

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 ZOOX, INC. 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/2016
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) ZOOX, INC. 1149 CHESS DR. FOSTER CITY, CA 94404
2b	Employer Identification Number (EIN) 47-1523316
2c	Plan Sponsor's telephone number 650-823-3966
2d	Business code (see instructions) 485990

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	RONI KASS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 2336
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) 1900 6a(2) 2301 6b 0 6c 420 6d 2721 6e 0 6f 2721 6g(1) 2204 6g(2) 2592 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:

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan ZOOX, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ZOOX, INC.	D Employer Identification Number (EIN) 47-1523316	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 64 65	RECORDKEEPER	137914	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan <u>ZOOX, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ZOOX, INC.</u>	D Employer Identification Number (EIN) <u>47-1523316</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA RSL SM/MD CP</u>				
b Name of sponsor of entity listed in (a): <u>STATE STREET BANK & TRUST COMPANY</u>				
c EIN-PN <u>04-0025081-091</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2868682</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>HARRIS OAKMRK INTL 3</u>				
b Name of sponsor of entity listed in (a): <u>SEI TRUST COMPANY</u>				
c EIN-PN <u>26-4757392-037</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>106929</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET 2055</u>				
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>				
c EIN-PN <u>47-6948719-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>22199247</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VG IS TOT BD MKT IDX</u>				
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>				
c EIN-PN <u>81-6321044-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1697874</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET INC</u>				
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>				
c EIN-PN <u>47-6930815-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>390847</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET 2030</u>				
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>				
c EIN-PN <u>47-6938065-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2532958</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET 2040</u>				
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>				
c EIN-PN <u>47-6941351-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4914772</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: VANG RET SVGS TR II		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 45-5455475-023	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2503466
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2050		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 47-6944390-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18217018
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2035		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 47-6941311-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4455480
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2060		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 47-6948754-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11909326
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2020		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 47-6935530-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29686
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2025		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 47-6938034-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 973994
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2065		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 82-6200492-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1711373
a Name of MTIA, CCT, PSA, or 103-12 IE: VANG INST 500 IDX TR		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 81-6327546-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25883424
a Name of MTIA, CCT, PSA, or 103-12 IE: VG IS TL INTL STK MK		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 81-6317280-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 738568
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2070		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 88-6095930-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 93893

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2045

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 47-6944355-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10299500
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RSL LG CP VAL

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST COMPANY

c EIN-PN 90-0337987-226	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 549120
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA LGCP GRTH IDX

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST COMPANY

c EIN-PN 90-0337987-228	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8487638
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan ZOOX, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ZOOX, INC.	D Employer Identification Number (EIN) 47-1523316	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	379	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	16464
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	727324	1225718
(9) Value of interest in common/collective trusts	1c(9)	66425244	120563795
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3628528	5733477
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	70781475	127539454
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	232	345
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	379	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	611	345
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	70780864	127539109

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)	957	
(B) Participants	2a(1)(B)	30672880	
(C) Others (including rollovers)	2a(1)(C)	11191874	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		41865711
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	404	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	71415	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		71819
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	136061	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		136061
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		18507883
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		586064
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		61167538

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4208371	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		4208371
f Corrective distributions (see instructions)	2f		67652
g Certain deemed distributions of participant loans (see instructions)	2g		-5854
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	137914	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	1210	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		139124
j Total expenses. Add all expense amounts in column (b) and enter total	2j		4409293

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		56758245
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **SENSIBA LLP**

(2) EIN: **94-2370906**

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?	☒		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan ZOOX, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ZOOX, INC.	D Employer Identification Number (EIN) 47-1523316	

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

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

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

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

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

Part III	Amendments
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9	If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
---------	--

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

ZOOX, INC. 401(k) PLAN

**Financial Statements
December 31, 2023 and 2022**

**Together with
Independent Auditors' Report**

ZOOX, INC. 401(k) PLAN

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December 31, 2023

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INDEPENDENT AUDITORS' REPORT

To the Retirement Plan Committee of the
Zoox, Inc. 401(k) Plan

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

We have performed audits of the financial statements of Zoox, Inc. 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) (“ERISA Section 103(a)(3)(C)” audit). The financial statements comprise the statement 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. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL’s Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion on the Financial Statements

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

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

Basis for Opinion on the Financial Statements

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditors’ Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we: (a) exercise professional judgment and maintain professional skepticism throughout the audit, (b) 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, (c) 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, (d) 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, and (e) conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

Other Matter - Supplemental Schedule Required by ERISA

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

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

In our opinion:

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

A handwritten signature in black ink that reads "Sensiba LLP". The signature is written in a cursive, flowing style.

Pleasanton, California
October 14, 2024

ZOOX, INC. 401(k) PLAN
Statement of Net Assets Available for Benefits

	December 31,	
	<u>2023</u>	<u>2022</u>
Investments:		
Pooled separate accounts, at fair value	\$ 5,733,476	\$ 3,628,528
Collective investment trusts, at fair value	120,563,796	66,425,244
Money market fund, at fair value	<u>16,464</u>	<u>-</u>
Total investments	126,313,736	70,053,772
Notes receivable from participants	<u>1,225,718</u>	<u>727,324</u>
Net assets available for benefits	<u>\$ 127,539,454</u>	<u>\$ 70,781,096</u>

The accompanying notes are an integral part of these financial statements

ZOOX, INC. 401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2023

Additions (reductions) to net assets attributed to:

Investment income (loss):

Net appreciation (depreciation) in fair value of investments	\$ 19,042,939
Dividends and interest	<u>187,182</u>

Total investment income (loss)	<u>19,230,121</u>
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Contributions:

Participants	30,673,837
Rollovers	<u>11,191,874</u>

Total contributions	<u>41,865,711</u>
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Other income:

Interest income on notes receivable from participants	<u>71,819</u>
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Total additions	<u>61,167,651</u>
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Deductions from net assets attributed to:

Benefits paid to participants	(4,270,169)
Administration and other costs	<u>(139,124)</u>

Total deductions	<u>(4,409,293)</u>
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Net increase in net assets	56,758,358
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Net assets available for benefits:

Beginning of period	<u>70,781,096</u>
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End of period	<u><u>\$ 127,539,454</u></u>
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The accompanying notes are an integral part of these financial statements

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Note 1: Description of Plan

The following description of the Zoon, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan established by Zoon, Inc. (the "Company" or "Plan Sponsor") on January 1, 2016, amended December 15, 2021, and restated September 14, 2022, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan provides benefits for all eligible employees of the Company. During 2020, Zoon, Inc. merged with Amazon.com, Inc., however, the Plan remains separate and was not affected by the merger.

Through September 13, 2022, 401kSAFE was the Plan administrator and retained the services of third parties to assist in the administration of the Plan. The Plan's custodian was Voya Retirement Insurance and Annuity Company ("Voya"), and the Plan's third-party administrator was FuturePlan, previously known as United Retirement Plan Consultants. Effective September 14, 2022, Fidelity Management Trust Company ("Fidelity") became the Plan's third-party administrator and trustee, and the Company took over Plan administration.

Eligibility: Except for excluded employees, all employees who have reached twenty-one years of age are eligible to participate in the Plan and receive employer contributions. Excluded employees are defined as those covered by a collective bargaining agreement, nonresidents, leased employees, and interns who work less than 1,000 hours during a Plan year. Effective September 14, 2022, the Plan was amended to further exclude acquired employees and returner shifts. Participants may begin deferring a portion of their compensation into the Plan immediately upon meeting the eligibility requirements. An employee may elect not to participate in the Plan.

Participant contributions: Participants may defer 100% of their compensation into the Plan, including Roth deferrals, subject to certain anti-discriminatory tests and to annual additions subject to the statutory limits. Participants age 50 or older are allowed to make "catch up" contributions during a Plan year, subject to statutory limits. The Plan includes an automatic enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rates set initially at 6% of eligible compensation and their contributions are invested in a balanced fund based on their retirement group until changed by the participant. Participants may also contribute amounts representing distributions from other qualified retirement plans. Participants direct the allocation of their contributions to various investment options offered by the Plan.

Employer contributions: The Company may at its sole discretion make employer contributions. There were no discretionary contributions for the year ended December 31, 2023.

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Participant accounts: Each participant's account is credited with the participant's contribution and allocations of Plan earnings. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. All amounts in participant accounts are participant directed.

Investment options: The Plan provides for investments to be directed by participants into several investment options held by the trustee. Participant investment options include a variety of pooled separate accounts and collective investment trusts. Earnings of each investment fund are allocated to participant's accounts in proportion to each participant's share of that fund. Participants may change their elections at any time.

Vesting: Participants become immediately vested in their contributions, including rollovers of funds from other qualified retirement plans and earnings thereon. If any, employer matching contributions are vested immediately and non-elective employer contributions are vested over a six-year period at 20% per year from year two through year six.

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 50% of the vested account balances. The notes are secured by no more than 50% of the vested balance in the participant's account and bear interest at 2% over the prime rate at the time of the note issuance or at a rate the Plan administrator deems warranted based on several factors. Note terms range from one to five years but may not exceed five years except for notes used for a purchase of a primary residence, which may be repaid over fifteen years. Principal and interest are paid ratably through payroll deductions. Participants may not have more than two notes outstanding at any time.

Payment of benefits: The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, disability, death, financial hardship (as defined in the Plan), or termination of employment. In-service distributions of a participant's vested account balance are permitted providing the participant has attained age 59 ½. Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan or receive their total benefits in a lump sum amount equal to the value of the participant's vested interest in their account. Unless otherwise instructed by the participant, participants with vested account balances of \$1,000 or less upon separation will receive a lump sum cash payout and participants with vested account balances ranging from \$1,000 to \$5,000 will automatically be rolled over into an individual retirement account ("IRA").

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Forfeited accounts: Forfeitures are used first to pay administrative expenses of the Plan, and thereafter are used to reduce any employer contributions for the Plan year in which the forfeiture occurs. There were no forfeitures used in 2023 to offset against administrative expenses. Forfeitures remaining in the Plan as of December 31, 2023 and 2022 were immaterial.

Investment management fees and operating expenses: Investment management fees and operating expenses charged to the Plan for investments in the pooled separate accounts and collective investment trusts are deducted from income earned on a daily basis and are reflected as a component of net appreciation (depreciation) in fair value of investments.

Administrative expenses: Substantially all administrative expenses of the Plan are paid by Plan participants. Expenses paid directly by the Company are excluded from these financial statements. Separate fees for loan and distribution processing as specified in the service agreement, are charged to individual participant's accounts.

Note 2: Significant accounting policies

Basis of accounting: The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted ("GAAP") in the United States of America. Contributions from participants are recorded when withheld from the participant. Benefit payments to participants are recorded when paid.

Use of estimates: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and schedule. Actual results could differ from those estimates.

Investment valuation and income recognition: In accordance with GAAP, the Plan's investments are stated at their fair values. Collective investment trust funds and pooled separate accounts are valued at net asset values ("NAV") as a practical expedient of shares held by the Plan at year end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) include the Plan's gains (losses) on investments bought, sold, or held during the year.

Fair value measurements: The Plan performs fair value measurements in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures. Refer to Note 3 for the fair value measurement disclosures associated with the Plan's investments.

Net appreciation (depreciation) in fair value of investments: The earnings, expenses, realized gains and losses, and unrealized appreciation (depreciation) in registered investments companies and other investments are recorded in the accompanying financial statements as net appreciation (depreciation) in fair value of investments.

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Subsequent events: The Plan has evaluated subsequent events through the date that the financial statements were available to be issued which is the date of the independent auditors' report.

Note 3: Fair value

The Plan performs fair value measurement in accordance with ASC 820. The accounting guidance for fair value measurement requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The fair value hierarchy is as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or
- Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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 reporting date.

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2023 as determined by the Plan administrator is as follows:

	Fair Value Measurements Using Input Type			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	\$ -	\$ 5,733,476	\$ -	\$ 5,733,476
Money market fund	-	16,464	-	16,464
Total investments in the fair value hierarchy	<u>\$ -</u>	<u>\$ 5,733,476</u>	<u>\$ -</u>	<u>5,749,940</u>
Investments measured at NAV as a practical expedient				120,563,796
Total investments measured at fair value				<u>\$ 126,313,736</u>

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2022 as determined by the Plan administrator is as follows:

	Fair Value Measurements Using Input Type			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	\$ -	\$ 3,628,528	\$ -	\$ 3,628,528
Total investments in the fair value hierarchy	<u>\$ -</u>	<u>\$ 3,628,528</u>	<u>\$ -</u>	<u>3,628,528</u>
Investments measured at NAV as a practical expedient				66,425,244
Total investments measured at fair value	<u>\$ -</u>	<u>\$ 3,628,528</u>	<u>\$ -</u>	<u>70,053,772</u>

In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for Plan benefits.

The Plan's valuation methodology for each investment type is as follows for the years ended December 31, 2023 and 2022:

Pooled separate accounts – Investments in pooled separate accounts were derived from the quoted market prices of the underlying assets.

Collective investment trusts – Investments in collective investment trusts are valued at the NAV of units of the collective investment trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the account less its liabilities.

Money market fund – Investments in the money market fund are derived from the quoted market price of the underlying asset.

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Note 4: Investments

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity, the trustee of the Plan, as complete and accurate, except for comparing such information to information included in the Plan's financial statements and supplemental schedule.

The following information included in the financial statements and supplemental schedule was provided by and certified by the Plan's custodian and trustee as complete and accurate:

- Investments as shown in the Statement of Net Assets Available for Benefits as of December 31, 2023 and 2022.
- Notes receivable from participants as shown in the Statement of Net Assets Available for Benefits as of December 31, 2023 and 2022.
- Investment loss and interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year presented.
- Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023.

Note 5: Party-in-interest transactions

Fidelity, the Plan's trustee and recordkeeper, serves as the Plan fiduciary and service provider. At December 31, 2023, the Plan held investments of approximately \$16,000 in a money market account managed by Fidelity. Fidelity is the trustee as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. There were no such investments at December 31, 2022.

Note 6: 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 provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer matching account balances.

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Note 7: Income tax status

The prototype plan obtained its latest opinion letter on June 30, 2020, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Subsequent to receiving this opinion letter, the prototype plan was amended. The Plan administrator believes that the amended prototype plan, as adopted by the Company, is operating in compliance with the requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 8: Risks and uncertainties

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

Note 9: Reconciliation of financial statements to Schedule H of Form 5500:

The following is a reconciliation of net assets per the financial statements to Schedule H of the Form 5500 at December 31:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per financial statements	\$ 127,539,454	\$ 70,781,096
Add: Current year contributions receivable per Form 5500	-	379
Less: Current year contributions payable per Form 5500	<u>(345)</u>	<u>(611)</u>
Net assets per Form 5500	<u>\$ 127,539,109</u>	<u>\$ 70,780,864</u>

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

Net increase in net assets per financial statements	\$ 56,758,358
Less: Current year contributions payable per Form 5500	(345)
Less: Prior year contributions receivable per Form 5500	(379)
Add: Prior year contributions payable per Form 5500	<u>611</u>
Total balance per Form 5500	<u>\$ 56,758,245</u>

ZOOX, INC. 401(k) PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2023
EIN 47-1523316
PLAN NUMBER 001

(a)	(b)	(c)	(e)
Party- in- interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
Pooled separate accounts:			
	Vanguard Small-Cap Growth Index Fund Admiral Shares	Pooled Separate Account	\$ 1,720,203
	American Funds EuroPacific Growth Fund Class R-6	Pooled Separate Account	1,538,576
	American Funds New World Fund Class R-6	Pooled Separate Account	1,105,347
	Vanguard Small Cap Value Index Fund Admiral Shares	Pooled Separate Account	828,885
	Vanguard Inflation-Protected Securities Fund Admiral Shares	Pooled Separate Account	302,950
	PGIM Total Return Bond Fund -Class R6	Pooled Separate Account	237,515
			<u>5,733,476</u>
Collective investment trusts:			
	Vanguard Institutional 500 Index Trust	Collective Investment Trust	25,883,424
	Vanguard Target Retirement 2055 Trust Select	Collective Investment Trust	22,199,247
	Vanguard Target Retirement 2050 Trust Select	Collective Investment Trust	18,217,018
	Vanguard Target Retirement 2060 Trust Select	Collective Investment Trust	11,909,326
	Vanguard Target Retirement 2045 Trust Select	Collective Investment Trust	10,299,500
	State Street Large Cap Growth Index Trust	Collective Investment Trust	8,487,639
	Vanguard Target Retirement 2040 Trust Select	Collective Investment Trust	4,914,772
	Vanguard Target Retirement 2035 Trust Select	Collective Investment Trust	4,455,480
	State Street Small-Mid Cap Index Trust	Collective Investment Trust	2,868,682
	Vanguard Target Retirement 2030 Trust Select	Collective Investment Trust	2,532,958
	Vanguard Retirement Savings Trust II	Collective Investment Trust	2,503,466
	Vanguard Target Retirement 2065 Trust Select	Collective Investment Trust	1,711,373
	Vanguard Institutional Total Bond Market Index Trust	Collective Investment Trust	1,697,874
	Vanguard Target Retirement 2025 Trust Select	Collective Investment Trust	973,994
	Vanguard Institutional Total International Stock Market Index Trust	Collective Investment Trust	738,568
	State Street Large Cap Value Index Trust	Collective Investment Trust	549,120
	Vanguard Target Retirement Income Trust Select	Collective Investment Trust	390,847
	Harris Associates Oakmark International Collective Fund Class 3	Collective Investment Trust	106,929
	Vanguard Target Retirement 2070 Trust Select	Collective Investment Trust	93,893
	Vanguard Target Retirement 2020 Trust Select	Collective Investment Trust	29,686
			<u>120,563,796</u>
Money market fund:			
*	Fidelity Government Money Market Fund Class K6	Money Market Fund	16,464
	Total investments		<u>\$ 126,313,736</u>
*	Notes receivable from participants	5.25% - 10.50%, Maturing through 2032	<u>\$ 1,225,718</u>
*	A party-in-interest as defined by ERISA Column (d), cost, has been omitted as all investments are participant directed		

ZOOX, INC. 401(k) PLAN

**Financial Statements
December 31, 2023 and 2022**

**Together with
Independent Auditors' Report**

ZOOX, INC. 401(k) PLAN

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December 31, 2023

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INDEPENDENT AUDITORS' REPORT

To the Retirement Plan Committee of the
Zoox, Inc. 401(k) Plan

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

We have performed audits of the financial statements of Zoox, Inc. 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) (“ERISA Section 103(a)(3)(C)” audit). The financial statements comprise the statement 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. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL’s Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion on the Financial Statements

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

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

Basis for Opinion on the Financial Statements

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditors’ Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we: (a) exercise professional judgment and maintain professional skepticism throughout the audit, (b) 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, (c) 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, (d) 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, and (e) conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

Other Matter - Supplemental Schedule Required by ERISA

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

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

In our opinion:

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

A handwritten signature in black ink that reads "Sensiba LLP". The signature is written in a cursive, flowing style.

Pleasanton, California
October 14, 2024

ZOOX, INC. 401(k) PLAN
Statement of Net Assets Available for Benefits

	December 31,	
	2023	2022
Investments:		
Pooled separate accounts, at fair value	\$ 5,733,476	\$ 3,628,528
Collective investment trusts, at fair value	120,563,796	66,425,244
Money market fund, at fair value	16,464	-
Total investments	126,313,736	70,053,772
Notes receivable from participants	1,225,718	727,324
Net assets available for benefits	\$ 127,539,454	\$ 70,781,096

The accompanying notes are an integral part of these financial statements

ZOOX, INC. 401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2023

Additions (reductions) to net assets attributed to:

Investment income (loss):

Net appreciation (depreciation) in fair value of investments	\$ 19,042,939
Dividends and interest	<u>187,182</u>

Total investment income (loss)	<u>19,230,121</u>
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Contributions:

Participants	30,673,837
Rollovers	<u>11,191,874</u>

Total contributions	<u>41,865,711</u>
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Other income:

Interest income on notes receivable from participants	<u>71,819</u>
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Total additions	<u>61,167,651</u>
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Deductions from net assets attributed to:

Benefits paid to participants	(4,270,169)
Administration and other costs	<u>(139,124)</u>

Total deductions	<u>(4,409,293)</u>
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Net increase in net assets	56,758,358
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Net assets available for benefits:

Beginning of period	<u>70,781,096</u>
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End of period	<u><u>\$ 127,539,454</u></u>
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The accompanying notes are an integral part of these financial statements

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Note 1: Description of Plan

The following description of the Zoon, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan established by Zoon, Inc. (the "Company" or "Plan Sponsor") on January 1, 2016, amended December 15, 2021, and restated September 14, 2022, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan provides benefits for all eligible employees of the Company. During 2020, Zoon, Inc. merged with Amazon.com, Inc., however, the Plan remains separate and was not affected by the merger.

Through September 13, 2022, 401kSAFE was the Plan administrator and retained the services of third parties to assist in the administration of the Plan. The Plan's custodian was Voya Retirement Insurance and Annuity Company ("Voya"), and the Plan's third-party administrator was FuturePlan, previously known as United Retirement Plan Consultants. Effective September 14, 2022, Fidelity Management Trust Company ("Fidelity") became the Plan's third-party administrator and trustee, and the Company took over Plan administration.

Eligibility: Except for excluded employees, all employees who have reached twenty-one years of age are eligible to participate in the Plan and receive employer contributions. Excluded employees are defined as those covered by a collective bargaining agreement, nonresidents, leased employees, and interns who work less than 1,000 hours during a Plan year. Effective September 14, 2022, the Plan was amended to further exclude acquired employees and returner shifts. Participants may begin deferring a portion of their compensation into the Plan immediately upon meeting the eligibility requirements. An employee may elect not to participate in the Plan.

Participant contributions: Participants may defer 100% of their compensation into the Plan, including Roth deferrals, subject to certain anti-discriminatory tests and to annual additions subject to the statutory limits. Participants age 50 or older are allowed to make "catch up" contributions during a Plan year, subject to statutory limits. The Plan includes an automatic enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rates set initially at 6% of eligible compensation and their contributions are invested in a balanced fund based on their retirement group until changed by the participant. Participants may also contribute amounts representing distributions from other qualified retirement plans. Participants direct the allocation of their contributions to various investment options offered by the Plan.

Employer contributions: The Company may at its sole discretion make employer contributions. There were no discretionary contributions for the year ended December 31, 2023.

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Participant accounts: Each participant's account is credited with the participant's contribution and allocations of Plan earnings. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. All amounts in participant accounts are participant directed.

Investment options: The Plan provides for investments to be directed by participants into several investment options held by the trustee. Participant investment options include a variety of pooled separate accounts and collective investment trusts. Earnings of each investment fund are allocated to participant's accounts in proportion to each participant's share of that fund. Participants may change their elections at any time.

Vesting: Participants become immediately vested in their contributions, including rollovers of funds from other qualified retirement plans and earnings thereon. If any, employer matching contributions are vested immediately and non-elective employer contributions are vested over a six-year period at 20% per year from year two through year six.

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 50% of the vested account balances. The notes are secured by no more than 50% of the vested balance in the participant's account and bear interest at 2% over the prime rate at the time of the note issuance or at a rate the Plan administrator deems warranted based on several factors. Note terms range from one to five years but may not exceed five years except for notes used for a purchase of a primary residence, which may be repaid over fifteen years. Principal and interest are paid ratably through payroll deductions. Participants may not have more than two notes outstanding at any time.

Payment of benefits: The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, disability, death, financial hardship (as defined in the Plan), or termination of employment. In-service distributions of a participant's vested account balance are permitted providing the participant has attained age 59 ½. Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan or receive their total benefits in a lump sum amount equal to the value of the participant's vested interest in their account. Unless otherwise instructed by the participant, participants with vested account balances of \$1,000 or less upon separation will receive a lump sum cash payout and participants with vested account balances ranging from \$1,000 to \$5,000 will automatically be rolled over into an individual retirement account ("IRA").

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Forfeited accounts: Forfeitures are used first to pay administrative expenses of the Plan, and thereafter are used to reduce any employer contributions for the Plan year in which the forfeiture occurs. There were no forfeitures used in 2023 to offset against administrative expenses. Forfeitures remaining in the Plan as of December 31, 2023 and 2022 were immaterial.

Investment management fees and operating expenses: Investment management fees and operating expenses charged to the Plan for investments in the pooled separate accounts and collective investment trusts are deducted from income earned on a daily basis and are reflected as a component of net appreciation (depreciation) in fair value of investments.

Administrative expenses: Substantially all administrative expenses of the Plan are paid by Plan participants. Expenses paid directly by the Company are excluded from these financial statements. Separate fees for loan and distribution processing as specified in the service agreement, are charged to individual participant's accounts.

Note 2: Significant accounting policies

Basis of accounting: The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted ("GAAP") in the United States of America. Contributions from participants are recorded when withheld from the participant. Benefit payments to participants are recorded when paid.

Use of estimates: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and schedule. Actual results could differ from those estimates.

Investment valuation and income recognition: In accordance with GAAP, the Plan's investments are stated at their fair values. Collective investment trust funds and pooled separate accounts are valued at net asset values ("NAV") as a practical expedient of shares held by the Plan at year end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) include the Plan's gains (losses) on investments bought, sold, or held during the year.

Fair value measurements: The Plan performs fair value measurements in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures. Refer to Note 3 for the fair value measurement disclosures associated with the Plan's investments.

Net appreciation (depreciation) in fair value of investments: The earnings, expenses, realized gains and losses, and unrealized appreciation (depreciation) in registered investments companies and other investments are recorded in the accompanying financial statements as net appreciation (depreciation) in fair value of investments.

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Subsequent events: The Plan has evaluated subsequent events through the date that the financial statements were available to be issued which is the date of the independent auditors' report.

Note 3: Fair value

The Plan performs fair value measurement in accordance with ASC 820. The accounting guidance for fair value measurement requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The fair value hierarchy is as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or
- Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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 reporting date.

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2023 as determined by the Plan administrator is as follows:

	Fair Value Measurements Using Input Type			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	\$ -	\$ 5,733,476	\$ -	\$ 5,733,476
Money market fund	-	16,464	-	16,464
Total investments in the fair value hierarchy	<u>\$ -</u>	<u>\$ 5,733,476</u>	<u>\$ -</u>	<u>5,749,940</u>
Investments measured at NAV as a practical expedient				120,563,796
Total investments measured at fair value				<u>\$ 126,313,736</u>

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2022 as determined by the Plan administrator is as follows:

	Fair Value Measurements Using Input Type			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	\$ -	\$ 3,628,528	\$ -	\$ 3,628,528
Total investments in the fair value hierarchy	<u>\$ -</u>	<u>\$ 3,628,528</u>	<u>\$ -</u>	<u>3,628,528</u>
Investments measured at NAV as a practical expedient				66,425,244
Total investments measured at fair value	<u>\$ -</u>	<u>\$ 3,628,528</u>	<u>\$ -</u>	<u>70,053,772</u>

In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for Plan benefits.

The Plan's valuation methodology for each investment type is as follows for the years ended December 31, 2023 and 2022:

Pooled separate accounts – Investments in pooled separate accounts were derived from the quoted market prices of the underlying assets.

Collective investment trusts – Investments in collective investment trusts are valued at the NAV of units of the collective investment trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the account less its liabilities.

Money market fund – Investments in the money market fund are derived from the quoted market price of the underlying asset.

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Note 4: Investments

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity, the trustee of the Plan, as complete and accurate, except for comparing such information to information included in the Plan's financial statements and supplemental schedule.

The following information included in the financial statements and supplemental schedule was provided by and certified by the Plan's custodian and trustee as complete and accurate:

- Investments as shown in the Statement of Net Assets Available for Benefits as of December 31, 2023 and 2022.
- Notes receivable from participants as shown in the Statement of Net Assets Available for Benefits as of December 31, 2023 and 2022.
- Investment loss and interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year presented.
- Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023.

Note 5: Party-in-interest transactions

Fidelity, the Plan's trustee and recordkeeper, serves as the Plan fiduciary and service provider. At December 31, 2023, the Plan held investments of approximately \$16,000 in a money market account managed by Fidelity. Fidelity is the trustee as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. There were no such investments at December 31, 2022.

Note 6: 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 provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer matching account balances.

ZOOX, INC. 401(k) PLAN
Notes to Financial Statements
December 31, 2023

Note 7: Income tax status

The prototype plan obtained its latest opinion letter on June 30, 2020, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Subsequent to receiving this opinion letter, the prototype plan was amended. The Plan administrator believes that the amended prototype plan, as adopted by the Company, is operating in compliance with the requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 8: Risks and uncertainties

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

Note 9: Reconciliation of financial statements to Schedule H of Form 5500:

The following is a reconciliation of net assets per the financial statements to Schedule H of the Form 5500 at December 31:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per financial statements	\$ 127,539,454	\$ 70,781,096
Add: Current year contributions receivable per Form 5500	-	379
Less: Current year contributions payable per Form 5500	<u>(345)</u>	<u>(611)</u>
Net assets per Form 5500	<u>\$ 127,539,109</u>	<u>\$ 70,780,864</u>

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

Net increase in net assets per financial statements	\$ 56,758,358
Less: Current year contributions payable per Form 5500	(345)
Less: Prior year contributions receivable per Form 5500	(379)
Add: Prior year contributions payable per Form 5500	<u>611</u>
Total balance per Form 5500	<u>\$ 56,758,245</u>

ZOOX, INC. 401(k) PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2023
EIN 47-1523316
PLAN NUMBER 001

(a)	(b)	(c)	(e)
Party- in- interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
Pooled separate accounts:			
	Vanguard Small-Cap Growth Index Fund Admiral Shares	Pooled Separate Account	\$ 1,720,203
	American Funds EuroPacific Growth Fund Class R-6	Pooled Separate Account	1,538,576
	American Funds New World Fund Class R-6	Pooled Separate Account	1,105,347
	Vanguard Small Cap Value Index Fund Admiral Shares	Pooled Separate Account	828,885
	Vanguard Inflation-Protected Securities Fund Admiral Shares	Pooled Separate Account	302,950
	PGIM Total Return Bond Fund -Class R6	Pooled Separate Account	237,515
			<u>5,733,476</u>
Collective investment trusts:			
	Vanguard Institutional 500 Index Trust	Collective Investment Trust	25,883,424
	Vanguard Target Retirement 2055 Trust Select	Collective Investment Trust	22,199,247
	Vanguard Target Retirement 2050 Trust Select	Collective Investment Trust	18,217,018
	Vanguard Target Retirement 2060 Trust Select	Collective Investment Trust	11,909,326
	Vanguard Target Retirement 2045 Trust Select	Collective Investment Trust	10,299,500
	State Street Large Cap Growth Index Trust	Collective Investment Trust	8,487,639
	Vanguard Target Retirement 2040 Trust Select	Collective Investment Trust	4,914,772
	Vanguard Target Retirement 2035 Trust Select	Collective Investment Trust	4,455,480
	State Street Small-Mid Cap Index Trust	Collective Investment Trust	2,868,682
	Vanguard Target Retirement 2030 Trust Select	Collective Investment Trust	2,532,958
	Vanguard Retirement Savings Trust II	Collective Investment Trust	2,503,466
	Vanguard Target Retirement 2065 Trust Select	Collective Investment Trust	1,711,373
	Vanguard Institutional Total Bond Market Index Trust	Collective Investment Trust	1,697,874
	Vanguard Target Retirement 2025 Trust Select	Collective Investment Trust	973,994
	Vanguard Institutional Total International Stock Market Index Trust	Collective Investment Trust	738,568
	State Street Large Cap Value Index Trust	Collective Investment Trust	549,120
	Vanguard Target Retirement Income Trust Select	Collective Investment Trust	390,847
	Harris Associates Oakmark International Collective Fund Class 3	Collective Investment Trust	106,929
	Vanguard Target Retirement 2070 Trust Select	Collective Investment Trust	93,893
	Vanguard Target Retirement 2020 Trust Select	Collective Investment Trust	29,686
			<u>120,563,796</u>
Money market fund:			
*	Fidelity Government Money Market Fund Class K6	Money Market Fund	16,464
	Total investments		<u>\$ 126,313,736</u>
*	Notes receivable from participants	5.25% - 10.50%, Maturing through 2032	<u>\$ 1,225,718</u>
*	A party-in-interest as defined by ERISA Column (d), cost, has been omitted as all investments are participant directed		