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

2024

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)
- [X] 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:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
H-E-B PARTNER STOCK PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan
01/01/2015

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)
H.E.BUTT GROCERY COMPANY

646 SOUTH FLORES STREET
SAN ANTONIO, TX 78204

2b Employer Identification Number (EIN)
74-0537175

2c Plan Sponsor's telephone number
210-938-8000

2d Business code (see instructions)
445110

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	MICHAEL WALLIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☐ Same as Plan Sponsor H-E-B PARTNER STOCK PLAN ADMINISTRATION COMMITTEE 646 SOUTH FLORES STREET SAN ANTONIO, TX 78204	**3b** Administrator's EIN 74-0537175 **3c** Administrator's telephone number 210-938-8000
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**	118277
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	**6a(1)**	103962
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	108877
b	Retired or separated participants receiving benefits	**6b**	24
c	Other retired or separated participants entitled to future benefits	**6c**	17908
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	126809
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	155
f	Total. Add lines **6d** and **6e**.	**6f**	126964
g(1)	Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	**6g(1)**	93021
g(2)	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g(2)**	102278
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	299
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 2F 2H 2T 3H 3I

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) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ 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
- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached ______
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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 C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2024** **This Form is Open to Public Inspection.**

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

A Name of plan H-E-B PARTNER STOCK PLAN	**B** Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 H.E.BUTT GROCERY COMPANY	**D** Employer Identification Number (EIN) 74-0537175

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).. . . . . [X] 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

STATE STREET BANK & TRUST COMPANY

04-1867445

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

MASSACHUSETTS FINANCIAL SERVICES CO

04-2747644

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

THE NORTHERN TRUST COMPANY

36-1561860

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

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 01/01/2024 and ending 12/31/2024

A Name of plan
H-E-B PARTNER STOCK PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
H.E.BUTT GROCERY COMPANY

D Employer Identification Number (EIN)
74-0537175

Part I Asset and Liability Statement

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

Assets		**(a)** Beginning of Year	**(b)** End of Year
a Total noninterest-bearing cash	**1a**		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	**1b(1)**	125303287	129112651
(2) Participant contributions	**1b(2)**		
(3) Other	**1b(3)**	6533	24662
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	**1c(1)**	15242063	14886428
(2) U.S. Government securities	**1c(2)**		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	**1c(3)(A)**		
(B) All other	**1c(3)(B)**		
(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)**	75014222	93286403
(14) Value of funds held in insurance company general account (unallocated contracts)	**1c(14)**		
(15) Other	**1c(15)**		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**	1104696406	1325393597
	(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**	1320262511	1562703741
	Liabilities			
g	Benefit claims payable	**1g**	12809	18918
h	Operating payables	**1h**		
i	Acquisition indebtedness	**1i**		
j	Other liabilities	**1j**		
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	12809	18918
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	1320249702	1562684823

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)**	129112651	
(B) Participants	**2a(1)(B)**		
(C) Others (including rollovers)	**2a(1)(C)**		
(2) Noncash contributions	**2a(2)**		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		129112651
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	280373	
(B) U.S. Government securities	**2b(1)(B)**		
(C) Corporate debt instruments	**2b(1)(C)**		
(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)**		280373
(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**		
(B) Common stock	**2b(2)(B)**	13818178	
(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	3082635	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		16900813
(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)**		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**		
(B) Other	**2b(5)(B)**	147393901	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		147393901

		(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)		3346946
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		297034684

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	54599563	
(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)		54599563
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(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)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		54599563

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		242435121
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) [X] 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)** [X] 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: ERNST & YOUNG LLP **(2)** EIN: 34-6565596

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.)	**4a**		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.)	**4b**		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.)	**4c**		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.)	**4d**		X	
e Was this plan covered by a fidelity bond?	**4e**	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		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?	**4g**		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?	**4h**		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.)	**4i**	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.)	**4j**		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?	**4k**		X	
l Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**	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.	**4n**	X		

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

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2024

This Form is Open to Public Inspection.

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

A Name of plan
H-E-B PARTNER STOCK PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
H.E.BUTT GROCERY COMPANY

D Employer Identification Number (EIN)
74-0537175

Part I Distributions

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

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

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

EIN(s): 04-3581074 36-1561860

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

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

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?........ ☐ Yes ☐ No ☐ N/A

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month ______ Day ______ Year ______

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)........ **6a**

b Enter the amount contributed by the employer to the plan for this plan year........ **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)........ **6c**

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) ____________
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) ____________
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): ____________________________

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) ____________
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): ____________________________

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) ____________
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): ____________________________

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) ____________
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): ____________________________

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) ____________
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): ____________________________

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

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

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

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

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

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

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

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

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__________.

Financial Statements and Supplemental Schedule

H-E-B Partner Stock Plan
December 31, 2024 and 2023, and
Year Ended December 31, 2024
With Report of Independent Auditors

H-E-B Partner Stock Plan

Financial Statements and
Supplemental Schedule

December 31, 2024 and 2023, and Year Ended December 31, 2024

Contents

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Shape the future
with confidence

Report of Independent Auditors

The Plan Trustees and Administrator
H-E-B Partner Stock Plan

Opinion

We have audited the financial statements of H-E-B Partner Stock 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 benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets available for benefits for the year ended December 31, 2024, and the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2024 and 2023, and the changes in its net assets available for 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 (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 the Plan's ability to continue as a going concern for one year after the date that 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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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 of the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2024, (referred to as the "supplemental schedule"), are presented for purposes of additional analysis and are not a required part of the financial statements but are 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 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 its form and content, is 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 supplemental 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.

Ernst & Young LLP

October 10, 2025

H-E-B Partner Stock Plan

Statements of Net Assets Available for Benefits

	December 31	
	2024	**2023**
Assets		
Investments	$ 1,433,566,428	$ 1,194,952,691
Receivables:		
Employer contributions receivable	129,112,651	125,303,287
Interest and dividends receivable	24,662	6,533
Total receivables	129,137,313	125,309,820
Net assets available for benefits	$ 1,562,703,741	$ 1,320,262,511

See accompanying notes.

H-E-B Partner Stock Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2024

Additions	
Investment income:	
Net appreciation in fair value of investments	$ 150,740,847
Interest and dividend income	17,181,186
Net investment income	167,922,033
Contributions:	
Employer	129,112,651
Total additions	297,034,684
Deductions	
Benefit payments	(54,593,454)
Net increase	242,441,230
Net assets available for benefits at beginning of year	1,320,262,511
Net assets available for benefits at end of year	$ 1,562,703,741

See accompanying notes.

H-E-B Partner Stock Plan

Notes to Financial Statements

December 31, 2024

1. Description of the Plan

The following description of the H-E-B Partner Stock Plan (the Plan) provides general information about the Plan's provisions. H. E. Butt Grocery Company (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions.

The Plan was established effective January 1, 2015, and is a defined contribution plan covering employees of the Company and its affiliates, as defined in the plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the H-E-B Partner Stock Plan Administration Committee. Effective June 3, 2024, and November 1, 2024, the custodian and recordkeeper services changed from State Street Bank and Trust Co. and Conduent HR Services, LLC to The Northern Trust Company and Voya Financial, Inc, respectively.

Eligibility

Employees hired on or before December 31, 2023 who are at least 18 years of age are eligible to become participants in the Plan upon completing one of the following: first six months of service with at least 500 hours of service, or first 12 months of service with at least 1,000 hours of service, or a complete calendar year of service with at least 1,000 hours of service. Employees hired on or after January 1, 2024, who are at least 21 years of age are eligible to become participants in the Plan upon completing two 12-consecutive month periods of service, each with 1,000 hours of service.

Contributions

The Company may make a discretionary contribution as determined annually. The Company's discretionary contribution for 2024 approximated $129 million. These contributions were made in the Company's non-voting common stock and cash, and are reflected as employer contributions receivable on the statement of net assets available for benefits at December 31, 2024. To be eligible to receive a portion of the Company's discretionary contribution, a participant must be employed on the last day of the plan year and earn 1,000 hours of service within that plan year. These requirements are waived for participants in their year of retirement. The discretionary contribution is allocated pro rata to all participants based on eligible compensation. Contributions from participants are not allowed under the provisions of the Plan.

1. Description of the Plan (continued)

Benefit Payments

In the event of disability, retirement, or termination for any reason, a participant or, in the event of death, a beneficiary may elect to receive a distribution of the participant's vested account. Generally, all types of distributions are paid in the form of a lump sum; however, participants may elect annual installments for two to five years for distributions due to retirement. All distributions are paid in cash. In-service or hardship withdrawals are not permitted.

Administrative Expenses

As provided in the plan document, administrative expenses may be paid either by the Plan or by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, the participants would become 100% vested in their accounts.

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year, with an allocation of the sponsoring company's contributions for such plan year. Generally, those participants who are eligible employees of the Company as of the last day of the plan year will receive an allocation. Generally, allocations are based on eligible compensation. Plan earnings are allocated to each participant's account based on the ratio of the participant's account balance.

Vesting

Participants who were employed on or before December 31, 2023, vest 100% within two calendar years, each with 1,000 hours of service. New participants on or after January 1, 2024 (who were not employed on December 31, 2023), vest 100% upon entry into the Plan.

1. Description of the Plan (continued)

Forfeitures

Upon termination of employment, participants forfeit non-vested balances. If a participant is rehired within a five-year period, the forfeited amounts are reinstated. Forfeited balances are used to reduce future company contributions. The full 2023 balance of $4.2 million was applied to reduce company contributions in 2024. In addition, the 2024 forfeiture balance of $2.1 million will offset the January 2025 contribution.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP). Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan is primarily invested in the Company’s non-voting common stock, which is exposed to various risks, such as economic, market, interest rate, and credit risk, as well as valuation assumptions based on earnings, cash flows, and/or other such techniques. Due to the level of risk associated with the investment in common stock and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect the account balances of participants.

2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the amount 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 (the exit price). Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held, during the year.

3. Fair Value Measurements

Assets by Level

The fair value framework establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below.

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets or liabilities that are observable, either directly or indirectly, for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

3. Fair Value Measurements (continued)

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 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own beliefs about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level of input that is significant to the fair value measurement in its entirety.

The following tables set forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31:

	Assets at Fair Value as of 2024			
	Level 1	**Level 2**	**Level 3**	**Total**
Private non-voting common stocks	$ –	$ –	$ 1,325,393,597	$ 1,325,393,597
Mutual funds	93,286,403	–	–	93,286,403
Common/collective trust interest bearing	–	14,886,428	–	14,886,428
	$ 93,286,403	$ 14,886,428	$ 1,325,393,597	$ 1,433,566,428

	Assets at Fair Value as of 2023			
	Level 1	**Level 2**	**Level 3**	**Total**
Private non-voting common stocks	$ –	$ –	$ 1,104,696,406	$ 1,104,696,406
Mutual funds	75,014,222	–	–	75,014,222
Common/collective trust interest bearing	–	15,242,063	–	15,242,063
	$ 75,014,222	$ 15,242,063	$ 1,104,696,406	$ 1,194,952,691

The realized and unrealized appreciation on Level 3 investments is reflected in the net appreciation in fair value of investments included on the statement of changes in net assets available for benefits.

3. Fair Value Measurements (continued)

The following are descriptions of the valuation techniques and inputs used for each major class of asset measured at fair value by the Plan. The methods described below may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments at Quoted Market Price

Shares of mutual funds are valued at the net asset value of the shares held by the Plan at the Plan's year-end.

Investments in Common/Collective Trust Funds

Investments in common/collective trust funds are valued using observable inputs other than quoted prices from an active market.

Private Non-Voting Common Stock

Investments in private non-voting common stock that are not readily marketable are reported at fair value, as determined by an independent valuation firm. Plan management reviews and evaluates the estimated values and takes responsibility for the valuation methods and assumptions used in determining the reported value of the private non-voting common stock.

The private non-voting stock was valued using both income and market approaches. Both approaches require various judgmental assumptions about sales, operating margins, growth rates, capital investments, capital distributions, and discount rates. These assumptions are informed by the Company's budgets, business plans, economic projections, and market data. The discount rate used is the value-weighted average of the Company's estimated cost of equity and debt derived using both known and estimated customary market metrics.

In applying the market approach, valuation multiples are derived from historical and projected operating data of selected guideline companies and applied to the appropriate historical and/or projected operating data of the Company to arrive at an indication of fair value. The income approach involves discounting future estimated cash flows.

4. Non-Participant-Directed Investments

Information about the net assets and the significant components of changes in net assets related to the non-participant-directed investment is as follows:

	December 31	
	2024	**2023**
H-E-B PSP Stock Fund	$ 1,325,715,547	$ 1,106,066,585

	Year Ended December 31, 2024
H-E-B PSP Stock Fund	
Changes in net assets:	
Contributions	$ 125,303,287
Net appreciation in fair value of investments	147,393,901
Dividends	14,021,861
Transfers to participant-directed investments	(67,070,087)
	$ 219,648,962

5. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the IRS), dated October 20, 2016, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. To maintain its qualification, the Plan must operate in conformity with the Code. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan is qualified and the related trust is tax-exempt.

US GAAP requires plan 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. Plan management has analyzed the tax positions taken by the Plan and has concluded that there are no uncertain positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Related Party and Parties In Interest

The Plan invests in the Company's non-voting common stock, and certain plan investments are managed by State Street Corporation and The Northern Trust Company. These transactions are related-party and party-in-interest transactions that qualify as party-in-interest transactions and are covered by an exemption from the prohibited transaction provisions of ERISA and the Code. During 2024, the Plan received $13.8 million in common stock dividends from the Company. As described in Note 1, the Plan has a number of service providers. Such parties are parties in interest under ERISA.

7. Subsequent Events

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

8. Reconciliation to the Form 5500

The following is a reconciliation of net assets available for benefits for the financial statements to the Plan's Form 5500, Annual Return/Report of Employee Benefit Plan:

	December 31	
	2024	**2023**
Net assets available for benefits per the financial statements	$ 1,562,703,741	$ 1,320,262,511
Benefits payable to participants at end of year	(18,918)	(12,809)
Net assets available for benefits per the Form 5500	$ 1,562,684,823	$ 1,320,249,702

The following is a reconciliation of benefits paid to participants per the financial statements to the Plan's Form 5500:

	Year Ended December 31, 2024
Benefits paid to participants per the financial statements	$ 54,593,454
Plus benefits payable to participants at December 31, 2023	(12,809)
Plus benefits payable to participants at December 31, 2024	18,918
Benefits paid to participants per the Form 5500	$ 54,599,563

8. Reconciliation to the Form 5500 (continued)

The difference between benefits paid to participants per the financial statements and per the Plan's Form 5500 is due to amounts allocated to withdrawing participants. The Plan's Form 5500 benefits paid to participants include benefit claims that have been processed and approved for payment prior to year-end but not yet paid as of year-end. However, for financial statement purposes, these amounts are not included in benefits paid to participants until actual payment is made.

Supplemental Schedule

H-E-B Partner Stock Plan

EIN 74-0537175 Plan #002
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2024

Identity of Issue or Similar Party	Description of Investment	Cost	Current Value
Common/collective trust funds:			
*The Northern Trust Company	Short-Term Investment Fund	$ 14,886,428	$ 14,886,428
Mutual funds:			
MFS	Conservative Allocation Fund	**	91,847,960
MFS	Aggressive Growth Allocation Fund	**	845,504
MFS	Moderate Allocation Fund	**	515,865
*State Street	Institutional US Government Money Market Fund	**	77,074
Total mutual funds			93,286,403
Private non-voting common stock:			
*H.E. Butt Grocery Company	Private non-voting common stock	$ 709,922,723	1,325,393,597
			$ 1,433,566,428

* Denotes party in interest
** Denotes participant-directed investments where cost disclosure is not required

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Financial Statements and Supplemental Schedule

H-E-B Partner Stock Plan
December 31, 2024 and 2023, and
Year Ended December 31, 2024
With Report of Independent Auditors

H-E-B Partner Stock Plan

Financial Statements and
Supplemental Schedule

December 31, 2024 and 2023, and Year Ended December 31, 2024

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Report of Independent Auditors

The Plan Trustees and Administrator
H-E-B Partner Stock Plan

Opinion

We have audited the financial statements of H-E-B Partner Stock 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 benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets available for benefits for the year ended December 31, 2024, and the related notes (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2024 and 2023, and the changes in its net assets available for 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 (GAAS). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 the Plan's ability to continue as a going concern for one year after the date that 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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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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 of the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2024, (referred to as the "supplemental schedule"), are presented for purposes of additional analysis and are not a required part of the financial statements but are 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 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 its form and content, is 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 supplemental 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.

Ernst & Young LLP

October 10, 2025

H-E-B Partner Stock Plan

Statements of Net Assets Available for Benefits

	December 31 2024	December 31 2023
Assets		
Investments	$ 1,433,566,428	$ 1,194,952,691
Receivables:		
Employer contributions receivable	129,112,651	125,303,287
Interest and dividends receivable	24,662	6,533
Total receivables	129,137,313	125,309,820
Net assets available for benefits	$ 1,562,703,741	$ 1,320,262,511

See accompanying notes.

H-E-B Partner Stock Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2024

Additions	
Investment income:	
Net appreciation in fair value of investments	$ 150,740,847
Interest and dividend income	17,181,186
Net investment income	167,922,033
Contributions:	
Employer	129,112,651
Total additions	297,034,684
Deductions	
Benefit payments	(54,593,454)
Net increase	242,441,230
Net assets available for benefits at beginning of year	1,320,262,511
Net assets available for benefits at end of year	$ 1,562,703,741

See accompanying notes.

H-E-B Partner Stock Plan

Notes to Financial Statements

December 31, 2024

1. Description of the Plan

The following description of the H-E-B Partner Stock Plan (the Plan) provides general information about the Plan's provisions. H. E. Butt Grocery Company (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions.

The Plan was established effective January 1, 2015, and is a defined contribution plan covering employees of the Company and its affiliates, as defined in the plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the H-E-B Partner Stock Plan Administration Committee. Effective June 3, 2024, and November 1, 2024, the custodian and recordkeeper services changed from State Street Bank and Trust Co. and Conduent HR Services, LLC to The Northern Trust Company and Voya Financial, Inc, respectively.

Eligibility

Employees hired on or before December 31, 2023 who are at least 18 years of age are eligible to become participants in the Plan upon completing one of the following: first six months of service with at least 500 hours of service, or first 12 months of service with at least 1,000 hours of service, or a complete calendar year of service with at least 1,000 hours of service. Employees hired on or after January 1, 2024, who are at least 21 years of age are eligible to become participants in the Plan upon completing two 12-consecutive month periods of service, each with 1,000 hours of service.

Contributions

The Company may make a discretionary contribution as determined annually. The Company's discretionary contribution for 2024 approximated $129 million. These contributions were made in the Company's non-voting common stock and cash, and are reflected as employer contributions receivable on the statement of net assets available for benefits at December 31, 2024. To be eligible to receive a portion of the Company's discretionary contribution, a participant must be employed on the last day of the plan year and earn 1,000 hours of service within that plan year. These requirements are waived for participants in their year of retirement. The discretionary contribution is allocated pro rata to all participants based on eligible compensation. Contributions from participants are not allowed under the provisions of the Plan.

1. Description of the Plan (continued)

Benefit Payments

In the event of disability, retirement, or termination for any reason, a participant or, in the event of death, a beneficiary may elect to receive a distribution of the participant's vested account. Generally, all types of distributions are paid in the form of a lump sum; however, participants may elect annual installments for two to five years for distributions due to retirement. All distributions are paid in cash. In-service or hardship withdrawals are not permitted.

Administrative Expenses

As provided in the plan document, administrative expenses may be paid either by the Plan or by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, the participants would become 100% vested in their accounts.

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year, with an allocation of the sponsoring company's contributions for such plan year. Generally, those participants who are eligible employees of the Company as of the last day of the plan year will receive an allocation. Generally, allocations are based on eligible compensation. Plan earnings are allocated to each participant's account based on the ratio of the participant's account balance.

Vesting

Participants who were employed on or before December 31, 2023, vest 100% within two calendar years, each with 1,000 hours of service. New participants on or after January 1, 2024 (who were not employed on December 31, 2023), vest 100% upon entry into the Plan.

1. Description of the Plan (continued)

Forfeitures

Upon termination of employment, participants forfeit non-vested balances. If a participant is rehired within a five-year period, the forfeited amounts are reinstated. Forfeited balances are used to reduce future company contributions. The full 2023 balance of $4.2 million was applied to reduce company contributions in 2024. In addition, the 2024 forfeiture balance of $2.1 million will offset the January 2025 contribution.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP). Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan is primarily invested in the Company’s non-voting common stock, which is exposed to various risks, such as economic, market, interest rate, and credit risk, as well as valuation assumptions based on earnings, cash flows, and/or other such techniques. Due to the level of risk associated with the investment in common stock and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect the account balances of participants.

2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the amount 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 (the exit price). Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held, during the year.

3. Fair Value Measurements

Assets by Level

The fair value framework establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below.

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets or liabilities that are observable, either directly or indirectly, for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

3. Fair Value Measurements (continued)

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 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own beliefs about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level of input that is significant to the fair value measurement in its entirety.

The following tables set forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31:

	Assets at Fair Value as of 2024			
	Level 1	**Level 2**	**Level 3**	**Total**
Private non-voting common stocks	$ –	$ –	$ 1,325,393,597	$ 1,325,393,597
Mutual funds	93,286,403	–	–	93,286,403
Common/collective trust interest bearing	–	14,886,428	–	14,886,428
	$ 93,286,403	$ 14,886,428	$ 1,325,393,597	$ 1,433,566,428

	Assets at Fair Value as of 2023			
	Level 1	**Level 2**	**Level 3**	**Total**
Private non-voting common stocks	$ –	$ –	$ 1,104,696,406	$ 1,104,696,406
Mutual funds	75,014,222	–	–	75,014,222
Common/collective trust interest bearing	–	15,242,063	–	15,242,063
	$ 75,014,222	$ 15,242,063	$ 1,104,696,406	$ 1,194,952,691

The realized and unrealized appreciation on Level 3 investments is reflected in the net appreciation in fair value of investments included on the statement of changes in net assets available for benefits.

3. Fair Value Measurements (continued)

The following are descriptions of the valuation techniques and inputs used for each major class of asset measured at fair value by the Plan. The methods described below may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments at Quoted Market Price

Shares of mutual funds are valued at the net asset value of the shares held by the Plan at the Plan's year-end.

Investments in Common/Collective Trust Funds

Investments in common/collective trust funds are valued using observable inputs other than quoted prices from an active market.

Private Non-Voting Common Stock

Investments in private non-voting common stock that are not readily marketable are reported at fair value, as determined by an independent valuation firm. Plan management reviews and evaluates the estimated values and takes responsibility for the valuation methods and assumptions used in determining the reported value of the private non-voting common stock.

The private non-voting stock was valued using both income and market approaches. Both approaches require various judgmental assumptions about sales, operating margins, growth rates, capital investments, capital distributions, and discount rates. These assumptions are informed by the Company's budgets, business plans, economic projections, and market data. The discount rate used is the value-weighted average of the Company's estimated cost of equity and debt derived using both known and estimated customary market metrics.

In applying the market approach, valuation multiples are derived from historical and projected operating data of selected guideline companies and applied to the appropriate historical and/or projected operating data of the Company to arrive at an indication of fair value. The income approach involves discounting future estimated cash flows.

4. Non-Participant-Directed Investments

Information about the net assets and the significant components of changes in net assets related to the non-participant-directed investment is as follows:

	December 31 2024	December 31 2023
H-E-B PSP Stock Fund	$ 1,325,715,547	$ 1,106,066,585

	Year Ended December 31, 2024
H-E-B PSP Stock Fund	
Changes in net assets:	
Contributions	$ 125,303,287
Net appreciation in fair value of investments	147,393,901
Dividends	14,021,861
Transfers to participant-directed investments	(67,070,087)
	$ 219,648,962

5. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the IRS), dated October 20, 2016, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. To maintain its qualification, the Plan must operate in conformity with the Code. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan is qualified and the related trust is tax-exempt.

US GAAP requires plan 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. Plan management has analyzed the tax positions taken by the Plan and has concluded that there are no uncertain positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Related Party and Parties In Interest

The Plan invests in the Company's non-voting common stock, and certain plan investments are managed by State Street Corporation and The Northern Trust Company. These transactions are related-party and party-in-interest transactions that qualify as party-in-interest transactions and are covered by an exemption from the prohibited transaction provisions of ERISA and the Code. During 2024, the Plan received $13.8 million in common stock dividends from the Company. As described in Note 1, the Plan has a number of service providers. Such parties are parties in interest under ERISA.

7. Subsequent Events

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Benefits payable to participants at end of year	(18,918)	(12,809)
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The following is a reconciliation of benefits paid to participants per the financial statements to the Plan's Form 5500:

	Year Ended December 31, 2024
Benefits paid to participants per the financial statements	$ 54,593,454
Plus benefits payable to participants at December 31, 2023	(12,809)
Plus benefits payable to participants at December 31, 2024	18,918
Benefits paid to participants per the Form 5500	$ 54,599,563

8. Reconciliation to the Form 5500 (continued)

The difference between benefits paid to participants per the financial statements and per the Plan's Form 5500 is due to amounts allocated to withdrawing participants. The Plan's Form 5500 benefits paid to participants include benefit claims that have been processed and approved for payment prior to year-end but not yet paid as of year-end. However, for financial statement purposes, these amounts are not included in benefits paid to participants until actual payment is made.

Supplemental Schedule

H-E-B Partner Stock Plan

EIN 74-0537175 Plan #002
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2024

Identity of Issue or Similar Party	Description of Investment	Cost	Current Value
Common/collective trust funds:			
*The Northern Trust Company	Short-Term Investment Fund	$ 14,886,428	$ 14,886,428
Mutual funds:			
MFS	Conservative Allocation Fund	**	91,847,960
MFS	Aggressive Growth Allocation Fund	**	845,504
MFS	Moderate Allocation Fund	**	515,865
*State Street	Institutional US Government Money Market Fund	**	77,074
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Private non-voting common stock:			
*H.E. Butt Grocery Company	Private non-voting common stock	$ 709,922,723	1,325,393,597
			$ 1,433,566,428

* Denotes party in interest
** Denotes participant-directed investments where cost disclosure is not required

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Financial Statements and Supplemental Schedule

H-E-B Partner Stock Plan
December 31, 2024 and 2023, and
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With Report of Independent Auditors

H-E-B Partner Stock Plan

Financial Statements and Supplemental Schedule

December 31, 2024 and 2023, and Year Ended December 31, 2024

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Report of Independent Auditors

The Plan Trustees and Administrator
H-E-B Partner Stock Plan

Opinion

We have audited the financial statements of H-E-B Partner Stock 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 benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets available for benefits for the year ended December 31, 2024, and the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2024 and 2023, and the changes in its net assets available for 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 (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 the Plan's ability to continue as a going concern for one year after the date that 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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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 of the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2024, (referred to as the "supplemental schedule"), are presented for purposes of additional analysis and are not a required part of the financial statements but are 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 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 its form and content, is 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 supplemental 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.

Ernst + Young LLP

October 10, 2025

H-E-B Partner Stock Plan

Statements of Net Assets Available for Benefits

	December 31	
	2024	**2023**
Assets		
Investments	$ 1,433,566,428	$ 1,194,952,691
Receivables:		
Employer contributions receivable	129,112,651	125,303,287
Interest and dividends receivable	24,662	6,533
Total receivables	129,137,313	125,309,820
Net assets available for benefits	$ 1,562,703,741	$ 1,320,262,511

See accompanying notes.

H-E-B Partner Stock Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2024

Additions	
Investment income:	
Net appreciation in fair value of investments	$ 150,740,847
Interest and dividend income	17,181,186
Net investment income	167,922,033
Contributions:	
Employer	129,112,651
Total additions	297,034,684
Deductions	
Benefit payments	(54,593,454)
Net increase	242,441,230
Net assets available for benefits at beginning of year	1,320,262,511
Net assets available for benefits at end of year	$ 1,562,703,741

See accompanying notes.

H-E-B Partner Stock Plan

Notes to Financial Statements

December 31, 2024

1. Description of the Plan

The following description of the H-E-B Partner Stock Plan (the Plan) provides general information about the Plan's provisions. H. E. Butt Grocery Company (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions.

The Plan was established effective January 1, 2015, and is a defined contribution plan covering employees of the Company and its affiliates, as defined in the plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the H-E-B Partner Stock Plan Administration Committee. Effective June 3, 2024, and November 1, 2024, the custodian and recordkeeper services changed from State Street Bank and Trust Co. and Conduent HR Services, LLC to The Northern Trust Company and Voya Financial, Inc, respectively.

Eligibility

Employees hired on or before December 31, 2023 who are at least 18 years of age are eligible to become participants in the Plan upon completing one of the following: first six months of service with at least 500 hours of service, or first 12 months of service with at least 1,000 hours of service, or a complete calendar year of service with at least 1,000 hours of service. Employees hired on or after January 1, 2024, who are at least 21 years of age are eligible to become participants in the Plan upon completing two 12-consecutive month periods of service, each with 1,000 hours of service.

Contributions

The Company may make a discretionary contribution as determined annually. The Company's discretionary contribution for 2024 approximated $129 million. These contributions were made in the Company's non-voting common stock and cash, and are reflected as employer contributions receivable on the statement of net assets available for benefits at December 31, 2024. To be eligible to receive a portion of the Company's discretionary contribution, a participant must be employed on the last day of the plan year and earn 1,000 hours of service within that plan year. These requirements are waived for participants in their year of retirement. The discretionary contribution is allocated pro rata to all participants based on eligible compensation. Contributions from participants are not allowed under the provisions of the Plan.

1. Description of the Plan (continued)

Benefit Payments

In the event of disability, retirement, or termination for any reason, a participant or, in the event of death, a beneficiary may elect to receive a distribution of the participant's vested account. Generally, all types of distributions are paid in the form of a lump sum; however, participants may elect annual installments for two to five years for distributions due to retirement. All distributions are paid in cash. In-service or hardship withdrawals are not permitted.

Administrative Expenses

As provided in the plan document, administrative expenses may be paid either by the Plan or by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, the participants would become 100% vested in their accounts.

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year, with an allocation of the sponsoring company's contributions for such plan year. Generally, those participants who are eligible employees of the Company as of the last day of the plan year will receive an allocation. Generally, allocations are based on eligible compensation. Plan earnings are allocated to each participant's account based on the ratio of the participant's account balance.

Vesting

Participants who were employed on or before December 31, 2023, vest 100% within two calendar years, each with 1,000 hours of service. New participants on or after January 1, 2024 (who were not employed on December 31, 2023), vest 100% upon entry into the Plan.

1. Description of the Plan (continued)

Forfeitures

Upon termination of employment, participants forfeit non-vested balances. If a participant is rehired within a five-year period, the forfeited amounts are reinstated. Forfeited balances are used to reduce future company contributions. The full 2023 balance of $4.2 million was applied to reduce company contributions in 2024. In addition, the 2024 forfeiture balance of $2.1 million will offset the January 2025 contribution.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP). Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan is primarily invested in the Company's non-voting common stock, which is exposed to various risks, such as economic, market, interest rate, and credit risk, as well as valuation assumptions based on earnings, cash flows, and/or other such techniques. Due to the level of risk associated with the investment in common stock and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect the account balances of participants.

2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the amount 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 (the exit price). Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held, during the year.

3. Fair Value Measurements

Assets by Level

The fair value framework establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below.

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets or liabilities that are observable, either directly or indirectly, for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

3. Fair Value Measurements (continued)

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 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own beliefs about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level of input that is significant to the fair value measurement in its entirety.

The following tables set forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31:

	Assets at Fair Value as of 2024			
	Level 1	**Level 2**	**Level 3**	**Total**
Private non-voting common stocks	$ –	$ –	$ 1,325,393,597	$ 1,325,393,597
Mutual funds	93,286,403	–	–	93,286,403
Common/collective trust interest bearing	–	14,886,428	–	14,886,428
	$ 93,286,403	$ 14,886,428	$ 1,325,393,597	$ 1,433,566,428

	Assets at Fair Value as of 2023			
	Level 1	**Level 2**	**Level 3**	**Total**
Private non-voting common stocks	$ –	$ –	$ 1,104,696,406	$ 1,104,696,406
Mutual funds	75,014,222	–	–	75,014,222
Common/collective trust interest bearing	–	15,242,063	–	15,242,063
	$ 75,014,222	$ 15,242,063	$ 1,104,696,406	$ 1,194,952,691

The realized and unrealized appreciation on Level 3 investments is reflected in the net appreciation in fair value of investments included on the statement of changes in net assets available for benefits.

3. Fair Value Measurements (continued)

The following are descriptions of the valuation techniques and inputs used for each major class of asset measured at fair value by the Plan. The methods described below may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments at Quoted Market Price

Shares of mutual funds are valued at the net asset value of the shares held by the Plan at the Plan's year-end.

Investments in Common/Collective Trust Funds

Investments in common/collective trust funds are valued using observable inputs other than quoted prices from an active market.

Private Non-Voting Common Stock

Investments in private non-voting common stock that are not readily marketable are reported at fair value, as determined by an independent valuation firm. Plan management reviews and evaluates the estimated values and takes responsibility for the valuation methods and assumptions used in determining the reported value of the private non-voting common stock.

The private non-voting stock was valued using both income and market approaches. Both approaches require various judgmental assumptions about sales, operating margins, growth rates, capital investments, capital distributions, and discount rates. These assumptions are informed by the Company's budgets, business plans, economic projections, and market data. The discount rate used is the value-weighted average of the Company's estimated cost of equity and debt derived using both known and estimated customary market metrics.

In applying the market approach, valuation multiples are derived from historical and projected operating data of selected guideline companies and applied to the appropriate historical and/or projected operating data of the Company to arrive at an indication of fair value. The income approach involves discounting future estimated cash flows.

4. Non-Participant-Directed Investments

Information about the net assets and the significant components of changes in net assets related to the non-participant-directed investment is as follows:

	December 31	
	2024	**2023**
H-E-B PSP Stock Fund	$ 1,325,715,547	$ 1,106,066,585

	Year Ended December 31, 2024
H-E-B PSP Stock Fund	
Changes in net assets:	
Contributions	$ 125,303,287
Net appreciation in fair value of investments	147,393,901
Dividends	14,021,861
Transfers to participant-directed investments	(67,070,087)
	$ 219,648,962

5. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the IRS), dated October 20, 2016, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. To maintain its qualification, the Plan must operate in conformity with the Code. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan is qualified and the related trust is tax-exempt.

US GAAP requires plan 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. Plan management has analyzed the tax positions taken by the Plan and has concluded that there are no uncertain positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Related Party and Parties In Interest

The Plan invests in the Company's non-voting common stock, and certain plan investments are managed by State Street Corporation and The Northern Trust Company. These transactions are related-party and party-in-interest transactions that qualify as party-in-interest transactions and are covered by an exemption from the prohibited transaction provisions of ERISA and the Code. During 2024, the Plan received $13.8 million in common stock dividends from the Company. As described in Note 1, the Plan has a number of service providers. Such parties are parties in interest under ERISA.

7. Subsequent Events

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

8. Reconciliation to the Form 5500

The following is a reconciliation of net assets available for benefits for the financial statements to the Plan's Form 5500, Annual Return/Report of Employee Benefit Plan:

	December 31	
	2024	**2023**
Net assets available for benefits per the financial statements	$ 1,562,703,741	$ 1,320,262,511
Benefits payable to participants at end of year	(18,918)	(12,809)
Net assets available for benefits per the Form 5500	$ 1,562,684,823	$ 1,320,249,702

The following is a reconciliation of benefits paid to participants per the financial statements to the Plan's Form 5500:

	Year Ended December 31, 2024
Benefits paid to participants per the financial statements	$ 54,593,454
Plus benefits payable to participants at December 31, 2023	(12,809)
Plus benefits payable to participants at December 31, 2024	18,918
Benefits paid to participants per the Form 5500	$ 54,599,563

8. Reconciliation to the Form 5500 (continued)

The difference between benefits paid to participants per the financial statements and per the Plan's Form 5500 is due to amounts allocated to withdrawing participants. The Plan's Form 5500 benefits paid to participants include benefit claims that have been processed and approved for payment prior to year-end but not yet paid as of year-end. However, for financial statement purposes, these amounts are not included in benefits paid to participants until actual payment is made.

Supplemental Schedule

H-E-B Partner Stock Plan

EIN 74-0537175 Plan #002
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2024

Identity of Issue or Similar Party	**Description of Investment**	**Cost**	**Current Value**
Common/collective trust funds:			
*The Northern Trust Company	Short-Term Investment Fund	$ 14,886,428	$ 14,886,428
Mutual funds:			
MFS	Conservative Allocation Fund	**	91,847,960
MFS	Aggressive Growth Allocation Fund	**	845,504
MFS	Moderate Allocation Fund	**	515,865
*State Street	Institutional US Government Money Market Fund	**	77,074
Total mutual funds			93,286,403
Private non-voting common stock:			
*H.E. Butt Grocery Company	Private non-voting common stock	$ 709,922,723	1,325,393,597
			$ 1,433,566,428

* Denotes party in interest
** Denotes participant-directed investments where cost disclosure is not required

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