

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

Department of the Treasury Internal Revenue Service

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).

2024

Department of Labor Employee Benefits Security Administration

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

Pension Benefit Guaranty Corporation

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

- A This return/report is for: [ ] a multiemployer plan [ ] a multiple-employer plan... [X] a single-employer plan [ ] a DFE... B This return/report is: [ ] the first return/report [ ] the final return/report... C If the plan is a collectively-bargained plan, check here... D Check box if filing under: [X] Form 5558 [ ] automatic extension... 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: PROMETHEUS GROUP 401(K) PLAN
1b Three-digit plan number (PN): 001
1c Effective date of plan: 01/01/2010
2a Plan sponsor's name (employer, if for a single-employer plan): PROMETHEUS GROUP ENTERPRISES, LLC
2b Employer Identification Number (EIN): 27-2376046
2c Plan Sponsor's telephone number: 984-884-6982
2d Business code (see instructions): 511210

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

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

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

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

Form 5500 (2024) v. 240311

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	<b>3b</b> Administrator's EIN	
	<b>3c</b> Administrator's telephone number	
<b>4</b> If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: <b>a</b> Sponsor's name <b>c</b> Plan Name	<b>4b</b> EIN	
	<b>4d</b> PN	
<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b>	654
<b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). <b>a(1)</b> Total number of active participants at the beginning of the plan year ..... <b>a(2)</b> Total number of active participants at the end of the plan year ..... <b>b</b> Retired or separated participants receiving benefits..... <b>c</b> Other retired or separated participants entitled to future benefits ..... <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> ..... <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. .... <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> ..... <b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) ..... <b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) ..... <b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6a(1)</b>	298
	<b>6a(2)</b>	361
	<b>6b</b>	0
	<b>6c</b>	387
	<b>6d</b>	748
	<b>6e</b>	0
	<b>6f</b>	748
	<b>6g(1)</b>	583
	<b>6g(2)</b>	684
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....	<b>7</b>	

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

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

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

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

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

---

**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 2024 Form M-1 annual report. If the plan was not required to file the 2024 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

---

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

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

<b>A</b> Name of plan <b>PROMETHEUS GROUP 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) ▶	<b>001</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>PROMETHEUS GROUP ENTERPRISES, LLC</b>	<b>D</b> Employer Identification Number (EIN) <b>27-2376046</b>	

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

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

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

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

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

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

**THE VANGUARD GROUP, INC.**

**23-1945930**

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

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

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

---

---

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

---

---

---

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

---

---

---

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

---

---

---

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

---

---

---

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

---

---

---

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

---

---

---

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

---

---

---

**(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)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99 37 50 15 52 68	NONE	8240	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

CAP FINANCIAL PARTNERS

26-0058143

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	7500	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

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

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

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

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

<b>A</b> Name of plan <u>PROMETHEUS GROUP 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN)	<u>001</u>
<b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>PROMETHEUS GROUP ENTERPRISES, LLC</u>	<b>D</b> Employer Identification Number (EIN) <u>27-2376046</u>	

<b>Part I</b>	<b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b> (Complete as many entries as needed to report all interests in DFEs)
---------------	--

<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:	<u>NY LIFE ANCHOR ACCT SERIES I - 0</u>	
<b>b</b> Name of sponsor of entity listed in (a):	<u>NEW YORK LIFE (RELIANCE TRUST)</u>	
<b>c</b> EIN-PN <u>46-6350416-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>163515</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)



<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).  ▶ <b>File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2024</b>  <b>This Form is Open to Public Inspection</b>
--	--	---

For calendar plan year 2024 or fiscal plan year beginning <b>01/01/2024</b> and ending <b>12/31/2024</b>	
<b>A</b> Name of plan <b>PROMETHEUS GROUP 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) ▶ <b>001</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>PROMETHEUS GROUP ENTERPRISES, LLC</b>	<b>D</b> Employer Identification Number (EIN) <b>27-2376046</b>

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

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

		(a) Beginning of Year	(b) End of Year
<b>Assets</b>			
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>	38830	0
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>	81531	0
<b>(3)</b> Other .....	<b>1b(3)</b>		
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>		
<b>(2)</b> U.S. Government securities .....	<b>1c(2)</b>		
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
<b>(B)</b> All other .....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
<b>(B)</b> Common .....	<b>1c(4)(B)</b>		
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
<b>(8)</b> Participant loans .....	<b>1c(8)</b>	69368	26238
<b>(9)</b> Value of interest in common/collective trusts .....	<b>1c(9)</b>	372982	163515
<b>(10)</b> Value of interest in pooled separate accounts .....	<b>1c(10)</b>		
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....	<b>1c(13)</b>	21696604	25112145
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) .....	<b>1c(14)</b>		
<b>(15)</b> Other .....	<b>1c(15)</b>		

<b>1d</b> Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	<b>1d(1)</b>		
(2) Employer real property.....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation.....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e).....	<b>1f</b>	22259315	25301898
<b>Liabilities</b>			
<b>g</b> Benefit claims payable.....	<b>1g</b>		
<b>h</b> Operating payables.....	<b>1h</b>		
<b>i</b> Acquisition indebtedness.....	<b>1i</b>		
<b>j</b> Other liabilities.....	<b>1j</b>		
<b>k</b> Total liabilities (add all amounts in lines 1g through 1j).....	<b>1k</b>	0	0
<b>Net Assets</b>			
<b>l</b> Net assets (subtract line 1k from line 1f).....	<b>1l</b>	22259315	25301898

**Part II Income and Expense Statement**

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

<b>Income</b>		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers.....	<b>2a(1)(A)</b>	1086359	
<b>(B)</b> Participants.....	<b>2a(1)(B)</b>	2253766	
<b>(C)</b> Others (including rollovers).....	<b>2a(1)(C)</b>	346312	
(2) Noncash contributions.....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		3686437
<b>b Earnings on investments:</b>			
<b>(1) Interest:</b>			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit).....	<b>2b(1)(A)</b>		
<b>(B)</b> U.S. Government securities.....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments.....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants).....	<b>2b(1)(D)</b>	0	
<b>(E)</b> Participant loans.....	<b>2b(1)(E)</b>	4657	
<b>(F)</b> Other.....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		4657
<b>(2) Dividends:</b>			
<b>(A)</b> Preferred stock.....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock.....	<b>2b(2)(B)</b>		
<b>(C)</b> Registered investment company shares (e.g. mutual funds).....	<b>2b(2)(C)</b>	457413	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		457413
<b>(3)</b> Rents.....	<b>2b(3)</b>		
<b>(4) Net gain (loss) on sale of assets:</b>			
<b>(A)</b> Aggregate proceeds.....	<b>2b(4)(A)</b>		
<b>(B)</b> Aggregate carrying amount (see instructions).....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result.....	<b>2b(4)(C)</b>		
<b>(5) Unrealized appreciation (depreciation) of assets:</b>			
<b>(A)</b> Real estate.....	<b>2b(5)(A)</b>		
<b>(B)</b> Other.....	<b>2b(5)(B)</b>		
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	<b>2b(6)</b>		7429
(7) Net investment gain (loss) from pooled separate accounts .....	<b>2b(7)</b>		
(8) Net investment gain (loss) from master trust investment accounts .....	<b>2b(8)</b>		
(9) Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) .....	<b>2b(10)</b>		3064078
<b>c</b> Other income .....	<b>2c</b>		
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....	<b>2d</b>		7220014

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	4155419	
(2) To insurance carriers for the provision of benefits .....	<b>2e(2)</b>		
(3) Other .....	<b>2e(3)</b>		
(4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		4155419
<b>f</b> Corrective distributions (see instructions) .....	<b>2f</b>		6272
<b>g</b> Certain deemed distributions of participant loans (see instructions) .....	<b>2g</b>		
<b>h</b> Interest expense .....	<b>2h</b>		
<b>i</b> Administrative expenses:			
(1) Salaries and allowances .....	<b>2i(1)</b>		
(2) Contract administrator fees .....	<b>2i(2)</b>	8240	
(3) Recordkeeping fees .....	<b>2i(3)</b>		
(4) IQPA audit fees .....	<b>2i(4)</b>		
(5) Investment advisory and investment management fees .....	<b>2i(5)</b>	7500	
(6) Bank or trust company trustee/custodial fees .....	<b>2i(6)</b>		
(7) Actuarial fees .....	<b>2i(7)</b>		
(8) Legal fees .....	<b>2i(8)</b>		
(9) Valuation/appraisal fees .....	<b>2i(9)</b>		
(10) Other trustee fees and expenses .....	<b>2i(10)</b>		
(11) Other expenses .....	<b>2i(11)</b>		
(12) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(11)</b> .....	<b>2i(12)</b>		15740
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total .....	<b>2j</b>		4177431

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		3042583
<b>l</b> Transfers of assets:			
(1) To this plan .....	<b>2l(1)</b>		
(2) From this plan .....	<b>2l(2)</b>		

**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: **CHERRY BEKAERT LLP**

(2) EIN: **56-0574444**

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

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

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

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

**5c** Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) .....  Yes  No  Not determined  
 If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year \_\_\_\_\_.

<b>SCHEDULE R</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Retirement Plan Information</b>  This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2024</b>  <b>This Form is Open to Public Inspection.</b>
--	---	---

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

<b>A</b> Name of plan <u>PROMETHEUS GROUP 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>PROMETHEUS GROUP ENTERPRISES, LLC</u>	<b>D</b> Employer Identification Number (EIN) <u>27-2376046</u>	

<b>Part I</b>	<b>Distributions</b>
---------------	----------------------

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

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions..... 

1		0
---	--	---

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):  
 EIN(s): 45-0404698

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year..... 

3	
---	--

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

**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.**

<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....	<b>6a</b>	
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	<b>6b</b>	
<b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	<b>6c</b>	

**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

<b>Part III</b>	<b>Amendments</b>
-----------------	-------------------

**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

<b>Part IV</b>	<b>ESOPs</b> (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....  Yes  No

**11 a** Does the ESOP hold any preferred stock? .....  Yes  No

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) .....  Yes  No

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? .....  Yes  No

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

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

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

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

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	<b>16b</b>	

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

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

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

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

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

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

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

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

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

**Part VII IRS Compliance Questions**

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

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

**22** If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q703678A.

Consolidated Financial Statements and  
Report of Independent Certified Public  
Accountants

**AI Titan Parent, Inc. (“Successor”)**

**Mekone Parent, LLC (“Predecessor”)**

December 31, 2024 (“Successor”) and  
December 31, 2023 (“Predecessor”)

## Contents

	Page
Report of Independent Certified Public Accountants	3
Consolidated Financial Statements	
Consolidated balance sheets	5
Consolidated statements of operations and comprehensive income (loss)	6
Consolidated statements of changes in shareholders' equity	7
Consolidated statements of cash flows	8
Notes to consolidated financial statements	9

---

**GRANT THORNTON LLP**

4140 Park Lake Ave., Suite 130  
Raleigh, NC 27612

**D** +1 919 881 2700

**F** +1 919 881 2795

**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

The Board of Directors  
AI Titan Parent, Inc.

**Opinion**

We have audited the consolidated financial statements of AI Titan Parent, Inc. (a Delaware corporation) and subsidiaries (the “Company”), which comprise the consolidated balance sheets as of December 31, 2024 (Successor) and 2023 (Predecessor), and the related consolidated statements of operations and comprehensive income (loss), shareholders’ equity, and cash flows for the periods from September 1, 2024 through December 31, 2024 (Successor), January 1, 2024 through August 31, 2024 (Predecessor), and for the year ended December 31, 2023 (Predecessor), and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 (Successor) and 2023 (Predecessor), and the results of its operations and its cash flows for the periods from September 1, 2024, through December 31, 2024 (Successor), January 1, 2024 through August 31, 2024 (Predecessor), and for the year ended December 31, 2023 (Predecessor) in accordance with accounting principles generally accepted in the United States of America.

**Basis for opinion**

We conducted our audits of the consolidated financial statements in accordance with auditing standards generally accepted in the United States of America (US 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 Company 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 audit opinion.

**Responsibilities of management for the financial statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 US 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 consolidated financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated 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 consolidated 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 Company'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 consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

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.



Raleigh, North Carolina  
May 21, 2025

AI Titan Parent, Inc. and Subsidiaries

CONSOLIDATED BALANCE SHEETS

December 31, 2024 (Successor) and December 31, 2023 (Predecessor)

Presented in 000s except for share information

	Successor December 31, 2024	Predecessor December 31, 2023
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 84,353	\$ 21,105
Accounts receivable, net	141,228	162,073
Contract asset	-	955
Income taxes receivable	3,390	-
Prepaid expenses and other	5,393	5,672
Total current assets	234,364	189,805
<b>Property and equipment, net</b>	2,388	3,289
<b>Right of use asset, net</b>	7,021	9,487
<b>Goodwill, net</b>	2,394,997	452,176
<b>Intangible assets, net</b>	2,017,648	310,002
<b>Long-term accounts receivable</b>	34,541	35,951
<b>Other assets</b>	2,892	1,880
Total assets	<u>\$ 4,693,851</u>	<u>\$ 1,002,589</u>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 2,574	\$ 1,986
Other accrued expenses	8,259	9,006
Current portion of right of use liabilities	2,450	3,134
Current portion of term loan	-	6,620
Deferred revenue	60,581	63,617
Contingent consideration	1,207	1,371
Income taxes payable	-	397
Total current liabilities	75,071	86,131
Long-term right of use liability	4,571	7,909
Long-term debt	987,456	706,501
Deferred tax liability, net	492,716	47,886
Other long-term liabilities	10,441	7,427
Contingent consideration, long-term	-	110,486
Total liabilities	1,570,255	966,341
<b>Shareholders' equity</b>		
Common stock, \$0.001 par value, 1,000 shares authorized, issued and outstanding as of December 31, 2024	-	-
Accumulated other comprehensive income	5,313	-
Additional paid in capital	3,206,524	571,078
Retained earnings	(88,241)	(534,830)
Total shareholders' equity	3,123,596	36,248
Total liabilities and shareholders' equity	<u>\$ 4,693,851</u>	<u>\$ 1,002,589</u>

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

AI Titan Parent, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024 (Predecessor),  
and Year ended December 31, 2023 (Predecessor)

Presented in 000s unless otherwise stated

	Successor September 1, 2024, to December 31, 2024	Predecessor January 1, 2024, to August 31, 2024	Predecessor Year ended December 31, 2023
<b>Revenues</b>			
License	\$ 41,904	\$ 32,160	\$ 71,765
Recurring	37,019	73,608	109,206
Services	10,179	16,388	36,190
Hardware and other	164	368	508
Total revenues	<u>89,266</u>	<u>122,524</u>	<u>217,669</u>
<b>Cost and expenses</b>			
Cost of revenues	11,561	23,497	38,923
Sales and marketing	9,334	14,251	23,043
Research and development	6,782	11,319	14,738
Depreciation and amortization	76,509	84,602	134,476
General and administrative	15,069	30,201	33,201
Change in contingent consideration	-	40,345	57,092
Unit-based compensation	-	146,162	4,003
Transaction expenses	24,014	32,274	1,119
Total costs and expenses	<u>143,269</u>	<u>382,651</u>	<u>306,595</u>
Loss from operations	<u>(54,003)</u>	<u>(260,127)</u>	<u>(88,926)</u>
<b>Other (expense) income</b>			
Interest expense	(34,331)	(53,824)	(80,174)
(Loss) on foreign currency exchange	(1,212)	(911)	378
Other expense	(1,578)	756	9,238
Total other expenses	<u>(37,121)</u>	<u>(53,979)</u>	<u>(70,558)</u>
Loss before expense from income tax	<u>(91,124)</u>	<u>(314,106)</u>	<u>(159,484)</u>
<b>Income tax benefit (expense)</b>	<u>4,907</u>	<u>(3,144)</u>	<u>(1,011)</u>
<b>NET LOSS</b>	<u>\$ (86,217)</u>	<u>\$ (317,250)</u>	<u>\$ (160,495)</u>
<b>Other comprehensive income (loss)</b>			
Hedge activity	<u>5,313</u>	<u>-</u>	<u>-</u>
<b>COMPREHENSIVE LOSS</b>	<u>\$ (80,904)</u>	<u>\$ (317,250)</u>	<u>\$ (160,495)</u>

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

AI Titan Parent, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024 (Predecessor), and Year Ended December 31, 2023 (Predecessor)  
(in thousands except for shares/units)

	Common Stock		Class A - Common		Class B - Common	Additional Paid In Capital	Additional Paid In Capital	Accumulated Deficit	Total Members' Equity
	Shares	Amount	Units	Amount	Amount				
<b>Balance, December 31, 2022 (Predecessor)</b>	-	\$ -	581,413,175	\$ 566,484	\$ 11,590	\$ -	\$ -	\$ (374,335)	\$ 203,738
Class A dividend	-	-	-	(9,563)	-	-	-	-	(9,563)
Redemption of Class B units	-	-	-	-	(225)	-	-	-	(225)
Unit-based compensation	-	-	-	-	2,792	-	-	-	2,792
Net loss	-	-	-	-	-	-	-	(160,495)	(160,495)
<b>Balance, December 31, 2023 (Predecessor)</b>	-	-	581,413,175	556,921	14,157	-	-	(534,830)	36,248
Class A dividend	-	-	-	(2,391)	-	-	-	-	(2,391)
Net loss	-	-	-	-	-	-	-	(317,250)	(317,250)
<b>Balance, August 31, 2024 (Predecessor)</b>	-	\$ -	581,413,175	\$ 554,530	\$ 14,157	\$ -	\$ -	\$ (852,080)	\$ (283,393)
<b>Balance, September 1, 2024 (Successor)</b>	1,000	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ (2,024)	\$ (2,024)
Equity contributions	-	-	-	-	-	3,206,524	-	-	3,206,524
Accumulated other comprehensive income	-	-	-	-	-	-	5,313	-	5,313
Net loss	-	-	-	-	-	-	-	(86,217)	(86,217)
<b>Balance, December 31, 2024 (Successor)</b>	1,000	\$ -	-	\$ -	\$ -	\$ 3,206,524	\$ 5,313	\$ (88,241)	\$ 3,123,596

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

AI Tital Parent Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024 (Predecessor), and Year Ended December 31, 2023 (Predecessor)

	Successor December 31, 2024	Predecessor August 31, 2024	Predecessor December 31, 2023
<b>Cash flows from operating activities</b>			
Net loss	\$ (86,217)	\$ (317,250)	\$ (160,495)
Noncash items included in net loss:			
Depreciation and amortization	76,509	84,602	134,476
Amortization of deferred financing costs	626	2,212	3,809
Capitalizable interest on debt	-	-	6,439
Net lease activity	(207)	(43)	(34)
Accretion and change in contingent consideration	203	40,518	57,423
Bad debt expense	7,684	3,076	11,410
Unit-based compensation	-	146,162	2,792
Deferred taxes	(7,470)	(5,669)	(10,118)
Changes in operating assets and liabilities:			
Accounts receivable	(29,136)	40,633	(15,839)
Other assets	(5,468)	(992)	(272)
Accounts payable & accrued expenses	3,511	64,022	(218)
Other non-current liabilities	449	(5,148)	28
Deferred revenue	5,360	(8,397)	915
Net cash provided (used) by operating activities	<u>(34,156)</u>	<u>43,726</u>	<u>30,316</u>
<b>Cash flows from investing activities</b>			
Business acquisitions, net of cash acquired (Mekone)	(2,536,233)	-	-
Business acquisitions, net of cash acquired (Atonix)	-	-	(27,836)
Purchase of property and equipment	-	-	(51)
Net cash provided (used) in investing activities	<u>(2,536,233)</u>	<u>-</u>	<u>(27,887)</u>
<b>Cash flows from financing activities</b>			
Proceeds from long-term debt	1,000,000	-	25,000
Equity contribution from sponsor	1,667,912	-	-
Payments on long-term debt	-	(3,305)	(6,612)
Draw on revolver	-	-	20,000
Payment on revolver	-	-	(20,000)
Payment of debt financing fees	(13,170)	-	-
Redemption of units	-	-	(225)
Distributions	-	(2,391)	(9,563)
Net cash provided (used) by financing activities	<u>2,654,742</u>	<u>(5,696)</u>	<u>8,600</u>
<b>NET (DECREASE) INCREASE IN CASH</b>	<u>84,353</u>	<u>38,030</u>	<u>11,029</u>
<b>Cash and cash equivalents as of beginning of period</b>	<u>-</u>	<u>21,105</u>	<u>10,076</u>
<b>Cash and cash equivalents as of end of period</b>	<u>\$ 84,353</u>	<u>\$ 59,135</u>	<u>\$ 21,105</u>
<b>Supplemental disclosures of cash flow information</b>			
Cash paid during the period for interest	\$ 33,270	\$ 35,033	\$ 68,270
Cash paid during the period for taxes	\$ 7,128	\$ 8,049	\$ 10,909
Non-cash financing activity - equity of predecessor exchanged for common units	\$ 1,538,611	\$ -	\$ -

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

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Organization and Acquisition***

AI Titan Parent, Inc. and Subsidiaries (the “Company”) was organized as a Delaware corporation on May 10, 2024. On August 29, 2024, the Company, acquired all the outstanding equity and voting interests of Mekone Parent, LLC (“Mekone”). The results of Mekone’s operations have been included in the consolidated financial statements since that date. Mekone is the indirect parent of Prometheus Group Holdings, LLC.

As such, the 2024 consolidated statement of operations, changes in shareholders’ equity, cash flows and related notes are presented for the period from January 1, 2024 to August 31, 2024 (“Predecessor Period”) and for the period from September 1, 2024 to December 31, 2024 (“Successor Period”). The year ended December 31, 2023 is presented on the predecessor basis.

***Business Description***

Prometheus designs, markets, distributes, and supports software that increases the functionality, performance, and productivity of existing customer infrastructure, thereby enabling businesses to improve operational efficiency, manage performance-critical data, and enhance profitability for customers in the United States of America (“U.S.”), United Kingdom, Canada, Australia, New Zealand and South Africa, as well as countries in Latin America, the European Union, and the Middle East.

Prometheus has an established, sustainable market advantage based on the range, ease of customization, and return on investment associated with its products. Prometheus also maintains a significant market advantage due to the strength of its customer relationships, driven by the Company’s exceptional customer service. Prometheus leverages these relationships to identify new areas of need, which spur innovation and the development of new product offerings.

***Basis of Presentation, Consolidation, and Foreign Operations***

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries.

The subsidiaries use the U.S. dollar as the functional currency; therefore, any gains or losses resulting from remeasuring transactions denominated in foreign currencies into U.S. dollars are included in earnings. All intercompany balances and transactions have been eliminated.

Operations outside the U.S. include subsidiaries in the Netherlands, Australia, Brazil, India, Canada, United Arab Emirates, and the United Kingdom. Foreign operations are subject to risks inherent in operating under different legal systems and various political and economic environments. Among the risks are changes in existing tax laws, possible limitations on foreign investment and income repatriation, government price or foreign exchange controls, and restrictions on currency exchange. Net assets of foreign operations were approximately zero and three percent of the Company’s total net assets, after elimination of intercompany balances, as of December 31, 2024 (Successor) and 2023 (Predecessor), respectively.

The Company was acquired on August 29, 2024, and the predecessor entity was Mekone Parent, LLC. The year ended December 31, 2023, and the period from January 1, 2024, through August 31, 2024, reflects the historical cost basis of accounting of the Company that existed prior to the acquisition (see Note 2). These periods are referred to as “Year ended December 31, 2023 (“Predecessor)” and “Period from January 1, 2024, through August 31, 2024 (“Predecessor).” The period from September 1, 2024, to

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

December 31, 2024, is referred to as (“Successor”).” The Successor period reflects the costs and activities as well as the recognition of assets and liabilities of the Company at their fair values pursuant to the election of pushdown accounting as of the acquisition (see Note 2). Due to the application of acquisition accounting by AI Titan Parent, Inc., the election of pushdown accounting, and the conforming of significant accounting policies, the results of operations, cash flows, and other financial information for the Successor period are not comparable to the Predecessor periods.

***Use of Estimates***

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

***Concentrations of Market Risks***

The Company is exposed to certain financial risks associated with foreign currency exchange rates. The Company does not use financial instruments to hedge the market risks associated with foreign exchange rates. The Company monitors its underlying market risk exposures on an ongoing basis and believes that it can modify or adapt its currency diversification strategies as needed.

***Concentrations of Credit Risk***

The Company’s principal financial instruments subject to potential concentration of credit risk are cash and cash equivalents and accounts receivable, which are unsecured. The Company’s cash and cash equivalents are maintained at various financial institutions across different geographies. Deposits held with banks may at times exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand, and therefore, management believes they bear minimal risk. Concentration of credit risk with respect to trade accounts receivable is generally limited by geographic dispersion. The Company believes it has a wide customer base consisting of some of the world’s largest corporations.

As of December 31, 2024, and 2023, cash and cash equivalents included uninsured deposits of approximately \$83,100 and \$20,400, respectively. These balances comprised amounts held by foreign financial institutions and uninsured balances held by U.S. financial institutions. These cash balances are generally available without legal restrictions to fund local business operations.

The Company had no customers who accounted for more than 10 percent of accounts receivable as of December 31, 2024 and December 31, 2023. The Company had two customers who accounted for more than five percent of their revenue in the Successor period of 2024 and none in the Predecessor period of 2024. The Company did not have any customers which represented more than 5 percent of their revenue in the Predecessor year ended December 31, 2023.

***Cash and Cash Equivalents***

The Company considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents. As of December 31, 2024, and 2023, the Company held amounts related to customer letters of credit in escrow restricted funds of approximately \$2,135 and \$2,171, respectively.

***Accounts Receivable, Net***

Accounts are generally considered past due 60 days after the contracted payment terms. The Company does not charge interest on past due accounts. The Company carries its accounts receivable at cost less

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

an allowance for doubtful accounts. The Company makes estimates regarding the collectability of accounts receivable. When the Company evaluates the adequacy of its allowance for doubtful accounts, it considers multiple factors, including historical write-off experience, the need for specific customer reserves, the aging of receivables, customer creditworthiness, and changes in customer payment cycles. Historically, the allowance for doubtful accounts has been adequate based on actual results.

We adopted Accounting Standards Update (“ASU”) No. 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”) on January 1, 2023 using the cumulative-effect adjustment transition method. The new guidance required the recognition of lifetime estimated credit losses expected to occur for contract assets. The guidance also required that we pool assets with similar risk characteristics and consider current economic conditions when estimating losses. The adoption of ASU 2016-13 for accounts receivable resulted in no adjustment to retained earnings as of January 1, 2023.

At adoption, we segmented the accounts receivable population into pools based on their geographical location. We utilized a loss-rate method to measure expected credit loss for each pool. The loss rate is calculated using a five-year lookback period of accounts receivable write-offs divided by the average accounts receivable balance for each pool during that period. We considered current economic conditions, including internal forecasts, cash collection and accounts receivable write-offs during the current period when assessing loss rates. We reviewed these factors and concluded that no adjustments should be made to the historical loss rate data.

If any of the factors used to calculate the allowance for doubtful accounts change or if the allowance does not reflect the Company’s future ability to collect outstanding receivables, additional provisions for doubtful accounts may be needed, and future results of operations could be materially affected. Once an outstanding receivable is determined to be uncollectible and all efforts at collection have been exhausted, the outstanding receivable is written off.

Accounts receivable includes unbilled amounts in which the Company has an unconditional right to invoice the customers and will do so at a future contractually agreed to date. The amount related to short-term and long-term unbilled receivables as of December 31, 2024 was approximately \$141,228 and \$34,539, respectively, and was \$69,052 and \$35,951 as of December 31, 2023, respectively.

In the opinion of management, the allowance provided of approximately \$5,078 and \$6,498 is adequate as of December 31, 2024 and 2023, respectively.

**Property and Equipment**

Property and equipment purchased is recorded at cost and depreciated using the straight-line method over their estimated useful lives. Property and equipment acquired through an acquisition is recorded at fair value and depreciated using the straight-line method over their estimated remaining useful lives. Leasehold improvements are depreciated over the shorter of the life of the lease or the useful life of the improvements.

The cost of maintenance and repairs is expensed as incurred. Improvements and betterments that add new functionality or extend the useful life of the asset are capitalized.

**Leases**

Our leases are primarily operating leases for office facilities. We do not have significant finance leases. We determine if an arrangement is a lease and classify it as either a finance or operating lease at lease inception. Operating leases are included in operating lease right-of-use (“ROU”) assets, other current liabilities, and operating lease liabilities on our consolidated balance sheets.

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

Operating lease liabilities are recognized at the lease commencement date based on the present value of the future minimum lease payments over the lease term. Our leases generally do not have a readily determinable implicit rate, therefore we use our incremental borrowing rate at the commencement date in determining the present value of future payments. Our incremental borrowing rate is determined based on monthly revolver rate on the lease commencement date. Our lease terms may include options to purchase, extend or terminate the lease when it is reasonably certain that we will exercise that option. We account for the lease and non-lease components as a single lease component.

We measure ROU assets based on the corresponding lease liabilities adjusted for any initial direct costs and prepaid lease payments made to the lessor before or at the commencement date, net of lease incentives. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Variable lease payments are not included in the calculation of the ROU asset and lease liability and are recognized as lease expense is incurred. Our variable lease payments generally relate to amounts paid to lessors for common area maintenance under our real estate leases.

Our subleases generally do not relieve us of our primary obligations under the corresponding head lease. As a result, we account for the head lease based on the original assessment at inception. We determine if the sublease arrangement is either a sales-type, direct financing, or operating lease at inception. If the total remaining lease cost on the head lease for the term of the sublease is greater than the anticipated sublease income, the ROU asset is assessed for impairment. Our subleases are generally operating leases and we recognize sublease income on a straight-line basis over the sublease term.

***Intangible Assets***

Intangible assets with a finite life are amortized over their respective estimated economic lives on a straight-line or other basis to match the economic benefit received. Estimated lives are reviewed annually.

***Goodwill***

Goodwill represents the amount of the purchase price in excess of the fair values assigned to the underlying identifiable net assets of acquired businesses. As of August 29, 2024, the Company will no longer elect the private company election to amortize goodwill. Instead, the Company will test goodwill for impairment at least annually or when indicators of potential impairment exist. The Company monitors for the existence of potential impairment indicators throughout the fiscal year.

The Company may initiate goodwill impairment testing by considering qualitative and other factors to determine whether it is more likely than not that the reporting unit's carrying value is greater than its fair value. Such factors may include the following, among others: a significant decline in the reporting unit's expected future cash flows; a significant adverse change in legal factors or in the business climate; unanticipated competition; and slower growth rates; as well as changes in management, key personnel, strategy and customers. If the Company's qualitative assessment indicates it is more likely than not that the estimated fair value of a reporting unit exceeds its carrying value, no further analysis is required, and goodwill is not impaired. Otherwise, the Company performs a quantitative goodwill impairment test to determine if goodwill is impaired. The quantitative test compares the fair value of a reporting unit with its carrying amount, including goodwill.

If the fair value of the reporting unit exceeds the carrying value of the net assets associated with the reporting unit, goodwill is not considered impaired. If the carrying value of the net assets associated with the reporting unit exceeds the fair value of the reporting unit, the Company recognizes an impairment loss in an amount equal to the excess, not to exceed the carrying value of the reporting unit's goodwill. Once an impairment loss is recognized, the adjusted carrying value of the goodwill becomes the new accounting basis of the goodwill for the reporting unit. The Company derives a reporting unit's fair value through a

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

combination of the market approach (guideline public company method) and the income approach (a discounted cash flow analysis). The income approach utilizes a discount rate from the capital asset pricing model.

The Company determined it has one reporting unit which is the level at which goodwill was tested for impairment. Goodwill is tested for impairment upon the occurrence of a triggering event that indicates that the fair value of the Company may be below the Company's carrying amount. There were no triggering events as of December 31, 2024 and December 31, 2023. No impairment was recognized for the Successor period from September 1, 2024 to December 31, 2024, the Predecessor period from January 1, 2024 to August 31, 2024 and Predecessor year ended December 31, 2023.

***Accounting Policy for Derivative Instruments and Hedging Activities***

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 815, *Derivatives and Hedging* ("ASC 815"), provides the disclosure requirements for derivatives and hedging activities with the intent to provide users of financial statements with an enhanced understanding of: (a) how and why an entity uses derivative instruments, (b) how the entity accounts for derivative instruments and related hedged items, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. Further, qualitative disclosures are required that explain the Company's objectives and strategies for using derivatives, as well as quantitative disclosures about the fair value of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative instruments.

As required by ASC 815, the Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge certain of its risk, even though hedge accounting does not apply or the Company elects not to apply hedge accounting.

In accordance with the FASB's fair value measurement guidance in ASU 2011-04, the Company made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio.

***Debt Issuance Costs***

Debt issuance costs are capitalized and recorded as a debt discount. The total debt discount is being amortized as a component of interest expense over the stated term of the debt utilizing the effective interest method. See Note 9 for further details.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

***Impairment of Long-Lived Assets***

Long-lived assets, such as property, equipment, goodwill, and intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability of an asset to be held and used is measured by a comparison of the carrying amount of an asset to the sum of the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds the sum of its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds its fair value.

***Revenue Recognition***

The Company classifies its revenue into the following groups for financial reporting purposes.

(1) License Revenue

Revenue from software license sales, sold either as perpetual licenses or fixed-term/ subscription licenses.

(2) Recurring Revenue consists of maintenance revenue, SaaS revenue and hosting revenue.

(a) Maintenance Revenue

Software support and maintenance, which include telephone support services, maintenance, and the right to upgrades (including ongoing enhancements), if and when available, of the related licensed software.

(b) SaaS Revenue

Software as a service (SaaS) which is a bundled offering which includes maintenance and the related fee for access to the product license and is hosted at the Company's outsourced data centers.

(c) Hosting Revenue

Hosting revenue represents stand-alone fees related to the Company hosting Client owned software in the Company's outsourced data center.

(d) Total Customer Care

Subscription based recurring services offering that provides consulting and training services to customers on an annual basis.

(3) Services Revenue

Services revenue includes system implementation, configuration, customization, data migration, data cleansing, training, and incremental and follow-on professional services to its existing clients.

(4) Hardware and Other Revenue

Resale of third-party hardware and other miscellaneous client related revenue

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

The Company's contracts with customers generally involve multiple performance obligations, including IP licensing rights to perpetual or fixed-term license products, SaaS offerings, maintenance, hosting and related services. We evaluate each promised product and service included in our contracts to determine whether the promises are capable of being distinct and whether they are distinct within the context of the contract.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services, in accordance with the provisions of ASC Subtopic 606, *Revenue from Contracts with Customers*. Revenue from contracts with multiple performance obligations is allocated based on the relative fair value of each performance obligation by reference to our estimate of the price to be charged for each performance obligation when sold separately. Once the total value of each contract is allocated to the distinct performance obligations, revenue is recognized upon transfer of control of each performance obligation.

The Company's arrangements do not contain general rights of return. Any return or refund right included would create variable consideration. For arrangements which contain variable consideration, we estimate the total value to which we expect to be entitled. That amount is included as the transaction price to be allocated to the performance obligations.

The Company's standard licensing agreement for software products provides the user a perpetual right to use the product for a predefined number of users and/or sites in exchange for the payment of a license fee. The license fee is a function of a variety of quantitative and qualitative factors, including the number of copies sold, the number of users supported, the number and combination of the programs sold, and the number of sites and geographical locations supported. Prometheus also offers a fixed-term/ subscription licenses for which the customers pay an annual fee for the right to use the software and receive maintenance for a defined period of time (typically one to five years).

The Company's SaaS arrangements do not provide the client with a software license or the right to take possession of the software but rather provide the client with the right to access our software for a specified period of time, and therefore consists of a series of distinct performance obligations which will be accounted for as a single performance obligation and revenue will be recognized straight-line over the SaaS term.

Prometheus offers software products in eight main product lines:

*Routine Maintenance* - Prometheus ERP Advanced increases the efficiency of third-party enterprise asset management software and reduces user screen time by 50 percent to 60 percent. Key applications include: Scheduler, Mass Change ("WOMC"), Material Shopping Cart ("MSC"), and Work Package Manager ("WPM"). Prometheus offers a number of add-on modules to its Scheduler, including +XF (allows for graphical scheduling of projects around a critical path), +Material Availability (streamlines the materials planning process by identifying the status of materials needed for a work order), and +Preventative Maintenance Management (allows for the integration of the principles of reliability-centered maintenance into customer work schedules).

*Shutdown/Turnaround* - Prometheus Syntempo is an integrated solution focused on the execution of a shutdown/turnaround, performing continuous real-time schedule monitoring and analysis. Prometheus STO Manager is a unified command-and-control center for managing shutdown/turnarounds, allowing users to track the planning of materials, inspection jobs, and other project components. Prometheus Maxavera provides seamless integration between scheduling systems and any backend EAM/CMMS work order management system. Each products integrate with numerous third-party applications, including any backend ERP system.

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

*Mobile* - Prometheus Mobile allows field personnel to post transactions and retrieve reports from their mobile devices. It also allows offline users to store their work on the mobile device until a network connection is reestablished. Key applications include: Mobile Plant Maintenance, Mobile Production Planning, and Mobile Inventory/Warehouse Management.

*Master Data & Analytics* - Prometheus Master Data Solution facilitates asset optimization through master data harmonization and real-time governance. Using the Prometheus Master Data Solution, customers can cleanse existing data and set up the processes to govern future data to ensure that data remains clean. Prometheus Analytics delivers metrics based on discoveries in customer data and industry trends, allowing customers to view performance, identify trends, and compare themselves to other companies in their industry.

*Permitting & Isolations* - Prometheus ePAS enables customers to transform existing paper based and digital permitting systems into a powerful Integrated Safe System Of Work (ISSOW), allowing all types of work to be streamlined, recorded, risk assessed, audited and more while giving unprecedented visibility to the whole business.

*Contractor Management* - Prometheus ePAS enables customers to transform existing paper based and digital permitting systems into a powerful Integrated Safe System Of Work (ISSOW), allowing all types of work to be streamlined, recorded, risk assessed, audited and more while giving unprecedented visibility to the whole business.

*Environmental Health & Safety* - Prometheus ePAS enables customers to transform existing paper based and digital permitting systems into a powerful Integrated Safe System of Work (ISSOW), allowing all types of work to be streamlined, recorded, risk assessed, audited and more while giving unprecedented visibility to the whole business.

*Asset Performance Management* - Prometheus APM is a proven, rapidly deployed, cloud-based AI/ML and data analytics APM platform that addresses the challenges of today's complex and dynamic plant management environments by closing the gap between analytics and operations with easy-to-use tools and built-in collaborative workflow to facilitate easily going from issue detection to issue resolution.

The Company's consulting services included in bundled software arrangements are generally considered a distinct performance obligation. These services do not typically involve significant production, modification, or customization of our software such that a customer would view the services as an input to a single output.

The Company's software support/ maintenance services involve telephone support services, as well as maintaining and upgrading software, including ongoing enhancements. Software support services are generally always distinct in the contract and represent a series of distinct performance obligations which are accounted for as a single performance obligation. Software support revenue is recognized on a straight-line basis over the life of the respective contract. These fees are calculated based on the cost of the original license purchase. The term of the maintenance contract is included in the sales contract which typically cover a period of one to five years. Most contracts renew automatically between one and five years after the license is purchased unless either party provides at least 60 days written notice prior to the end of the then-current term that it wishes to terminate maintenance. Certain contracts, primarily entered into by entities acquired by Prometheus, do not auto renew and require discussions with the client prior to the end of the then current maintenance term.

Revenue from hardware sales is recognized in the period control is transferred to the customer, generally free-on-board shipping.

## AI Titan Parent, Inc.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

#### Costs to Obtain or Fulfill a Contract

The Company capitalizes all incremental costs of obtaining or fulfilling a contract with a customer that the Company expects to recover which mainly consists of commissions. The capitalized costs are amortized over periods ranging from thirteen to sixty months which represent the initial contract term or a longer period, if renewals are expected and the renewal commission, if any, is not commensurate with the initial commission. We classify such capitalized costs as current or non-current based on the expected timing of expense recognition. The current and non-current portions are included in prepaid expenses and other, and other assets, respectively, in our Consolidated Balance Sheets.

#### Contract Balances

The timing of revenue recognition, billings and cash collections results in billed and unbilled accounts receivables, contract assets and customer advances and deposits. Accounts receivable, net includes both billed and unbilled amounts where the right to receive payment is unconditional and only subject to the passage of time. Contract assets include amounts where revenue recognized exceeds the amount billed to the customer and the right to payment is not solely subject to the passage of time. Deferred revenue includes advanced payments and billings in excess of revenue recognized. Our contract assets and deferred revenue are reported in a net position on an individual contract basis at the end of each reporting period. Contract assets are classified as current or long-term based on the timing of when we expect to complete the related performance obligations and bill the customer. Deferred revenue is classified as current or long-term based on the timing of when we expect to recognize revenue.

#### Performance Obligations

A performance obligation is a promise in a contract to transfer a distinct product or service to a customer and is the unit of account in ASC 606. A performance obligation is considered distinct when both (i) a customer can benefit from the product or service either on its own or together with other resources that are readily available to the customer and (ii) the promised product or service is separately identifiable from other promises in the contract. Activities related to the fulfillment of a contract that do not transfer products or services to a customer, such as contract preparation or legal review of contract terms, are not deemed to be performance obligations.

We generally sell our solutions through multi-element arrangements where we provide the customer with (1) a software license, (2) support and maintenance, (3) access to SaaS offerings and (4) professional services. Incremental solutions, such as hardware or subscriptions are also provided based upon a customer's preferences and requirements. We deem that a customer is typically able to benefit from a product or service on its own or together with readily available resources when we sell such product or service on a standalone basis. We have historically sold the majority of our performance obligations, with the exception of software licenses, on a standalone basis. Incremental solutions, such as hardware and professional services, are often negotiated and fulfilled on an independent sales order basis as customer needs and requirements change over the course of a relationship period. In addition, support and maintenance and embedded content are provided on a stand-alone basis through the renewal process.

Additionally, our support and maintenance obligations include multiple discrete performance obligations, with the two largest being unspecified product upgrades or enhancements and technical support, which can be offered at various points during a contract period. We believe that the multiple discrete performance obligations within our overall support and maintenance obligations can be viewed as a single performance obligation since both the unspecified product upgrades and technical support are activities to fulfill the maintenance performance obligation and are rendered concurrently.

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

Transaction Price and Allocation

When we enter into multi-element transactions, we adjust the transaction price on a contract-by-contract basis for (i) the effect of the time value of money when a contract has a significant financing component and/or (ii) customer discounts and incentives deemed to be variable consideration. We then allocate the contract transaction price to the distinct performance obligations in the contract. Such allocation is based on the stand-alone selling price (“SSP”) of each distinct performance obligation. The transaction price allocated to each distinct performance obligation is adjusted for discounts offered to customers that are outside of the Company’s established sufficiently narrow ranges for distinct performance obligations’ SSPs on a relative SSP basis.

For each distinct performance obligation, we use observable stand-alone pricing to determine the SSP. Such observable SSPs are based upon our listed sales prices and consider discounts offered to customers. In instances where SSP is not directly observable because we do not sell the product or service separately, we determine the SSP through the residual approach or cost-plus margin models using information that includes market conditions and other observable inputs. Such instances primarily relate to sales of new products and service offerings and our suite of software licenses. Our suite of software licenses is sold to a diverse set of customers for a broad range of amounts and, therefore, SSP is not discernible from past transactions due to the high variability of selling prices.

Our products and services are generally not sold with a right of return. We may provide credits or incentives on a contract-by-contract basis which are accounted for either as a material right or as variable consideration, respectively, when allocating the transaction price. Such credits and incentives have historically not been significant. We do not provide additional warranties to clients above and beyond warranties that the solutions purchased will perform in accordance with the agreed-upon specifications. On rare occasions, when additional warranties are granted, we evaluate on a case-by-case basis whether the additional warranty granted represents a separate performance obligation.

The majority of our contracts contain provisions that require customer payment no later than one year from the transfer of control of the related performance obligation. We evaluate whether our contracts contain a significant financing component resulting in a time value of money adjustment for a contract as a whole when, in aggregate, the payment terms create a significant disconnect between the timing of satisfaction of our performance obligations and when payments are due.

The Company evaluates if its subscriptions (term-license sales) include a financing component as amounts are typically due ratably over the subscription term whereas the amount allocated to license revenue is recognized upfront in advance of the related billings. The amount of license revenue deferred as a result of a financing component will be recorded as interest revenue in future periods. The Company determined it did not have any subscriptions including a material financing component in 2024 or 2023.

We occasionally will sell our products through third-party resellers. In these instances, we evaluate the reseller relationship to determine if the reseller is responsible to arrange for the goods or services to occur, where we would be deemed the principal, or if the reseller provides the contractual goods or services itself, where we would be deemed the agent. If we consider ourselves to be an agent, we record the revenue net of any fees or amounts retained by the reseller and if we are considered a principal the revenue is recorded gross of any fees and those fees are shown as an expense in costs of good sold.

Accounting Policy Elections and Practical Expedients

We have elected to exclude from the measurement of the transaction price all taxes (e.g., sales, use, value-added) assessed by government authorities and collected from a customer. Therefore, revenue is recognized net of such taxes.

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

Within the normal course of business, we contract with customers to deliver and ship tangible products, such as computer hardware. In these situations, the control of the products transfers to the customer when the product reaches the shipper based on free on board (FOB) shipping clauses. We have elected to use the practical expedient allowed under ASC 606 to account for shipping and handling activities that occur after the customer has obtained control of a promised good as fulfillment costs rather than as an additional promised service and, therefore, we do not allocate a portion of the transaction price to a shipping service obligation. Instead, we record as revenue any amounts billed to customers for shipping and handling costs and record as cost of revenue the actual shipping costs incurred.

In accordance with ASC 606, if an entity has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date, the entity may recognize revenue in the amount to which the entity has a right to invoice ("right-to-invoice" practical expedient). We have elected to utilize this expedient as it relates to usage-based services.

Revenue Recognition

We recognize revenue only when we satisfy an identified performance obligation (or bundle of obligations) by transferring control of a promised product or service to a customer. We consider a product or service to be transferred when a customer obtains control because a customer has sole possession of the right to use (or the right to direct the use of) the product or service for the remainder of its economic life or to consume the product or service in its own operations. We evaluate the transfer of control primarily from the customer's perspective as this reduces the risk that revenue is recognized for activities that do not transfer control to the customer.

Revenue is often recognized ratably over time because a customer continuously and simultaneously receives and consumes the benefits of our performance. The exceptions to this pattern are our sales of perpetual and term software licenses, professional services and hardware, where we determined that a customer obtains control of the asset upon granting of access, delivery or shipment.

The following table summarizes the pattern of revenue recognition for our most significant performance obligations:

<u>Performance Obligation/ Revenue Type</u>	<u>Recurring vs. Non- Recurring</u>	<u>Revenue Recognition Pattern</u>	<u>Measure of Progress</u>
Software licenses	Non-Recurring	Point in time	Upon electronic delivery
Recurring revenue	Recurring	Over time	Output method (time elapsed) – revenue is recognized ratably over the contract term
Services	Non-recurring Recurring	Over time	Input method (cost to cost) – revenue is recognized proportionally based on hours worked
Hardware and Other Revenue	Non-recurring	Point in time	Upon shipment

## AI Titan Parent, Inc.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

When evaluating our maintenance and SaaS obligations, we noted that each obligation represents a series of distinct performance obligations, with each obligation being identical. As such we deem the obligations to be satisfied evenly over time.

We considered the specific implementation guidance for accounting for licenses of intellectual property (“IP”) to determine if point in time or over time recognition was more appropriate. The first step in the licensing framework is to determine whether the license is distinct or combined with other goods and services. Our licenses will generally be deemed distinct. In substantially all instances, we determined that we are offering functional IP as compared with a symbolic IP. Functional IP is a right to use IP because the IP has standalone functionality and a customer can use the IP as it exists at a point in time.

#### Disaggregation of Revenue

We disaggregate our revenue from contracts with customers based on the type of revenue and nature of revenue stream, as we believe those categories best depict how the nature, amount, timing and uncertainty of our revenue and cash flows are affected by economic factors.

#### **Cost of Revenues**

The cost of revenues is recognized as incurred and consists of personnel related costs for employees who work directly on implementations and provide training and support to customers as well as certain third party costs related to our hosting services.

#### **Sales and Marketing**

Sales and marketing expenses consist primarily of labor costs of all personnel involved in the sales process. Sales and marketing expenses also include costs of contracted sales personnel, including commissions and trade shows. Sales and marketing costs are expensed as incurred.

#### **Research and Development**

The Company’s products are developed by its internal product development staff. The Company believes that the features and performance of its products are uniquely suited to meet market demand and that none of its current products are approaching obsolescence. However, Prometheus also believes that significant investments in new product development and enhancements to the current product line are essential to robust business growth.

Research and development expenses include all costs associated with the development of new technologies and products. Research and development expenses primarily include labor, consulting, and contracting costs.

The Company follows the guidance FASB ASC No. 985-20, *Costs of Software to be Sold, Leased or Marketed* and ASC No. 350-40, *Internal Use Software*, to evaluate software development costs for capitalization. There were no software development costs capitalized for the Successor period from September 1, 2024 to December 31, 2024, Predecessor period from January 1, 2024 to August 31, 2024 and Predecessor year ended December 31, 2023.

#### **Intellectual Property**

Prometheus regards its software products as proprietary. The Company relies on trade secrets to protect certain products and technologies. Prometheus distributes most of its products under software license agreements that grant customers a perpetual license to use its products and contains terms and conditions

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

prohibiting the unauthorized reproduction or transfer of its products. The Company also seeks to protect those trade secrets by entering into nondisclosure agreements with its employees, contractors, and partner.

Intellectual property that is acquired either individually or with groups or other assets (but not those acquired in a business combination) is initially recognized and measured based on its fair value. Internally developed patent costs are expensed. Intangible assets that have determinable lives are amortized on a straight-line or other basis to match the economic benefit received over the estimated useful life of the asset. The Company evaluates intellectual property annually for changes in the estimated useful life.

***Income Taxes***

As a result of the acquisition completed on August 29, 2024, the Company transitioned from a limited liability structure to a corporation for U.S. tax purposes. The financial results for the predecessor period reflect that the Company was treated as a pass-through entity, not subject to company level income tax in the U.S. For the successor period, as a C Corporation which serves to limit the tax liabilities of the AI Titan Group Holdings, LP limited partnership owner, the Company is subject to federal and state income taxes based on the applicable corporate tax rates.

Certain foreign subsidiaries of the Company are taxed as corporations in their local jurisdictions, and their income taxes are accounted for using the liability method. Deferred income tax assets and liabilities are determined based on the temporary differences between the financial statement carrying amounts and the income tax basis of assets and liabilities using the enacted income tax rates in effect in the years in which the differences are expected to reverse. In estimating future tax consequences, all expected future events are considered other than enactment of changes in the tax law or rates.

The Company recognizes unrecognized income tax benefits in accordance with the amendments to ASC 740, *Income Taxes*. As of December 31, 2024 and 2023, the Company had no unrecognized tax benefits.

***Unit-Based Compensation***

The Company accounts for unit-based compensation in accordance with GAAP, which requires the measurement and recognition of compensation expense for all unit-based payment awards made to employees and other eligible persons based on their estimated fair value. The Company measures unit-based compensation cost at the grant date based on the fair value of the award and recognize the expense over the requisite service period on a straight-line basis. The Company accounts for forfeitures when they occur. Compensation costs for awards with performance conditions are recognized if and when the Company concludes that it is probable that the performance conditions will be achieved. Phantom unit awards receive liability treatment since the units are not ownership interests in the Company and as such, are adjusted to fair value each reporting period.

**NOTE 2 - BUSINESS COMBINATIONS**

***Mekone Parent, LLC***

On August 29, 2024, the Company, acquired all the outstanding equity and voting interests of Mekone Parent, LLC ("Mekone"). The results of Mekone's operations have been included in the consolidated financial statements since that date. Mekone is the indirect parent of Prometheus Group Holdings, LLC, which is engaged in the business of designing, marketing, distributing and supporting software that increases the functionality, performance, and productivity of existing customer infrastructure, thereby enabling businesses to improve operational efficiency, manage performance-critical data, and enhance

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

profitability for customers. The purpose of the acquisition was to provide an investment opportunity for the investors in the Company.

The acquisition-date fair value of the consideration transferred totaled \$4.1 billion, which consisted of \$2.6 billion of cash consideration and 1,403,949 Class A-1 units and 134,661 Class A-2 units in AI Titan Group Holdings, LP, the ultimate parent of the Company. The Class A-1 and A-2 units were valued at \$1,000 per unit for an aggregate value of \$1.5 billion.

In connection with the transaction, the Company incurred transaction costs of \$23.3 million which is reflected in transaction expenses on the Consolidated Statement of Operations in the successor period ending December 31, 2024. The acquiree's transaction costs associated with the sale totaling \$32.2 million are reflected in the Consolidated Statement of Operations in the predecessor period. The cash consideration and transaction expenses were financed through a \$1.0 billion term loan (\$986.8 million of proceeds net of debt issuance costs) and cash capital contributions of \$1.7 billion from the Company's investors.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date (amounts in thousands):

Recognized amounts of identifiable assets acquired and liabilities assumed	
Cash and cash equivalents	\$ 59,135
Accounts receivable	109,962
Prepaid expenses and other current assets	3,808
Prepaid income taxes	2,993
Property, plant, equipment	2,540
Right-of-use asset - operating leases	7,912
Long-term accounts receivable	44,353
Other long-term assets	667
Tradenames and trademarks	97,700
Customer relationships intangible asset	1,706,700
Developed technology	288,100
In-process R&D	1,300
Accounts payable	(2,398)
Accrued expenses and other current liabilities	(9,976)
Customer contract liabilities	(55,220)
Lease liabilities - operating leases	(7,913)
Other long-term liabilities	(11,497)
Deferred tax liability	(500,184)
	<hr/>
Net identifiable assets acquired	1,738,982
Goodwill	<hr/> 2,395,997
Net assets acquired	<hr/> <u>\$ 4,133,979</u>

In accordance with guidance issued by the FASB for business combinations, the total purchase consideration was allocated to the assets acquired and liabilities assumed based on their estimated fair values, using available information at the acquisition date. The purchase price allocation is preliminary and subject to change during the allocation period. The excess of purchase price over the identifiable intangible and net tangible assets is allocated to goodwill. Goodwill consists largely of customer related intangibles,

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

workforce in place, and projected growth in revenues and profits through anticipated efficiencies of operation. Of the goodwill recognized, \$315 million is expected to be deductible for tax purposes.

Accounts receivable are measured at their contractual amounts of \$114.8 million less \$4.8 million estimated to be uncollectible, which approximates their fair value.

The fair value of the trade names and trademarks intangible asset was determined using a relief from royalty method. Critical estimates in valuing trade names and trademarks include average annual revenue growth rate of approximately 14%, a royalty rate of 3%, a tax rate of 27%, and a discount rate of 10%. The fair value of the customer relationships intangible was determined using an excess earnings method. Critical estimates in valuing the customer relationships were an average annual revenue growth rate (net of attrition) of approximately 3.0%, a long-term EBITDA margin of 67.6%, a tax rate of 27%, and a discount rate of 10.5%. The developed technology intangible asset was valued using a relief from royalty method. Critical estimates in valuing the developed technology were an average annual decline in revenue due to technology obsolescence of approximately 17%, a royalty rate of 25%, a tax rate of 27% and a discount rate of 10.5%.

Tradenames and trademarks, customer relationships intangible and technology have been assigned useful lives of 10 years, 10 years and 6 years, respectively. The weighted average life of all recognized intangible assets separate from goodwill is 9.5 years.

In accordance with ASU 2021-08, *Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*, customer contract liabilities were valued at their carrying value under ASC 606, *Revenue from Contracts with Customers*.

**Atonix Holding, LLC**

On March 23, 2023, the Company acquired 100% of the outstanding shares of common stock from prior owners of Atonix Holding, LLC ("Atonix") for \$28.0 million plus additional consideration for closing cash and net working capital. Among the factors that contributed to a purchase price resulting in the recognition of goodwill were the expanded product offerings. The purchase price was funded by drawing on the Company's delayed draw term loan.

We incurred pre-tax costs of approximately \$1,027 in the Predecessor year ended December 31, 2023, respectively, in connection with this transaction, which are included in transaction expenses in our Consolidated Statement of Operations.

The acquisition of Atonix is being treated as a purchase in accordance with ASC Topic 805, *Business Combinations*, which requires allocation of the purchase price to the estimated fair values of the assets acquired and liabilities assumed in the transaction.

Under the acquisition method of accounting, the fair value of consideration transferred was allocated to the tangible and intangible assets acquired and the liabilities assumed based on their estimated fair values as of the acquisition date with the remaining unallocated amount recorded as goodwill.

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

The allocation of the fair value of the consideration transferred is shown in the table below.

Cash	\$	250
Accounts receivable (gross contractual amount of \$2,690)		2,690
Other assets		64
Intangible assets:		
Customer relationships		10,200
Licensed technology		3,000
Goodwill		16,906
Accounts payable		(13)
Accrued expenses		(39)
Deferred tax asset		231
Deferred revenue		(5,202)
		<hr/>
Total purchase price		28,087
Less: cash held at closing		(250)
		<hr/>
Net cash paid at closing	\$	<u>27,837</u>

The acquired intangible assets are being amortized over their useful lives, using a method that approximates the pattern of economic benefits to be gained by the intangible assets. The acquired intangible assets are not deductible for tax purposes.

The fair value measurements of tangible and intangible assets and liabilities were based on significant inputs not observable in the market and thus represent Level 3 measurements within the fair value measurement hierarchy. Level 3 inputs included, among others, discount rates that we estimated would be used by a market participant in valuing these assets and liabilities, projections of revenues and cash flows, client attrition rates, royalty rates, and market comparables.

The customer relationship intangible assets were valued using the multi-period excess earnings method, a form of the income approach, in which the value is derived by estimation of the after-tax cash flows specifically attributable to the intangible asset. Our analysis included assumptions for projections of revenues and expenses, contributory asset charges, discount rates, and a tax amortization benefit, among others. The weighted average amortization period at the date of acquisition was 10 years.

The license technology intangible asset was valued using the relief from royalty method, a form of the income approach, in which the value is derived by estimation of the after-tax royalty savings attributable to owning the assets. Assumptions in these analyses included projections of revenues, royalty rates representing costs avoided due to ownership of the assets, discount rates, and a tax amortization benefit. The weighted average amortization period at the date of acquisition was 5 years.

The acquisition resulted in \$18,174 of deductible goodwill for tax purposes.

**NOTE 3 - CONTINGENT CONSIDRATION LIABILITY**

Through the Company's acquisitions of Prometheus Group Enterprise Holdings, LLC in May 2019, Work Technology Corporation in April 2020, Utopia Global, Inc. in October 2020, and Riskpoynt in January 2022, the Company maintains an estimate of current and long-term contingent consideration liability related to post acquisition performance.

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

***Prometheus Group Enterprise Holdings, LLC***

The contingent consideration is based on the cash exit value at the time of an exit of our current ownership group. The contingent consideration would be between zero and \$150,000 based on a sliding scale based on a return of 2.5x to 4.0x. The fair value of this contingent consideration will be updated at each reporting period using a consistent framework (option-pricing framework) as to what was used for the initial valuation at the time of the transaction. The Company recorded interest expense of approximately \$110 during the Predecessor period from January 1, 2024 to August 31, 2024 and \$79 during the Predecessor year ended December 31, 2023, respectively. The sale of the Company on August 29, 2024, resulted in a change in the fair value of the contingent consideration liability to \$150,000 which was paid out at the time of the transaction. The expense related to the change in fair value for the Predecessor period from January 1, 2024 to August 31, 2024 of \$40,455 is recorded in our Statement of Operations. During the Predecessor 2023 year, changes in the fair value of the contingent consideration liability resulted in an expense of approximately \$56,966 included in our Statement of Operations.

***Work Technology Corporation***

The Company is required to pay an earnout to WorkTech sellers based on software license revenue recognized related to WorkTech products post acquisition through April 17, 2025. The former owners will receive 20% of all software license revenue in excess of a pre-determined threshold. The earnout is capped at \$4.5 million. The Company recorded no interest expense during the Predecessor period from January 1, 2024 to August 31, 2024 and Successor period from September 1, 2024 to December 31, 2024. During Predecessor 2023 year, there was no interest expense recorded or change in fair value of the contingent consideration liability.

***Ordital Pty Ltd (acquired by Utopia Global, Inc.)***

In September 2020, Utopia Global, Inc. purchased Ordital Pty Ltd ("Ordital"). The purchase agreement included an earnout related to Ordital revenue over the following three years. During 2023, Company made payments of approximately \$1,126 and recorded interest expense of approximately \$168. During 2023, changes in the fair value of the contingent consideration liability resulted in an expense of approximately \$115 included in our Statement of Operations.

On February 5, 2024, a settlement payment was made to Ordital in the amount of \$1,750 to extinguish the contingent consideration. On December 31, 2023, the contingent consideration liability was \$1,371.

***Utopia Global, Inc***

The contractual contingent consideration was based on Adjusted EBITDA (of Utopia) for the year ended December 31, 2020. During 2023, there was an additional insurance settlement payment of \$8 million paid to the Company due breach of representation. The settlement is recorded in other income in the consolidated statement of operations for the Predecessor year ended December 31, 2023.

***Riskpoynt***

The Company is required to pay an earnout to the former owners of Riskpoynt based on a certain customer's annualized recurring revenue in excess of a certain threshold as of June 30, 2025. The earnout is capped at \$1 million. The Company recorded interest expense of approximately \$85 during the year ended December 31, 2023. During the Predecessor period from January 1, 2024 to August 31, 2024 and Successor period from September 1, 2024 to December 31, 2024, respectively, the Company recorded interest expense of approximately \$70 and \$24 included in our Statement of Operations. During the Predecessor 2023 year, changes in the fair value of the contingent consideration liability resulted in an expense of approximately \$11 included in our Statement of Operations.

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

Current and long-term portions of contingent consideration liability consist of:

	2024	2023
Current contingent consideration		
Ordital Pty Ltd	\$ -	\$ 1,371
Prometheus Group Enterprise Holdings, LLC	172	-
RiskPoynt	1,035	-
Total current	1,207	1,371
Long-term contingent consideration		
Prometheus Group Enterprise Holdings, LLC	-	109,545
RiskPoynt	-	941
Total long-term	-	110,486
Total contingent consideration	\$ 1,207	\$ 111,857

**NOTE 4 - PROPERTY AND EQUIPMENT, NET**

Property and equipment consist of the following as of December 31:

	Successor 2024	2023
Computer equipment	\$ 498	\$ 3,138
Computer software	-	80
Furniture and fixtures	600	1,621
Leasehold improvements	1,492	4,008
Total	2,590	8,847
Accumulated depreciation	(202)	(5,558)
Property and equipment, net	\$ 2,388	\$ 3,289

Depreciation expense for the Successor and Predecessor Periods of 2024 totaled approximately \$357 and \$827, respectively, and approximately \$1,460 for the Predecessor year ended December 31, 2023.

**NOTE 5 - GOODWILL**

Goodwill at December 31, 2024 was as follows:

	Successor Period
Balance at December 31, 2024 (related to Mekone Parent, LLC acquisition)	\$ 2,395,997

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

Predecessor Period

Goodwill consists of the following as of August 29, 2024 and December 31, 2023:

	Estimated Useful Lives (In Years)	2024	Estimated Useful Lives (In Years)	2023
Unamortized cost	N/A	\$ 780,196	10	\$ 780,196
Accumulated amortization		<u>(380,033)</u>		<u>(328,020)</u>
Goodwill, net		<u>\$ 400,163</u>		<u>\$ 452,176</u>

Amortization expense related to goodwill for the Predecessor Period of 2024 totaled approximately \$52,013 and approximately \$77,686 for the Predecessor year ended December 31, 2023.

**NOTE 6 - INTANGIBLE ASSETS, NET**

Intangible assets consist of the following as of December 31, 2024 (Successor):

	Estimated Useful Lives (In Years)	2024
Licensed technology	6	\$ 288,100
Customer relationships	10	1,706,700
Developed technology	N/A	1,300
Trademarks	10	<u>97,700</u>
		2,093,800
Accumulated amortization		<u>(76,152)</u>
Net		<u>\$ 2,017,648</u>

Intangible assets consist of the following as of December 31, 2023 (Predecessor):

	Estimated Useful Lives (In Years)	2023
Licensed technology	5 - 10	\$ 124,918
Customer relationships	2 - 20	398,881
Trademarks	1 - 10	40,784
Non-competition agreement	3	<u>400</u>
		564,983
Accumulated amortization		<u>(254,981)</u>
Net		<u>\$ 310,002</u>

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

Intangible asset amortization expense for the Successor and Predecessor Periods of 2024 totaled approximately \$76,152 and \$31,854, respectively, and approximately \$55,330 for the Predecessor year ended December 31, 2023.

Estimated future amortization expense is as follows:

2025	\$	228,457
2026		228,457
2027		228,457
2028		228,457
2029		228,457
Thereafter		874,063
	\$	<u>2,016,348</u>

**NOTE 7 - FAIR VALUE MEASUREMENTS**

In accordance with authoritative guidance, the Company defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The guidance establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value.

This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted prices included in level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The Company has segregated all financial liabilities and assets that are measured at fair value on a recurring basis (at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date in the table below. See Note 8 for further details on the Company's interest rate derivative asset as of December 31, 2024.

The Company adopted the authoritative guidance which provides entities the option to measure many financial instruments and certain other items at fair value. Entities that choose the fair value option will recognize unrealized gains and losses on items for which the fair value option was elected in earnings at each subsequent reporting date. The Company has currently chosen not to elect the fair value option for any items that are not already required to be measured at fair value in accordance with U.S. GAAP.

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

Liabilities and assets measured at fair value on a recurring basis as of December 31, 2024 (Successor), and December 31, 2023 (Predecessor) are summarized below:

	As of December 31, 2024		
	Fair Value Measurements		
	Level 1	Level 2	Level 3
Contingent consideration, short-term	\$ -	\$ -	\$ 1,207
Total liabilities	\$ -	\$ -	\$ 1,207

	As of December 31, 2024		
	Fair Value Measurements		
	Level 1	Level 2	Level 3
Interest rate derivative asset	\$ -	\$ 1,810	\$ -
Total assets	\$ -	\$ 1,810	\$ -

	As of December 31, 2023		
	Fair Value Measurements		
	Level 1	Level 2	Level 3
Unit based compensation liability	\$ -	\$ -	\$ 2,020
Contingent consideration, short-term	-	-	1,371
Contingent consideration, long-term	-	-	110,486
Total liabilities	\$ -	\$ -	\$ 113,877

***Unit- Based Compensation Liability:***

The Company values the units based on a two-step process. First, we established the enterprise value of the Company using generally accepted valuation methodologies including discounted cash flow analysis, comparable public company analysis and comparable acquisitions analysis. We added cash and deducted debt to determine the total equity value of the Company. Second, we allocated the equity value among the securities that comprise the capital structure of the Company using the Option-Pricing Method, as described in the *AICPA Practice Aid entitled Valuation of Privately-Held-Company Equity Securities Issued as Compensation*.

***Contingent Consideration:***

The Company has contingent consideration related to the following acquisitions:

*Prometheus Group Enterprise Holdings, LLC:* The consideration is tied to the overall return to the original ownership group of Mekone Parent, LLC. We determined the overall equity value using an option-pricing framework. This framework was used to capture the payoff profile of the contingent consideration using assumptions around expected future Company performance, exit timing and leveraged volatility.

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024 (Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

*Worktech*: The contingent consideration is tied to revenue over the five years post acquisition. We determined an estimate of the expected revenue amount, applied it to the calculation per the purchase agreement and discounted based on the expected payment dates.

*Ordital (as acquired by Utopia)*: The contingent consideration is tied to revenue over the three years post acquisition. We determined an estimate of the expected revenue amount, applied it to the calculation per the purchase agreement and discounted based on the expected payment dates.

*Riskpoynt*: The contingent consideration is tied to net new annual recurring revenue over the three and a half years post acquisition. We determined an estimate of the expected revenue amount applied it to the calculation per the purchase agreement and discounted based on the expected payment dates.

**NOTE 8 - DERIVATIVES AND HEDGING ACTIVITIES**

***Risk Management Objective of Using Derivatives***

The Company is exposed to certain risk arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's borrowings.

***Cash Flow Hedges of Interest Rate Risk***

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate caps as part of its interest rate risk management strategy. Interest rate caps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium. During 2024, such derivatives were used to hedge the variable cash flows associated with existing variable-rate debt.

For derivatives designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in Accumulated Other Comprehensive Income and subsequently reclassified into interest expense in the same period(s) during which the hedged transaction affects earnings. Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. During 2025, the Company estimates that an additional \$0.2 million will be reclassified as an increase to interest expense.

As of December 31, 2024 (Successor), the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

Interest Rate Derivative	Number of Instruments	Notional
Interest rate caps	1	\$ 698,250

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024 (Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

**Tabular Disclosure of Fair Values of Derivative Instruments on the Balance Sheet**

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the Balance Sheet as of December 31, 2024 (Successor).

	Fair Values of Derivative Instruments			
	Asset Derivatives		Liability Derivatives	
	As of December 31, 2024		As of December 31, 2024	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments				
Interest rate products	Other assets	\$ 1,810	Other liabilities	\$ -
Total derivatives designated as hedging instruments		\$ 1,810		\$ -

**Tabular Disclosure of the Effect of Cash Flow Hedge Accounting on Accumulated Other Comprehensive Income**

The table below presents the effect of cash flow hedge accounting on Accumulated Other Comprehensive Income for the Successor period from September 1, 2024 to December 31, 2024.

The Effect of Cash Flow Hedge Accounting on Accumulated Other Comprehensive Income			
Derivatives in Subtopic 815-20 Hedging Relationships	Amount of Gain or (Loss) Recognized in OCI on Derivative	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income
2024		2024	
Interest rate products	\$ 5,389	Interest income/(expense)	\$ 76
Total	\$ 5,389		\$ 76

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

***Tabular Disclosure of the Effect of Cash Flow Hedge Accounting on the Income Statement***

The table below presents the effect of the Company's derivative financial instruments on the Income Statement for the Successor period from September 1, 2024 to December 31, 2024.

	2024			
	Revenue	Cost of Goods Sold	Interest Income (Expense)	Other Income (Expense)
Total amounts of income and expense line items presented in the statement of financial performance in which the effects of cash flow hedges are recorded	\$ -	\$ -	\$ 76	\$ (1,412)

***Tabular Disclosure of the Effect of Derivatives Not Designated as Hedging Instruments on the Income Statement***

The table below presents the effect of the Company's derivative financial instruments that are not designated as hedging instruments on the Income Statement as of December 31, 2024. This is due to changes in fair value from 8/13/2024 through 8/28/2024 prior to the acquisition of Mekone Parent, LLC on August 29, 2024. This is reflected as opening accumulated deficit on AI Titan Parent, Inc on the statement of changes in shareholders' equity.

Derivatives Not Designated as Hedging Instruments under Subtopic 815-20	Location of Gain or (Loss) Recognized on Derivative	Amount of Gain or (Loss) Not Recognized in Income on Derivative 2024
Interest rate products	Accumulated Deficit	\$ (2,024)

**NOTE 9 - DEBT**

On August 29, 2024, the Company entered into a credit agreement with a group of lenders providing an initial term loan of \$1 billion, a delayed draw term loan of \$200 million and a \$125 million revolving line of credit facility. The Company utilized the \$1 billion term loan during 2024 to fund the Company's acquisition. As of December 31, 2024, the company had \$125 million available on its revolving line of credit and \$200 million on its delayed draw term loan.

The initial term loan requires monthly interest payments, however the full principal value and accrued interest to date are not due until the maturity date of August 29, 2031. The revolving loan and delayed draw term loan, if drawn upon, provide for interest only payments on any outstanding balance and is due upon the term loan maturity date.

All debt instruments are subject to interest calculated at Secured Overnight Financing Rate ("SOFR") plus 4.75% per annum. The rate steps down 25 bps if the first lean leverage ratio is less than or equal to 7.00:1.00. As it relates to the new debt facility, the Company is also required to pay a revolving commitment fee equal to 0.5 percent of the average daily unused revolving credit commitment. In addition, the Company

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

is also required to pay a delayed draw unused commitment fee equal to 1 percent of the unused delayed draw amount.

Outstanding amounts related to the credit facility established in 2019, including subsequent draws and the related party subordinated promissory note were paid off as a part of the August 29, 2024 transaction as described in Note 2.

The following table summarizes the outstanding principal balances on December 31:

	2024 (Successor)	2023 (Predecessor)
Initial term loan	\$ 1,000,000	\$ 330,430
Initial delay draw term loans	-	96,337
First incremental term loan	-	17,415
Second amendment term loan	-	61,981
Second amendment delayed draw term loan	-	130,613
Revolving line of credit	-	-
	1,000,000	636,776
Subordinated promissory note with a related party	-	81,678
Total	\$ 1,000,000	\$ 718,454

The Company is subject to certain covenants and restrictions specified in the credit agreement. In addition, it requires us to maintain a total net leverage ratio of not more than 12.1:1.00. The Company was in compliance with all covenants as of December 31, 2024.

The credit agreements, which are collateralized by all domestic assets and certain foreign assets of the Company, require the Company to meet certain financial and reporting requirements. If the Company fails to meet certain quarterly covenants, the lender could call the outstanding balance.

The Term Loan is shown net of \$12,544 in debt issuance costs on the balance sheet as of December 31, 2024. The original debt issuance costs of \$13,145 on the Term Loan will be amortized as interest expense through the maturity date of August 31, 2031 using the straight-line method. For the Successor period year ending December 31, 2024, the Company recognized \$601 of interest expense and amortization of the debt issuance costs on the term loan.

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

Interest expense for the periods noted is as follows:

	Successor Period 2024	Predecessor Period 2024	2023
	<u>          </u>	<u>          </u>	<u>          </u>
Term loan(s)	\$ 33,270	\$ 47,077	\$ 68,912
Subordinated promissory note	-	3,997	6,439
Amortization of debt issuance costs	626	2,212	3,809
Hedge	(76)	-	-
Revolving line of credit	-	-	-
Fees	460	151	261
	<u>          </u>	<u>          </u>	<u>          </u>
Total debt-related interest	34,280	53,437	79,421
Accretion of contingent consideration	31	186	336
Tax Interest accrual	20	201	418
	<u>          </u>	<u>          </u>	<u>          </u>
Total interest expense	<u>\$ 34,331</u>	<u>\$ 53,824</u>	<u>\$ 80,175</u>

Future maturities of the debt are as follows:

2025	\$ -
2026	-
2027	-
2028	-
2029	-
2030	-
2031	1,000,000
	<u>          </u>
Total maturities	1,000,000
Less: debt issuance costs	(12,544)
Current maturities	-
	<u>          </u>
Total long-term portion of debt	<u>\$ 987,456</u>

**NOTE 10 - LEASES**

The Company leases office facilities under non-cancellable operating lease arrangements. Our facility leases generally provide for periodic rent increases and may contain escalation clauses and renewal options. Our leases have remaining lease terms of up to 12 years, some of which include one or more options to extend the leases for up to 7 years per option, generally at rates to be determined in accordance with the agreements. Options to extend the lease are included in the lease liability if they are reasonably certain of being exercised. We do not have significant finance leases.

We sublease certain office facilities to third parties. These subleases have remaining lease terms of up to seven months.

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024 (Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

The components of lease expense were as follows:

	Successor September 1, 2024 to December 31, 2024	Predecessor January 1, 2024 to August 31, 2024	Predecessor Year Ended 2023
Operating lease cost (cost resulting from lease payments)	\$ 1,023	\$ 2,196	\$ 3,817
Short-term lease cost	201	195	331
Variable lease cost (cost excluded from lease payments)	-	152	168
Sublease income	(270)	(258)	(540)
<b>Total lease cost</b>	<b>\$ 954</b>	<b>\$ 2,285</b>	<b>\$ 3,776</b>

Supplemental cash flow information related to operating leases was as follows:

	Successor September 1, 2024 to December 31, 2024	Predecessor January 1, 2024 to August 31, 2024	Predecessor Year Ended December 31, 2023
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 808	\$ 2,026	\$ 3,206
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ -	\$ -	\$ 73

Other information related to operating leases was as follows at the dates indicated:

	Successor September 1, 2024 to December 31, 2024	Predecessor January 1, 2024 to August 31, 2024	Predecessor Year Ended December 31, 2023
Weighted average lease term - operating leases	2.72 yrs	3.01 yrs	3.53 yrs
Weighted average discount rate - operating leases	10.09%	6.28%	6.33%

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

Future minimum lease payments under non-cancellable operating leases as of December 31, 2024 (Successor) were as follows:

2025	\$	2,975
2026		2,947
2027		1,982
2028		104
2029		-
Thereafter		-
		<hr/>
		8,008
Less: interest		<hr/>
		(987)
		<hr/>
Present value of minimum lease payments	\$	<u>7,021</u>

**Warranties**

Under the terms of substantially all of our software license agreements, we represent and warrant to licensees that our software products perform substantially in accordance with published specifications. Historically, we have not incurred significant costs related to such warranties. As such, no provision or accrual for these items has been made.

**NOTE 11 - MEMBERS' EQUITY**

***Capital Structure - Predecessor Period***

All members of the Company were subject to the Second Amended and Restated Limited Liability Company Agreement (the "Amended Agreement") effective May 29, 2019.

*Membership Interests* - Members' interests were classified as follows:

*Class A Units* - There were 581,413,175 units issued and outstanding as of August 28, 2024. All remaining outstanding units were either exercised, liquidated, or rolled over into the Successor entity after the acquisition.

*Class B Units* - There were 74,368,256 units issued and outstanding as of August 28, 2024. All remaining outstanding units were either exercised, liquidated, or rolled over into the Successor entity after the acquisition.

*Allocation of Profits and Losses* - Profits and losses of the Company are to be allocated among members in a manner consistent with the distribution provisions of the Amended Agreement.

*Distributions* - Distributions, excluding tax distributions, are to be allocated among members in accordance with their pro rata ownership of units in the Company, provided that no distributions will be made with respect to Class B units unless such distribution is made with respect to a sale of all or a majority of the outstanding securities of the Company to a third party or a direct or indirect (as a result of a sale by a subsidiary) sale of all or substantially all of the assets of the Company.

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

**NOTE 12 - INCOME TAXES**

As a result of the acquisition completed on August 29, 2024, the Company transitioned from a limited liability structure to a corporation for U.S. tax purposes. The financial results for the predecessor period reflect that the Company was treated as a pass-through entity, not subject to company level income tax in the U.S. For the successor period, as a C Corporation which serves to limit the tax liabilities of the AI Titan Group Holdings, LP limited partnership owner, the Company is subject to federal and state income taxes based on the applicable corporate tax rates. For both periods, certain domestic and foreign subsidiaries of the Company are taxed as corporations in their local jurisdictions, and their income taxes are accounted for using the liability method. The Company is also sometimes subject to withholding taxes in non-U.S. jurisdictions. As such, the Company recorded approximately \$1,255 and \$799 for the successor and predecessor periods of 2024, respectively and \$1,161 as a provision to reflect its withholding tax liability for the Predecessor year ended December 31, 2023, respectively. The components of the provision (benefit) for income taxes for Successor Period of 2024, Predecessor Period of 2024 and for the year ended December 31, 2023 were as follows:

	Successor Period - 2024	Predecessor Period - 2024	Predecessor 2023
Current:			
Federal	\$ 1,365	\$ 4,336	\$ 4,318
State	245	293	282
Foreign	932	4,222	6,534
Total current income tax expense	2,542	8,851	11,134
Deferred:			
Federal	(5,577)	(4,545)	(8,241)
State	(379)	(427)	(633)
Foreign	(1,493)	(735)	(1,249)
Total deferred income tax (benefit)	(7,448)	(5,707)	(10,123)
Total income tax (benefit)/expense	\$ (4,907)	\$ 3,144	\$ 1,011

The foreign provision consists of tax expense for the foreign subsidiaries of the Company and withholding taxes in non-U.S. jurisdictions.

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

Deferred income tax asset and liabilities reflect the effects of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes as compared to the carrying amounts for income tax purposes. Significant components of deferred income tax assets (liabilities) as of December 31, 2024 and December 31, 2023 are as follows:

	Successor 2024	Predecessor 2023
Deferred income tax assets:		
Loss carryforwards	\$ 9,881	\$ 2,098
Foreign tax credit carryforwards	2,814	1,923
R&D tax credit carryforwards	358	-
Payroll related accruals	220	294
Interest expense limitation carryforward	25,053	15,724
Fixed assets	84	128
Allowance for doubtful accounts	10	226
R&D capitalization	2,061	1,406
Basis difference in intangibles	6,022	-
Transaction costs	2,807	-
Hedge transactions	307	-
Cumulative translation adjustment	860	-
Other	235	349
Valuation allowance	(3,106)	(2,876)
Total deferred income tax assets	47,606	19,272
Deferred income tax liabilities:		
Basis difference in Prometheus Group Holdings, LLC	(25,693)	(25,649)
Basis difference in Pegasus Global Enterprise Holdings, LLC	(32,812)	(32,865)
Basis difference in Mekone Parent, LLC	(481,804)	-
Basis difference in intangibles	-	(8,444)
Cumulative translation adjustment	-	-
Other	(13)	(40)
Total deferred income tax liabilities	(540,322)	(67,158)
Net deferred income tax liabilities	\$ (492,716)	\$ (47,886)

As shown in the table above, a deferred tax liability was recorded in conjunction with the purchase accounting for the sale of Prometheus Group Holdings, LLC in 2016, the purchase of Pegasus Global Enterprise Holdings, LLC in 2019, and the purchase of Mekone Parent, LLC in 2024. These deferred tax liabilities relate to the difference between the recorded U.S. GAAP carrying value of the Company's investment and the Company's income tax basis in that investment.

As of December 31, 2024 (Successor) and 2023 (Predecessor), the Company had gross deferred tax assets of approximately \$50,712 and \$22,148, respectively, comprised of the items broken out in the previous table. Except for certain amounts for which we have established a valuation allowance, the Company anticipates utilizing the remaining deferred tax assets as a result of the reversal of the deferred tax liability related to the difference in basis related to the 2016, 2019, and 2024 transactions.

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

The Company is subject to income taxes in the U.S. and numerous foreign jurisdictions. The Company has analyzed its filing positions in all significant federal, state, and foreign jurisdictions where it is required to file income tax returns, as well as open tax years in these jurisdictions. With few exceptions, the Company is no longer subject to federal, state, and foreign tax examinations by the tax authorities for years before 2019, although carryforward attributes that were generated prior to 2019 may still be adjusted upon examination by the taxing authorities if they either have been or will be used in a future period. The Company has taken a tax position in its income tax return in Canada which is considered uncertain under applicable tax laws and regulations. This position involves the treatment of intercompany receivable balances that could be classified as a loan, which could then be deemed a dividend paid to a Canada non-resident. The Company has evaluated the tax effects of the uncertain tax position and determined that tax assessed would be eligible for refund in the same year of payment, and thus no uncertain tax benefit has been recorded. Potential interest and penalty related to the tax due has been accrued. The Company recognizes interest and penalties related to uncertain tax positions in general and administrative expense on the consolidated financial statements. As of December 31, 2024 and 2023, the Company has recorded \$349k and \$418k, respectively, of interest and penalty expense related to the uncertain tax position.

**NOTE 13 - EMPLOYEE BENEFIT PLANS**

***Prometheus Group 401(k) Plan***

Prometheus has a defined-contribution savings plan under Section 401(k) of the Internal Revenue Code. The Prometheus Group 401(k) Plan ("401(k) Plan") covers substantially all employees who meet minimum age and service requirements and allows participants to defer a portion of the annual compensation on a pretax basis. Prometheus contributions to the 401(k) Plan may be made at the discretion of Prometheus. Prometheus made matching contributions of approximately \$645 and \$1,308 for the Successor and Predecessor Periods of 2024, respectively, and approximately \$1,777 for the Predecessor year ended December 31, 2023.

**NOTE 14 - UNIT INCENTIVE PLAN**

*Successor Period* - As of December 31, 2024, the Company is still finalizing its new Equity Incentive Plan (the "Incentive Plan") and the Phantom Equity Incentive Plan (the "Phantom Plan"), which will allow for certain employees of the Company and other individuals to participate in future increases in the value of the Company.

AI Titan Parent, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)

*Predecessor Period*

**Equity Incentive Units**

Except for Board Member units, which were all time-based units, half of the units granted were time-based units and the other half were performance-based units.

	Predecessor 2024	Predecessor 2023
Outstanding, beginning of period	\$ 71,519,423	\$ 74,218,814
Granted	-	-
Forfeited	(55,498)	(2,427,018)
Exercised	(71,348,203)	-
Redeemed	(115,722)	(272,373)
Outstanding end of period	<u>\$ -</u>	<u>\$ 71,519,423</u>

Compensation expense related to time-based units of approximately \$13,565 and \$2,791 was recognized in the Predecessor 2024 Period and 2023, respectively. There was also \$123,038 of compensation expense related to accelerated performance-based units in the Predecessor 2024 Period. Expense for both time and performance-based units in the Predecessor 2024 Period includes the effect of the acceleration as a result of the transaction described in Note 1. Also, as a result of the transaction, all equity incentive units were vested and exercised on August 29, 2024, and the related holders were compensated in accordance with the plan document.

**Phantom Units**

Except for Board Member units which were all time-based units, half of the units granted were time-based units and the other half were performance-based units.

	Predecessor 2024	Predecessor 2023
Outstanding, beginning of period	\$ 3,213,627	\$ 3,832,132
Granted	-	-
Forfeited	(193,574)	(521,724)
Redeemed	-	(96,781)
Liquidated	(3,020,053)	-
Outstanding end of period	<u>\$ -</u>	<u>\$ 3,213,627</u>

The fair value of these units has been included in other long-term liabilities in the accompanying consolidated financial statements for the year ended December 31, 2023, and as such, the Company re-measures the value of the unit liability at fair value each period. The liability was approximately \$2,019 as of December 31, 2023. Compensation expense related to time-based and performance-based units of approximately \$9,559 and \$1,212 was recognized in the Predecessor 2024 Period and 2023, respectively. As a result of the transaction described in Note 1, all phantom units were vested and liquidated on August 29, 2024 and the related holders were compensated in accordance with the plan document.

**AI Titan Parent, Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**September 1, 2024 to December 31, 2024 (Successor), January 1, 2024 to August 31, 2024  
(Predecessor) and year ended December 31, 2023 (Predecessor)  
(in thousands)**

**NOTE 15 - LEGAL CONTINGENCIES**

From time to time, the Company is subject to legal proceedings and claims that arise in the ordinary course of business. The Company records an accrual for a contingency when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. The Company is not currently subject to any material legal proceedings.

**NOTE 16 - SUBSEQUENT EVENTS**

Management has evaluated subsequent events through May 21, 2025, the date the consolidated financial statements were available for issuance, and has determined that all material subsequent events which have occurred that would require adjustment to or disclosure in these consolidated financial statements have been appropriately presented and disclosed with the exception of a simplification of the Company's legal entity structure effective January 1, 2025. This will enable the Company to file a consolidated U.S. federal income tax return that captures all the Company's U.S. operations.

**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

**2024**

**This Form is Open to Public Inspection**

For calendar plan year 2024 or fiscal plan year beginning and ending

<b>A</b> Name of plan	<b>B</b> Three-digit plan number (PN) ▶	
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500	<b>D</b> Employer Identification Number (EIN)	

**Part I Asset and Liability Statement**

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

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

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

**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.

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

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

**Expenses**

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

**Net Income and Reconciliation**

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

**Part III Accountant's Opinion**

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

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

- (1)  Unmodified    (2)  Qualified    (3)  Disclaimer    (4)  Adverse

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

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

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

(1) Name:

(2) EIN:

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

**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 \_\_\_\_\_.

**Attachment to 2024 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** PROMETHEUS GROUP 401(K) PLAN  
**Plan Sponsor's Name** PROMETHEUS GROUP ENTERPRISES, LLC

**EIN:** 27-2376046  
**PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Vanguard	Vanguard Total Bond Market Index Inv	0	190,530
	Vanguard	Vanguard Total Stock Market Index Inv	0	2,079,944
	Vanguard	Vanguard 500 Index Inv	0	3,466,713
	Vanguard	Vanguard Small-Cap Index Inv	0	608,083
	Vanguard	Vanguard Total Intl Stock Index Inv	0	537,463
	Vanguard	Vanguard Emerging Mkts Stock Idx Inv	0	244,529
	NY Life Anchor	NY Life Anchor Acct Series I - 0	0	163,515

**Attachment to 2024 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** PROMETHEUS GROUP 401(K) PLAN

**EIN:** 27-2376046

**Plan Sponsor's Name** PROMETHEUS GROUP ENTERPRISES, LLC

**PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Harbor	Harbor Capital Appreciation Ret	0	1,107,349
	JP Morgan	JPMorgan Mid Cap Value R6	0	85,448
	MFS	MFS Value R6	0	853,404
	MFS	MFS Mid Cap Growth R6	0	187,412
	PGIM	PGIM Total Return Bond R6	0	89,403
	American	American Eupac R6	0	364,186
	Vanguard	Vanguard Mid-Cap Index Inv	0	297,561

**Attachment to 2024 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** PROMETHEUS GROUP 401(K) PLAN  
**Plan Sponsor's Name** PROMETHEUS GROUP ENTERPRISES, LLC

**EIN:** 27-2376046  
**PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Principal	Principal SmallCap Growth I R6	0	82,143
	Vanguard	Vanguard Target Retirement 2070 Fund	0	78,058
	Vanguard	Vanguard Target Retirement 2065 Fund	0	1,428,923
	Vanguard	Vanguard Target Retirement 2060 Fund	0	3,115,779
	Vanguard	Vanguard Target Retirement 2055 Fund	0	4,158,959
	Vanguard	Vanguard Target Retirement 2050 Fund	0	2,014,785
	Vanguard	Vanguard Target Retirement 2045 Fund	0	1,177,361

**Attachment to 2024 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** PROMETHEUS GROUP 401(K) PLAN

**EIN:** 27-2376046

**Plan Sponsor's Name** PROMETHEUS GROUP ENTERPRISES, LLC

**PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Vanguard	Vanguard Target Retirement 2040 Fund	0	1,010,575
	Vanguard	Vanguard Target Retirement 2035 Fund	0	1,379,031
	Vanguard	Vanguard Target Retirement 2030 Fund	0	303,409
	Vanguard	Vanguard Target Retirement 2025 Fund	0	114,258
	Vanguard	Vanguard Target Retirement 2020 Fund	0	39,807
	Vanguard	Vanguard Target Retirement Income Fund	0	44,265
	American Beacon	American Beacon Small Cap Value R6	0	52,764

