

Form 5500-SF

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation

Short Form Annual Return/Report of Small Employee Benefit Plan

This form is required to be filed 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-SF.

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

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: [X] a single-employer plan [] a multiple-employer plan (not multiemployer) (Pension Plan filers checking this box must attach Schedule MEP. Other plans must attach a list of participating employer information in accordance with the form instructions.)
B This return/report is [] the first return/report [] the final return/report [] an amended return/report [] a short plan year return/report (less than 12 months)
C Check box if filing under: [] Form 5558 [] automatic extension [] DFVC program [] special extension (enter description)
D If the plan is a collectively-bargained plan, check here []
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 LILLY ENDOWMENT EMPLOYEES' RETIREMENT PLAN
1b Three-digit plan number (PN) 003
1c Effective date of plan 01/01/1984
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) LILLY ENDOWMENT, INC.
2801 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46208-4712
2b Employer Identification Number (EIN) 35-0868122
2c Sponsor's telephone number 317-924-5471
2d Business code (see instructions) 813000
3a Plan administrator's name and address [X] Same as Plan Sponsor.
3b Administrator's EIN
3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report.
a Sponsor's name
c Plan Name
4b EIN
4d PN
5a Total number of participants at the beginning of the plan year 91
b Total number of participants at the end of the plan year 89
c(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)
c(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)
d(1) Total number of active participants at the beginning of the plan year 53
d(2) Total number of active participants at the end of the plan year 52
e Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested 1

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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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. Row 1: Filed with authorized/valid electronic signature, 07/29/2025, DIANE STENSON. Row 2: Signature of employer/plan sponsor, Date, Enter name of individual signing as employer or plan sponsor.

- 6a** Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.) Yes No
- b** Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.) Yes No
- If you answered "No" to either line 6a or line 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.**
- c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? Yes No Not determined
- If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year: 549135. (See instructions.)

Part III Financial Information			
7 Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
a Total plan assets	7a	26677735	27510330
b Total plan liabilities	7b		
c Net plan assets (subtract line 7b from line 7a)	7c	26677735	27510330
8 Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
a Contributions received or receivable from:			
(1) Employers	8a(1)		
(2) Participants	8a(2)		
(3) Others (including rollovers)	8a(3)		
b Other income (loss)	8b	2023029	
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c		2023029
d Benefits paid (including direct rollovers and insurance premiums to provide benefits)	8d	1094856	
e Certain deemed and/or corrective distributions (see instructions) .	8e		
f Administrative service providers (salaries, fees, commissions)	8f		
g Other expenses	8g	95578	
h Total expenses (add lines 8d, 8e, 8f, and 8g)	8h		1190434
i Net income (loss) (subtract line 8h from line 8c)	8i		832595
j Transfers to (from) the plan (see instructions)	8j		

Part IV Plan Characteristics	
9a	If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1A 1D 1F
b	If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

Part V Compliance Questions				
10 During the plan year:		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program)	10a		X	
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)	10b		X	
c Was the plan covered by a fidelity bond?	10c	X		5000000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	10d		X	
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service, or other organization that provides some or all of the benefits under the plan? (See instructions.)	10e		X	
f Has the plan failed to provide any benefit when due under the plan?	10f		X	
g Did the plan have any participant loans? (If "Yes," enter amount as of year-end.)	10g		X	
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	10h			
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	10i			

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500) and lines 11a and b below.) If this is a defined contribution pension plan, leave line 11 blank and complete line 12 below. Yes No

a Enter the unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 **11a** 0

b PBGC missed contribution reporting requirements. If the plan is covered by PBGC and the amount reported on line 11a is greater than \$0, 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 _____

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? Yes No
(If "Yes," complete line 12a or lines 12b, 12c, 12d, and 12e below, as applicable.) If this is a defined benefit pension plan, leave line 12 blank and complete line 11 above.

a 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 letter ruling granting the waiver. Month Day Year

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year **12b**

c Enter the amount contributed by the employer to the plan for this plan year **12c**

d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount) **12d**

e Will the minimum funding amount reported on line 12d be met by the funding deadline?..... Yes No N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year? Yes No

a If "Yes," enter the amount of any plan assets that reverted to the employer this year..... **13a**

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? Yes No

c 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.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

Part VIII IRS Compliance Questions

14a 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

14b 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

15 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 ___/___/___ (MM/DD/YYYY) and the Opinion Letter serial number _____.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

▶ **Round off amounts to nearest dollar.**
 ▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>LILLY ENDOWMENT EMPLOYEES' RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>LILLY ENDOWMENT, INC.</u>	D Employer Identification Number (EIN) <u>35-0868122</u>	
E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B	F Prior year plan size: <input checked="" type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input type="checkbox"/> More than 500	

Part I Basic Information

1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2024</u>		
2	Assets:		
	a Market value	2a	<u>26005889</u>
	b Actuarial value	2b	<u>26005889</u>
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment	<u>26</u>	<u>11212808</u>
	b For terminated vested participants	<u>12</u>	<u>1724746</u>
	c For active participants	<u>53</u>	<u>10269566</u>
	d Total	<u>91</u>	<u>23207120</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	<u>5.17 %</u>
6	Target normal cost		
	a Present value of current plan year accruals	6a	<u>1376800</u>
	b Expected plan-related expenses	6b	<u>0</u>
	c Target normal cost	6c	<u>1376800</u>

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE Signature of actuary <u>JOSEPH NOWAKOWSKI, FSA, EA, MAAA</u> Type or print name of actuary <u>FIDELITY INVESTMENTS</u> Firm name <u>6501 S FIDDLERS GREEN CIR</u> <u>GREENWOOD VILLAGE, CO 80111</u> Address of the firm	<u>07/31/2025</u> Date <u>23-08967</u> Most recent enrollment number <u>312-730-1779</u> Telephone number (including area code)
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Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	6643024	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1103208	0
9	Amount remaining (line 7 minus line 8)	5539816	0
10	Interest on line 9 using prior year's actual return of <u>11.89</u> %	658684	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.29</u> %		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	6198500	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	84.03 %
15	Adjusted funding target attainment percentage	15	110.33 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.16 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c)
					0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
	b Contributions made to avoid restrictions adjusted to valuation date	19b 0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20	Quarterly contributions and liquidity shortfalls:	
	a Did the plan have a "funding shortfall" for the prior year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
(4) 4th		

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:	1st segment: 4.75 %	2nd segment: 4.87 %	3rd segment: 5.59 %	<input type="checkbox"/> N/A, full yield curve used
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b Applicable month (enter code) **21b** 4

22 Weighted average retirement age **22** 66

23 Mortality table(s) (see instructions) Prescribed - combined Prescribed - separate Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... Yes No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment..... Yes No

26 Demographic and benefit information

a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... Yes No

b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ... Yes No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment..... **27**

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6c)	31a	1376800
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment.....	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount..... **33**

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....	34	1376800
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	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	1376800	0	1376800

36 Additional cash requirement (line 34 minus line 35) **36** 0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) **37** 0

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances.....	38b	0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) **39** 0

40 Unpaid minimum required contributions for all years **40** 0

Part IX Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)

41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. 2019 2020 2021

2024 Form 5500 Schedule SB Attachments
Schedule SB, Line 26a Schedule of Active Participant Data
Lilly Endowment, Inc.
Lilly Endowment Employees' Retirement Plan
For Plan Year January 1, 2024

EIN:35-0868122
Plan Number: 003

Attained Age	Completed Years of Service on 01/01/2024										Total
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	1	3	0	0	0	0	0	0	0	0	4
30-34	0	0	0	0	0	0	0	0	0	0	0
35-39	0	2	2	0	0	0	0	0	0	0	4
40-44	0	3	1	1	0	0	0	0	0	0	5
45-49	0	3	5	1	0	0	0	0	0	0	9
50-54	1	5	3	1	1	0	0	0	0	0	11
55-59	0	2	4	0	0	0	0	1	0	0	7
60-64	0	4	2	0	1	0	1	1	0	0	9
65-69	0	0	2	0	0	0	0	2	0	0	4
Over 69	0	0	0	0	0	0	0	0	0	0	0
Total	2	22	19	3	2	0	1	4	0	0	53

2024 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods
Lilly Endowment, Inc.
Lilly Endowment Employees’ Retirement Plan
For Plan Year January 1, 2024

EIN:35-0868122
Plan Number: 003

Actuarial Assumptions and Methods for Funding

ERISA Interest Rates as required by IRC Section 430 based on plan sponsor election of the look-back month for the segment rates:

“Minimum” means for the purpose of calculating the PPA funding liability and normal cost for the minimum required contribution.

“Maximum” means for the purpose of calculating the PPA funding liability and normal cost for the maximum tax-deductible contribution.

	2024 Plan Year		2023 Plan Year	
Purpose	Minimum	Maximum	Minimum	Maximum
Segment rates or full yield curve	Segment	Segment	Segment	Segment
Look-back months	4	4	4	4
First 5 years	4.75%	3.62%	4.75%	1.41%
Next 15 years	4.87%	4.46%	5.00%	3.09%
Over 20 years	5.59%	4.52%	5.74%	3.58%
Applicable Law for the segment rates corridor	ARPA	ARPA	ARPA	Not Applicable

Expected Long-Term Return on Assets: 7.60% (no change from prior year). This is based on historical returns of indices, reflecting the plan’s current target mix. Geometric returns were used in developing a distribution of expected asset returns, assuming that the portfolio is rebalanced to the asset allocation at the end of each month. This was further adjusted downward based on a conservative view of future returns.

Interest Rate for Lump Sum Payments: PPA Funding Target interest rates (per above) applied for funding purposes as required by IRC Section 430.

Salary Scale: 5.00% based on the assumption used by the prior actuary of the plan, and based on management’s expectation for merit increases and promotions.

2024 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods
Lilly Endowment, Inc.
Lilly Endowment Employees' Retirement Plan
For Plan Year January 1, 2024

EIN:35-0868122
Plan Number: 003

Actuarial Assumptions and Methods (continued)

Pension Plan Account Balances:

Investment Return on Account Balances: 6.50%

Annuity Conversion: The mortality and interest rates used to convert the Pension Plan account balances to annuities are assumed to be the same as the method elected by the plan sponsor for 417(e) lump sums in order to treat the conversion to an annuity consistent with the conversion to a lump sum.

Increase in Consumer Price Index (CPI): 2.50%, based on the assumption used by the prior actuary for this plan. This is consistent with long-term historical inflation rates of about 3.0%, adjusted lower to reflect the current low rate environment.

Increase in Social Security Taxable Wage Base: 3.50%, based on the assumption used by the prior actuary for this plan. This is consistent with the CPI assumption, increased 1.00% based on the historical difference of 0.50% - 1.00% between the CPI and TWB.

Administrative Expenses: Expenses are not expected to be paid from the trust and therefore are not added to the current year normal cost.

Mortality:

ERISA: IRS 2024 Small Plan Combined Static Mortality Table using separate tables for annuitants and non-annuitants as prescribed by IRC Section 430. These tables include future mortality improvement of 8 years for males and 9 years for females with the following adjustments: For ages below 80, the projection period is increased by 1 year for each year below age 80. For ages above 80, the projection period is reduced (but not below zero) by 1/3 year for each year above 80. (Previously IRS 2023 Static Mortality Table). This plan does not have a large enough population to vary from the standard tables.

2024 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods
Lilly Endowment, Inc.
Lilly Endowment Employees’ Retirement Plan
For Plan Year January 1, 2024

EIN:35-0868122
Plan Number: 003

Actuarial Assumptions and Methods (continued)

The following rates were developed by the prior actuary as a rounded estimate of actual past experience. These assumed retirement rates will be evaluated each year in comparison to actual rates.

Active Participants:

Age	Percentage
Under 55	0%
55	10%
56 – 61	2%
62	10%
63 – 64	2%
65 – 69	10%
70 and above	100%

Terminated participants are assumed to retire at age 65.

Termination: None.

Disability: None.

Marital Status: 100% of males and 70% of females are assumed married, with females 2 years younger than males. This is based on the assumption used by the prior actuary for this plan.

Maximum Benefit: \$275,000 for 2024.

Maximum Salary: \$345,000 for 2024.

2024 Form 5500 Schedule SB Attachments**Schedule SB, Part V – Statement of Actuarial Assumptions and Methods**

Lilly Endowment, Inc.

EIN:35-0868122

Lilly Endowment Employees' Retirement Plan

Plan Number: 003

For Plan Year January 1, 2024

Actuarial Assumptions and Methods (continued)

Form of Payment: The below assumptions for form of payment by participant group were developed by the prior actuary as an estimate of actual past experience and expected experience. To the extent optional forms of payment are elected and conversions are determined under an actuarial basis, which differs from the basis funded in the valuation, gains or losses will occur. These gains or losses will be recognized through the routine application of the actuarial cost method.

Form of payment	<u>Lump Sum</u>	<u>10-Year Certain Annuity</u>	<u>50% Joint & Survivor Annuity</u>
Active retirements	50%	25%	25%
Future vested deferred	N/A	N/A	N/A
Future disabilities	N/A	N/A	N/A
Future deaths	100%	0%	0%
Current vested deferred	100%	0%	0%

Benefit Commencement Age: Future and current vested deferred participants are assumed to commence at age 65. This is based on the assumption used by the prior actuary for this plan.

2024 Form 5500 Schedule SB Attachments

Schedule SB, Part V – Statement of Actuarial Assumptions and Methods

Lilly Endowment, Inc.

EIN:35-0868122

Lilly Endowment Employees' Retirement Plan

Plan Number: 003

For Plan Year January 1, 2024

Actuarial Assumptions and Methods (continued)

Actuarial Value of Plan Assets for Funding Purposes: The actuarial value of assets is equal to the market value of assets (including discounted employer contributions receivable) on the valuation date.

Shortfall Amortization Charge for ERISA Funding Purposes: Per IRC Section 430(c), the shortfall amortization charge for any plan year is the aggregate total (not less than zero) of the shortfall amortization installments for such plan year with respect to any shortfall amortization base which has not been fully amortized. The shortfall amortization installments are the amounts necessary to amortize the shortfall amortization base of the plan for any plan year in level annual installments over the 15-year period beginning with such plan year.

Actuarial Cost Method: The unit credit cost method is used for ERISA funding target (FT). Under this method, accrued pension benefits are determined for all eligible active participants. These benefits reflect service, salary and negotiated benefit increases to date. The liability is then equal to the present value of all benefits (PVAB) for inactive participants plus the PVAB for active participants.

The normal cost is determined on an individual basis for all active participants who have not attained the assumed retirement age and is equal to the present value of the difference between the current accrued benefit and the anticipated accrued benefit one year later, with the accrued benefit based upon earnings, or negotiated benefit increases, to date in both cases. The total normal cost is based upon the sum of the individual normal costs. The target normal cost for funding is equal to the total normal cost plus assumed administrative expenses expected to be paid from the trust.

The projected unit credit method is used for IRS maximum deductible limit cushion amount purposes. Under this method, accrued pension benefits are determined for all eligible active participants reflecting service to date and anticipated salary and negotiated benefit increases to the assumed retirement age. This liability for active participants is then added to the present value of all benefits for inactive participants to determine the total liability under this method.

The normal cost is determined on an individual basis for all active participants who have not attained the assumed retirement age and is equal to the present value of the difference between the current accrued benefit and the anticipated accrued benefit one year later, with the accrued benefit based upon earnings and negotiated benefit increases projected to assumed retirement age in both cases. The total normal cost is based upon the sum of the individual normal costs.

2024 Form 5500 Schedule SB Attachments
Schedule SB, Line 22 Description of Weighted Average Retirement Age
Lilly Endowment, Inc.
Lilly Endowment Employees' Retirement Plan
For Plan Year January 1, 2024

EIN:35-0868122
Plan Number: 003

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 66.

(1) Age	(2) Retirement Percent	(3) Lx	(4) Number of employees expected to retire (2)x(3)	(5) Weighted Age (1)x(4)
55	10%	1,000.00	100.00	5,500.00
56	2%	900.00	18.00	1,008.00
57	2%	882.00	17.64	1,005.48
58	2%	864.36	17.29	1,002.66
59	2%	847.07	16.94	999.55
60	2%	830.13	16.60	996.16
61	2%	813.53	16.27	992.51
62	10%	797.26	79.73	4,943.00
63	2%	717.53	14.35	904.09
64	2%	703.18	14.06	900.07
65	10%	689.12	68.91	4,479.27
66	10%	620.21	62.02	4,093.36
67	10%	558.19	55.82	3,739.84
68	10%	502.37	50.24	3,416.10
69	10%	452.13	45.21	3,119.70
70	100%	406.92	406.92	28,484.21
	Total Average		1,000.00	65,583.99 65.58

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

- ▶ **Round off amounts to nearest dollar.**
- ▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan LILLY ENDOWMENT EMPLOYEES' RETIREMENT PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF LILLY ENDOWMENT, INC.	D Employer Identification Number (EIN) 35-0868122	
E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B		
F Prior year plan size: <input checked="" type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input type="checkbox"/> More than 500		

Part I	Basic Information		
1	Enter the valuation date:	Month <u>01</u>	Day <u>01</u> Year <u>2024</u>
2	Assets:		
	a Market value.....	2a	26,005,889
	b Actuarial value.....	2b	26,005,889
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment.....	26	11,212,808
	b For terminated vested participants.....	12	1,724,746
	c For active participants.....	53	10,269,566
	d Total.....	91	23,207,120
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) <input type="checkbox"/>		
	a Funding target disregarding prescribed at-risk assumptions.....	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5	Effective interest rate.....	5	5.17%
6	Target normal cost		
	a Present value of current plan year accruals.....	6a	1,376,800
	b Expected plan-related expenses.....	6b	0
	c Target normal cost.....	6c	1,376,800

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Signature of actuary	<u>07/14/2025</u> Date
	Joseph Nowakowski, FSA, EA, MAAA Type or print name of actuary	2308967 Most recent enrollment number
	FIDELITY INVESTMENTS Firm name	312-730-1779 Telephone number (including area code)
	6501 S Fiddlers Green Cir Greenwood Village CO 80111 Address of the firm	

Part II		Beginning of Year Carryover and Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	6,643,024	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1,103,208	0
9	Amount remaining (line 7 minus line 8)	5,539,816	0
10	Interest on line 9 using prior year's actual return of <u>11.89%</u>	658,684	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.29%</u>		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	6,198,500	0

Part III		Funding Percentages	
14	Funding target attainment percentage	14	84.03%
15	Adjusted funding target attainment percentage	15	110.33%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.16%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and Liquidity Shortfalls				
18 Contributions made to the plan for the plan year by employer(s) and employees:						
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
Totals ▶			18(b)	0	18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost				
21 Discount rate:				
a Segment rates:	1st segment: 4.75%	2nd segment: 4.87%	3rd segment: 5.59%	<input type="checkbox"/> N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 66
23 Mortality table(s) (see instructions)	<input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute			

Part VI Miscellaneous Items				
24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
26 Demographic and benefit information				
a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....				27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years				
28 Unpaid minimum required contributions for all prior years				28 0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....				29 0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)				30 0

Part VIII Minimum Required Contribution For Current Year				
31 Target normal cost and excess assets (see instructions):				
a Target normal cost (line 6c).....				31a 1,376,800
b Excess assets, if applicable, but not greater than line 31a				31b 0
32 Amortization installments:	Outstanding Balance		Installment	
a Net shortfall amortization installment	0		0	
b Waiver amortization installment	0		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount				33 0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....				34 1,376,800
	Carryover balance	Prefunding balance	Total balance	
35 Balances elected for use to offset funding requirement	1,376,800	0	1,376,800	
36 Additional cash requirement (line 34 minus line 35).....				36 0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....				37 0
38 Present value of excess contributions for current year (see instructions)				
a Total (excess, if any, of line 37 over line 36)				38a 0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances				38b 0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)				39 0
40 Unpaid minimum required contributions for all years				40 0

Part IX Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)				
41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. <input type="checkbox"/> 2019 <input type="checkbox"/> 2020 <input checked="" type="checkbox"/> 2021				

2024 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Summary of Plan Provisions
Lilly Endowment, Inc.
Lilly Endowment Employees’ Retirement Plan
For Plan Year January 1, 2024

EIN:35-0868122
Plan Number: 003

Plan Provisions

Name of Plan: Lilly Endowment Employees’ Retirement Plan

Employer Identification Number / Plan Number: 35-0868122 / 003

Effective Date: January 1, 1984. Effective date of most recent amendment, January 1, 2020.

Covered Employees: Employees who have satisfied the eligibility requirements of the plan.

Merger Date: The date as of which the Lilly Endowment Employees’ Pension Plan merged into the Plan.

Participation Date: A covered employee is eligible to become a participant on a date on or after January 1, 1984 that is either the date of hire or the date the participant attains age 21, whichever is later. A former employee for whom a Pension Account is established on the Merger Date who is not otherwise a participant will become a participant on the Merger Date, but will not accrue a benefit on or after the Merger Date unless he becomes a participant on or after the Merger Date.

Plan Year: January 1 – December 31.

Definitions:

Covered Compensation: The average of the participant’s taxable wage bases in effect for each calendar year during the 35-year period ending with the last day of the calendar year in which the participant attains Social Security Retirement Age.

Plan Compensation: Full salary and wages paid by the employer to the employee included on the employee’s W-2 statement as taxable wages, plus any “elective deferral” described in Code section 402(g)(3) and any amount contributed by the employer pursuant to a salary reduction agreement which is not includable in the gross income of the employee under Code section 125, 132(f)(4) or 457.

Final Average Pay: The average of the participant’s highest 3 consecutive years of Plan Compensation for the most recent 10 years of employment (or all years if less than 3).

Years of Service: Service (vesting and credited) shall be granted at the rate of one year for each Plan Year in which an employee completes 1,000 hours of service.

2024 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Summary of Plan Provisions
Lilly Endowment, Inc.
Lilly Endowment Employees' Retirement Plan
For Plan Year January 1, 2024

EIN:35-0868122
Plan Number: 003

Plan Provisions (continued)

Normal retirement date (NRD): The first day of the month coincident with or immediately following the month in which a participant reaches age 65.

Accrued monthly benefit: A participant's Accrued Benefit will be calculated using Years of Service and Final Average Pay as of a given date. Equal to the lesser of (1) and (2):

- 1) The sum of (a) through (d):
 - a) The participant's Years of Service up to and including 10 years, multiplied by 2.0% of the participant's Final Average Pay
 - b) The number of the participant's Years of Service greater than 10 years but not more than 20 years, multiplied by 1.3% of the participant's Final Average Pay
 - c) The number of the participant's Years of Service in excess of 20 years, multiplied by 0.6% of the participant's Final Average Pay
 - d) The number of the Participant's total Years of Service, not in excess of 35 years, multiplied by 0.4% of the participant's Final Average Pay in excess of Covered Compensation
- 2) 75% of the participant's Final Average Pay

Eligibility for Benefits:

Normal retirement: First of month coincident with or immediately following the attainment of age 65.

Early retirement: First of month coincident with or immediately following the attainment of age 55 and completing 3 Years of Service.

Postponed retirement: First day of any month subsequent to the participant's Normal Retirement Date.

Deferred vested: Terminations for reasons other than death, disability, or retirement after completing 3 Years of Service.

Pre-retirement death: Death of a participant on or before Normal Retirement Date, prior to receiving benefits.

**2024 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Summary of Plan Provisions
Lilly Endowment, Inc.
Lilly Endowment Employees' Retirement Plan
For Plan Year January 1, 2024**

**EIN:35-0868122
Plan Number: 003**

**2024 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Summary of Plan Provisions
Lilly Endowment, Inc.
Lilly Endowment Employees' Retirement Plan
For Plan Year January 1, 2024**

**EIN:35-0868122
Plan Number: 003**

Plan Provisions (continued)

Monthly Benefits Paid Upon the Following Events:

Normal retirement: Accrued monthly benefit determined as of NRD, payable in the form of a life annuity with 120 guaranteed payments.

Early retirement: Accrued monthly benefit determined as of the termination date, reduced 1/180th for each month the benefit commencement precedes the participant's NRD for ages 60 to 65, and 1/360th for each month for ages 55 to 60.

Postponed retirement: The greater of the accrued monthly benefit determined as of the postponed retirement date, and the actuarial equivalent of the accrued monthly benefit determined as of the NRD.

Deferred vested: Accrued monthly benefit is paid at participant's NRD. If the participant is eligible for early commencement, the benefit is reduced for Early Retirement as stated above.

Pre-retirement death before the Earliest Retirement Age: In the event of an active or inactive vested participant's death before reaching the Earliest Retirement Age, his beneficiary shall receive a benefit as of the date of death. This benefit will be the actuarial equivalent of the participant's accrued benefit, but not less than the benefit payable as if the participant separated from service on the date of death, began receiving benefits in the form of an immediate 50% Joint and Survivor Annuity on the Earliest Retirement Date, and died on the day after the Earliest Retirement Date.

Pre-retirement death after the Earliest Retirement Age: In the event of a participant who has reached the Earliest Retirement Age and dies before he begins receiving payments, his beneficiary shall receive a death benefit. This benefit will be the actuarial equivalent of the participant's accrued benefit, but not less than the same monthly payments that would have been payable to the Beneficiary if the participant had retired with a 50% Joint and Survivor Annuity on the day before his death.

Beneficiary of pre-retirement death benefit: If no person has been designated as the beneficiary of a participant and the participant is married on the date of his death, his legal spouse is the beneficiary of the death benefit. If no person has been designated as the beneficiary of a participant and the participant is not married on the date of his death, the participant's estate is the beneficiary of the death benefit.

Post-retirement death: In the event of a participant who dies after he begins receiving benefits, the beneficiary is entitled to a benefit based on the payment option the participant chose at his benefit commencement date.

2024 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Summary of Plan Provisions
Lilly Endowment, Inc.
Lilly Endowment Employees' Retirement Plan
For Plan Year January 1, 2024

EIN:35-0868122
Plan Number: 003

Plan Provisions (continued)

Forms of Payment:

Normal form (single participants): 10-Year Certain Annuity with any payments for the remainder of the certain period payable to the beneficiary.

Normal form (married participants): 50% Joint and Survivor Annuity with spouse as beneficiary.

Optional forms:

All optional forms of benefits are the actuarial equivalent of the Normal Form of Payment:

- Single Life Annuity: Life Annuity payable for the life of the participant.
- Period Certain Annuity: Life Annuity payable for the life of the participant, with 5, 10, or 15 years of certain payments.
- Joint and Survivor Annuity: Life Annuity payable for the life of the participant, with 50%, 66-2/3%, 75% or 100% of the life annuity continuing to a beneficiary after the participant's death for the life of the beneficiary.
 - If the difference in age between the participant and the beneficiary exceeds five years, an increase or decrease in benefits is applicable.
- Lump Sum: A one-time distribution of the benefits payable from the plan made to the participant.

Description of optional form conversion factors: 417(e) mortality table and an interest rate of 6.0%. However, the optional forms calculated using the above assumptions must be greater than the actuarial equivalent value of the Accrued Benefit as of 7/31/2008 where actuarial equivalence is determined using the following factors (with the exception of the 75% J&S) which are given as a percentage of the amount payable as a 10-Year Certain Annuity:

- Single Life Annuity: 107.0%
- Period Certain Annuity:
 - 5-Year Certain: 105.0%
 - 15-Year Certain: 93.5%
- Joint and Survivor Annuity:
 - 50% Joint and Survivor: 97.5%
 - 66 2/3% Joint and Survivor: 94.0%
 - 100% Joint and Survivor: 89.0%

2024 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Summary of Plan Provisions
Lilly Endowment, Inc.
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Plan Provisions (continued)

Maximum on Compensation: Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2024, the limit is \$345,000.

Maximum on Benefits: Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2024, the limit is \$275,000.

Future Plan Changes: No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.