> <tr> <td style="text-align: center;">6a(2)</td> <td></td> </tr> <tr> <td style="text-align: center;">6b</td> <td></td> </tr> <tr> <td style="text-align: center;">6c</td> <td></td> </tr> <tr> <td style="text-align: center;">6d</td> <td></td> </tr> <tr> <td style="text-align: center;">6e</td> <td></td> </tr> <tr> <td style="text-align: center;">6f</td> <td></td> </tr> <tr> <td style="text-align: center;">6g(1)</td> <td></td> </tr> <tr> <td style="text-align: center;">6g(2)</td> <td></td> </tr> <tr> <td style="text-align: center;">6h</td> <td></td> </tr> </table>			6a(1)		6a(2)		6b		6c		6d		6e		6f		6g(1)		6g(2)		6h	
6a(1)																							
6a(2)																							
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6c																							
6d																							
6e																							
6f																							
6g(1)																							
6g(2)																							
6h																							
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																					
7																							

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

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 _____
- (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 _____

[illegible]