

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

Complete all entries in accordance with the instructions to the Form 5500.

Part I Annual Report Identification Information

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

- A This return/report is for: a multiemployer plan, a multiple-employer plan, a single-employer plan, a DFE, etc.
B This return/report is: the first return/report, the final return/report, an amended return/report, a short plan year return/report, etc.
C If the plan is a collectively-bargained plan, check here.
D Check box if filing under: Form 5558, automatic extension, special extension, the DFVC program, etc.
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: MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN
1b Three-digit plan number (PN): 001
1c Effective date of plan: 01/01/1993
2a Plan sponsor's name, mailing address, city, state, and ZIP: MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY, 261 COMMERCIAL ST., PORTLAND, ME 04101
2b Employer Identification Number (EIN): 01-0476508
2c Plan Sponsor's telephone number: 207-791-3300
2d Business code (see instructions): 524150

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.

Table with 4 columns: SIGN HERE, Signature of plan administrator, Date, Enter name of individual signing as plan administrator. Includes rows for employer/plan sponsor and DFE.

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

Form 5500 (2024) v. 240311

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	<b>3b</b> Administrator's EIN	
	<b>3c</b> Administrator's telephone number	
<b>4</b> 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: <b>a</b> Sponsor's name <b>c</b> Plan Name	<b>4b</b> EIN	
	<b>4d</b> PN	
<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b>	691
<b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). <b>a(1)</b> Total number of active participants at the beginning of the plan year ..... <b>a(2)</b> Total number of active participants at the end of the plan year ..... <b>b</b> Retired or separated participants receiving benefits..... <b>c</b> Other retired or separated participants entitled to future benefits ..... <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> ..... <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. .... <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> ..... <b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) ..... <b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) ..... <b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6a(1)</b>	465
	<b>6a(2)</b>	499
	<b>6b</b>	8
	<b>6c</b>	197
	<b>6d</b>	704
	<b>6e</b>	0
	<b>6f</b>	704
	<b>6g(1)</b>	690
<b>6g(2)</b>	690	
<b>6h</b>	34	
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....	<b>7</b>	

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:  
2F 2G 2J 2K 2T 3F 2E 3D

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

<b>9a</b> Plan funding arrangement (check all that apply)	<b>9b</b> Plan benefit arrangement (check all that apply)
(1) <input type="checkbox"/> Insurance	(1) <input type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

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

<b>a Pension Schedules</b>	<b>b General Schedules</b>
(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)	(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)
(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)
(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) <input type="checkbox"/> <b>A</b> (Insurance Information) – Number Attached <u>0</u>
(4) <input type="checkbox"/> <b>DCG</b> (Individual Plan Information) – Number Attached _____	(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)
(5) <input type="checkbox"/> <b>MEP</b> (Multiple-Employer Retirement Plan Information)	(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)
	(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

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

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**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.

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**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 2024 Form M-1 annual report. If the plan was not required to file the 2024 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 \_\_\_\_\_

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<b>SCHEDULE C</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Service Provider Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2024</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

<b>A</b> Name of plan <b>MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) ▶	<b>001</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY</b>	<b>D</b> Employer Identification Number (EIN) <b>01-0476508</b>	

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**FIDELITY INVESTMENTS INSTITUTIONAL**

**04-2647786**

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(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)

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	43501	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 60 64 65	RECORDKEEPER	-69114	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ABF SM CAP VAL R5 - SS&C GIDS, INC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	0.04%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COL DIVIDEND INC I - COLUMBIA MGT 430 W 7TH STREET STE 219104 KANSAS CITY, MO 64105	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COL DIVIDEND INC I2 - COLUMBIA MGT 430 W 7TH STREET STE 219104 KANSAS CITY, MO 64105	0.10%	

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PARNASSUS CORE EQ IS - ULTIMUS FUN  31-1663251	0.10%	
(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.

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

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

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

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

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

<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> 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)

<b>a</b> Name: BERRY DUNN MCNEIL & PARKER, LLC	<b>b</b> EIN: 01-0523282
<b>c</b> Position: AUDITOR	
<b>d</b> Address: 2211 CONGRESS STREET PORTLAND, ME 04102	<b>e</b> Telephone: 207-541-2200

Explanation: BERRYDUNN CHANGED ITS PRACTICE STRUCTURE JANUARY 1, 2025. BERRYDUNN WILL OPERATE WITH A NEWLY FORMED ENTITY, BDMP ASSURANCE, LLP, ALONGSIDE ITS EXISTING ENTITY, BERRY DUNN MCNEIL & PARKER, LLC.

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE D</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>	<b>DFE/Participating Plan Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>▶ File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <hr/> <b>2024</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

<b>A</b> Name of plan <u>MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>001</u>
<b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY</u>	<b>D</b> Employer Identification Number (EIN) <u>01-0476508</u>	

<b>Part I</b>	<b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b> (Complete as many entries as needed to report all interests in DFEs)
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<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID CAP GROWTH II R1</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>GREAT GRAY TRUST COMPANY</u>		
<b>c</b> EIN-PN <u>38-7304118-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2752344</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMALL CAP GR II R1</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>GREAT GRAY TRUST COMPANY</u>		
<b>c</b> EIN-PN <u>38-4126288-592</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID CAP VALUE R1</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>GREAT GRAY TRUST COMPANY</u>		
<b>c</b> EIN-PN <u>38-4139822-616</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2463091</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>MIP CL 1</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>		
<b>c</b> EIN-PN <u>04-3022712-024</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2864348</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**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)

**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)

**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)

**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)

**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)

**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)

**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)

**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)

**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)

**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)



<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2024</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2024 or fiscal plan year beginning <b>01/01/2024</b> and ending <b>12/31/2024</b>	
<b>A</b> Name of plan <b>MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) ▶ <b>001</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY</b>	<b>D</b> Employer Identification Number (EIN) <b>01-0476508</b>

<b>Part I</b>	<b>Asset and Liability Statement</b>
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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.

		(a) Beginning of Year	(b) End of Year
<b>Assets</b>			
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>	0	0
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>	5139517	5618997
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>	0	0
<b>(3)</b> Other .....	<b>1b(3)</b>	0	0
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	2120702	1873646
<b>(2)</b> U.S. Government securities .....	<b>1c(2)</b>	0	0
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>	0	0
<b>(B)</b> All other .....	<b>1c(3)(B)</b>	0	0
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>	0	0
<b>(B)</b> Common .....	<b>1c(4)(B)</b>	0	0
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>	0	0
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>	0	0
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>	0	0
<b>(8)</b> Participant loans .....	<b>1c(8)</b>	1254724	1329300
<b>(9)</b> Value of interest in common/collective trusts .....	<b>1c(9)</b>	7350343	8079783
<b>(10)</b> Value of interest in pooled separate accounts .....	<b>1c(10)</b>	0	0
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>	0	0
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>	0	0
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....	<b>1c(13)</b>	111109152	129449938
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) .....	<b>1c(14)</b>	0	0
<b>(15)</b> Other .....	<b>1c(15)</b>	0	0

<b>1d</b> Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	<b>1d(1)</b>	0	0
(2) Employer real property.....	<b>1d(2)</b>	0	0
<b>e</b> Buildings and other property used in plan operation.....	<b>1e</b>	0	0
<b>f</b> Total assets (add all amounts in lines 1a through 1e).....	<b>1f</b>	126974438	146351664
<b>Liabilities</b>			
<b>g</b> Benefit claims payable.....	<b>1g</b>	0	0
<b>h</b> Operating payables.....	<b>1h</b>	0	0
<b>i</b> Acquisition indebtedness.....	<b>1i</b>	0	0
<b>j</b> Other liabilities.....	<b>1j</b>	0	0
<b>k</b> Total liabilities (add all amounts in lines 1g through 1j).....	<b>1k</b>	0	0
<b>Net Assets</b>			
<b>l</b> Net assets (subtract line 1k from line 1f).....	<b>1l</b>	126974438	146351664

**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.

<b>Income</b>		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers.....	<b>2a(1)(A)</b>	7963036	
<b>(B)</b> Participants.....	<b>2a(1)(B)</b>	4195833	
<b>(C)</b> Others (including rollovers).....	<b>2a(1)(C)</b>	1629491	
(2) Noncash contributions.....	<b>2a(2)</b>	0	13788360
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		
<b>b Earnings on investments:</b>			
<b>(1) Interest:</b>			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit).....	<b>2b(1)(A)</b>	100972	194459
<b>(B)</b> U.S. Government securities.....	<b>2b(1)(B)</b>	0	
<b>(C)</b> Corporate debt instruments.....	<b>2b(1)(C)</b>	0	
<b>(D)</b> Loans (other than to participants).....	<b>2b(1)(D)</b>	0	
<b>(E)</b> Participant loans.....	<b>2b(1)(E)</b>	93487	
<b>(F)</b> Other.....	<b>2b(1)(F)</b>	0	
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		
<b>(2) Dividends:</b>			
<b>(A)</b> Preferred stock.....	<b>2b(2)(A)</b>	0	3242059
<b>(B)</b> Common stock.....	<b>2b(2)(B)</b>	0	
<b>(C)</b> Registered investment company shares (e.g. mutual funds).....	<b>2b(2)(C)</b>	3242059	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		
(3) Rents.....	<b>2b(3)</b>		0
<b>(4) Net gain (loss) on sale of assets:</b>			
<b>(A)</b> Aggregate proceeds.....	<b>2b(4)(A)</b>	0	0
<b>(B)</b> Aggregate carrying amount (see instructions).....	<b>2b(4)(B)</b>	0	
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result.....	<b>2b(4)(C)</b>		
<b>(5) Unrealized appreciation (depreciation) of assets:</b>			
<b>(A)</b> Real estate.....	<b>2b(5)(A)</b>	0	0
<b>(B)</b> Other.....	<b>2b(5)(B)</b>	0	
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		

	(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	2b(6)	632166
(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)	15132409
<b>c</b> Other income .....	2c	0
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....	2d	32989453

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers .....	2e(1)	13659436
(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)	13659436
<b>f</b> Corrective distributions (see instructions) .....	2f	795
<b>g</b> Certain deemed distributions of participant loans (see instructions) .....	2g	-22391
<b>h</b> Interest expense .....	2h	0
<b>i</b> Administrative expenses:		
(1) Salaries and allowances .....	2i(1)	0
(2) Contract administrator fees .....	2i(2)	0
(3) Recordkeeping fees .....	2i(3)	-69114
(4) IQPA audit fees .....	2i(4)	0
(5) Investment advisory and investment management fees .....	2i(5)	43501
(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)	-25613
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total .....	2j	13612227

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line 2j from line 2d .....	2k	19377226
<b>l</b> 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: **BDMP ASSURANCE LLP**

(2) EIN: **99-4708358**

**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
<b>a</b> 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.)		X	
<b>b</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.)		X	
<b>c</b> 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.)		X	
<b>d</b> 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.)		X	
<b>e</b> Was this plan covered by a fidelity bond?	X		5000000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
<b>g</b> 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?		X	
<b>h</b> 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?		X	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
<b>j</b> 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.)		X	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan?		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
<b>n</b> 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.		X	

**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.)

<b>5b(1)</b> Name of plan(s)	<b>5b(2)</b> EIN(s)	<b>5b(3)</b> 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 \_\_\_\_\_.

<b>SCHEDULE R</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Retirement Plan Information</b>  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).  <b>▶ File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2024</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

<b>A</b> Name of plan <u>MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY</u>	<b>D</b> Employer Identification Number (EIN) <u>01-0476508</u>	

<b>Part I</b>	<b>Distributions</b>
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**All references to distributions relate only to payments of benefits during the plan year.**

<b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	
<b>2</b> 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): <u>04-6568107</u>		
<b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>		
<b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year .....	3	

<b>Part II</b>	<b>Funding Information</b> (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.)
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<b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
<b>If the plan is a defined benefit plan, go to line 8.</b>			
<b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____ <b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b>			
<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....	6a		
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	6b		
<b>c</b> 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		
<b>If you completed line 6c, skip lines 8 and 9.</b>			
<b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
<b>8</b> 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? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

<b>Part III</b>	<b>Amendments</b>
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<b>9</b> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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<b>Part IV</b>	<b>ESOPs</b> (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.
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<b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>11 a</b> Does the ESOP hold any preferred stock? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>b</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.) .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> 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:

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

**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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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.....	<b>16b</b>	

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

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

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

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

**a** Enter the percentage of plan assets held as:  
 Public Equity: \_\_\_\_\_% Private Equity: \_\_\_\_\_% Investment-Grade Debt and Interest Rate Hedging Assets: \_\_\_\_\_%  
 High-Yield Debt: \_\_\_\_\_% Real Assets: \_\_\_\_\_% Cash or Cash Equivalents: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:  
 0-5 years  5-10 years  10-15 years  15 years or more

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

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

**b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:  
 Yes.  
 No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.  
 No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.  
 No. Other. Provide explanation: \_\_\_\_\_

**Part VII IRS Compliance Questions**

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

**21b** If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).  
 Design-based safe harbor method  
 "Prior year" ADP test  
 "Current year" ADP test  
 N/A

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



# Maine Employers' Mutual Insurance Company 401(k) Plan

FINANCIAL STATEMENTS  
and  
SUPPLEMENTAL SCHEDULE

December 31, 2024 and 2023  
With Independent Auditor's Report



## INDEPENDENT AUDITOR'S REPORT

Plan Administrator  
Maine Employers' Mutual Insurance Company 401(k) Plan

### Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2024 Financial Statements

We have performed an audit of the financial statements of Maine Employers' Mutual Insurance Company 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, 2024, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2024 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 audit need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2024, stating that the certified investment information, as described in Note 7 to the financial statements, is complete and accurate.

### Opinion on the 2024 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2024 Financial Statements section:

- The amounts and disclosures in the 2024 financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with U.S. generally accepted accounting principles (U.S. GAAP).
- The information in the 2024 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 2024 Financial Statements**

We conducted our audit in accordance with U.S. generally accepted auditing standards (U.S. GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 2024 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 audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

### **Responsibilities of Management for the 2024 Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with 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 one year after the date the financial statements are available to be issued.

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

### **Auditor's Responsibilities for the Audit of the 2024 Financial Statements**

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of the 2024 Financial Statement section our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with U.S. GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with U.S. GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

Plan Administrator  
Maine Employers' Mutual Insurance Company 401(k) Plan

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certifications, comparing the certified investment information with the related information presented and disclosed in the 2024 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 Matters**

#### *2024 Supplemental Schedule Required by ERISA*

The supplemental schedule of assets (held at end of year) 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 U.S. 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.

Plan Administrator  
Maine Employers' Mutual Insurance Company 401(k) Plan

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).

*Auditor's Report on the 2023 Financial Statements*

The financial statements of the Plan as of December 31, 2023 were audited by Berry, Dunn, McNeil & Parker, LLC. In accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the prior year audit did not extend to any statements or information related to assets held for investment of the Plan that were certified by a qualified institution. Their report dated July 10, 2024 indicated that in their opinion (a) the amounts and disclosures in the 2023 financial statements, other than those agreed to or derived from the certified investment information, were presented fairly, in all material respects, in accordance with U.S. GAAP, and (b) the information in the 2023 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). Their report also indicated that the form and content of the 2023 supplemental schedules, other than the information in the 2023 supplemental schedules that agrees to or is derived from the certified investment information, were presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, and the information in the 2023 supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

*BMP Assurance, LLP*

Portland, Maine  
July 9, 2025

**MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN**

**Statements of Net Assets Available for Benefits**

**December 31, 2024 and 2023**

	<u><b>2024</b></u>	<u><b>2023</b></u>
Investments, at fair value		
Investments in mutual funds	<b>\$ 131,323,584</b>	\$ 113,229,854
Investments in common/collective trusts	<u><b>8,079,783</b></u>	<u>7,350,343</u>
Total investments	<b>139,403,367</b>	120,580,197
Notes receivable from participants	<b>1,329,300</b>	1,254,724
Employer contributions receivable	<u><b>5,618,997</b></u>	<u>5,139,517</u>
Net assets available for benefits	<u><b>\$ 146,351,664</b></u>	<u>\$ 126,974,438</u>

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

**MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN**

**Statement of Changes in Net Assets Available for Benefits**

**Year Ended December 31, 2024**

Additions to net assets attributed to:	
Investment and interest income	
Interest and dividends	\$ 3,343,031
Net appreciation in fair value of investments	15,764,575
Interest on notes receivable from participants	<u>93,487</u>
Total investment and interest income	<u>19,201,093</u>
Contributions	
Employer	7,963,036
Participants	3,684,024
Participant Roth option	511,809
Participant rollovers	<u>1,629,491</u>
Total contributions	<u>13,788,360</u>
Total additions	<u>32,989,453</u>
Deductions from net assets attributed to:	
Benefits paid to participants	13,637,840
Administrative expenses, net of revenue credit	<u>(25,613)</u>
Total deductions	<u>13,612,227</u>
Net increase in net assets available for benefits	19,377,226
Net assets available for benefits	
Beginning of year	<u>126,974,438</u>
End of year	<u>\$ 146,351,664</u>

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

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

### 1. Description of Plan

The following description of the Maine Employers' Mutual Insurance Company 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 covering substantially all employees of Maine Employers' Mutual Insurance Company (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

#### Eligibility

Employees are generally eligible to participate in the Plan after attaining the age of 21 and completing three months of service. Participants who do not have at least 1,000 hours of service during such plan year, or who are not employed on the last working day of the plan year, are generally not eligible for an allocation of Company profit-sharing and discretionary contributions for such year.

#### Contributions

The Plan provides for a discretionary profit-sharing contribution, a discretionary retirement plan contribution, and an employee elective contribution with a Company matching provision for eligible employees. Contributions are limited to established Internal Revenue Service (IRS) guidelines. In 2024, the discretionary profit-sharing contribution rate approved by the Board of Directors was 5.8% of eligible compensation up to the Social Security taxable wage base plus 11.5% of eligible compensation over the Social Security taxable wage base. The discretionary retirement plan contribution was equal to 6% of eligible compensation for 2024.

The Plan allows participant voluntary contributions of the lesser of 60% of their eligible compensation, or the maximum allowed as determined by the Internal Revenue Code (IRC). The Company will match an amount up to 100% of the participant's voluntary contribution up to the first 5% of their compensation for the year. In addition, the Company permits post-tax contributions for a Roth Individual Retirement Account into the Plan.

Voluntary contributions may also be made by participants that represent distributions from other qualified defined benefit and contribution plans. Participants in the Plan may direct to which investment fund(s) any contribution is invested among the available investment options.

#### Participant Accounts

Each participant's account is credited with the employee's contribution and the Company's contribution, which may include forfeitures of terminated participants' nonvested account balances. Allocations of the Company's profit-sharing contribution and the Company's discretionary retirement plan contribution are based on the participant's eligible annual compensation. Each participant's account is also credited with earnings comprised of interest, dividends, and realized and unrealized gains on investments, which are based on that participant's account balances, and are debited with administrative expenses and Plan losses.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

### **Vesting**

Vesting in the Company's contributions and the related investment income credited to the participants' accounts are based on years of credited service. With respect to the discretionary profit-sharing component of the Plan and the Company matching provision, a participant is fully vested after three years of credited service. With regard to the discretionary retirement plan component of the Plan, participants become 25% vested in employer contributions after two years, 50% after three years, 75% after four years, and fully vested after five years of credited service. The participant is immediately vested in the participant elective contribution and its related investment income.

### **Investment Options**

A participant may direct contributions to various investment options with Fidelity Management Trust Company, the trustee.

Participants should refer to the Plan agreement and plan highlights for a detailed description of the investment objective of each fund. Participants may change their percentage allocation among the available investment options at any time. Participants may also transfer investment balances between the available investment options at any time.

### **Payment of Benefits**

Upon termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or periodic payments. For termination of services due to other reasons, a participant generally receives the value of the vested interest in his or her account as a lump-sum distribution.

### **Revenue Credit and Administrative Expenses**

The Plan has a revenue credit agreement with the trustee whereby excess revenues exceeding agreed-upon compensation received by the trustee from sponsors of some Plan investment options is paid to the Plan. The revenue credit was \$129,425 in 2024. The Plan paid \$43,501 in investment advisor fees and \$60,311 in participant and transaction fees in 2024. These transactions qualify as party-in-interest transactions.

### **Forfeited Accounts**

When participants terminate before fully vesting, the unvested portion of their account is forfeited. The forfeited amounts are then used to reduce future Company contributions. As of December 31, 2024 and 2023, \$311,333 and \$320,902, respectively, in unallocated forfeitures were available for reduction of future Company contributions. Unallocated forfeitures of \$361,368 were utilized related to 2024 contributions.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

### **Notes Receivable from Participants**

Any active employee may apply for a loan limited to the lesser of \$50,000 or one-half of the participant's vested account balance, with a minimum loan of \$1,000. All notes will bear an interest rate equal to the prime rate of interest plus 1% on the date the note is approved with a repayment schedule over a reasonable period of time, generally not to exceed five years.

All notes made pursuant to this program are considered a directed investment from the account(s) of the participant maintained under the Plan. As such, all payments of principal and interest made by the participant are credited only to the account(s) of such participant. The repayment of existing notes outstanding is done through direct after-tax payroll deduction. Upon termination of employment and withdrawal from the Plan, outstanding participant note balances are treated as benefit distributions.

## **2. Summary of Significant Accounting Policies**

### **Basis of Presentation**

The financial statements of the Plan are prepared on the accrual basis of accounting and are presented in conformity with U.S. generally accepted accounting principles (U.S. GAAP).

### **Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Investment Valuation and Income Recognition**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of the common/collective trusts are valued at the underlying net asset value (NAV) of units held by the Plan at year-end.

Purchases and sales of shares in the investment funds are recorded on the trade date based on the share values reported by the funds on the day of the transaction.

### **Notes Receivable from Participants**

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent notes are reclassified as distributions based upon the terms of the plan documents.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

### **Risks and Uncertainties**

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

### **Payment of Benefits**

Benefits are recorded when paid.

### **Subsequent Events**

The Plan has considered transactions or events occurring through July 9, 2025, which was the date that the financial statements were available to be issued.

### **3. Employer Contributions Received and Receivable**

Employer contributions for the year ended December 31, 2024, consisted of the following components:

	<b><u>2024</u></b>
Discretionary profit sharing	\$ 3,138,832
Discretionary retirement contribution	2,823,897
Less: forfeitures applied	<u>(343,732)</u>
Contributions receivable	5,618,997
Employer match	<u>2,334,039</u>
Total contributions	<b><u>\$ 7,963,036</u></b>

All contributions receivable were paid to the Plan within two months of year-end.

### **4. Plan Termination**

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

### **5. Tax Status**

The IRS has determined and informed FMR LLC, the sponsor of the pre-approved plan, by letter dated June 30, 2020, that the pre-approved plan is designed in accordance with Section 401(a) of the IRC and the regulations issued thereunder. The Plan has been amended since receiving the determination. However, the Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

### **6. Plan Administration**

Costs of Plan administration related to trust and recordkeeping fees are paid by the Plan. Certain accounting and auditing fees are paid by the Company.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

### 7. Certified Information

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The Plan administrator has obtained a certification from Fidelity Management Trust Company as of December 31, 2024 and 2023, and for the year ended December 31, 2024, that the following information provided to the Plan administrator is complete and accurate:

- Statements of net assets available for benefits
  - Investments, at fair value
  - Notes receivable from participants
- Statement of changes in net assets available for benefits
  - Interest and dividends
  - Interest on notes receivable from participants
  - Net appreciation in fair value of investments
- Schedule H, Line 4i – Schedule of assets (held at end of year)

### 8. Party-in-Interest Transactions

Certain Plan investments are managed by Fidelity Management Trust Company and certain Plan investments are trusted by Fidelity Management Trust Company. In addition, notes receivable from participants transactions are deemed to be party-in-interest.

### 9. Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification (ASC) 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

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

Following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2024 and 2023:

Mutual funds: Valued at the quoted market price of shares held by the Plan at year-end.

Common/collective trusts: Valued using the market approach based on the NAV of the units held by the Plan at year-end. The NAV is provided by the trustee and is used as a practical expedient to estimate fair value.

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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value.

	<b>Assets at Fair Value as of December 31, 2024</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Assets:				
Mutual funds	<u>\$131,323,584</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$131,323,584</u>
Common/collective trusts				<u>8,079,783</u>
Total assets at fair value	<u>\$131,323,584</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$139,403,367</u>
	<b>Assets at Fair Value as of December 31, 2023</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Assets:				
Mutual funds	<u>\$113,229,854</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$113,229,854</u>
Common/collective trust				<u>7,350,343</u>
Total assets at fair value	<u>\$113,229,854</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$120,580,197</u>

Investment in common/collective trusts: The Managed Income Portfolio (the Portfolio) is managed by Fidelity Management Trust Company as a commingled pool, seeking to preserve principal while earning a level of interest income consistent with principal preservation. The Portfolio strives to maintain a stable net asset value of \$1 per share although there is no guarantee it will be able to do so. The Portfolio yield will fluctuate.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

The Portfolio is invested in benefit-responsive investment contracts issued by insurance companies and other financial institutions, fixed income securities, and money market funds. Under the terms of the contracts, the assets are invested in fixed income securities, including U.S. Treasury and agency bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities, and shares of money market funds. The Portfolio may also invest in futures and option contracts and swap agreements.

The Portfolio is redeemable monthly. The terms of the Portfolio prohibit the Plan from making a direct exchange from this fund to a competing fund. Instead, the Plan must first exchange the funds to a non-competing fund for 90 days.

The Great Gray flexPATH Mid Cap Growth Fund II, Small Cap Growth Fund II, and Mid Cap Value Fund (the Funds) are managed by Great Gray Trust Company, LLC. The Funds are entirely invested in the Janus Henderson Enterprise Collective Fund, AB Small Cap Growth Fund, and the American Century Mid Cap Value Equity Trust, respectively.

The Small Cap Growth Fund II requires a plan sponsor to provide advance written notice of five business days for plan sponsor directed withdrawals in excess of \$1 million or 10% of the assets invested in each Fund.

The Mid Cap Growth Fund II and Mid Cap Value Fund require a plan sponsor to provide advance written notice of five business days for plan sponsor directed withdrawals in excess of \$1 million.

**MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN**

**Schedule H, Line 4i – Schedule of Assets (Held at End of Year)  
EIN #01-0476508, Plan # 001**

**December 31, 2024**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	American Beacon Small Cap Fund	Mutual Fund		\$ 659,911
	Columbia Dividend Income Fund R5	Mutual Fund		6,195,436
*	Fidelity Large Cap Growth Index Fund	Mutual Fund		9,140,098
*	Fidelity Contrafund	Mutual Fund		12,078,532
*	Fidelity Diversified International	Mutual Fund		4,574,008
*	Fidelity Freedom 2010	Mutual Fund		142,521
*	Fidelity Freedom 2015	Mutual Fund		271,498
*	Fidelity Freedom 2020	Mutual Fund		1,991,233
*	Fidelity Freedom 2025	Mutual Fund		6,074,556
*	Fidelity Freedom 2030	Mutual Fund		7,694,188
*	Fidelity Freedom 2035	Mutual Fund		10,185,029
*	Fidelity Freedom 2040	Mutual Fund		8,427,597
*	Fidelity Freedom 2045	Mutual Fund		5,986,646
*	Fidelity Freedom 2050	Mutual Fund		5,648,116
*	Fidelity Freedom 2055	Mutual Fund		5,053,652
*	Fidelity Freedom 2060	Mutual Fund		2,454,913
*	Fidelity Freedom 2065	Mutual Fund		296,166
*	Fidelity Freedom Income	Mutual Fund		197,386
*	Fidelity Government Money Market	Mutual Fund		1,873,646
*	Fidelity NASDAQ Composite Index Fund	Mutual Fund		2,968,304
*	Fidelity Small Cap Index Fund	Mutual Fund		2,343,907
*	Fidelity 500 Index	Mutual Fund		15,940,438
*	Fidelity Bond Index	Mutual Fund		4,678,550
*	Fidelity Extended Market Index	Mutual Fund		2,717,946
*	Fidelity Strategic Income Fund	Mutual Fund		2,691,265
	American Funds American Balanced R6	Mutual Fund		5,612,184
	Parnassus Core Equity Fund	Mutual Fund		1,573,191
	Vanguard Total Intl Stk	Mutual Fund		3,852,667
*	Fidelity Managed Income Portfolio	Common/Collective Trust		2,864,349
	Great Gray Mid Cap Growth Fund II	Common/Collective Trust		2,752,344
	Great Gray Mid Cap Value Fund	Common/Collective Trust		<u>2,463,090</u>
	Total investments			139,403,367
		Interest rates ranging between 4.25% - 9.50%, various maturities		
*	Notes receivable from participants		-	<u>1,329,300</u>
				<u>\$140,732,667</u>

\* Indicates each identified person known to be a party-in-interest to the Plan.

\*\* Cost information is not required for participant-directed investments.



# Maine Employers' Mutual Insurance Company 401(k) Plan

FINANCIAL STATEMENTS  
and  
SUPPLEMENTAL SCHEDULE

December 31, 2024 and 2023  
With Independent Auditor's Report



## INDEPENDENT AUDITOR'S REPORT

Plan Administrator  
Maine Employers' Mutual Insurance Company 401(k) Plan

### Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2024 Financial Statements

We have performed an audit of the financial statements of Maine Employers' Mutual Insurance Company 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, 2024, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2024 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 audit need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2024, stating that the certified investment information, as described in Note 7 to the financial statements, is complete and accurate.

### Opinion on the 2024 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2024 Financial Statements section:

- The amounts and disclosures in the 2024 financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with U.S. generally accepted accounting principles (U.S. GAAP).
- The information in the 2024 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 2024 Financial Statements**

We conducted our audit in accordance with U.S. generally accepted auditing standards (U.S. GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 2024 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 audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

### **Responsibilities of Management for the 2024 Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with 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 one year after the date the financial statements are available to be issued.

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

### **Auditor's Responsibilities for the Audit of the 2024 Financial Statements**

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of the 2024 Financial Statement section our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with U.S. GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with U.S. GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

Plan Administrator  
Maine Employers' Mutual Insurance Company 401(k) Plan

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certifications, comparing the certified investment information with the related information presented and disclosed in the 2024 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 Matters**

#### *2024 Supplemental Schedule Required by ERISA*

The supplemental schedule of assets (held at end of year) 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 U.S. 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.

Plan Administrator  
Maine Employers' Mutual Insurance Company 401(k) Plan

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).

*Auditor's Report on the 2023 Financial Statements*

The financial statements of the Plan as of December 31, 2023 were audited by Berry, Dunn, McNeil & Parker, LLC. In accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the prior year audit did not extend to any statements or information related to assets held for investment of the Plan that were certified by a qualified institution. Their report dated July 10, 2024 indicated that in their opinion (a) the amounts and disclosures in the 2023 financial statements, other than those agreed to or derived from the certified investment information, were presented fairly, in all material respects, in accordance with U.S. GAAP, and (b) the information in the 2023 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). Their report also indicated that the form and content of the 2023 supplemental schedules, other than the information in the 2023 supplemental schedules that agrees to or is derived from the certified investment information, were presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, and the information in the 2023 supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

*BDMF Assurance, LLP*

Portland, Maine  
July 9, 2025

**MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN**

**Statements of Net Assets Available for Benefits**

**December 31, 2024 and 2023**

	<u><b>2024</b></u>	<u><b>2023</b></u>
Investments, at fair value		
Investments in mutual funds	<b>\$ 131,323,584</b>	\$ 113,229,854
Investments in common/collective trusts	<u><b>8,079,783</b></u>	<u>7,350,343</u>
Total investments	<b>139,403,367</b>	120,580,197
Notes receivable from participants	<b>1,329,300</b>	1,254,724
Employer contributions receivable	<u><b>5,618,997</b></u>	<u>5,139,517</u>
Net assets available for benefits	<u><b>\$ 146,351,664</b></u>	<u>\$ 126,974,438</u>

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

**MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN**

**Statement of Changes in Net Assets Available for Benefits**

**Year Ended December 31, 2024**

Additions to net assets attributed to:	
Investment and interest income	
Interest and dividends	\$ 3,343,031
Net appreciation in fair value of investments	15,764,575
Interest on notes receivable from participants	<u>93,487</u>
Total investment and interest income	<u>19,201,093</u>
Contributions	
Employer	7,963,036
Participants	3,684,024
Participant Roth option	511,809
Participant rollovers	<u>1,629,491</u>
Total contributions	<u>13,788,360</u>
Total additions	<u>32,989,453</u>
Deductions from net assets attributed to:	
Benefits paid to participants	13,637,840
Administrative expenses, net of revenue credit	<u>(25,613)</u>
Total deductions	<u>13,612,227</u>
Net increase in net assets available for benefits	19,377,226
Net assets available for benefits	
Beginning of year	<u>126,974,438</u>
End of year	<u>\$ 146,351,664</u>

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

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

### 1. Description of Plan

The following description of the Maine Employers' Mutual Insurance Company 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 covering substantially all employees of Maine Employers' Mutual Insurance Company (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

#### Eligibility

Employees are generally eligible to participate in the Plan after attaining the age of 21 and completing three months of service. Participants who do not have at least 1,000 hours of service during such plan year, or who are not employed on the last working day of the plan year, are generally not eligible for an allocation of Company profit-sharing and discretionary contributions for such year.

#### Contributions

The Plan provides for a discretionary profit-sharing contribution, a discretionary retirement plan contribution, and an employee elective contribution with a Company matching provision for eligible employees. Contributions are limited to established Internal Revenue Service (IRS) guidelines. In 2024, the discretionary profit-sharing contribution rate approved by the Board of Directors was 5.8% of eligible compensation up to the Social Security taxable wage base plus 11.5% of eligible compensation over the Social Security taxable wage base. The discretionary retirement plan contribution was equal to 6% of eligible compensation for 2024.

The Plan allows participant voluntary contributions of the lesser of 60% of their eligible compensation, or the maximum allowed as determined by the Internal Revenue Code (IRC). The Company will match an amount up to 100% of the participant's voluntary contribution up to the first 5% of their compensation for the year. In addition, the Company permits post-tax contributions for a Roth Individual Retirement Account into the Plan.

Voluntary contributions may also be made by participants that represent distributions from other qualified defined benefit and contribution plans. Participants in the Plan may direct to which investment fund(s) any contribution is invested among the available investment options.

#### Participant Accounts

Each participant's account is credited with the employee's contribution and the Company's contribution, which may include forfeitures of terminated participants' nonvested account balances. Allocations of the Company's profit-sharing contribution and the Company's discretionary retirement plan contribution are based on the participant's eligible annual compensation. Each participant's account is also credited with earnings comprised of interest, dividends, and realized and unrealized gains on investments, which are based on that participant's account balances, and are debited with administrative expenses and Plan losses.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

### **Vesting**

Vesting in the Company's contributions and the related investment income credited to the participants' accounts are based on years of credited service. With respect to the discretionary profit-sharing component of the Plan and the Company matching provision, a participant is fully vested after three years of credited service. With regard to the discretionary retirement plan component of the Plan, participants become 25% vested in employer contributions after two years, 50% after three years, 75% after four years, and fully vested after five years of credited service. The participant is immediately vested in the participant elective contribution and its related investment income.

### **Investment Options**

A participant may direct contributions to various investment options with Fidelity Management Trust Company, the trustee.

Participants should refer to the Plan agreement and plan highlights for a detailed description of the investment objective of each fund. Participants may change their percentage allocation among the available investment options at any time. Participants may also transfer investment balances between the available investment options at any time.

### **Payment of Benefits**

Upon termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or periodic payments. For termination of services due to other reasons, a participant generally receives the value of the vested interest in his or her account as a lump-sum distribution.

### **Revenue Credit and Administrative Expenses**

The Plan has a revenue credit agreement with the trustee whereby excess revenues exceeding agreed-upon compensation received by the trustee from sponsors of some Plan investment options is paid to the Plan. The revenue credit was \$129,425 in 2024. The Plan paid \$43,501 in investment advisor fees and \$60,311 in participant and transaction fees in 2024. These transactions qualify as party-in-interest transactions.

### **Forfeited Accounts**

When participants terminate before fully vesting, the unvested portion of their account is forfeited. The forfeited amounts are then used to reduce future Company contributions. As of December 31, 2024 and 2023, \$311,333 and \$320,902, respectively, in unallocated forfeitures were available for reduction of future Company contributions. Unallocated forfeitures of \$361,368 were utilized related to 2024 contributions.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

### **Notes Receivable from Participants**

Any active employee may apply for a loan limited to the lesser of \$50,000 or one-half of the participant's vested account balance, with a minimum loan of \$1,000. All notes will bear an interest rate equal to the prime rate of interest plus 1% on the date the note is approved with a repayment schedule over a reasonable period of time, generally not to exceed five years.

All notes made pursuant to this program are considered a directed investment from the account(s) of the participant maintained under the Plan. As such, all payments of principal and interest made by the participant are credited only to the account(s) of such participant. The repayment of existing notes outstanding is done through direct after-tax payroll deduction. Upon termination of employment and withdrawal from the Plan, outstanding participant note balances are treated as benefit distributions.

## **2. Summary of Significant Accounting Policies**

### **Basis of Presentation**

The financial statements of the Plan are prepared on the accrual basis of accounting and are presented in conformity with U.S. generally accepted accounting principles (U.S. GAAP).

### **Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Investment Valuation and Income Recognition**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of the common/collective trusts are valued at the underlying net asset value (NAV) of units held by the Plan at year-end.

Purchases and sales of shares in the investment funds are recorded on the trade date based on the share values reported by the funds on the day of the transaction.

### **Notes Receivable from Participants**

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent notes are reclassified as distributions based upon the terms of the plan documents.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

### **Risks and Uncertainties**

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

### **Payment of Benefits**

Benefits are recorded when paid.

### **Subsequent Events**

The Plan has considered transactions or events occurring through July 9, 2025, which was the date that the financial statements were available to be issued.

### **3. Employer Contributions Received and Receivable**

Employer contributions for the year ended December 31, 2024, consisted of the following components:

	<b><u>2024</u></b>
Discretionary profit sharing	\$ 3,138,832
Discretionary retirement contribution	2,823,897
Less: forfeitures applied	<u>(343,732)</u>
Contributions receivable	5,618,997
Employer match	<u>2,334,039</u>
Total contributions	<b><u>\$ 7,963,036</u></b>

All contributions receivable were paid to the Plan within two months of year-end.

### **4. Plan Termination**

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

### **5. Tax Status**

The IRS has determined and informed FMR LLC, the sponsor of the pre-approved plan, by letter dated June 30, 2020, that the pre-approved plan is designed in accordance with Section 401(a) of the IRC and the regulations issued thereunder. The Plan has been amended since receiving the determination. However, the Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

### **6. Plan Administration**

Costs of Plan administration related to trust and recordkeeping fees are paid by the Plan. Certain accounting and auditing fees are paid by the Company.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

### 7. Certified Information

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The Plan administrator has obtained a certification from Fidelity Management Trust Company as of December 31, 2024 and 2023, and for the year ended December 31, 2024, that the following information provided to the Plan administrator is complete and accurate:

- Statements of net assets available for benefits
  - Investments, at fair value
  - Notes receivable from participants
- Statement of changes in net assets available for benefits
  - Interest and dividends
  - Interest on notes receivable from participants
  - Net appreciation in fair value of investments
- Schedule H, Line 4i – Schedule of assets (held at end of year)

### 8. Party-in-Interest Transactions

Certain Plan investments are managed by Fidelity Management Trust Company and certain Plan investments are trusted by Fidelity Management Trust Company. In addition, notes receivable from participants transactions are deemed to be party-in-interest.

### 9. Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification (ASC) 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

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

Following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2024 and 2023:

Mutual funds: Valued at the quoted market price of shares held by the Plan at year-end.

Common/collective trusts: Valued using the market approach based on the NAV of the units held by the Plan at year-end. The NAV is provided by the trustee and is used as a practical expedient to estimate fair value.

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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value.

	<b>Assets at Fair Value as of December 31, 2024</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Assets:				
Mutual funds	<u>\$131,323,584</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$131,323,584</u>
Common/collective trusts				<u>8,079,783</u>
Total assets at fair value	<u>\$131,323,584</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$139,403,367</u>
	<b>Assets at Fair Value as of December 31, 2023</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Assets:				
Mutual funds	<u>\$113,229,854</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$113,229,854</u>
Common/collective trust				<u>7,350,343</u>
Total assets at fair value	<u>\$113,229,854</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$120,580,197</u>

Investment in common/collective trusts: The Managed Income Portfolio (the Portfolio) is managed by Fidelity Management Trust Company as a commingled pool, seeking to preserve principal while earning a level of interest income consistent with principal preservation. The Portfolio strives to maintain a stable net asset value of \$1 per share although there is no guarantee it will be able to do so. The Portfolio yield will fluctuate.

# MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN

## Notes to Financial Statements

December 31, 2024 and 2023

The Portfolio is invested in benefit-responsive investment contracts issued by insurance companies and other financial institutions, fixed income securities, and money market funds. Under the terms of the contracts, the assets are invested in fixed income securities, including U.S. Treasury and agency bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities, and shares of money market funds. The Portfolio may also invest in futures and option contracts and swap agreements.

The Portfolio is redeemable monthly. The terms of the Portfolio prohibit the Plan from making a direct exchange from this fund to a competing fund. Instead, the Plan must first exchange the funds to a non-competing fund for 90 days.

The Great Gray flexPATH Mid Cap Growth Fund II, Small Cap Growth Fund II, and Mid Cap Value Fund (the Funds) are managed by Great Gray Trust Company, LLC. The Funds are entirely invested in the Janus Henderson Enterprise Collective Fund, AB Small Cap Growth Fund, and the American Century Mid Cap Value Equity Trust, respectively.

The Small Cap Growth Fund II requires a plan sponsor to provide advance written notice of five business days for plan sponsor directed withdrawals in excess of \$1 million or 10% of the assets invested in each Fund.

The Mid Cap Growth Fund II and Mid Cap Value Fund require a plan sponsor to provide advance written notice of five business days for plan sponsor directed withdrawals in excess of \$1 million.

**MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY 401(K) PLAN**

**Schedule H, Line 4i – Schedule of Assets (Held at End of Year)  
EIN #01-0476508, Plan # 001**

**December 31, 2024**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	American Beacon Small Cap Fund	Mutual Fund		\$ 659,911
	Columbia Dividend Income Fund R5	Mutual Fund		6,195,436
*	Fidelity Large Cap Growth Index Fund	Mutual Fund		9,140,098
*	Fidelity Contrafund	Mutual Fund		12,078,532
*	Fidelity Diversified International	Mutual Fund		4,574,008
*	Fidelity Freedom 2010	Mutual Fund		142,521
*	Fidelity Freedom 2015	Mutual Fund		271,498
*	Fidelity Freedom 2020	Mutual Fund		1,991,233
*	Fidelity Freedom 2025	Mutual Fund		6,074,556
*	Fidelity Freedom 2030	Mutual Fund		7,694,188
*	Fidelity Freedom 2035	Mutual Fund		10,185,029
*	Fidelity Freedom 2040	Mutual Fund		8,427,597
*	Fidelity Freedom 2045	Mutual Fund		5,986,646
*	Fidelity Freedom 2050	Mutual Fund		5,648,116
*	Fidelity Freedom 2055	Mutual Fund		5,053,652
*	Fidelity Freedom 2060	Mutual Fund		2,454,913
*	Fidelity Freedom 2065	Mutual Fund		296,166
*	Fidelity Freedom Income	Mutual Fund		197,386
*	Fidelity Government Money Market	Mutual Fund		1,873,646
*	Fidelity NASDAQ Composite Index Fund	Mutual Fund		2,968,304
*	Fidelity Small Cap Index Fund	Mutual Fund		2,343,907
*	Fidelity 500 Index	Mutual Fund		15,940,438
*	Fidelity Bond Index	Mutual Fund		4,678,550
*	Fidelity Extended Market Index	Mutual Fund		2,717,946
*	Fidelity Strategic Income Fund	Mutual Fund		2,691,265
	American Funds American Balanced R6	Mutual Fund		5,612,184
	Parnassus Core Equity Fund	Mutual Fund		1,573,191
	Vanguard Total Intl Stk	Mutual Fund		3,852,667
*	Fidelity Managed Income Portfolio	Common/Collective Trust		2,864,349
	Great Gray Mid Cap Growth Fund II	Common/Collective Trust		2,752,344
	Great Gray Mid Cap Value Fund	Common/Collective Trust		<u>2,463,090</u>
	Total investments			139,403,367
		Interest rates ranging between 4.25% - 9.50%, various maturities		
*	Notes receivable from participants		-	<u>1,329,300</u>
				<u>\$140,732,667</u>

\* Indicates each identified person known to be a party-in-interest to the Plan.

\*\* Cost information is not required for participant-directed investments.