

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="font-size: 24pt; font-weight: bold; text-align: center;">2024</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
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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 (Filers checking this box must provide participating employer information in accordance with the form instructions.)

a single-employer plan a DFE (specify) _____

B This return/report is: the first return/report the final return/report

an amended return/report a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here.

D Check box if filing under: Form 5558 automatic extension the DFVC program

special extension (enter description)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.

Part II	Basic Plan Information—enter all requested information
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1a Name of plan <u>COHEN VENTURES, INC. DBA ENERGY SOLUTIONS EMPLOYEE STOCK OWNERSHIP PLAN</u>	1b Three-digit plan number (PN) ▶ <u>003</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>COHEN VENTURES, INC DBA ENERGY SOLUTIONS</u> <u>449 15TH STREET, SUITE 400</u> <u>OAKLAND, CA 94612</u>	1c Effective date of plan <u>01/01/2012</u> 2b Employer Identification Number (EIN) <u>94-3374199</u> 2c Plan Sponsor's telephone number <u>510-482-4420</u> 2d Business code (see instructions) <u>541600</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2025	ANGELA RODRIGUEZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN	
	4d PN	
5 Total number of participants at the beginning of the plan year	5	503
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1)	463
	6a(2)	513
	6b	0
	6c	67
	6d	580
	6e	0
	6f	580
	6g(1)	482
6g(2)	526	
6h	60	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2P 3I 2I 2Q

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

9a Plan funding arrangement (check all that apply)	9b 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)

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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 _____

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan COHEN VENTURES, INC. DBA ENERGY SOLUTIONS EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 COHEN VENTURES, INC DBA ENERGY SOLUTIONS	D Employer Identification Number (EIN) 94-3374199

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

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	146521	71266
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5580962	966593
(2) U.S. Government securities	1c(2)	0	8145730
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	674904	503474
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)	42437700	60534900
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	48840087	70221963
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j	2290756	2251618
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	2290756	2251618
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	46549331	67970345

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	87733	
(B) Participants.....	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		87733
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	263652	
(B) U.S. Government securities.....	2b(1)(B)	151160	
(C) Corporate debt instruments.....	2b(1)(C)	24173	
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		438985
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)	3477000	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3477000
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	18114725	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		22118443

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	644109	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		644109
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		48595
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)	1020	
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)	3705	
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses.....	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		4725
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		697429

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		21421014
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

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: C DART CPA

(2) EIN: 47-3105009

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan <u>COHEN VENTURES, INC. DBA ENERGY SOLUTIONS EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COHEN VENTURES, INC DBA ENERGY SOLUTIONS</u>	D Employer Identification Number (EIN) <u>94-3374199</u>	

Part I	Distributions
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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
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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): 58-1428634

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	
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Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? Yes No N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

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

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... Yes No N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... Increase Decrease Both No

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? Yes No

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

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

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

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

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

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

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

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

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

**COHEN VENTURES, INC. DBA ENERGY SOLUTIONS
EMPLOYEE STOCK OWNERSHIP PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION**

DECEMBER 31, 2024 AND 2023

**COHEN VENTURES, INC. DBA ENERGY SOLUTIONS
EMPLOYEE STOCK OWNERSHIP PLAN**

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Riverside, California 92506
951-300-9680

INDEPENDENT AUDITOR'S REPORT

To the Trustee and ESOP Committee
Cohen Ventures, Inc. dba Energy Solutions Employee Stock Ownership Plan
Oakland, California

Opinion

We have audited the accompanying financial statements of the Cohen Ventures, Inc. dba Energy Solutions Employee Stock Ownership Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the Statements of Net Assets Available for Plan Benefits as of December 31, 2024 and 2023, and the related Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2024, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Cohen Ventures, Inc. dba Energy Solutions Employee Stock Ownership Plan as of December 31, 2024 and 2023, and the changes in its net assets available for plan benefits for the year ended December 31, 2024, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 Cohen Ventures, Inc. dba Energy Solutions Employee Stock Ownership Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Cohen Ventures, Inc. dba Energy Solutions Employee Stock Ownership Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not absolute assurance and, therefore, is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards (GAAS), we:

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

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2024 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in cursive script that reads "Craig Dart".

Riverside, California
October 10, 2025

**COHEN VENTURES, INC. DBA ENERGY SOLUTIONS
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS**

	December 31, 2024			December 31, 2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets:						
Investments at fair value (Notes 6 and 7):						
Cohen Ventures, Inc. common stock	\$ 48,940,904	\$ 11,593,996	\$ 60,534,900	\$ 34,200,800	\$ 8,236,900	\$ 42,437,700
Fixed income securities						
U.S. Treasury notes	8,145,730	-	8,145,730	-	-	-
Corporate notes	503,474	-	503,474	674,904	-	674,904
Money market fund	966,593	-	966,593	5,580,962	-	5,580,962
	<u>58,556,701</u>	<u>11,593,996</u>	<u>70,150,697</u>	<u>40,456,666</u>	<u>8,236,900</u>	<u>48,693,566</u>
Receivables:						
S corporation distribution of earnings	-	-	-	139,500	-	139,500
Accrued interest	71,266	-	71,266	7,021	-	7,021
	<u>71,266</u>	<u>-</u>	<u>71,266</u>	<u>7,021</u>	<u>-</u>	<u>7,021</u>
Total assets	<u>58,627,967</u>	<u>11,593,996</u>	<u>70,221,963</u>	<u>40,603,187</u>	<u>8,236,900</u>	<u>48,840,087</u>
Total Liabilities:						
Notes payable (Note 8)	-	2,251,618	2,251,618	-	2,290,756	2,290,756
Total liabilities	<u>-</u>	<u>2,251,618</u>	<u>2,251,618</u>	<u>-</u>	<u>2,290,756</u>	<u>2,290,756</u>
Net assets available for plan benefits	<u>\$ 58,627,967</u>	<u>\$ 9,342,378</u>	<u>\$ 67,970,345</u>	<u>\$ 40,603,187</u>	<u>\$ 5,946,144</u>	<u>\$ 46,549,331</u>

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

**COHEN VENTURES, INC. DBA ENERGY SOLUTIONS
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS**

	Year Ended December 31, 2024		
	Allocated	Unallocated	Total
Additions to net plan assets:			
Net appreciation in fair value of investment in Cohen Ventures, Inc. common stock	\$ 14,584,644	\$ 3,512,556	\$ 18,097,200
Net appreciation in fair value of investment in fixed income securities	17,525	-	17,525
Employer contributions		87,733	87,733
S corporation distribution of earnings	3,477,000	-	3,477,000
Interest income from fixed income securities			
U.S. Treasury notes	151,160	-	151,160
Corporate notes	24,173	-	24,173
Money market fund	263,652	-	263,652
Allocation of 77.04 shares of common stock of Cohen Ventures, Inc., at fair value	155,460	-	155,460
Total additions	18,673,614	3,600,289	22,273,903
Deductions from net plan assets:			
Administrative expense	4,725	-	4,725
Interest expense	-	48,595	48,595
Benefits paid or accrued to participants	644,109	-	644,109
Allocation of 77.04 shares of common stock of Cohen Ventures, Inc., at fair value	-	155,460	155,460
Total deductions	648,834	204,055	852,889
Net increase	18,024,780	3,396,234	21,421,014
Net assets available at beginning of year	40,603,187	5,946,144	46,549,331
Net assets available at end of year	\$ 58,627,967	\$ 9,342,378	\$ 67,970,345

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

**COHEN VENTURES, INC. DBA ENERGY SOLUTIONS
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023**

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Cohen Ventures, Inc. dba Energy Solutions Employee Stock Ownership Plan provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General Information

Cohen Ventures, Inc. dba Energy Solutions (Company) established the Cohen Ventures, Inc. dba Energy Solutions Employee Stock Ownership Plan (Plan) effective as of January 1, 2012 and has been subsequently amended. The Plan operates as a leveraged employee stock ownership plan (ESOP) and is designed to comply with Section 4975 and the regulations there under of the Internal Revenue Code of 1986, as amended (Code). It is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by the ESOP Committee (Committee) appointed by the Board of Directors of the Company.

On October 15, 2013 the ESOP acquired 30,000 shares of the Cohen Ventures, Inc. Class B convertible preferred stock from the shareholders for a total consideration of \$12,500,000. The stock acquisition was a leveraged transaction whereby the Plan borrowed \$10,500,000 from the selling shareholder and \$2,000,000 from the Company to purchase the shares.

The borrowings were to be repaid over a period of 30 years through distribution of earnings and fully deductible Company contributions to the Trust. As the Plan makes each payment of principal and interest, an appropriate percentage of stock will be allocated to eligible employee accounts in accordance with applicable regulations under the Code.

Effective January 1, 2018 the Company obtained approval from the Internal Revenue Service to be taxed as an S Corporation. The Board of Directors authorized the redemption of the 30,000 shares of Class B convertible preferred stock in exchange for 30,000 shares of the Company's common stock and a dividend payment in the amount of \$2,218,063.

On December 31, 2022, the Company agreed with the Trustee to forbear the ESOP's repayment obligation of principal and interest until December 31, 2025 on the two notes outstanding. As such, there will be no loan payments made during the years ended December 31, 2022, 2023 and 2024. Interest would not begin to accrue on the outstanding principal balance of the notes until December 31, 2025, and the Company has further offered that such accrual would be at a reduced interest rate. See Note 8.

During the year ended December 31, 2022, the Company repurchased 1,540.8706 shares of Cohen Ventures, Inc. common stock from participants. On December 31, 2022, the Company sold 1,540.8706 newly issued shares of Cohen Ventures, Inc. common stock to the Energy Solutions Employee Stock Ownership Trust for a purchase price of \$1,157,209. The stock acquisition was a leveraged transaction whereby the Plan borrowed \$1,157,209 from the Company to purchase the shares. See Note 8.

The borrowings were to be repaid over a period of 20 years through distribution of earnings and fully deductible Company contributions to the Trust with the first payment due on December 31, 2023. As the Plan makes each payment of principal and interest, an appropriate percentage of stock will be allocated to eligible employee accounts in accordance with applicable regulations under the Code.

The borrowings are collateralized by the unallocated shares of stock. The lender has no rights against the shares once they are allocated to participant accounts. Accordingly, the financial statements as of December 31, 2024 and 2023 and for the year ended December 31, 2024, present separately the assets and liabilities and changes therein pertaining to: (a) the accounts of employees with vested rights in allocated stock (Allocated) and (b) stock not yet allocated (Unallocated) to the accounts of employees.

Eligibility

All employees who have attained age 21 (and are not (i) leased employees, (ii) employees whose benefits are governed by a collective bargaining agreement; unless the terms of the agreement specifically provide for participation in the plan, or (iii) non-resident alien who receives no earned income from the Company) will become a participant as of their date of hire. Employees of the Company as of January 1, 2012 became participants automatically.

Participant Accounts

Two accounts are maintained for each participant: (1) the Company Stock Account is credited annually with the participants' allocable shares of Company stock (including fractional shares) acquired by the Plan and the non-vested balances of terminated employees, and (2) the ESOP Cash Account reflects assets other than company allocated stock and is credited annually with the participants' allocation of employer discretionary contributions and any income or debited for any allocation of plan expenses.

Employer Contributions and S Corporation Distributions

The Company is obligated to make S corporation distributions or contributions in cash to the Plan equal to the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loan. The Company may, at its discretion, contribute to the Plan an amount greater than the minimum debt service obligation, but not to exceed the maximum amount deductible from the Company's income for federal tax purposes.

Participants who are retired, disabled, die during the plan year or are active participants who are employed on the last day of the plan year and complete at least 1,000 hours of service during the plan year are entitled to share in employer contributions.

Employer contributions are allocated in proportion to the participants' compensation. S Corporation distributions used to service debt and release shares will be allocated in proportion to the participants' compensation. S Corporation distributions on allocated shares are credited to participant accounts pro rata based on shares owned. S Corporation distributions on unallocated shares are credited to participant accounts in proportion to the participants' compensation. Income and expenses are allocated in proportion to the participants' beginning balances in the ESOP Cash Account.

Vesting

Participants are 100% vested upon death, disability, or normal retirement age (defined as the later of age 65 or five years of vested service). All other participants vest according to the following schedule:

<u>Years of Credited Service</u>	<u>Vesting Percentage</u>
Less than 2 years	0%
2 years, but less than 3	20%
3 years, but less than 4	40%
4 years, but less than 5	60%
5 years, but less than 6	80%
6 years or more	100%

Payment of Benefits

The Plan provides for the distribution of the participant's account upon normal retirement, disability, death, or termination of employment. For any reason other than termination of employment, distribution of a participant's account balance will commence during the year following the year in which their retirement, disability, or death occurred. For termination of employment, distribution of a participant's account balance will commence no later than during the participant's sixth plan year following the year of termination. Distributions shall be paid in equal installments over a period not to exceed five years. The portion of a participants vested account balance consisting of shares of Company stock that were purchased with a loan is generally not distributable before the loan has been repaid in full.

Effective January 1, 2020, the Plan was amended to permit the distribution of a participant's ESOP Cash Account as a single lump sum.

Forfeited Accounts

Forfeitures of terminated non-vested participant accounts are first used to restore account balances of former participants rehired during the plan year. Any remaining forfeitures are reallocated participants who are retired, disabled and die during the plan year as well as to each participant who was employed on the last day of the plan year and has completed 1,000 hours during the plan year. Forfeitures are allocated in the ratio as such participant's compensation bears to the total compensation of all such participants. For the year ended December 31, 2024, the value of cash reallocated to participants was \$61,193.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%. Participants who elect to diversify receive a cash distribution of the applicable amount.

Voting Rights

The Trustee shall vote all Cohen Ventures, Inc. dba Energy Solutions company stock in the manner as determined by the ESOP Committee. In the event of any corporate matter which would constitute a merger, consolidation, recapitalization, reclassification, liquidation, dissolution, or sale of substantially all assets, each participant who has been allocated shares of stock may instruct the Trustee as to the voting of those shares.

Put Option

Under federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock (allocated) and (b) stock not yet allocated to employees (unallocated); including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which the debt service is actually paid.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan's investments consist primarily of the Company's common stock, which is exposed to various risks such as interest rate, market, and credit risks as well as valuation assumptions based upon earnings, cash flows and/or other such techniques. Due to the level of risk associated with the investment in the Company's common stock and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits.

Investment Valuation and Income Recognition

The Plan's investment in common stock is stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of Cohen Ventures, Inc. common stock are valued at estimated fair value. The fair value of Cohen Ventures, Inc. dba Energy Solutions common stock as of December 31, 2024 and 2023 was determined by an independent appraisal. See Note 7 for a discussion of fair value.

Purchases and sales of securities are recorded on a trade-date basis. Net appreciation includes the Plan's net gains and losses on investments bought and sold during the year. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

As provided in the Plan Agreement, administrative expenses may be paid either by the Plan or by the Company. Fees related to investment administration and advisory fees as well as distributions are charged directly to the participant's account and are included in administrative expenses.

NOTE 3 - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated December 9, 2015 stating that the Plan is qualified under the Code. Therefore, the related Trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Although the Plan has been amended since receiving the opinion letter, the Company believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2024, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions, however, there are currently no audits for any tax periods in progress. The Company believes that it is no longer subject to income tax examinations for years prior to 2021.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time; subject to provisions of the Plan. Upon such termination of the Plan by the employer, participants become 100% vested in their account and the interest of each participant in the Trust will be distributed to such participant or his or her beneficiary at the time prescribed by the provisions of the plan document and the Code.

NOTE 5 - ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of Cohen Ventures, Inc. dba Energy Solutions company stock, are held by the Employee Stock Ownership Trust.

Company contributions are managed by the Trustee and ESOP Committee which invests cash received, interest and dividend income, and makes distributions to participants. The Trustee and ESOP Committee also administers the payment of interest and principal on the loan. The Trustee

shall make a good faith determination of the fair market value of the company stock from an independent appraiser who satisfies the requirements of the Treasury Regulations prescribed under Internal Revenue Code Section 170(a)(1).

Certain administrative functions are performed by the Committee. Committee members serve without compensation for their services.

NOTE 6 - INVESTMENTS

The following is a summary of the fair value of investments:

	December 31, 2024	December 31, 2023
Investments at estimated fair value:		
Cohen Ventures, Inc. common stock (Note 1)	<u>\$ 60,534,900</u>	<u>\$ 42,437,700</u>
Investments at fair value as determined by quoted market prices or cost:		
Fixed income securities		
U.S. Treasury notes	\$ 8,145,730	
Corporate notes	503,474	\$ 674,904
Money market fund	966,593	5,580,962
	<u>\$ 9,615,797</u>	<u>\$ 6,255,866</u>

The Plan's investments appreciated in value for the year ended December 31, 2024 as follows:

Value as determined by estimated fair value:	
Cohen Ventures, Inc. common stock (Note 1)	<u>\$ 18,097,200</u>
Investments at fair value as determined by quoted market prices or cost:	
Fixed income securities	<u>\$ 17,525</u>

The Plan's investment in Cohen Ventures, Inc. common shares at December 31, is as follows:

	2024		2023	
	<u>Allocated</u>	<u>Unallocated</u>	<u>Allocated</u>	<u>Unallocated</u>
Number of shares	<u>24,254</u>	<u>5,746</u>	<u>24,177</u>	<u>5,823</u>
Cost	<u>\$ 10,157,448</u>	<u>\$ 2,857,735</u>	<u>\$ 10,099,586</u>	<u>\$ 2,915,597</u>

As of December 31, 2023, the cost basis for allocated shares was determined by multiplying 24,100 allocated shares by the transaction price of \$416 plus 77 allocated shares by the 2022 transaction price of \$751. As of December 31, 2023, the number of unallocated shares was determined by multiplying 4,359 shares by the transaction price of \$416 and plus 1,464 shares by the 2022 transaction price of \$751.

As of December 31, 2024, the cost basis for allocated shares was determined by multiplying 24,177 allocated shares by the transaction price of \$416 plus 77 allocated shares by the 2022 transaction price of \$751. As of December 31, 2023, the number of unallocated shares was determined by multiplying 4,282 shares by the transaction price of \$416 and plus 1,464 shares by the 2022 transaction price of \$751.

NOTE 7 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described as follows:

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

Level 2 Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities, (2) quoted prices for identical or similar assets or liabilities in inactive markets, (3) inputs other than quoted prices that are observable for the asset or liability, (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

The following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2024 and 2023:

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

Fixed income securities (US. Treasury Notes and Corporate Notes): Valued at cost plus accrued interest which approximates fair value.

Cohen Ventures, Inc. common stock: Valued at estimated fair value based upon an independent appraisal. This appraisal was based upon a combination of market and income valuation techniques consistent with prior years. An asset based approach was considered, but not applied as this method focuses solely on the value of individual assets and not the Company's ability to generate earnings.

The appraisal took into account historical cash flow and applied the Discounted Cash Flow Method to estimate future cash. Considerations included an analysis of expected industry and economic conditions. The unobservable inputs for the Income Approach were the Company's historical financial and projected results provided by management, EBITDA, net income, return on assets, return on equity, and the Company's discount rate (calculated using the weighted average cost of capital (WACC)).

The Guideline Company Method was used to compare the Company with other companies with similar investment attributes. The companies selected for comparison are affected by similar economic factors within the industry or exhibit similar financial characteristics, such as growth, margins, and asset utilization. The Company was compared to publicly traded firms using a risk analysis in terms of size, diversity of operations, financial strength, profitability, growth, and other key indicators of risk. The comparable companies were selected from various databases and their SEC filings were reviewed to gain additional insight. Valuation multiples were selected based on normalized revenue and EBITDA.

Plan management has concluded that a market participant would recognize a discount to equity value for lack of marketability. The discount for lack of marketability is based on the principle that stock in a closely-held business enterprise is generally less attractive than publicly traded stock and more difficult to sell.

The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2024 and 2023:

	Assets at Fair Value as of December 31, 2024			
	Level 1	Level 2	Level 3	Total
Common stock:				
Cohen Ventures, Inc.	\$ -	\$ -	\$ 60,534,900	\$ 60,534,900
Fixed income securities				
U.S. Treasury notes	-	8,145,730	-	8,145,730
Corporate notes	-	503,474	-	503,474
Money market fund	966,593	-	-	966,593
Total assets at fair value	<u>\$ 966,593</u>	<u>\$ 8,649,204</u>	<u>\$ 60,534,900</u>	<u>\$ 70,150,697</u>

	Assets at Fair Value as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Common stock:				
Cohen Ventures, Inc.	\$ -	\$ -	\$ 42,437,700	\$ 42,437,700
Fixed income securities				
Corporate notes	-	674,904	-	674,904
Money market fund	5,580,962	-	-	5,580,962
Total assets at fair value	<u>\$ 5,580,962</u>	<u>\$ 674,904</u>	<u>\$ 42,437,700</u>	<u>\$ 48,693,566</u>

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2024:

	Cohen Ventures, Inc. Common stock
Balance, beginning of the year	<u>\$ 42,437,700</u>
Appreciation in fair value of assets	<u>18,097,200</u>
Balance, end of the year	<u>\$ 60,534,900</u>
The amount of appreciation in fair value of assets for the period	<u>\$ 18,097,200</u>

NOTE 8 - NOTES PAYABLE

	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
Note payable to Cohen Ventures, Inc., secured by unallocated shares of Company Stock, payable in annual principal installments of \$43,608 plus interest at 3.00% per annum commencing on December 31, 2025 and continuing thereafter until December 31, 2047 as per refinance and forbearance agreements dated December 31, 2022. See Note 1.	\$ 1,002,989	\$ 1,002,989
Note payable to Cohen Ventures, Inc., secured by unallocated shares of Company Stock, payable in annual principal installments of \$7,639 plus interest at 3.00% per annum commencing on December 31, 2025 and continuing thereafter until December 31, 2046 as per refinance and forbearance agreements dated December 31, 2022. See Note 1.	168,067	168,067
Note payable to Cohen Ventures, Inc., secured by unallocated shares of Company Stock, payable in annual principal and interest payments of \$87,733 plus interest at 4.34% per annum commencing on December 31, 2023 and continuing thereafter until December 31, 2042.	<u>1,080,562</u> <u>\$ 2,251,618</u>	<u>1,119,700</u> <u>\$ 2,290,756</u>

Maturities of long-term debt are as follows:

Year Ending December 31,	
2025	\$ 92,448
2026	94,220
2027	96,069
2028	97,999
2029	100,012
Thereafter	<u>1,770,870</u>
	<u>\$ 2,251,618</u>

NOTE 9 - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

As described in the preceding notes, the Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. Such parties are parties-in-interest under ERISA. The Plan invests in Company common stock and has indebtedness guaranteed by the Company. The Company made S -corporation distribution of earnings in the amount of \$3,477,000. In addition, the Plan paid investment administration and advisory fees in the amount of \$3,705. Participants have paid fees for distribution processing \$1,020. These are related party and party-in-interest transactions for which a statutory exemption exists. The Company also paid certain administrative expenses of the Plan; including recordkeeping and auditing fees.

NOTE 10 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 10, 2025, the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

COHEN VENTURES, INC. DBA ENERGY SOLUTIONS
EMPLOYEE STOCK OWNERSHIP PLAN
PLAN YEAR BEGINNING JANUARY 1, 2024 AND ENDING DECEMBER 31, 2024

EIN # 94-3374199
PLAN # 003

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b)	(c.)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value

Common Stock

*	Cohen Ventures, Inc. dba Energy Solutions	30,000 shares of common stock	\$ 13,015,184	\$ 60,534,900
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Money Market Fund

	UBS Liquid Assets Government Fund	Money market fund	966,593	966,593
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Fixed Income Securities - US Treasury Notes

	US Treasury Note	Rate 5.00%, Matures 10/31/2025	1,498,462	1,503,626
	US Treasury Note	Rate 4.625%, Matures 10/15/2026	1,495,075	1,504,060
	US Treasury Note	Rate 4.125%, Matures 10/31/2027	1,500,743	1,508,849
	US Treasury Note	Rate 4.875%, Matures 10/31/2028	1,499,233	1,496,240
	US Treasury Note	Rate 4.00%, Matures 10/31/2029	1,498,518	1,494,236
	US Treasury Note	Rate 4.875%, Matures 10/31/2030	645,562	638,719

Fixed Income Securities - Corporate Notes

	Westpac Banking Corp	Corporate Notes. Rate 2.35%, Matures 2/19/2025	32,893	33,894
	Abbott Laboratories	Corporate Notes. Rate 2.950%, Matures 3/15/2025	11,928	11,959
	Santander Holdings USA, Inc.	Corporate Notes. Rate 4.5%, Matures 7/17/2025	32,393	29,909
	Southern California Edison Co	Corporate Notes. Rate 3.7%, Matures 8/1/2025	12,918	11,914
	Walt Disney Company	Corporate Notes. Rate 3.15%, Matures 9/17/2025	14,931	13,861
	Air Lease Corp	Corporate Notes. Rate 2.875%, Matures 1/15/2026	23,129	23,489
	Canadian Imperial Bank	Corporate Notes. Rate 5.26%, Matures 4/8/2029	27,609	28,222
	Toyota Motor Credit Corp	Corporate Notes. Rate 4.55%, Matures 8/9/2029	36,526	35,574
	Global Payments, Inc.	Corporate Notes. Rate 3.2%, Matures 8/15/2029	24,408	23,828
	Morgan Stanley	Corporate Notes. Rate 3.875%, Matures 1/27/2026	2,037	1,985
	ABBVIE Inc.	Corporate Notes. Rate 3.2%, Matures 5/14/2026	15,507	13,751
	NVIDIA Corp	Corporate Notes. Rate 3.2%, Matures 9/16/2026	28,618	25,498
	General Motors	Corporate Notes. Rate 4.35%, Matures 1/17/2027	19,555	17,792
	Morgan Stanley	Corporate Notes. Rate 3.625%, Matures 1/20/2027	17,427	15,711
	Pacific Gas and Electric	Corporate Notes. Rate 2.1%, Matures 8/1/2027	19,435	18,653

COHEN VENTURES, INC. DBA ENERGY SOLUTIONS
EMPLOYEE STOCK OWNERSHIP PLAN
PLAN YEAR BEGINNING JANUARY 1, 2024 AND ENDING DECEMBER 31, 2024

EIN # 94-3374199
PLAN # 003

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b)	(c.)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	Bank of America	Corporate Notes. Rate 3.248%, Matures 10/21/2027	17,096	15,419
	Wells Fargo & Co	Corporate Notes. Rate 3.0%, Matures 10/23/2026	15,308	13,574
	Southern California Edison Co	Corporate Notes. Rate 3.625% Matures 1/20/2027	19,970	20,005
	Paypal Holdings, Inc	Corporate Notes. Rate 3.9%. Matures 6/1/2027	27,172	27,598
	Southern California Edison Co	Corporate Notes. Rate 5.85% Matures 11/01/2027	8,433	8,226
	Discovery Comm Inc	Corporate Notes. Rate 3.95% Matures 3/20/2028	18,694	18,938
	Broadcom Inc	Corporate Notes. Rate 4.11%, Matures 9/15/2028	3,810	3,909
	Pfizer Invt Ent NTS	Corporate Notes. Rate 4.45%, Matures 5/19/2028	15,808	15,858
	John Deere Capital Corp	Corporate Notes. Rate 4.95%, Matures 7/14/2028	3,977	4,039
	Centene Corp NTS	Corporate Notes. Rate 2.45%, Matures 7/15/2028	22,718	23,438
	Howmet Aerospace, Inc.	Corporate Notes. Rate 3.0%, Matures 1/15/2029	18,044	18,561
	John Deere Capital Corp	Corporate Notes. Rate 4.50%, Matures 1/16/2029	1,993	1,983
	Wells Fargo & Co	Corporate Notes. Rate 4.15%, Matures 1/24/2029	3,766	3,875
	Natural Rural Utilities Corp	Corporate Notes. Rate 4.85%, Matures 2/7/2029	21,792	22,010
		TOTAL	\$ 22,637,265	\$ 70,150,697

*Denotes Party-In-Interest

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

Name of Plan:

▶ Cohen Ventures, Inc. DBA Energy Solutions Employee Stock Ownership Plan

Employer Identification Number: ▶ 94-3374199

For plan year (beginning/ending): ▶ 1/1/24-12/31/24

Plan number: ▶

003

(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
	See Audit Report			