

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

Part II	Basic Plan Information—enter all requested information
1a	Name of plan CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 003
1c	Effective date of plan 01/01/1987
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) CHURCHILL DOWNS INCORPORATED 600 NORTH HURSTBOURNE PKWY. SUITE 400 LOUISVILLE, KY 40222
2b	Employer Identification Number (EIN) 61-0156015
2c	Plan Sponsor's telephone number 502-638-3887
2d	Business code (see instructions) 713200

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/11/2025	BRYSON TOMSKY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 6351
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 5332 6a(2) 7438 6b 23 6c 1063 6d 8524 6e 7 6f 8531 6g(1) 3161 6g(2) 3520 6h 2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 CHURCHILL DOWNS INCORPORATED	D Employer Identification Number (EIN) 61-0156015	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
STANDARD INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
93-0242990	69019	817989	473	01/01/2023	12/31/2023

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b Premiums paid to carrier **6b**

c Premiums due but unpaid at the end of the year..... **6c**

d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**
Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year	7b	
c	Additions: (1) Contributions deposited during the year	7c(1)	188877
	(2) Dividends and credits	7c(2)	
	(3) Interest credited during the year	7c(3)	90146
	(4) Transferred from separate account.....	7c(4)	10548404
	(5) Other (specify below)	7c(5)	18040
	(6) Total additions	7c(6)	10845467
d	Total of balance and additions (add lines 7b and 7c(6))	7d	10845467
e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	576201
	(2) Administration charge made by carrier	7e(2)	2055
	(3) Transferred to separate account.....	7e(3)	1001195
	(4) Other (specify below)	7e(4)	17752
	(5) Total deductions	7e(5)	1597203
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	9248264

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	0
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount	10b	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A?..... ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan	B Three-digit plan number (PN)	003
CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN		
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
CHURCHILL DOWNS INCORPORATED	61-0156015	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	899009	0	01/01/2023	12/31/2023

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	
6	Contracts With Allocated Funds:		
a	State the basis of premium rates ▶		
b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year.....	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	
e	Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶		
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐		
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a	Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶		
b	Balance at the end of the previous year	7b	10840398
c	Additions: (1) Contributions deposited during the year	7c(1)	429753
	(2) Dividends and credits	7c(2)	
	(3) Interest credited during the year	7c(3)	228611
	(4) Transferred from separate account.....	7c(4)	1668606
	(5) Other (specify below)	7c(5)	36995
	▶ OTHER INCOME		
	(6) Total additions.....	7c(6)	2363965
d	Total of balance and additions (add lines 7b and 7c(6))	7d	13204363
e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	11820628
	(2) Administration charge made by carrier	7e(2)	15155
	(3) Transferred to separate account.....	7e(3)	1368580
	(4) Other (specify below)	7e(4)	
	▶ OTHER EXPENSES		
	(5) Total deductions.....	7e(5)	13204363
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	0
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount	10b	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A?..... ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 CHURCHILL DOWNS INCORPORATED	D Employer Identification Number (EIN) 61-0156015	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
EMPOWER ADVISORY GROUP, LLC
84-1455663

(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

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)

EMPOWER ADVISORY GROUP, LLC

84-1455663

(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?
28 64	RECORDKEEPER	268241	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

ONEDIGITAL INVESTMENT ADVISORS LLC

PO BOX 735399
DALLAS TX
DALLAS, TX 75373

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99	OTHER SERVICES	58333	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 64 65	RECORDKEEPER	22962	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 003
--	---

C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CHURCHILL DOWNS INCORPORATED	D Employer Identification Number (EIN) 61-0156015
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
--------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: C&S US REALTY U

b Name of sponsor of entity listed in (a): COHEN & STEERS COLLECTIVE INVESTMENT TRUST

c EIN-PN 46-3411346-064	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 791325
---	---------------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTN LARGE CP VAL R1

b Name of sponsor of entity listed in (a): GREAT GRAY TRUST COMPANY

c EIN-PN 38-4065329-426	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5652519
---	---------------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: LZD EMRG MKTS EQ ADV

b Name of sponsor of entity listed in (a): GREAT GRAY TRUST COMPANY, LLC

c EIN-PN 26-3783871-938	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1134194
---	---------------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: J H INTL ALPHA EQ U

b Name of sponsor of entity listed in (a): GREAT GRAY TRUST COMPANY, LLC

c EIN-PN 38-7275329-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7785860
---	---------------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VAL III R1

b Name of sponsor of entity listed in (a): GREAT GRAY TRUST COMPANY, LLC

c EIN-PN 38-7289846-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2780114
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

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

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

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A Name of plan CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 CHURCHILL DOWNS INCORPORATED	D Employer Identification Number (EIN) 61-0156015

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	62499
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred.....	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred.....	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans	1c(8)	2191723	2503338
(9) Value of interest in common/collective trusts	1c(9)	0	18144012
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	125436361	141616215
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	10840398	9248264
(15) Other.....	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	138468482	171574328
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	138468482	171574328

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5110877	
(B) Participants	2a(1)(B)	10576636	
(C) Others (including rollovers)	2a(1)(C)	6220789	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		21908302
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6772	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	133020	
(F) Other	2b(1)(F)	317079	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		456871
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2769932	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2769932
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		1040669
(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)		22603862
c Other income	2c		460801
d Total income. Add all income amounts in column (b) and enter total	2d		49240437

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15840767	
(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)		15840767
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		69507
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	160529	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	5455	
(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)	58333	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		224317
j Total expenses. Add all expense amounts in column (b) and enter total	2j		16134591

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		33105846
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **DEAN DORTON**

(2) EIN: **02-7385825**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	☒	☐	1435601
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	☐	☒	
e Was this plan covered by a fidelity bond?	☒	☐	1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☒	☐	1692
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	☒	☐	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☒	☐	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 CHURCHILL DOWNS INCORPORATED		D Employer Identification Number (EIN) 61-0156015
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 84-1455663 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2023 v. 230707		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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



Financial Statements and Supplemental Schedules

for

CHURCHILL DOWNS INCORPORATED

401(k) RETIREMENT PLAN

As of December 31, 2023 and 2022 and
for the Year Ended December 31, 2023
with Independent Auditor's Report

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Independent Auditor's Report

To the Participants and 401(k) Plan Committee
Churchill Downs Incorporated 401(k) Retirement Plan
Louisville, Kentucky

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

We have performed audits of the financial statements of Churchill Downs Incorporated 401(k) Retirement 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 statements of net assets available for benefits as of December 31, 2023 and 2022, the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

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

Management has obtained certifications from qualified institutions as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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.

Auditor's Responsibilities for the Audit of the Financial Statements, continued

In performing an audit in accordance with GAAS, we:

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

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

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

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental Schedule H Line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2023 and Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

To the Participants and 401(k) Plan Committee
Churchill Downs Incorporated 401(k) Retirement Plan
Independent Auditor's Report, continued

Other Matter - Supplemental Schedules Required by ERISA, continued

The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

Dean Dotson Allen Ford, PLLC

Louisville, Kentucky
October 14, 2024

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

Assets	<u>2023</u>	<u>2022</u>
Investments, at fair value	\$159,822,726	\$136,276,759
Investments, at contract value:		
Fully benefit-responsive insurance contract	9,248,264	-
Receivables:		
Participant contributions	254,092	312,278
Employer contributions	122,240	155,180
Notes receivable from participants	<u>2,503,338</u>	<u>2,191,723</u>
Total receivables	<u>2,879,670</u>	<u>2,659,181</u>
Net assets available for benefits	<u>\$171,950,660</u>	<u>\$138,935,940</u>

See accompanying notes.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2023

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 23,644,531
Interest and dividend income	2,769,932
Other income	<u>460,801</u>

Total investment income 26,875,264

Interest income on notes receivable from participants 456,871

Contributions:

Employer	5,077,937
Participants	10,518,450
Participant rollovers	<u>6,220,789</u>

Total contributions 21,817,176

Total additions 49,149,311

Deductions from net assets attributed to:

Benefit payments to participants	15,910,274
Administrative fees	<u>224,317</u>

Total deductions 16,134,591

Net increase in assets available for benefits 33,014,720

Net assets available for benefits, beginning of year 138,935,940

Net assets available for benefits, end of year \$171,950,660

See accompanying notes.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements

1. Description of the Plan

The following description of the Churchill Downs Incorporated 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established under Section 401(a) of the Internal Revenue Code (IRC). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan became effective January 1, 1987, and covers all eligible employees of Churchill Downs Incorporated and its wholly-owned subsidiaries and certain managed properties. Churchill Downs Incorporated (the Company, Sponsor and Plan Administrator) has been creating extraordinary entertainment experiences for nearly 150 years, beginning with the Company's most iconic and enduring asset, the Kentucky Derby. Headquartered in Louisville, Kentucky, the Company has expanded through the development of live and historical racing entertainment venues, the growth of the TwinSpires horse racing online wagering business, expanded pair-mutual content and technology services to B2C platforms, and the operation and development of regional casino gaming properties.

During 2023, the Sponsor formed or acquired certain entities, including Exacta Systems LLC and Derby City Gaming Downtown LLC. The Plan has been amended to allow the employees of these entities to become participants in the Plan. The Plan credits prior service to these participants.

Effective December 31, 2020, Empower Annuity Insurance Company of America (Empower) acquired the retirement business of Mass Mutual Life Insurance Company (Mass Mutual). Following the initial transition period, Empower became the custodian and recordkeeper of the Plan in 2021. For the period of January 1, 2022 through April 1, 2022, Reliance Trust was the trustee for the Plan. With the migration from Mass Mutual to Empower, Great-West Trust Company, a subsidiary of Empower, was named as the trustee of the Plan effective April 2, 2022, making Empower both the trustee and custodian of the Plan.

In September 2023, the Plan changed custodians (see Note 3) and transferred all of its assets to Fidelity Investments (Fidelity).

Eligibility

All employees that have worked a minimum of one hour and completed three months of employment are eligible to participate in the Plan. Union employees are not eligible to participate in the Plan unless the collective bargaining agreement which defines the terms of their employment specifically authorizes participation in the Plan.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

1. Description of the Plan, continued

Contributions

Participating employees may elect to contribute up to 75% of their pre-tax annual compensation as defined in the Plan document. The Sponsor has elected to make safe harbor matching contributions of 100% of employee contributions up to 3% of the employee's eligible compensation and 50% of employee contributions greater than 3%, up to 5%, of the employee's eligible compensation. In addition, for each Plan year, the Sponsor may contribute to the Plan a discretionary amount not to exceed 4% of the employee's Plan compensation and as may be determined by the Board of Directors. For the years ended December 31, 2023 and 2022, the Sponsor made no discretionary contributions to the Plan. The total contribution to a participant's account may not exceed the maximum limit determined by Internal Revenue Service (IRS) regulations. Rollover contributions are permitted only by employees who have satisfied the conditions for participation.

Participant Accounts

Each participant's account is credited with the participant's and the Sponsor's contributions and allocations of Plan earnings or losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Participants may, upon enrollment in the Plan, elect to invest their contributions and the Sponsor's contributions in 1% increments in any of the various investment options currently offered by the Plan. Periodic transfers among funds of certain accumulated account balances and directions of future employee deferral and Sponsor contributions are permitted.

Vesting

Participants are immediately vested in their contributions and any Sponsor's safe harbor matching contributions, plus actual earnings (losses) thereon. Vesting in the Sponsor's discretionary contribution portion of their accounts, plus actual earnings (losses) thereon, is based on years of continuous service. A participant vests 20% per year after the first year of service, and is 100% vested after five years of credited service. If a participant dies or becomes disabled, he or she is automatically 100% vested in all accounts.

Participant Loans

Participants may borrow from their fund accounts for hardship reasons (as defined by the Plan document) and are limited to the lesser of \$50,000 or 50% of the vested portion of the participant's account balance. The maximum loan duration is five years, or fifteen years if for the purchase of a primary residence, and the minimum loan amount allowed is \$1,000. The loans are secured by the balance of the participant's account and bear interest at a rate equal to the prime rate plus one percent which range from 4.25% to 9.50%. Principal and interest are paid through monthly payroll deductions.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

1. Description of the Plan, continued

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant or their beneficiaries may elect to receive a lump-sum amount equal to the value of the participant's fully vested interest in his or her account. Participants may also request distributions at any time upon attainment of normal retirement age of 65 or due to the occurrence of hardships (as defined by the Plan document).

Forfeited Accounts

All forfeitures are applied to Plan Sponsor contributions and Plan expenses. At December 31, 2023 and 2022, there were \$165,858 and \$110,288 of forfeited nonvested accounts, respectively. During 2023, forfeitures totaled \$159,945. \$36,667 of forfeited balances were used to reduce Plan expenses during 2023. Forfeited balances had earnings totaling \$5,913 during 2023.

Risks and Uncertainties

The Plan provides for participant-directed investment options in various securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Administrative Expenses

The Plan is responsible for its administrative expenses unless paid by the Sponsor.

2. Summary of Significant Accounting Policies

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) which require management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates. The following is a summary of the significant accounting policies consistently followed by the Plan in the preparation of its financial statements:

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value with the exception of fully benefit-responsive investment contracts, which are reported at contract 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. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. See Note 4 for disclosures related to the fair value of investments. The Plan's 401(k) Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance company.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

2. Summary of Significant Accounting Policies, continued

Investment Valuation and Income Recognition, continued

Contract value is the relevant measurement for fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Contributions

Contributions from Plan participants and the matching contributions from the Plan Sponsor are recorded in the year in which participant compensation is earned.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Subsequent Events

The Plan's management has evaluated subsequent events for recognition or disclosure in the financial statements through October 14, 2024, which was the date at which the financial statements were available to be issued.

3. Information Certified or Provided by the Custodians

Effective September 5, 2023, Fidelity replaced Empower as custodian to the Plan. The Plan's asset information included in this note and throughout the Plan's financial statements and the supplemental schedules was prepared by or derived from information provided by Fidelity, the current custodian of the Plan, and Empower, the former custodian of the Plan, and furnished to the Plan Administrator. The assets of the Plan were transferred from Empower to Fidelity during 2023. The Plan Administrator has obtained certifications from Fidelity from September 5, 2023 to December 31, 2023 and as of December 31, 2023 and from Empower from January 1, 2023 to September 5, 2023 and as of September 5, 2023 and December 31, 2022 that asset information provided to the Plan Administrator by the current and former custodians related to the asset information is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to asset information in this note and which appears throughout the financial statements and the ERISA-required supplemental schedules.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

3. Information Certified or Provided by the Custodians, continued

The following table presents the fair value of the assets in the Plan that were certified by the current and former custodians as of December 31:

	<u>2023</u>	<u>2022</u>
Mutual funds	\$141,616,215	\$125,436,361
Common collective trusts	18,144,012	-
Fully benefit-responsive insurance contract	9,248,264	-
Money market funds	62,499	-
Fixed annuities	<u>-</u>	<u>10,840,398</u>
Total investments	<u>\$169,070,990</u>	<u>\$136,276,759</u>
Notes receivable from participants	<u>\$ 2,503,338</u>	<u>\$ 2,191,723</u>

The current and former custodians also certified to the completeness and accuracy of \$23,644,531 of net realized and unrealized appreciation in the fair value of investments, \$2,769,932 of interest and dividends related to the investments and \$456,871 of interest income on notes receivable from participants for the year ended December 31, 2023.

4. Fair Value Measurements

The Plan classifies its investments based on a hierarchy consisting of: Level 1 (valued using quoted prices from active markets for identical assets), Level 2 (not traded on an active market but for which observable market inputs are readily available), and Level 3 (valued based on significant unobservable inputs). 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 on a recurring basis.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Fixed annuities: Valued using the effective interest rate and formula included in the annuity contract. The inputs are observable market information that are readily available and the fair value is reported and published daily.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

4. Fair Value Measurements, continued

Common collective trusts: Valued based on the net asset value (NAV) of units of the common collective trust. The NAV, as provided by the custodian, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Money market funds: Valued at cost which approximates fair value.

There have been no changes in the valuation methodologies used at December 31, 2023 and 2022.

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 Administrator believes the 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 investments at fair value as of December 31:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>2023</u>				
Investments measured at fair value:				
Mutual funds	\$ 141,616,215	\$ -	\$ -	\$ 141,616,215
Money market funds	<u>62,499</u>	<u>-</u>	<u>-</u>	<u>62,499</u>
Total investments in fair value hierarchy	<u>\$ 141,678,714</u>	<u>\$ -</u>	<u>\$ -</u>	<u>141,678,714</u>
Investments measured at NAV:				
Common collective trusts				<u>18,144,012</u>
Total investments at fair value				<u>\$ 159,822,726</u>
<u>2022</u>				
Investments measured at fair value:				
Mutual funds	\$ 125,436,361	\$ -	\$ -	\$ 125,436,361
Fixed annuities	<u>-</u>	<u>10,840,398</u>	<u>-</u>	<u>10,840,398</u>
Total investments at fair value	<u>\$ 125,436,361</u>	<u>\$ 10,840,398</u>	<u>\$ -</u>	<u>\$ 136,276,759</u>

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

4. Fair Value Measurements, continued

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2023, there were no significant transfers in or out of Level 3.

The table below sets forth a the fair value of investments in certain entities that calculate NAV per share (or its equivalent):

Investment	Fair Value at December 31,		Unfunded Commitment	Redemption Frequency	Redemption Notice Period
	2023	2022			
Common collective trusts	\$ 18,144,012	\$ -	\$ -	Immediate	None

The common collective trusts invest in a stable value fund which includes investment contracts issued by insurance companies, cash equivalents, and separate account investment contracts. Investments in this category can be redeemed immediately upon request. The fair value of investments in this category has been estimated using the NAV of the units of participation in the fund.

5. Investment Contracts with Insurance Company

The Plan has a fully benefit-responsive investment contract with Standard Insurance Company (Standard). Standard maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value, as reported to the Plan by Standard. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the Plan Sponsor or other Plan Sponsor event (e.g., divestures or spin-offs of a subsidiary) that causes a significant withdrawal from the Plan; or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

5. Investment Contracts with Insurance Company, continued

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The interest crediting rate was 3.45% as of December 31, 2023. Such interest rates are reviewed on a quarterly basis for resetting. The average yield for the year ended December 31, 2023 was 3.45%.

6. Related Party Transactions, Including Party-In-Interest Transactions

Certain Plan investments are managed by the custodians of the Plan, Fidelity and Empower. Investments in these accounts qualify as party-in-interest transactions. Administrative expenses of \$224,317 for the year ended December 31, 2023 are comprised of fees paid by the Plan to Fidelity and Empower for recordkeeping services, investment management services and withdrawal charges.

Additionally, indirect fees are paid to Fidelity and Empower based on investment account values. These fees range from 0.02% to 0.83% of the investment account value. The fees decrease net appreciation in fair value of investments on the statement of changes in net assets available for benefits.

7. Tax Status

The Plan uses a prototype Plan document sponsored by Fidelity. Fidelity received an opinion letter from the IRS, dated June 30, 2020, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

8. Plan Termination

Although it has not expressed any intent to do so, the Sponsor 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 would receive benefits under the Plan based on their account balances accumulated to the date of Plan termination and would become 100% vested in their accounts.

9. Prohibited Transactions

During the year ended December 31, 2023, participant withholdings in the amount of \$1,584,104 were not remitted within the appropriate time period by the Plan Sponsor. This transaction constitutes a prohibited transaction as defined by ERISA. The Plan Sponsor is aware of the occurrence and has taken the appropriate steps to correct the situation by implementing procedures to ensure all future remittances are completed within the prescribed time period.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

10. Reconciliation to Form 5500

Certain receivables and payables and the related income or expense are recorded within the accrual based financial statements but are not reported in the Form 5500 until actually received or paid. Reconciliations of various items from the financial statements to the Form 5500 as of December 31, 2023 and 2022, is as follows:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per financial statements	\$171,950,660	\$138,935,940
Differences in:		
Participant contributions receivable	(254,092)	(312,278)
Employer contributions receivable	<u>(122,240)</u>	<u>(155,180)</u>
Net assets per Form 5500	<u>\$171,574,328</u>	<u>\$138,468,482</u>
		<u>2023</u>
Net increase in net assets available for benefits per the financial statements		\$ 33,014,720
Participant contributions receivable:		
Beginning of year balance		312,278
Less end of year balance		(254,092)
Employer contributions receivable:		
Beginning of year balance		155,180
Less end of year balance		<u>(122,240)</u>
Net income per Form 5500		<u>\$ 33,105,846</u>
Participant contributions per the financial statements		\$ 10,518,450
Plus beginning of year balance of participant contribution receivable		312,278
Less end of year balance of participant contribution receivable		<u>(254,092)</u>
Participant contributions per Form 5500		<u>\$ 10,576,636</u>
Employer contributions per the financial statements		\$ 5,077,937
Plus beginning of year balance of employer contributions receivable		155,180
Less end of year balance of employer contributions receivable		<u>(122,240)</u>
Employer contributions per Form 5500		<u>\$ 5,110,877</u>

SUPPLEMENTAL SCHEDULES

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Year ended December 31, 2023

Plan Sponsor: Churchill Downs Incorporated
Plan Sponsor's EIN: 61-0156015
Plan Number: 003

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Participant contribution for pay dates during the year ended December 31, 2022	\$ -	\$ -	\$ -	\$ 1,435,601
Participant contribution for pay dates during the year ended December 31, 2023	-	-	1,584,104	-
	\$ -	\$ -	\$ 1,584,104	\$ 1,435,601

See independent auditor's report.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

Plan Sponsor: Churchill Downs Incorporated

Plan Sponsor's EIN: 61-0156015

Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Mutual funds:				
*	Fidelity	500 Index Fund	**	\$ 23,228,105
*	Fidelity	Freedom Blend 2030 PR Fund	**	14,314,498
*	Fidelity	Freedom Blend 2040 PR Fund	**	13,440,723
*	Fidelity	Freedom Blend 2035 PR Fund	**	11,874,465
*	Fidelity	Freedom Blend 2045 PR Fund	**	11,100,902
*	Fidelity	Growth Discovery Fund	**	10,828,470
*	Fidelity	Freedom Blend 2050 PR Fund	**	8,807,485
*	Fidelity	Mid Cap Index Fund	**	8,183,150
*	Fidelity	Freedom Blend 2055 PR Fund	**	7,374,143
*	Fidelity	Freedom Blend 2025 PR Fund	**	7,156,991
*	Fidelity	Small Cap Index Fund	**	5,655,523
*	Fidelity	Total Bond Fund	**	4,618,985
*	Fidelity	Freedom Blend 2020 PR Fund	**	3,851,222
*	Fidelity	Freedom Blend 2060 PR Fund	**	3,218,656
	Delaware	Ivy Mid Cap Growth Fund	**	2,478,703
	Vanguard	Total Bond Market Index Fund	**	2,310,737
	Vanguard	Developing Market Index Fund	**	1,862,911
*	Fidelity	Freedom Blend Income Fund	**	959,183
	PGIM	High Yield Fund	**	157,699
*	Fidelity	Inflation Protected Bond Index Fund	**	97,733
*	Fidelity	Freedom Blend 2065 PR Fund	**	<u>95,931</u>
	Total mutual funds			141,616,215
Common collective trusts:				
	Janus Henderson	International Alpha Equity Fund	**	7,785,860
	Frank Templeton	Putnam Large Cap Value Fund	**	5,652,519
	NASDAQ	Small Cap Value III Fund	**	2,780,114
	Lazard	Emerging Markets Equity Fund	**	1,134,194
	Cohen & Steers	U.S. Realty Fund	**	<u>791,325</u>
	Total common collective trusts			18,144,012

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Continued)

December 31, 2023

Plan Sponsor: Churchill Downs Incorporated
Plan Sponsor's EIN: 61-0156015
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Insurance contracts:				
	Standard Insurance Co.	APEX - Guaranteed Fixed Interest Fund	**	9,248,264
Money market funds:				
*	Fidelity	Government Money Market Fund	**	62,499
*	Notes from participants	Interest rates ranging from 4.25% to 9.50% with maturity dates through 2037	\$0	<u>2,503,338</u>
				<u>\$171,574,328</u>

* Represents a party-in-interest

**Cost is not required to be presented for participant-directed investments

See independent auditor's report.



Financial Statements and Supplemental Schedules

for

CHURCHILL DOWNS INCORPORATED

401(k) RETIREMENT PLAN

As of December 31, 2023 and 2022 and
for the Year Ended December 31, 2023
with Independent Auditor's Report

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Independent Auditor's Report

To the Participants and 401(k) Plan Committee
Churchill Downs Incorporated 401(k) Retirement Plan
Louisville, Kentucky

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

We have performed audits of the financial statements of Churchill Downs Incorporated 401(k) Retirement 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 statements of net assets available for benefits as of December 31, 2023 and 2022, the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

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

Management has obtained certifications from qualified institutions as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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.

Auditor's Responsibilities for the Audit of the Financial Statements, continued

In performing an audit in accordance with GAAS, we:

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

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

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

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental Schedule H Line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2023 and Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

To the Participants and 401(k) Plan Committee
Churchill Downs Incorporated 401(k) Retirement Plan
Independent Auditor's Report, continued

Other Matter - Supplemental Schedules Required by ERISA, continued

The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

Dean Dotson Allen Ford, PLLC

Louisville, Kentucky
October 14, 2024

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

Assets	<u>2023</u>	<u>2022</u>
Investments, at fair value	\$159,822,726	\$136,276,759
Investments, at contract value:		
Fully benefit-responsive insurance contract	9,248,264	-
Receivables:		
Participant contributions	254,092	312,278
Employer contributions	122,240	155,180
Notes receivable from participants	<u>2,503,338</u>	<u>2,191,723</u>
Total receivables	<u>2,879,670</u>	<u>2,659,181</u>
Net assets available for benefits	<u>\$171,950,660</u>	<u>\$138,935,940</u>

See accompanying notes.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2023

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 23,644,531
Interest and dividend income	2,769,932
Other income	<u>460,801</u>

Total investment income 26,875,264

Interest income on notes receivable from participants 456,871

Contributions:

Employer	5,077,937
Participants	10,518,450
Participant rollovers	<u>6,220,789</u>

Total contributions 21,817,176

Total additions 49,149,311

Deductions from net assets attributed to:

Benefit payments to participants	15,910,274
Administrative fees	<u>224,317</u>

Total deductions 16,134,591

Net increase in assets available for benefits 33,014,720

Net assets available for benefits, beginning of year 138,935,940

Net assets available for benefits, end of year \$171,950,660

See accompanying notes.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements

1. Description of the Plan

The following description of the Churchill Downs Incorporated 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established under Section 401(a) of the Internal Revenue Code (IRC). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan became effective January 1, 1987, and covers all eligible employees of Churchill Downs Incorporated and its wholly-owned subsidiaries and certain managed properties. Churchill Downs Incorporated (the Company, Sponsor and Plan Administrator) has been creating extraordinary entertainment experiences for nearly 150 years, beginning with the Company's most iconic and enduring asset, the Kentucky Derby. Headquartered in Louisville, Kentucky, the Company has expanded through the development of live and historical racing entertainment venues, the growth of the TwinSpires horse racing online wagering business, expanded pair-mutual content and technology services to B2C platforms, and the operation and development of regional casino gaming properties.

During 2023, the Sponsor formed or acquired certain entities, including Exacta Systems LLC and Derby City Gaming Downtown LLC. The Plan has been amended to allow the employees of these entities to become participants in the Plan. The Plan credits prior service to these participants.

Effective December 31, 2020, Empower Annuity Insurance Company of America (Empower) acquired the retirement business of Mass Mutual Life Insurance Company (Mass Mutual). Following the initial transition period, Empower became the custodian and recordkeeper of the Plan in 2021. For the period of January 1, 2022 through April 1, 2022, Reliance Trust was the trustee for the Plan. With the migration from Mass Mutual to Empower, Great-West Trust Company, a subsidiary of Empower, was named as the trustee of the Plan effective April 2, 2022, making Empower both the trustee and custodian of the Plan.

In September 2023, the Plan changed custodians (see Note 3) and transferred all of its assets to Fidelity Investments (Fidelity).

Eligibility

All employees that have worked a minimum of one hour and completed three months of employment are eligible to participate in the Plan. Union employees are not eligible to participate in the Plan unless the collective bargaining agreement which defines the terms of their employment specifically authorizes participation in the Plan.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

1. Description of the Plan, continued

Contributions

Participating employees may elect to contribute up to 75% of their pre-tax annual compensation as defined in the Plan document. The Sponsor has elected to make safe harbor matching contributions of 100% of employee contributions up to 3% of the employee's eligible compensation and 50% of employee contributions greater than 3%, up to 5%, of the employee's eligible compensation. In addition, for each Plan year, the Sponsor may contribute to the Plan a discretionary amount not to exceed 4% of the employee's Plan compensation and as may be determined by the Board of Directors. For the years ended December 31, 2023 and 2022, the Sponsor made no discretionary contributions to the Plan. The total contribution to a participant's account may not exceed the maximum limit determined by Internal Revenue Service (IRS) regulations. Rollover contributions are permitted only by employees who have satisfied the conditions for participation.

Participant Accounts

Each participant's account is credited with the participant's and the Sponsor's contributions and allocations of Plan earnings or losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Participants may, upon enrollment in the Plan, elect to invest their contributions and the Sponsor's contributions in 1% increments in any of the various investment options currently offered by the Plan. Periodic transfers among funds of certain accumulated account balances and directions of future employee deferral and Sponsor contributions are permitted.

Vesting

Participants are immediately vested in their contributions and any Sponsor's safe harbor matching contributions, plus actual earnings (losses) thereon. Vesting in the Sponsor's discretionary contribution portion of their accounts, plus actual earnings (losses) thereon, is based on years of continuous service. A participant vests 20% per year after the first year of service, and is 100% vested after five years of credited service. If a participant dies or becomes disabled, he or she is automatically 100% vested in all accounts.

Participant Loans

Participants may borrow from their fund accounts for hardship reasons (as defined by the Plan document) and are limited to the lesser of \$50,000 or 50% of the vested portion of the participant's account balance. The maximum loan duration is five years, or fifteen years if for the purchase of a primary residence, and the minimum loan amount allowed is \$1,000. The loans are secured by the balance of the participant's account and bear interest at a rate equal to the prime rate plus one percent which range from 4.25% to 9.50%. Principal and interest are paid through monthly payroll deductions.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

1. Description of the Plan, continued

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant or their beneficiaries may elect to receive a lump-sum amount equal to the value of the participant's fully vested interest in his or her account. Participants may also request distributions at any time upon attainment of normal retirement age of 65 or due to the occurrence of hardships (as defined by the Plan document).

Forfeited Accounts

All forfeitures are applied to Plan Sponsor contributions and Plan expenses. At December 31, 2023 and 2022, there were \$165,858 and \$110,288 of forfeited nonvested accounts, respectively. During 2023, forfeitures totaled \$159,945. \$36,667 of forfeited balances were used to reduce Plan expenses during 2023. Forfeited balances had earnings totaling \$5,913 during 2023.

Risks and Uncertainties

The Plan provides for participant-directed investment options in various securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Administrative Expenses

The Plan is responsible for its administrative expenses unless paid by the Sponsor.

2. Summary of Significant Accounting Policies

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) which require management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates. The following is a summary of the significant accounting policies consistently followed by the Plan in the preparation of its financial statements:

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value with the exception of fully benefit-responsive investment contracts, which are reported at contract 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. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. See Note 4 for disclosures related to the fair value of investments. The Plan's 401(k) Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance company.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

2. Summary of Significant Accounting Policies, continued

Investment Valuation and Income Recognition, continued

Contract value is the relevant measurement for fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Contributions

Contributions from Plan participants and the matching contributions from the Plan Sponsor are recorded in the year in which participant compensation is earned.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Subsequent Events

The Plan's management has evaluated subsequent events for recognition or disclosure in the financial statements through October 14, 2024, which was the date at which the financial statements were available to be issued.

3. Information Certified or Provided by the Custodians

Effective September 5, 2023, Fidelity replaced Empower as custodian to the Plan. The Plan's asset information included in this note and throughout the Plan's financial statements and the supplemental schedules was prepared by or derived from information provided by Fidelity, the current custodian of the Plan, and Empower, the former custodian of the Plan, and furnished to the Plan Administrator. The assets of the Plan were transferred from Empower to Fidelity during 2023. The Plan Administrator has obtained certifications from Fidelity from September 5, 2023 to December 31, 2023 and as of December 31, 2023 and from Empower from January 1, 2023 to September 5, 2023 and as of September 5, 2023 and December 31, 2022 that asset information provided to the Plan Administrator by the current and former custodians related to the asset information is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to asset information in this note and which appears throughout the financial statements and the ERISA-required supplemental schedules.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

3. Information Certified or Provided by the Custodians, continued

The following table presents the fair value of the assets in the Plan that were certified by the current and former custodians as of December 31:

	<u>2023</u>	<u>2022</u>
Mutual funds	\$141,616,215	\$125,436,361
Common collective trusts	18,144,012	-
Fully benefit-responsive insurance contract	9,248,264	-
Money market funds	62,499	-
Fixed annuities	<u>-</u>	<u>10,840,398</u>
Total investments	<u>\$169,070,990</u>	<u>\$136,276,759</u>
Notes receivable from participants	<u>\$ 2,503,338</u>	<u>\$ 2,191,723</u>

The current and former custodians also certified to the completeness and accuracy of \$23,644,531 of net realized and unrealized appreciation in the fair value of investments, \$2,769,932 of interest and dividends related to the investments and \$456,871 of interest income on notes receivable from participants for the year ended December 31, 2023.

4. Fair Value Measurements

The Plan classifies its investments based on a hierarchy consisting of: Level 1 (valued using quoted prices from active markets for identical assets), Level 2 (not traded on an active market but for which observable market inputs are readily available), and Level 3 (valued based on significant unobservable inputs). 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 on a recurring basis.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Fixed annuities: Valued using the effective interest rate and formula included in the annuity contract. The inputs are observable market information that are readily available and the fair value is reported and published daily.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

4. Fair Value Measurements, continued

Common collective trusts: Valued based on the net asset value (NAV) of units of the common collective trust. The NAV, as provided by the custodian, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Money market funds: Valued at cost which approximates fair value.

There have been no changes in the valuation methodologies used at December 31, 2023 and 2022.

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 Administrator believes the 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 investments at fair value as of December 31:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>2023</u>				
Investments measured at fair value:				
Mutual funds	\$ 141,616,215	\$ -	\$ -	\$ 141,616,215
Money market funds	<u>62,499</u>	<u>-</u>	<u>-</u>	<u>62,499</u>
Total investments in fair value hierarchy	<u>\$ 141,678,714</u>	<u>\$ -</u>	<u>\$ -</u>	<u>141,678,714</u>
Investments measured at NAV:				
Common collective trusts				<u>18,144,012</u>
Total investments at fair value				<u>\$ 159,822,726</u>
<u>2022</u>				
Investments measured at fair value:				
Mutual funds	\$ 125,436,361	\$ -	\$ -	\$ 125,436,361
Fixed annuities	<u>-</u>	<u>10,840,398</u>	<u>-</u>	<u>10,840,398</u>
Total investments at fair value	<u>\$ 125,436,361</u>	<u>\$ 10,840,398</u>	<u>\$ -</u>	<u>\$ 136,276,759</u>

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

4. Fair Value Measurements, continued

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2023, there were no significant transfers in or out of Level 3.

The table below sets forth a the fair value of investments in certain entities that calculate NAV per share (or its equivalent):

Investment	Fair Value at December 31,		Unfunded Commitment	Redemption Frequency	Redemption Notice Period
	2023	2022			
Common collective trusts	\$ 18,144,012	\$ -	\$ -	Immediate	None

The common collective trusts invest in a stable value fund which includes investment contracts issued by insurance companies, cash equivalents, and separate account investment contracts. Investments in this category can be redeemed immediately upon request. The fair value of investments in this category has been estimated using the NAV of the units of participation in the fund.

5. Investment Contracts with Insurance Company

The Plan has a fully benefit-responsive investment contract with Standard Insurance Company (Standard). Standard maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value, as reported to the Plan by Standard. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the Plan Sponsor or other Plan Sponsor event (e.g., divestures or spin-offs of a subsidiary) that causes a significant withdrawal from the Plan; or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

5. Investment Contracts with Insurance Company, continued

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The interest crediting rate was 3.45% as of December 31, 2023. Such interest rates are reviewed on a quarterly basis for resetting. The average yield for the year ended December 31, 2023 was 3.45%.

6. Related Party Transactions, Including Party-In-Interest Transactions

Certain Plan investments are managed by the custodians of the Plan, Fidelity and Empower. Investments in these accounts qualify as party-in-interest transactions. Administrative expenses of \$224,317 for the year ended December 31, 2023 are comprised of fees paid by the Plan to Fidelity and Empower for recordkeeping services, investment management services and withdrawal charges.

Additionally, indirect fees are paid to Fidelity and Empower based on investment account values. These fees range from 0.02% to 0.83% of the investment account value. The fees decrease net appreciation in fair value of investments on the statement of changes in net assets available for benefits.

7. Tax Status

The Plan uses a prototype Plan document sponsored by Fidelity. Fidelity received an opinion letter from the IRS, dated June 30, 2020, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

8. Plan Termination

Although it has not expressed any intent to do so, the Sponsor 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 would receive benefits under the Plan based on their account balances accumulated to the date of Plan termination and would become 100% vested in their accounts.

9. Prohibited Transactions

During the year ended December 31, 2023, participant withholdings in the amount of \$1,584,104 were not remitted within the appropriate time period by the Plan Sponsor. This transaction constitutes a prohibited transaction as defined by ERISA. The Plan Sponsor is aware of the occurrence and has taken the appropriate steps to correct the situation by implementing procedures to ensure all future remittances are completed within the prescribed time period.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

10. Reconciliation to Form 5500

Certain receivables and payables and the related income or expense are recorded within the accrual based financial statements but are not reported in the Form 5500 until actually received or paid. Reconciliations of various items from the financial statements to the Form 5500 as of December 31, 2023 and 2022, is as follows:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per financial statements	\$171,950,660	\$138,935,940
Differences in:		
Participant contributions receivable	(254,092)	(312,278)
Employer contributions receivable	<u>(122,240)</u>	<u>(155,180)</u>
Net assets per Form 5500	<u>\$171,574,328</u>	<u>\$138,468,482</u>
		<u>2023</u>
Net increase in net assets available for benefits per the financial statements		\$ 33,014,720
Participant contributions receivable:		
Beginning of year balance		312,278
Less end of year balance		(254,092)
Employer contributions receivable:		
Beginning of year balance		155,180
Less end of year balance		<u>(122,240)</u>
Net income per Form 5500		<u>\$ 33,105,846</u>
Participant contributions per the financial statements		\$ 10,518,450
Plus beginning of year balance of participant contribution receivable		312,278
Less end of year balance of participant contribution receivable		<u>(254,092)</u>
Participant contributions per Form 5500		<u>\$ 10,576,636</u>
Employer contributions per the financial statements		\$ 5,077,937
Plus beginning of year balance of employer contributions receivable		155,180
Less end of year balance of employer contributions receivable		<u>(122,240)</u>
Employer contributions per Form 5500		<u>\$ 5,110,877</u>

SUPPLEMENTAL SCHEDULES

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Year ended December 31, 2023

Plan Sponsor: Churchill Downs Incorporated
Plan Sponsor's EIN: 61-0156015
Plan Number: 003

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Participant contribution for pay dates during the year ended December 31, 2022	\$ -	\$ -	\$ -	\$ 1,435,601
Participant contribution for pay dates during the year ended December 31, 2023	-	-	1,584,104	-
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,584,104</u>	<u>\$ 1,435,601</u>

See independent auditor's report.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

Plan Sponsor: Churchill Downs Incorporated

Plan Sponsor's EIN: 61-0156015

Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Mutual funds:				
*	Fidelity	500 Index Fund	**	\$ 23,228,105
*	Fidelity	Freedom Blend 2030 PR Fund	**	14,314,498
*	Fidelity	Freedom Blend 2040 PR Fund	**	13,440,723
*	Fidelity	Freedom Blend 2035 PR Fund	**	11,874,465
*	Fidelity	Freedom Blend 2045 PR Fund	**	11,100,902
*	Fidelity	Growth Discovery Fund	**	10,828,470
*	Fidelity	Freedom Blend 2050 PR Fund	**	8,807,485
*	Fidelity	Mid Cap Index Fund	**	8,183,150
*	Fidelity	Freedom Blend 2055 PR Fund	**	7,374,143
*	Fidelity	Freedom Blend 2025 PR Fund	**	7,156,991
*	Fidelity	Small Cap Index Fund	**	5,655,523
*	Fidelity	Total Bond Fund	**	4,618,985
*	Fidelity	Freedom Blend 2020 PR Fund	**	3,851,222
*	Fidelity	Freedom Blend 2060 PR Fund	**	3,218,656
	Delaware	Ivy Mid Cap Growth Fund	**	2,478,703
	Vanguard	Total Bond Market Index Fund	**	2,310,737
	Vanguard	Developing Market Index Fund	**	1,862,911
*	Fidelity	Freedom Blend Income Fund	**	959,183
	PGIM	High Yield Fund	**	157,699
*	Fidelity	Inflation Protected Bond Index Fund	**	97,733
*	Fidelity	Freedom Blend 2065 PR Fund	**	<u>95,931</u>
	Total mutual funds			141,616,215
Common collective trusts:				
	Janus Henderson	International Alpha Equity Fund	**	7,785,860
	Frank Templeton	Putnam Large Cap Value Fund	**	5,652,519
	NASDAQ	Small Cap Value III Fund	**	2,780,114
	Lazard	Emerging Markets Equity Fund	**	1,134,194
	Cohen & Steers	U.S. Realty Fund	**	<u>791,325</u>
	Total common collective trusts			18,144,012

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Continued)

December 31, 2023

Plan Sponsor: Churchill Downs Incorporated
Plan Sponsor's EIN: 61-0156015
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Insurance contracts:				
	Standard Insurance Co.	APEX - Guaranteed Fixed Interest Fund	**	9,248,264
Money market funds:				
*	Fidelity	Government Money Market Fund	**	62,499
*	Notes from participants	Interest rates ranging from 4.25% to 9.50% with maturity dates through 2037	\$0	<u>2,503,338</u>
				<u>\$171,574,328</u>

* Represents a party-in-interest

**Cost is not required to be presented for participant-directed investments

See independent auditor's report.



Financial Statements and Supplemental Schedules

for

CHURCHILL DOWNS INCORPORATED

401(k) RETIREMENT PLAN

As of December 31, 2023 and 2022 and
for the Year Ended December 31, 2023
with Independent Auditor's Report

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Independent Auditor's Report

To the Participants and 401(k) Plan Committee
Churchill Downs Incorporated 401(k) Retirement Plan
Louisville, Kentucky

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

We have performed audits of the financial statements of Churchill Downs Incorporated 401(k) Retirement 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 statements of net assets available for benefits as of December 31, 2023 and 2022, the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

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

Management has obtained certifications from qualified institutions as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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.

Auditor's Responsibilities for the Audit of the Financial Statements, continued

In performing an audit in accordance with GAAS, we:

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

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

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

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental Schedule H Line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2023 and Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

To the Participants and 401(k) Plan Committee
Churchill Downs Incorporated 401(k) Retirement Plan
Independent Auditor's Report, continued

Other Matter - Supplemental Schedules Required by ERISA, continued

The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

Dean Dotson Allen Ford, PLLC

Louisville, Kentucky
October 14, 2024

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

Assets	<u>2023</u>	<u>2022</u>
Investments, at fair value	\$159,822,726	\$136,276,759
Investments, at contract value:		
Fully benefit-responsive insurance contract	9,248,264	-
Receivables:		
Participant contributions	254,092	312,278
Employer contributions	122,240	155,180
Notes receivable from participants	<u>2,503,338</u>	<u>2,191,723</u>
Total receivables	<u>2,879,670</u>	<u>2,659,181</u>
Net assets available for benefits	<u>\$171,950,660</u>	<u>\$138,935,940</u>

See accompanying notes.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2023

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 23,644,531
Interest and dividend income	2,769,932
Other income	<u>460,801</u>

Total investment income 26,875,264

Interest income on notes receivable from participants 456,871

Contributions:

Employer	5,077,937
Participants	10,518,450
Participant rollovers	<u>6,220,789</u>

Total contributions 21,817,176

Total additions 49,149,311

Deductions from net assets attributed to:

Benefit payments to participants	15,910,274
Administrative fees	<u>224,317</u>

Total deductions 16,134,591

Net increase in assets available for benefits 33,014,720

Net assets available for benefits, beginning of year 138,935,940

Net assets available for benefits, end of year \$171,950,660

See accompanying notes.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements

1. Description of the Plan

The following description of the Churchill Downs Incorporated 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established under Section 401(a) of the Internal Revenue Code (IRC). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan became effective January 1, 1987, and covers all eligible employees of Churchill Downs Incorporated and its wholly-owned subsidiaries and certain managed properties. Churchill Downs Incorporated (the Company, Sponsor and Plan Administrator) has been creating extraordinary entertainment experiences for nearly 150 years, beginning with the Company's most iconic and enduring asset, the Kentucky Derby. Headquartered in Louisville, Kentucky, the Company has expanded through the development of live and historical racing entertainment venues, the growth of the TwinSpires horse racing online wagering business, expanded pair-mutual content and technology services to B2C platforms, and the operation and development of regional casino gaming properties.

During 2023, the Sponsor formed or acquired certain entities, including Exacta Systems LLC and Derby City Gaming Downtown LLC. The Plan has been amended to allow the employees of these entities to become participants in the Plan. The Plan credits prior service to these participants.

Effective December 31, 2020, Empower Annuity Insurance Company of America (Empower) acquired the retirement business of Mass Mutual Life Insurance Company (Mass Mutual). Following the initial transition period, Empower became the custodian and recordkeeper of the Plan in 2021. For the period of January 1, 2022 through April 1, 2022, Reliance Trust was the trustee for the Plan. With the migration from Mass Mutual to Empower, Great-West Trust Company, a subsidiary of Empower, was named as the trustee of the Plan effective April 2, 2022, making Empower both the trustee and custodian of the Plan.

In September 2023, the Plan changed custodians (see Note 3) and transferred all of its assets to Fidelity Investments (Fidelity).

Eligibility

All employees that have worked a minimum of one hour and completed three months of employment are eligible to participate in the Plan. Union employees are not eligible to participate in the Plan unless the collective bargaining agreement which defines the terms of their employment specifically authorizes participation in the Plan.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

1. Description of the Plan, continued

Contributions

Participating employees may elect to contribute up to 75% of their pre-tax annual compensation as defined in the Plan document. The Sponsor has elected to make safe harbor matching contributions of 100% of employee contributions up to 3% of the employee's eligible compensation and 50% of employee contributions greater than 3%, up to 5%, of the employee's eligible compensation. In addition, for each Plan year, the Sponsor may contribute to the Plan a discretionary amount not to exceed 4% of the employee's Plan compensation and as may be determined by the Board of Directors. For the years ended December 31, 2023 and 2022, the Sponsor made no discretionary contributions to the Plan. The total contribution to a participant's account may not exceed the maximum limit determined by Internal Revenue Service (IRS) regulations. Rollover contributions are permitted only by employees who have satisfied the conditions for participation.

Participant Accounts

Each participant's account is credited with the participant's and the Sponsor's contributions and allocations of Plan earnings or losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Participants may, upon enrollment in the Plan, elect to invest their contributions and the Sponsor's contributions in 1% increments in any of the various investment options currently offered by the Plan. Periodic transfers among funds of certain accumulated account balances and directions of future employee deferral and Sponsor contributions are permitted.

Vesting

Participants are immediately vested in their contributions and any Sponsor's safe harbor matching contributions, plus actual earnings (losses) thereon. Vesting in the Sponsor's discretionary contribution portion of their accounts, plus actual earnings (losses) thereon, is based on years of continuous service. A participant vests 20% per year after the first year of service, and is 100% vested after five years of credited service. If a participant dies or becomes disabled, he or she is automatically 100% vested in all accounts.

Participant Loans

Participants may borrow from their fund accounts for hardship reasons (as defined by the Plan document) and are limited to the lesser of \$50,000 or 50% of the vested portion of the participant's account balance. The maximum loan duration is five years, or fifteen years if for the purchase of a primary residence, and the minimum loan amount allowed is \$1,000. The loans are secured by the balance of the participant's account and bear interest at a rate equal to the prime rate plus one percent which range from 4.25% to 9.50%. Principal and interest are paid through monthly payroll deductions.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

1. Description of the Plan, continued

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant or their beneficiaries may elect to receive a lump-sum amount equal to the value of the participant's fully vested interest in his or her account. Participants may also request distributions at any time upon attainment of normal retirement age of 65 or due to the occurrence of hardships (as defined by the Plan document).

Forfeited Accounts

All forfeitures are applied to Plan Sponsor contributions and Plan expenses. At December 31, 2023 and 2022, there were \$165,858 and \$110,288 of forfeited nonvested accounts, respectively. During 2023, forfeitures totaled \$159,945. \$36,667 of forfeited balances were used to reduce Plan expenses during 2023. Forfeited balances had earnings totaling \$5,913 during 2023.

Risks and Uncertainties

The Plan provides for participant-directed investment options in various securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Administrative Expenses

The Plan is responsible for its administrative expenses unless paid by the Sponsor.

2. Summary of Significant Accounting Policies

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) which require management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates. The following is a summary of the significant accounting policies consistently followed by the Plan in the preparation of its financial statements:

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value with the exception of fully benefit-responsive investment contracts, which are reported at contract 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. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. See Note 4 for disclosures related to the fair value of investments. The Plan's 401(k) Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance company.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

2. Summary of Significant Accounting Policies, continued

Investment Valuation and Income Recognition, continued

Contract value is the relevant measurement for fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Contributions

Contributions from Plan participants and the matching contributions from the Plan Sponsor are recorded in the year in which participant compensation is earned.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Subsequent Events

The Plan's management has evaluated subsequent events for recognition or disclosure in the financial statements through October 14, 2024, which was the date at which the financial statements were available to be issued.

3. Information Certified or Provided by the Custodians

Effective September 5, 2023, Fidelity replaced Empower as custodian to the Plan. The Plan's asset information included in this note and throughout the Plan's financial statements and the supplemental schedules was prepared by or derived from information provided by Fidelity, the current custodian of the Plan, and Empower, the former custodian of the Plan, and furnished to the Plan Administrator. The assets of the Plan were transferred from Empower to Fidelity during 2023. The Plan Administrator has obtained certifications from Fidelity from September 5, 2023 to December 31, 2023 and as of December 31, 2023 and from Empower from January 1, 2023 to September 5, 2023 and as of September 5, 2023 and December 31, 2022 that asset information provided to the Plan Administrator by the current and former custodians related to the asset information is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to asset information in this note and which appears throughout the financial statements and the ERISA-required supplemental schedules.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

3. Information Certified or Provided by the Custodians, continued

The following table presents the fair value of the assets in the Plan that were certified by the current and former custodians as of December 31:

	<u>2023</u>	<u>2022</u>
Mutual funds	\$141,616,215	\$125,436,361
Common collective trusts	18,144,012	-
Fully benefit-responsive insurance contract	9,248,264	-
Money market funds	62,499	-
Fixed annuities	-	10,840,398
	<u>\$169,070,990</u>	<u>\$136,276,759</u>
Total investments		
	<u>\$ 2,503,338</u>	<u>\$ 2,191,723</u>
Notes receivable from participants		

The current and former custodians also certified to the completeness and accuracy of \$23,644,531 of net realized and unrealized appreciation in the fair value of investments, \$2,769,932 of interest and dividends related to the investments and \$456,871 of interest income on notes receivable from participants for the year ended December 31, 2023.

4. Fair Value Measurements

The Plan classifies its investments based on a hierarchy consisting of: Level 1 (valued using quoted prices from active markets for identical assets), Level 2 (not traded on an active market but for which observable market inputs are readily available), and Level 3 (valued based on significant unobservable inputs). 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 on a recurring basis.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Fixed annuities: Valued using the effective interest rate and formula included in the annuity contract. The inputs are observable market information that are readily available and the fair value is reported and published daily.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

4. Fair Value Measurements, continued

Common collective trusts: Valued based on the net asset value (NAV) of units of the common collective trust. The NAV, as provided by the custodian, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Money market funds: Valued at cost which approximates fair value.

There have been no changes in the valuation methodologies used at December 31, 2023 and 2022.

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 Administrator believes the 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 investments at fair value as of December 31:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>2023</u>				
Investments measured at fair value:				
Mutual funds	\$ 141,616,215	\$ -	\$ -	\$ 141,616,215
Money market funds	<u>62,499</u>	<u>-</u>	<u>-</u>	<u>62,499</u>
Total investments in fair value hierarchy	<u>\$ 141,678,714</u>	<u>\$ -</u>	<u>\$ -</u>	<u>141,678,714</u>
Investments measured at NAV:				
Common collective trusts				<u>18,144,012</u>
Total investments at fair value				<u>\$ 159,822,726</u>
<u>2022</u>				
Investments measured at fair value:				
Mutual funds	\$ 125,436,361	\$ -	\$ -	\$ 125,436,361
Fixed annuities	<u>-</u>	<u>10,840,398</u>	<u>-</u>	<u>10,840,398</u>
Total investments at fair value	<u>\$ 125,436,361</u>	<u>\$ 10,840,398</u>	<u>\$ -</u>	<u>\$ 136,276,759</u>

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

4. Fair Value Measurements, continued

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2023, there were no significant transfers in or out of Level 3.

The table below sets forth a the fair value of investments in certain entities that calculate NAV per share (or its equivalent):

Investment	Fair Value at December 31,		Unfunded Commitment	Redemption Frequency	Redemption Notice Period
	2023	2022			
Common collective trusts	\$ 18,144,012	\$ -	\$ -	Immediate	None

The common collective trusts invest in a stable value fund which includes investment contracts issued by insurance companies, cash equivalents, and separate account investment contracts. Investments in this category can be redeemed immediately upon request. The fair value of investments in this category has been estimated using the NAV of the units of participation in the fund.

5. Investment Contracts with Insurance Company

The Plan has a fully benefit-responsive investment contract with Standard Insurance Company (Standard). Standard maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value, as reported to the Plan by Standard. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the Plan Sponsor or other Plan Sponsor event (e.g., divestures or spin-offs of a subsidiary) that causes a significant withdrawal from the Plan; or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

5. Investment Contracts with Insurance Company, continued

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The interest crediting rate was 3.45% as of December 31, 2023. Such interest rates are reviewed on a quarterly basis for resetting. The average yield for the year ended December 31, 2023 was 3.45%.

6. Related Party Transactions, Including Party-In-Interest Transactions

Certain Plan investments are managed by the custodians of the Plan, Fidelity and Empower. Investments in these accounts qualify as party-in-interest transactions. Administrative expenses of \$224,317 for the year ended December 31, 2023 are comprised of fees paid by the Plan to Fidelity and Empower for recordkeeping services, investment management services and withdrawal charges.

Additionally, indirect fees are paid to Fidelity and Empower based on investment account values. These fees range from 0.02% to 0.83% of the investment account value. The fees decrease net appreciation in fair value of investments on the statement of changes in net assets available for benefits.

7. Tax Status

The Plan uses a prototype Plan document sponsored by Fidelity. Fidelity received an opinion letter from the IRS, dated June 30, 2020, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

8. Plan Termination

Although it has not expressed any intent to do so, the Sponsor 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 would receive benefits under the Plan based on their account balances accumulated to the date of Plan termination and would become 100% vested in their accounts.

9. Prohibited Transactions

During the year ended December 31, 2023, participant withholdings in the amount of \$1,584,104 were not remitted within the appropriate time period by the Plan Sponsor. This transaction constitutes a prohibited transaction as defined by ERISA. The Plan Sponsor is aware of the occurrence and has taken the appropriate steps to correct the situation by implementing procedures to ensure all future remittances are completed within the prescribed time period.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Notes to the Financial Statements, continued

10. Reconciliation to Form 5500

Certain receivables and payables and the related income or expense are recorded within the accrual based financial statements but are not reported in the Form 5500 until actually received or paid. Reconciliations of various items from the financial statements to the Form 5500 as of December 31, 2023 and 2022, is as follows:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per financial statements	\$171,950,660	\$138,935,940
Differences in:		
Participant contributions receivable	(254,092)	(312,278)
Employer contributions receivable	<u>(122,240)</u>	<u>(155,180)</u>
Net assets per Form 5500	<u>\$171,574,328</u>	<u>\$138,468,482</u>
		<u>2023</u>
Net increase in net assets available for benefits per the financial statements		\$ 33,014,720
Participant contributions receivable:		
Beginning of year balance		312,278
Less end of year balance		(254,092)
Employer contributions receivable:		
Beginning of year balance		155,180
Less end of year balance		<u>(122,240)</u>
Net income per Form 5500		<u>\$ 33,105,846</u>
Participant contributions per the financial statements		\$ 10,518,450
Plus beginning of year balance of participant contribution receivable		312,278
Less end of year balance of participant contribution receivable		<u>(254,092)</u>
Participant contributions per Form 5500		<u>\$ 10,576,636</u>
Employer contributions per the financial statements		\$ 5,077,937
Plus beginning of year balance of employer contributions receivable		155,180
Less end of year balance of employer contributions receivable		<u>(122,240)</u>
Employer contributions per Form 5500		<u>\$ 5,110,877</u>

SUPPLEMENTAL SCHEDULES

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Year ended December 31, 2023

Plan Sponsor: Churchill Downs Incorporated
Plan Sponsor's EIN: 61-0156015
Plan Number: 003

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Participant contribution for pay dates during the year ended December 31, 2022	\$ -	\$ -	\$ -	\$ 1,435,601
Participant contribution for pay dates during the year ended December 31, 2023	-	-	1,584,104	-
	\$ -	\$ -	\$ 1,584,104	\$ 1,435,601

See independent auditor's report.

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2023

Plan Sponsor: Churchill Downs Incorporated

Plan Sponsor's EIN: 61-0156015

Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Mutual funds:				
*	Fidelity	500 Index Fund	**	\$ 23,228,105
*	Fidelity	Freedom Blend 2030 PR Fund	**	14,314,498
*	Fidelity	Freedom Blend 2040 PR Fund	**	13,440,723
*	Fidelity	Freedom Blend 2035 PR Fund	**	11,874,465
*	Fidelity	Freedom Blend 2045 PR Fund	**	11,100,902
*	Fidelity	Growth Discovery Fund	**	10,828,470
*	Fidelity	Freedom Blend 2050 PR Fund	**	8,807,485
*	Fidelity	Mid Cap Index Fund	**	8,183,150
*	Fidelity	Freedom Blend 2055 PR Fund	**	7,374,143
*	Fidelity	Freedom Blend 2025 PR Fund	**	7,156,991
*	Fidelity	Small Cap Index Fund	**	5,655,523
*	Fidelity	Total Bond Fund	**	4,618,985
*	Fidelity	Freedom Blend 2020 PR Fund	**	3,851,222
*	Fidelity	Freedom Blend 2060 PR Fund	**	3,218,656
	Delaware	Ivy Mid Cap Growth Fund	**	2,478,703
	Vanguard	Total Bond Market Index Fund	**	2,310,737
	Vanguard	Developing Market Index Fund	**	1,862,911
*	Fidelity	Freedom Blend Income Fund	**	959,183
	PGIM	High Yield Fund	**	157,699
*	Fidelity	Inflation Protected Bond Index Fund	**	97,733
*	Fidelity	Freedom Blend 2065 PR Fund	**	<u>95,931</u>
	Total mutual funds			141,616,215
Common collective trusts:				
	Janus Henderson	International Alpha Equity Fund	**	7,785,860
	Frank Templeton	Putnam Large Cap Value Fund	**	5,652,519
	NASDAQ	Small Cap Value III Fund	**	2,780,114
	Lazard	Emerging Markets Equity Fund	**	1,134,194
	Cohen & Steers	U.S. Realty Fund	**	<u>791,325</u>
	Total common collective trusts			18,144,012

CHURCHILL DOWNS INCORPORATED 401(K) RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Continued)

December 31, 2023

Plan Sponsor: Churchill Downs Incorporated
Plan Sponsor's EIN: 61-0156015
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Insurance contracts:				
	Standard Insurance Co.	APEX - Guaranteed Fixed Interest Fund	**	9,248,264
Money market funds:				
*	Fidelity	Government Money Market Fund	**	62,499
*	Notes from participants	Interest rates ranging from 4.25% to 9.50% with maturity dates through 2037	\$0	<u>2,503,338</u>
				<u>\$171,574,328</u>

* Represents a party-in-interest

**Cost is not required to be presented for participant-directed investments

See independent auditor's report.