

<p style="text-align: center;">Form 5500</p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p style="font-size: x-small;">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).</p> <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: large; text-align: center;">2024</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection</p>
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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.)

a single-employer plan a DFE (specify) _____

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

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

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

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

special extension (enter description)

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

Part II Basic Plan Information—enter all requested information

<p>1a Name of plan <u>FLOCK GROUP 401(K) PLAN</u></p>	<p>1b Three-digit plan number (PN) ▶ <u>001</u></p>
<p>2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FLOCK GROUP INC</u></p> <p><u>1170 HOWELL MILL RD NW</u> <u>SUITE 106</u> <u>ATLANTA, GA 30318</u></p>	<p>1c Effective date of plan <u>01/01/2020</u></p> <p>2b Employer Identification Number (EIN) <u>82-0594875</u></p> <p>2c Plan Sponsor's telephone number <u>678-341-2056</u></p> <p>2d Business code (see instructions) <u>561600</u></p>

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.	10/15/2025	QIAN LIU
	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

<p>3a Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor</p> <p>GUIDELINE RK, LLC</p> <p>1412 CHAPIN AVENUE BURLINGAME, CA 94010</p>	<p>3b Administrator's EIN 30-1418950</p> <p>3c Administrator's telephone number 888-228-3491</p>
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<p>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:</p> <p>a Sponsor's name</p> <p>c Plan Name</p>	<p>4b EIN</p> <p>4d PN</p>
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5 Total number of participants at the beginning of the plan year	5	878
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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)	824
a(2) Total number of active participants at the end of the plan year	6a(2)	1082
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits	6c	75
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d	1157
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e	0
f Total. Add lines 6d and 6e	6f	1157
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)	799
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)	1050
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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 2G 2J 2K 2S 2T 3D

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

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

a Pension Schedules

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

b General Schedules

- (1) **H** (Financial Information)
- (2) **I** (Financial Information – Small Plan)
- (3) **A** (Insurance Information) – Number Attached _____
- (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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan FLOCK GROUP 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 FLOCK GROUP INC	D Employer Identification Number (EIN) 82-0594875	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

VANGUARD **100 VANGUARD BLVD**
MALVERN, PA 19355

23-1945930

(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)

GUIDELINE, INC.

47-4474775

(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?
14 15 16 26 27 31 37 38 50 64 65 72	RECORDKEEPER	15909	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

BENEFIT TRUST COMPANY

43-1971558

(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?
18 19	CUSTODIAN	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	18260	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BENEFIT TRUST COMPANY	18 19	18260
(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.	
GUIDELINE, INC. 47-4474775	BASED UPON TOTAL AMOUNT INVOICED BY BENEFIT TRUST COMPANY TO GUIDELINE (INCLUDING ASSET AND TRANSACTION BASED FEES) AND THE APPROXIMATE SHARE OF GUIDELINE'S TOTAL ASSETS UNDER MANAGEMENT REPRESENTED BY THE PLAN (0.155%)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan FLOCK GROUP 401(K) PLAN	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 FLOCK GROUP INC	D Employer Identification Number (EIN) 82-0594875

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

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a	193869	50835
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(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)	72547	58322
(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)	15329062	25079441
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(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	15595478	25188598
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	15595478	25188598

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)	0	
(B) Participants.....	2a(1)(B)	6949198	
(C) Others (including rollovers).....	2a(1)(C)	2562679	
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		9511877
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(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)	4540	
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4540
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	517013	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		517013
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2081695
c Other income	2c		8516
d Total income. Add all income amounts in column (b) and enter total	2d		12123641

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2508427	
(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)		2508427
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)	1628	
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)	20466	
(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)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		22094
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2530521

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		9593120
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **BENNETT THRASHER, LLP**

(2) EIN: **58-1673613**

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.)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	542531
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.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	0
e Was this plan covered by a fidelity bond?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	917471694
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	0
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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
l Has the plan failed to provide any benefit when due under the plan?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	0
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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.	<input type="checkbox"/>	<input type="checkbox"/>	

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

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

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

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

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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 FLOCK GROUP 401(K) PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 FLOCK GROUP INC	D Employer Identification Number (EIN) 82-0594875	

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** **0**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 04-3581074

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	
6 b Enter the amount contributed by the employer to the plan for this plan year	6b	
6 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: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment).....	14a	
b The plan year immediately preceding the current plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14b	
c The second preceding plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14c	

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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

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

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 09 / 26 / 2024 (MM/DD/YYYY) and the Opinion Letter serial number Q704210A.

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1. The information contained in this e-mail is confidential and intended only for the use of the management of Flock Group 401(k) Plan (the Plan) and should not be altered. This email was created October 6, 2025 and Bennett Thrasher LLP will maintain a duplicate copy pursuant to our data retention policies. Additional copies may be requested by reference to its unique identification number 67753.
2. With regard to the electronic dissemination of audited financial statements, including financial statements published electronically on your (or any other) Internet website, you understand that electronic sites are a means to distribute information and, therefore, we are not required to read the information contained in those sites or to consider the consistency of other information in the electronic site with the original document.
3. If you intend to publish the information in this e-mail on the Internet, the information should be published in its entirety and we recommend that "distinct boundaries" should be established around the information so that users are warned whenever they enter or leave pages containing information copied from this e-mail using the following language:

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Fax: 770-390-0394

Flock Group 401(k) Plan

Financial Statements

December 31, 2024 and 2023



Flock Group 401(k) Plan

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Supplemental Information:*

Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions
for the Year Ended December 31, 2024 15

Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2024 16

* Other schedules required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because there is no information to report.



Independent Auditor's Report

To the Participants and Administrator of
Flock Group 401(k) Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for 2024 Financial Statements

We have performed an audit of financial statements of Flock Group 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets available for benefits for the year ended December 31, 2024, and related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of December 31, 2024 and 2023 and for the year ended December 31, 2024, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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



Basis for Opinion

We conducted our audit 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 audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern over the twelve months from the report date.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.



In performing an audit in accordance with GAAS, we:

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

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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 Schedules Required by ERISA

The supplemental schedules of the Plan, as listed in the accompanying index, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion,

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

Bennett Thrasher LLP

Atlanta, Georgia
October 1, 2025

Flock Group 401(k) Plan

Statements of Net Assets Available for Benefits December 31, 2024 and 2023

	2024	2023
Assets:		
Investments, at fair value	\$ 25,079,441	\$ 15,329,063
Cash and cash equivalents	<u>50,835</u>	<u>193,868</u>
Total assets	<u>25,130,276</u>	<u>15,522,931</u>
Receivables:		
Participant contributions receivable	222,702	158,639
Notes receivable from plan participants	<u>58,322</u>	<u>72,547</u>
Total receivables	<u>281,024</u>	<u>231,186</u>
Net assets available for benefits	<u>\$ 25,411,300</u>	<u>\$ 15,754,117</u>

See accompanying notes to financial statements.

Flock Group 401(k) Plan

Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2024

Additions to net assets attributed to:

Contributions:

Participants	\$ 7,013,261
Rollover	<u>2,562,679</u>
Total contributions	9,575,940

Investment income:

Net appreciation in fair value of mutual funds	2,081,695
Interest and dividends	525,529
Interest from participant notes receivable	<u>4,540</u>
Total additions	<u>12,187,704</u>

Deductions from net assets attributed to:

Benefits paid to participants	2,508,427
Administrative expenses	<u>22,094</u>
Total deductions	<u>2,530,521</u>

Net increase in net assets available for benefits	9,657,183
Net assets available for benefits, beginning of year	<u>15,754,117</u>
Net assets available for benefits, end of year	<u>\$ 25,411,300</u>

See accompanying notes to financial statements.

Flock Group 401(k) Plan

Notes to Financial Statements December 31, 2024 and 2023

Note 1: Description of Plan

The following description of Flock Group 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan, effective January 1, 2020, and formally amended October 7, 2022, is a defined profit-sharing plan covering substantially all employees of Flock Group, Inc (the Company or the Plan Sponsor), except leased employees, union employees governed by the terms of a collective bargaining agreement, nonresident aliens, and independent contractors or any person, other than a self-employed individual, who is not treated as an employee for purposes of withholding federal employment taxes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility of Participation

Employees become eligible to participate in the Plan on the first payroll period after or coincident upon reaching the age of 21. In addition, the Plan Sponsor elected an automatic contribution arrangement in which each employee is automatically enrolled with a participant deferral contribution of 1%, unless otherwise directed by the employee following 30 days of service.

Contributions

Participants may make pre-tax and Roth 401(k) contributions to the Plan through payroll deductions up to 100% of their Plan compensation, as defined by the Plan Document, subject to the statutory limit set by the Internal Revenue Code (IRC). The limit for 2024 was \$23,000. Participants who have attained at least age 50 are eligible to defer additional amounts (catch-up contributions). The maximum catch-up contribution was \$7,500 for 2024. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions).

The Plan Sponsor may match, subject to limitations under the IRC, a portion of each participant's contributions. The participant is eligible to participate in the matching contributions portion of the Plan after they have attained the age of 21. The amount of the matching contribution, if any, is determined by the Plan Sponsor each pay period. During 2024, the Plan Sponsor elected not to match participant contributions.

In addition to any matching contributions, the Plan Sponsor may deposit discretionary profit sharing and qualified non-elective contributions to all eligible participants and qualifying discretionary matching contributions to non-highly compensated employees. The participant is eligible to participate in the profit sharing and qualified non-elective contributions after they have attained the age of 21, which are subject to limitations under the IRC and allocated to employees based on each participant's compensation in proportion to the compensation of all participants. Participants not actively employed at the end of the plan year due to death, total or permanent disability, or early or normal retirement will also qualify for matching contributions. There were no additional discretionary contributions made in 2024.

Administration

The Plan Sponsor serves as the Plan Administrator. The Plan Administrator has the responsibility to administer the Plan for the exclusive benefit of the participants and their beneficiaries. These duties include, but are not limited to, establishing procedures, maintaining records, interpreting provisions of the Plan and making determinations regarding questions which may affect eligibility for benefits. The Plan Administrator has engaged Guideline Investments, LLC (Guideline) to assist in the administration of the Plan (Note 6). An officer of the Plan Sponsor serves as trustee of the Plan.

Benefit Trust Company (Custodian) is the designated custodian of the Plan. The Custodian receives all contributions made under the Plan, holds plan assets, pays benefits as directed by the plan administrator and assists in the administration of the Plan. The Custodian serves as the intermediary for all asset purchases and redemptions (Note 6).

Participant Accounts

Each participant's account is credited with pretax, Roth and rollover contributions made by the participant and the participant's portion of Plan Sponsor discretionary matching contributions, discretionary profit-sharing contributions and actual Plan earnings thereon. The participant's account is also charged with withdrawals, applicable allocations of investment gains/losses and administrative expenses. Allocations are based on the participant's Plan compensation, account balances or specific participant transactions, as defined by the Plan Document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

Vesting

Participants are immediately 100% vested in their contributions, rollover balances, matching and profit-sharing contributions and investment performance thereon.

Investment Options

Participants are required to make participant-directed allocations of their accounts in increments totaling 100%, among various investment options offered by the Custodian and selected by the Plan Administrator. Participants may change their investment options daily.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance. Participants are limited to one outstanding loans at a time, secured by the participant's vested account balance and payable over a period not to exceed 5 years, unless for the purchase of the participant's primary residence. The interest rate on notes receivable from participants is established by the Plan Administrator in a nondiscriminatory manner. Interest rates for all loans are 8.75% to 9.50% at December 31, 2024. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

In general, a participant may withdraw from \$1,000 to a maximum of 100% of their contributions in the event of a participant's heavy and immediate financial hardship, as defined in the Plan Document. Hardship distributions may not exceed the amount of the participant's financial hardship and may not be repaid by the participant. Participants may also receive an in-service distribution of their vested account balance after attaining age 65.

Upon normal retirement (age 65), disability or death, a participant or beneficiary may receive the value of the account through a lump sum distribution or partial distributions, when applicable. Terminated employees that defer distribution of their benefits are required to pay all fees incurred by the Plan to administer the participant's deferral payment.

Distributions from the Plan will normally be subject to income taxes and in certain circumstances may also be subject to Internal Revenue Service (IRS) penalties, unless the distribution is transferred to another qualified plan or individual retirement account.

SECURE 2.0 Act

The Securing a Strong Retirement Act (SECURE 2.0 Act) was signed into law on December 29, 2022, and includes mandatory and optional provisions with varying effective dates in 2023 and later. The Plan did not adopt any amendments in 2024. Plan management is currently evaluating the impact of the SECURE 2.0 Act on the Plan for 2025 and beyond.

Note 2: Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents consist of deposits with financial institutions. At times, deposit balances may exceed the Federal Deposit Insurance Corporation issued limit.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (Note 4).

Purchases and sales of investments, including gains and losses, are recorded on a trade-date basis. Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in the fair value of investments represents the change in fair value during the year, including realized and unrealized gains and losses.

Risks and Uncertainties

The Plan’s invested assets are exposed to various risks, such as interest rate risk, market risk, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amounts reported in the accompanying statements of net assets available for benefits and statement of changes in net assets available for benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded when earned. Related fees are recorded as administrative expenses and are expensed when incurred. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payments of Benefits

Benefit payments are recorded when paid by the Plan.

Administrative Expenses

Administrative expenses of the Plan are liabilities of the Plan but may be paid by the Plan Sponsor. These expenses include, but are not limited to, legal, accounting and recordkeeping fees, and investment expenses. For administrative expenses not paid by the Plan Sponsor, a proportionate share of fees and expenses paid by the Plan is charged to each participant’s account.

Note 3: Information Certified by Custodian (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan’s independent auditors not to perform any auditing procedures with respect to the following information certified by the Custodian, except for comparing such information certified by the Custodian to information included in the Plan’s financial statements and supplemental information:

	2024	2023
Statements of net assets available for benefits:		
Investments:		
Investments, at fair value	\$ 25,079,441	\$ 15,329,063
Cash and cash equivalents	50,835	193,868
Statement of changes in net assets available for benefits:		
Investment income:		
Net appreciation in fair value of investments	\$ 2,081,695	
Interest and dividends	525,529	

Note 4: Fair Value Measurements

The accounting standard for fair value measurements provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in non-active markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

Mutual funds are valued at quoted market prices as provided by the Custodian.

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

The following table sets forth by level, within the fair value hierarchy, the Plan’s investments at fair value:

Assets at fair value as of December 31, 2024:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 25,079,441	\$ -	\$ -	\$ 25,079,441
Total assets at fair value	<u>\$ 25,079,441</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 25,079,441</u>

Assets at fair value as of December 31, 2023:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 15,329,063	\$ -	\$ -	\$ 15,329,063
Total assets at fair value	<u>\$ 15,329,063</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,329,063</u>

Note 5: Income Tax Status

The Plan Sponsor entered into a standard adoption agreement with Guideline Inc. for a Non-Standardized Pre-Approved Profit Sharing Plan with CODA (the Prototype Plan). The Prototype Plan received a favorable opinion letter from the IRS dated November 18, 2020 in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC.

The Plan has not received an individual determination letter. However, the Plan Administrator believes the Plan is designed and currently operating in compliance with the applicable requirements of the IRC and that the Plan was qualified and the related trust was tax exempt as of December 31, 2024.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) 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 as of December 31, 2024 there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6: Reconciliation to Form 5500

The financial information of the Plan, as reported on Form 5500, does not include all amounts necessary for reporting on the accrual basis of accounting. A reconciliation of the amounts appearing on the Form 5500 to the accompanying financial statements is as follows:

Net Assets Available for Benefits	2024	2023
Net assets, as reported on Form 5500	\$ 25,188,598	\$ 15,595,478
Adjustment to accrue contributions receivable	<u>222,702</u>	<u>158,639</u>
Net assets, as reported in the accompanying financial statements	<u>\$ 25,411,300</u>	<u>\$ 15,754,117</u>

Changes in Net Assets Available for Benefits

Increase in net assets, as reported on Form 5500	\$ 9,593,120
Adjustment to accrue contributions receivable	222,702
Adjustment to reverse prior year contributions receivable	<u>(158,639)</u>
Increase in net assets, as reported in the accompanying financial statements	<u>\$ 9,657,183</u>

Note 7: Party-in-Interest Transactions

The Custodian and Guideline perform services for, sell products to, and manage and maintain certain investments of the Plan for which fees are charged to the Plan. Transactions with these providers qualify as party-in-interest transactions. Fees paid by the Plan for these services amounted to \$22,094 for the year ended December 31, 2024, which are included as administrative expenses. In addition, notes receivable from participants also qualify as party-in-interest transactions.

Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

Note 8: Prohibited Transactions

During 2024, the Plan Sponsor deducted, via payroll withholding, an aggregate of \$542,531 from participants' gross wages that were not remitted in a timely manner to the plan in accordance with DOL regulations. Throughout 2024, the Plan Sponsor made restoration contributions to restore lost earnings for the 2024 late remittances.

Note 9: Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to terminate the Plan subjected to the provisions of ERISA. In event of partial or full termination of the Plan, affected participants will become 100% vested in their accounts.

Note 10: Subsequent Events

The Plan Sponsor has evaluated subsequent events between December 31, 2024, the date of the statements of net assets available for benefits, and the report date, which is the date these financial statements were available for issuance and has concluded that all subsequent events requiring recognition or disclosure have been incorporated into these financial statements.

* * * * *

Supplemental Information

Flock Group 401(k) Plan

Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions

For the Year Ended December 31, 2024

Plan #001 - Employer Identification #82-0594875

Plan Year	Participant Contributions Transferred Late to Plan	Loan Repayments Included in Late Contributions (Y/N)	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2024	\$ 542,531	Y	\$ -	\$ -	\$ -	\$ 542,531

See independent auditor's report and accompanying notes to financial statements.

Flock Group 401(k) Plan

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

December 31, 2024

Plan #001 - Employer Identification #82-0594875

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments (Number of Shares)	(d) Cost	(e) Current Value
Mutual Funds:				
	Vanguard Total Stock Market Index Fund Admiral Shares	78,299	#	\$ 11,036,479
	Vanguard Developed Markets Index Fund Admiral Shares	267,854	#	4,113,517
	Vanguard Total Bond Market Index Fund Admiral Shares	323,223	#	3,053,374
	Vanguard Emerging Markets Stock Index Fund Admiral Shares	57,479	#	2,113,221
	Vanguard Real Estate Index Fund Admiral Shares	8,274	#	1,044,433
	Vanguard Total International Bond Index Fund Admiral Shares	52,110	#	1,022,845
	Vanguard 500 Index Fund Admiral Shares	1,615	#	876,566
	Vanguard Growth Index Fund Admiral Shares	2,113	#	446,220
	Vanguard Extended Market Index Fund Admiral Shares	1,635	#	235,599
	Vanguard Total International Stock Index Fund Admiral Shares	7,053	#	223,492
	Vanguard Mid-Cap Index Fund Admiral Shares	460	#	150,262
	Vanguard Federal Money Market Fund	127,337	#	127,337
	Vanguard Value Index Fund Admiral Shares	1,794	#	118,470
	Vanguard Small-Cap Index Fund Admiral Shares	724	#	83,394
	Vanguard Small-Cap Value Index Fund Admiral Shares	847	#	72,119
	Vanguard Information Technology Index Fund Admiral Shares	193	#	61,357
	Vanguard Short-Term Inflation-Protected Securities Index Fund Admiral Shares	2,307	#	56,001
	Vanguard Short-Term Bond Index Fund Admiral Shares	3,199	#	32,304
	Vanguard Small-Cap Growth Index Fund Admiral Shares	313	#	30,830
	Vanguard Mid-Cap Value Index Fund Admiral Shares	286	#	23,965
	Vanguard Long-Term Bond Index Fund Admiral Shares	1,893	#	19,587
	Vanguard European Stock Index Fund Admiral Shares	209	#	16,652
	Vanguard Dividend Appreciation Index Fund Admiral Shares	302	#	16,023
	Vanguard Global ex-U.S. Real Estate Index Fund Admiral Shares	632	#	15,111
	Vanguard Intermediate-Term Bond Index Fund Admiral Shares	1,445	#	14,590
	Vanguard Mid-Cap Growth Index Fund Admiral Shares	115	#	12,581
	Vanguard Large-Cap Index Fund Admiral Shares	82	#	11,125
	Vanguard Energy Index Fund Admiral Shares	175	#	10,591
	Vanguard Health Care Index Fund Admiral Shares	83	#	10,580
	Vanguard Financials Index Fund Admiral Shares	150	#	8,853
	Vanguard International Dividend Appreciation Index Fund Admiral Shares	173	#	6,730
	Vanguard FTSE Social Index Fund Admiral Shares	106	#	5,974
	Vanguard Industrials Index Fund Admiral Shares	33	#	4,378
	Vanguard High Dividend Yield Index Fund Admiral Shares	51	#	1,960
	Vanguard FTSE All-World ex-US Small-Cap Index Fund Admiral Shares	65	#	1,838
	Vanguard Communication Services Index Fund Admiral Shares	20	#	1,083
	Total mutual funds			25,079,441
Cash and cash equivalents:				
	Cash			50,835
*	Notes receivable from participants	Interest rates range from 8.75% - 9.50%; maturity dates from February 2025 through July 2029	#	58,322
				<u>\$ 25,188,598</u>

* A party-in-interest as defined by ERISA.

Not required for participant-directed investments.

See independent auditor's report and accompanying notes to financial statements.

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Flock Group 401(k) Plan

Financial Statements

December 31, 2024 and 2023



Flock Group 401(k) Plan

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* Other schedules required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because there is no information to report.



Independent Auditor's Report

To the Participants and Administrator of
Flock Group 401(k) Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for 2024 Financial Statements

We have performed an audit of financial statements of Flock Group 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets available for benefits for the year ended December 31, 2024, and related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of December 31, 2024 and 2023 and for the year ended December 31, 2024, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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



Basis for Opinion

We conducted our audit 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 audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern over the twelve months from the report date.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.



In performing an audit in accordance with GAAS, we:

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

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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 Schedules Required by ERISA

The supplemental schedules of the Plan, as listed in the accompanying index, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion,

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

Bennett Thrasher LLP

Atlanta, Georgia
October 1, 2025

Flock Group 401(k) Plan

Statements of Net Assets Available for Benefits December 31, 2024 and 2023

	2024	2023
Assets:		
Investments, at fair value	\$ 25,079,441	\$ 15,329,063
Cash and cash equivalents	<u>50,835</u>	<u>193,868</u>
Total assets	<u>25,130,276</u>	<u>15,522,931</u>
Receivables:		
Participant contributions receivable	222,702	158,639
Notes receivable from plan participants	<u>58,322</u>	<u>72,547</u>
Total receivables	<u>281,024</u>	<u>231,186</u>
Net assets available for benefits	<u>\$ 25,411,300</u>	<u>\$ 15,754,117</u>

See accompanying notes to financial statements.

Flock Group 401(k) Plan

Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2024

Additions to net assets attributed to:

Contributions:

Participants	\$ 7,013,261
Rollover	<u>2,562,679</u>
Total contributions	9,575,940

Investment income:

Net appreciation in fair value of mutual funds	2,081,695
Interest and dividends	525,529
Interest from participant notes receivable	<u>4,540</u>
Total additions	<u>12,187,704</u>

Deductions from net assets attributed to:

Benefits paid to participants	2,508,427
Administrative expenses	<u>22,094</u>
Total deductions	<u>2,530,521</u>

Net increase in net assets available for benefits	9,657,183
Net assets available for benefits, beginning of year	<u>15,754,117</u>
Net assets available for benefits, end of year	<u>\$ 25,411,300</u>

See accompanying notes to financial statements.

Flock Group 401(k) Plan

Notes to Financial Statements December 31, 2024 and 2023

Note 1: Description of Plan

The following description of Flock Group 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan, effective January 1, 2020, and formally amended October 7, 2022, is a defined profit-sharing plan covering substantially all employees of Flock Group, Inc (the Company or the Plan Sponsor), except leased employees, union employees governed by the terms of a collective bargaining agreement, nonresident aliens, and independent contractors or any person, other than a self-employed individual, who is not treated as an employee for purposes of withholding federal employment taxes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility of Participation

Employees become eligible to participate in the Plan on the first payroll period after or coincident upon reaching the age of 21. In addition, the Plan Sponsor elected an automatic contribution arrangement in which each employee is automatically enrolled with a participant deferral contribution of 1%, unless otherwise directed by the employee following 30 days of service.

Contributions

Participants may make pre-tax and Roth 401(k) contributions to the Plan through payroll deductions up to 100% of their Plan compensation, as defined by the Plan Document, subject to the statutory limit set by the Internal Revenue Code (IRC). The limit for 2024 was \$23,000. Participants who have attained at least age 50 are eligible to defer additional amounts (catch-up contributions). The maximum catch-up contribution was \$7,500 for 2024. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions).

The Plan Sponsor may match, subject to limitations under the IRC, a portion of each participant's contributions. The participant is eligible to participate in the matching contributions portion of the Plan after they have attained the age of 21. The amount of the matching contribution, if any, is determined by the Plan Sponsor each pay period. During 2024, the Plan Sponsor elected not to match participant contributions.

In addition to any matching contributions, the Plan Sponsor may deposit discretionary profit sharing and qualified non-elective contributions to all eligible participants and qualifying discretionary matching contributions to non-highly compensated employees. The participant is eligible to participate in the profit sharing and qualified non-elective contributions after they have attained the age of 21, which are subject to limitations under the IRC and allocated to employees based on each participant's compensation in proportion to the compensation of all participants. Participants not actively employed at the end of the plan year due to death, total or permanent disability, or early or normal retirement will also qualify for matching contributions. There were no additional discretionary contributions made in 2024.

Administration

The Plan Sponsor serves as the Plan Administrator. The Plan Administrator has the responsibility to administer the Plan for the exclusive benefit of the participants and their beneficiaries. These duties include, but are not limited to, establishing procedures, maintaining records, interpreting provisions of the Plan and making determinations regarding questions which may affect eligibility for benefits. The Plan Administrator has engaged Guideline Investments, LLC (Guideline) to assist in the administration of the Plan (Note 6). An officer of the Plan Sponsor serves as trustee of the Plan.

Benefit Trust Company (Custodian) is the designated custodian of the Plan. The Custodian receives all contributions made under the Plan, holds plan assets, pays benefits as directed by the plan administrator and assists in the administration of the Plan. The Custodian serves as the intermediary for all asset purchases and redemptions (Note 6).

Participant Accounts

Each participant's account is credited with pretax, Roth and rollover contributions made by the participant and the participant's portion of Plan Sponsor discretionary matching contributions, discretionary profit-sharing contributions and actual Plan earnings thereon. The participant's account is also charged with withdrawals, applicable allocations of investment gains/losses and administrative expenses. Allocations are based on the participant's Plan compensation, account balances or specific participant transactions, as defined by the Plan Document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

Vesting

Participants are immediately 100% vested in their contributions, rollover balances, matching and profit-sharing contributions and investment performance thereon.

Investment Options

Participants are required to make participant-directed allocations of their accounts in increments totaling 100%, among various investment options offered by the Custodian and selected by the Plan Administrator. Participants may change their investment options daily.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance. Participants are limited to one outstanding loans at a time, secured by the participant's vested account balance and payable over a period not to exceed 5 years, unless for the purchase of the participant's primary residence. The interest rate on notes receivable from participants is established by the Plan Administrator in a nondiscriminatory manner. Interest rates for all loans are 8.75% to 9.50% at December 31, 2024. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

In general, a participant may withdraw from \$1,000 to a maximum of 100% of their contributions in the event of a participant's heavy and immediate financial hardship, as defined in the Plan Document. Hardship distributions may not exceed the amount of the participant's financial hardship and may not be repaid by the participant. Participants may also receive an in-service distribution of their vested account balance after attaining age 65.

Upon normal retirement (age 65), disability or death, a participant or beneficiary may receive the value of the account through a lump sum distribution or partial distributions, when applicable. Terminated employees that defer distribution of their benefits are required to pay all fees incurred by the Plan to administer the participant's deferral payment.

Distributions from the Plan will normally be subject to income taxes and in certain circumstances may also be subject to Internal Revenue Service (IRS) penalties, unless the distribution is transferred to another qualified plan or individual retirement account.

SECURE 2.0 Act

The Securing a Strong Retirement Act (SECURE 2.0 Act) was signed into law on December 29, 2022, and includes mandatory and optional provisions with varying effective dates in 2023 and later. The Plan did not adopt any amendments in 2024. Plan management is currently evaluating the impact of the SECURE 2.0 Act on the Plan for 2025 and beyond.

Note 2: Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents consist of deposits with financial institutions. At times, deposit balances may exceed the Federal Deposit Insurance Corporation issued limit.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (Note 4).

Purchases and sales of investments, including gains and losses, are recorded on a trade-date basis. Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in the fair value of investments represents the change in fair value during the year, including realized and unrealized gains and losses.

Risks and Uncertainties

The Plan’s invested assets are exposed to various risks, such as interest rate risk, market risk, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amounts reported in the accompanying statements of net assets available for benefits and statement of changes in net assets available for benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded when earned. Related fees are recorded as administrative expenses and are expensed when incurred. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payments of Benefits

Benefit payments are recorded when paid by the Plan.

Administrative Expenses

Administrative expenses of the Plan are liabilities of the Plan but may be paid by the Plan Sponsor. These expenses include, but are not limited to, legal, accounting and recordkeeping fees, and investment expenses. For administrative expenses not paid by the Plan Sponsor, a proportionate share of fees and expenses paid by the Plan is charged to each participant’s account.

Note 3: Information Certified by Custodian (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan’s independent auditors not to perform any auditing procedures with respect to the following information certified by the Custodian, except for comparing such information certified by the Custodian to information included in the Plan’s financial statements and supplemental information:

	2024	2023
Statements of net assets available for benefits:		
Investments:		
Investments, at fair value	\$ 25,079,441	\$ 15,329,063
Cash and cash equivalents	50,835	193,868
Statement of changes in net assets available for benefits:		
Investment income:		
Net appreciation in fair value of investments	\$ 2,081,695	
Interest and dividends	525,529	

Note 4: Fair Value Measurements

The accounting standard for fair value measurements provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in non-active markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

Mutual funds are valued at quoted market prices as provided by the Custodian.

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

The following table sets forth by level, within the fair value hierarchy, the Plan’s investments at fair value:

Assets at fair value as of December 31, 2024:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 25,079,441	\$ -	\$ -	\$ 25,079,441
Total assets at fair value	<u>\$ 25,079,441</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 25,079,441</u>

Assets at fair value as of December 31, 2023:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 15,329,063	\$ -	\$ -	\$ 15,329,063
Total assets at fair value	<u>\$ 15,329,063</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,329,063</u>

Note 5: Income Tax Status

The Plan Sponsor entered into a standard adoption agreement with Guideline Inc. for a Non-Standardized Pre-Approved Profit Sharing Plan with CODA (the Prototype Plan). The Prototype Plan received a favorable opinion letter from the IRS dated November 18, 2020 in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC.

The Plan has not received an individual determination letter. However, the Plan Administrator believes the Plan is designed and currently operating in compliance with the applicable requirements of the IRC and that the Plan was qualified and the related trust was tax exempt as of December 31, 2024.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) 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 as of December 31, 2024 there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6: Reconciliation to Form 5500

The financial information of the Plan, as reported on Form 5500, does not include all amounts necessary for reporting on the accrual basis of accounting. A reconciliation of the amounts appearing on the Form 5500 to the accompanying financial statements is as follows:

Net Assets Available for Benefits	2024	2023
Net assets, as reported on Form 5500	\$ 25,188,598	\$ 15,595,478
Adjustment to accrue contributions receivable	<u>222,702</u>	<u>158,639</u>
Net assets, as reported in the accompanying financial statements	<u>\$ 25,411,300</u>	<u>\$ 15,754,117</u>

Changes in Net Assets Available for Benefits

Increase in net assets, as reported on Form 5500	\$ 9,593,120
Adjustment to accrue contributions receivable	222,702
Adjustment to reverse prior year contributions receivable	<u>(158,639)</u>
Increase in net assets, as reported in the accompanying financial statements	<u>\$ 9,657,183</u>

Note 7: Party-in-Interest Transactions

The Custodian and Guideline perform services for, sell products to, and manage and maintain certain investments of the Plan for which fees are charged to the Plan. Transactions with these providers qualify as party-in-interest transactions. Fees paid by the Plan for these services amounted to \$22,094 for the year ended December 31, 2024, which are included as administrative expenses. In addition, notes receivable from participants also qualify as party-in-interest transactions.

Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

Note 8: Prohibited Transactions

During 2024, the Plan Sponsor deducted, via payroll withholding, an aggregate of \$542,531 from participants' gross wages that were not remitted in a timely manner to the plan in accordance with DOL regulations. Throughout 2024, the Plan Sponsor made restoration contributions to restore lost earnings for the 2024 late remittances.

Note 9: Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to terminate the Plan subjected to the provisions of ERISA. In event of partial or full termination of the Plan, affected participants will become 100% vested in their accounts.

Note 10: Subsequent Events

The Plan Sponsor has evaluated subsequent events between December 31, 2024, the date of the statements of net assets available for benefits, and the report date, which is the date these financial statements were available for issuance and has concluded that all subsequent events requiring recognition or disclosure have been incorporated into these financial statements.

* * * * *

Supplemental Information

Flock Group 401(k) Plan

Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions

For the Year Ended December 31, 2024

Plan #001 - Employer Identification #82-0594875

Plan Year	Participant Contributions Transferred Late to Plan	Loan Repayments Included in Late Contributions (Y/N)	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2024	\$ 542,531	Y	\$ -	\$ -	\$ -	\$ 542,531

See independent auditor's report and accompanying notes to financial statements.

Flock Group 401(k) Plan

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

December 31, 2024

Plan #001 - Employer Identification #82-0594875

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments (Number of Shares)	(d) Cost	(e) Current Value
Mutual Funds:				
	Vanguard Total Stock Market Index Fund Admiral Shares	78,299	#	\$ 11,036,479
	Vanguard Developed Markets Index Fund Admiral Shares	267,854	#	4,113,517
	Vanguard Total Bond Market Index Fund Admiral Shares	323,223	#	3,053,374
	Vanguard Emerging Markets Stock Index Fund Admiral Shares	57,479	#	2,113,221
	Vanguard Real Estate Index Fund Admiral Shares	8,274	#	1,044,433
	Vanguard Total International Bond Index Fund Admiral Shares	52,110	#	1,022,845
	Vanguard 500 Index Fund Admiral Shares	1,615	#	876,566
	Vanguard Growth Index Fund Admiral Shares	2,113	#	446,220
	Vanguard Extended Market Index Fund Admiral Shares	1,635	#	235,599
	Vanguard Total International Stock Index Fund Admiral Shares	7,053	#	223,492
	Vanguard Mid-Cap Index Fund Admiral Shares	460	#	150,262
	Vanguard Federal Money Market Fund	127,337	#	127,337
	Vanguard Value Index Fund Admiral Shares	1,794	#	118,470
	Vanguard Small-Cap Index Fund Admiral Shares	724	#	83,394
	Vanguard Small-Cap Value Index Fund Admiral Shares	847	#	72,119
	Vanguard Information Technology Index Fund Admiral Shares	193	#	61,357
	Vanguard Short-Term Inflation-Protected Securities Index Fund Admiral Shares	2,307	#	56,001
	Vanguard Short-Term Bond Index Fund Admiral Shares	3,199	#	32,304
	Vanguard Small-Cap Growth Index Fund Admiral Shares	313	#	30,830
	Vanguard Mid-Cap Value Index Fund Admiral Shares	286	#	23,965
	Vanguard Long-Term Bond Index Fund Admiral Shares	1,893	#	19,587
	Vanguard European Stock Index Fund Admiral Shares	209	#	16,652
	Vanguard Dividend Appreciation Index Fund Admiral Shares	302	#	16,023
	Vanguard Global ex-U.S. Real Estate Index Fund Admiral Shares	632	#	15,111
	Vanguard Intermediate-Term Bond Index Fund Admiral Shares	1,445	#	14,590
	Vanguard Mid-Cap Growth Index Fund Admiral Shares	115	#	12,581
	Vanguard Large-Cap Index Fund Admiral Shares	82	#	11,125
	Vanguard Energy Index Fund Admiral Shares	175	#	10,591
	Vanguard Health Care Index Fund Admiral Shares	83	#	10,580
	Vanguard Financials Index Fund Admiral Shares	150	#	8,853
	Vanguard International Dividend Appreciation Index Fund Admiral Shares	173	#	6,730
	Vanguard FTSE Social Index Fund Admiral Shares	106	#	5,974
	Vanguard Industrials Index Fund Admiral Shares	33	#	4,378
	Vanguard High Dividend Yield Index Fund Admiral Shares	51	#	1,960
	Vanguard FTSE All-World ex-US Small-Cap Index Fund Admiral Shares	65	#	1,838
	Vanguard Communication Services Index Fund Admiral Shares	20	#	1,083
	Total mutual funds			25,079,441
Cash and cash equivalents:				
	Cash			50,835
*	Notes receivable from participants	Interest rates range from 8.75% - 9.50%; maturity dates from February 2025 through July 2029	#	58,322
				<u>\$ 25,188,598</u>

* A party-in-interest as defined by ERISA.

Not required for participant-directed investments.

See independent auditor's report and accompanying notes to financial statements.