

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

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

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, a single-employer plan, a DFE, etc.
B This return/report is: the first return/report, the final return/report, an amended return/report, a short plan year return/report, etc.
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, etc.
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.

Part II Basic Plan Information—enter all requested information

1a Name of plan: S. ROTHSCHILD & CO., INC. EMPLOYEE STOCK OWNERSHIP PLAN
1b Three-digit plan number (PN): 005
1c Effective date of plan: 01/01/2007
2a Plan sponsor's name, mailing address, city, state, etc.
2b Employer Identification Number (EIN): 23-1539342
2c Plan Sponsor's telephone number: 212-354-8550
2d Business code (see instructions): 315210

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

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

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

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

Form 5500 (2024) v. 240311

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN	
	4d PN	
5 Total number of participants at the beginning of the plan year	5	139
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1)	82
	6a(2)	90
	6b	36
	6c	20
	6d	146
	6e	1
	6f	147
	6g(1)	132
	6g(2)	138
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
20

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

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

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

a Pension Schedules

- (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 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 S. ROTHSCHILD & CO., INC. EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 S. ROTHSCHILD & CO., INC.	D Employer Identification Number (EIN) 23-1539342

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

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2963915	21246
(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)	9272	9758
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(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)	38998117	47000878
(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	41971304	47031882
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i	34229017	30879810
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	34229017	30879810
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	7742287	16152072

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)	1925559	
(B) Participants.....	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1925559
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	486	
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		486
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(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)	9945942	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		11871987

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	2210410	
(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)		2210410
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		1251792
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses.....	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3462202

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8409785
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: CBIZ CPAS P.C.

(2) EIN: 43-1947695

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<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 <u>S. ROTHSCHILD & CO., INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶	<u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>S. ROTHSCHILD & CO., INC.</u>	D Employer Identification Number (EIN) <u>23-1539342</u>	

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

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

1	
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2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
 EIN(s): 36-3681493

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

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

3	
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Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? Yes No N/A
If the plan is a defined benefit plan, go to line 8.

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

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

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

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

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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

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

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



**S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

Financial Statements

and

Supplementary Information

December 31, 2024

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Index

	<u>Page</u>
Independent Auditors' Report	1-3
Statements of Net Assets (Deficit) Available for Benefits as of December 31, 2024 and 2023	4
Statement of Changes in Net Assets (Deficit) Available for Benefits for the Year Ended December 31, 2024	5
Notes to Financial Statements	6-16
<u>Supplementary Information</u>	17
Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2024	18

INDEPENDENT AUDITORS' REPORT

To the Trustee
S. Rothschild & Co., Inc.
Employee Stock Ownership Plan

Opinion

We have audited the financial statements of the S. Rothschild & Co., Inc. Employee Stock Ownership Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), which comprise the statements of net assets (deficit) available for benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets (deficit) available for benefits for the year ended December 31, 2024, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets (deficit) available for benefits of the Plan as of December 31, 2024 and 2023, and the changes in its net assets (deficit) available for benefits for the year ended December 31, 2024, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 these financial statements.

In performing an audit in accordance with GAAS, we:

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

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

Other Matter - Supplemental Schedule Required by ERISA

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

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

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

CBIZ CPAs P.C.

New York, New York
October 13, 2025

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Statements of Net Assets (Deficit) Available for Benefits
December 31, 2024 and 2023

	2024			2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets:						
Investments at fair value (Notes 4 and 5):						
Money market fund	\$ 9,758	\$ -	\$ 9,758	\$ 9,272	\$ -	\$ 9,272
Investment in S. Rothschild & Co., Inc. common stock	20,590,838	26,410,040	47,000,878	15,987,924	23,010,193	38,998,117
	20,600,596	26,410,040	47,010,636	15,997,196	23,010,193	39,007,389
Receivables:						
Employer contributions	-	21,246	21,246	-	2,963,915	2,963,915
Total assets	20,600,596	26,431,286	47,031,882	15,997,196	25,974,108	41,971,304
Liabilities:						
Note payable (Note 6)	-	30,879,810	30,879,810	-	34,229,017	34,229,017
Net assets (deficit) available for benefits	\$ 20,600,596	\$ (4,448,524)	\$ 16,152,072	\$ 15,997,196	\$ (8,254,909)	\$ 7,742,287

See Notes to Financial Statements.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Statement of Changes in Net Assets (Deficit) Available for Benefits
For the Year Ended December 31, 2024

	Allocated	Unallocated	Total
Additions:			
Interest income	\$ 486	\$ -	\$ 486
Employer contributions	267,229	1,658,330	1,925,559
Net appreciation in fair value of investments	4,392,054	5,553,888	9,945,942
Allocation of 28,595 shares of common stock of S. Rothschild & Co., Inc. at fair value	2,154,041	-	2,154,041
Total additions	<u>6,813,810</u>	<u>7,212,218</u>	<u>14,026,028</u>
Deductions:			
Interest expense (Note 6)	-	1,251,792	1,251,792
Distributions to participants	2,210,410	-	2,210,410
Allocation of 28,595 shares of common stock of S. Rothschild & Co., Inc. at fair value	-	2,154,041	2,154,041
Total deductions	<u>2,210,410</u>	<u>3,405,833</u>	<u>5,616,243</u>
Net increase	4,603,400	3,806,385	8,409,785
Net assets (deficit) available for benefits:			
Beginning of year	<u>15,997,196</u>	<u>(8,254,909)</u>	<u>7,742,287</u>
End of year	<u>\$ 20,600,596</u>	<u>\$ (4,448,524)</u>	<u>\$ 16,152,072</u>

See Notes to Financial Statements.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 1 - Description of Plan

The following description of the S. Rothschild & Co., Inc. Employee Stock Ownership Plan (the “Plan”) provides only general information. Participants should refer to the plan document or Summary Plan Description for a more complete description of the Plan’s provisions, which are available from the plan administrator.

General

S. Rothschild & Co., Inc. (the “Company” or “Rothschild”) established the Plan effective as of January 1, 2007. The Plan operates as an internally-leveraged employee stock ownership plan (“ESOP”) and is designed to comply with Section 4975(e)(7) of the Internal Revenue Code of 1986, as amended (“IRC”). The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The Plan is administered by the ESOP committee, which is appointed by the Board of Directors of the Company. The trust department of an independent third-party financial institution is the Plan’s Trustee.

On June 28, 2023, the Plan purchased from three shareholders of the Company 339,033.17 shares of Voting Common Stock of Rothschild in addition to the Plan’s existing investment in 212,225.86 shares of Voting Common Stock (\$113.73 per share), bringing the Plan’s ownership of the Company to 95%. The purchase price of \$38,233,588 was determined by an independent valuation (\$112.77 per share). The Plan made a cash payment at closing of \$2,350,936 and borrowed from the Company \$35,882,652 under the Refinanced ESOP Loan, as amended (see Note 6).

The Plan holds the stock in a trust established under the Plan. The Plan’s borrowings require annual payments of principal and interest. The borrowings are to be repaid by fully deductible Company contributions and dividends to the trust fund. As the Plan makes each payment of debt service, an appropriate percentage of stock will be allocated to eligible employees’ accounts in accordance with applicable regulations under the IRC. Allocated shares are subject to vesting.

The borrowings are collateralized by unallocated shares of the Company stock and are guaranteed by the Company. The Company, as lender, has no rights against shares of the Company stock once they are allocated to participants in accordance with the terms of the ESOP. Accordingly, the financial statements of the Plan as of December 31, 2024 present separately the assets and liabilities and changes therein pertaining to the accounts of employees with rights in the allocated Company stock (allocated) and the Company stock not yet allocated to employees (unallocated).

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 1 - Description of Plan (Continued)

Eligibility

The Plan covers all eligible employees of the Company and certain members of the controlled group (together “Employer”), as defined, except those covered by a collective bargaining agreement, leased employees, and non-resident aliens. Employees of the Company are eligible to participate on the earlier of January 1st or July 1st following completion of twelve months of service consisting of at least 1,000 hours. Participants who have completed the required service period during the plan year and are actively employed on the last day of the plan year shall be eligible to share in the Company’s contribution for the year.

Contributions

The Company will determine the annual contribution amount subject to limitations set forth in the IRC and the Plan. Company contributions will be paid in cash or Company stock as the Company may determine from time to time, and may also be made in the form of forgiveness of any indebtedness owing by the Plan to the Employer, or by the Employer’s payment of indebtedness owing by the Plan to any third party. The Company stock will be valued at its fair value. The Company shall pay to the Trustee its contribution to the Plan for each plan year within the time prescribed by law, including extensions of time for the filing of the Company’s federal income tax return for the year. Employee contributions are not permitted.

Participant Accounts

The Plan is a defined contribution plan under which separate individual accounts are established for each participant. Each participant’s stock account is credited as of the last day of each plan year with an allocation of common shares of the Company stock from the forfeitures of terminated participants’ non-vested accounts. Each participant’s cash account is credited as of the last day of each plan year with an allocation of cash received by the Plan during the plan year. Only those participants who are eligible employees of the Company as of the last day of the plan year will receive an allocation. Allocations are based on participants’ eligible compensation relative to total eligible compensation. Plan earnings are allocated to each participant’s account based on the participant’s account balance.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 1 - Description of Plan (Continued)

Vesting

Unless termination is due to normal retirement (sixty-five), disability or death, vesting in the Company's contribution is based on years of continuous service as follows:

<u>Years of Service</u>	<u>% Vested</u>
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

Payment of Benefits

Payment of benefits will generally commence not later than one year after the end of the plan year due to termination of service as a result of retirement, disability, or death. Distributions for other separations from service commence in the fifth plan year following the separation from service. Distributions of a participant's vested account balance will be made in substantially equal annual installments over a period of five years unless the participant elects to receive their account balance in a lump sum. The amount to be distributed is based upon the immediately preceding valuation date. Distributions are made in cash or, if a participant elects, in the form of Company stock plus cash for any fractional shares of stock. Under the provisions of the Plan, the Company is obligated to repurchase participant shares which have been distributed under the terms of the Plan if the shares are not publicly traded or if the shares are subject to trading limitations. During 2024, the Company repurchased from participants 24,974 shares at prices determined from the independent appraisals.

The Plan was restated as of January 1, 2024 to include a price protection provision for distributions of shares allocated to the accounts of eligible participants, as defined, prior to the consummation of the second ESOP transaction, which occurred on June 28, 2023.

Voting Rights

Each holder of Voting Common Stock shall be entitled to one (1) vote per share with respect to all matters on which holders of Voting Common Stock shall be entitled to vote.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 1 - Description of Plan (Continued)

Put Option

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

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of their investment in the Company stock into investments which are more diversified. Participants who are at least age fifty-five with at least ten years of participation in the Plan may elect to diversify a portion of their account by receiving a cash distribution of the applicable amount. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%. Participants who elect to diversify receive a cash distribution, in which case, shares are distributed. The election to diversify is made subsequent to year-end based upon the shares of employer stock in the participant's account at year-end.

Forfeited Accounts

Participants' accounts that are not distributable upon termination of service due to nonvesting shall constitute a forfeiture upon the occurrence of the participant's fifth consecutive one-year break in service.

Each year, forfeitures will first be made available to reinstate previously forfeited account balances of former participants, if any, in accordance with the Plan. The remaining forfeitures, if any, shall be allocated among the accounts of participants otherwise eligible to share in the allocation of discretionary contributions in the same proportion that each such participant's compensation for the year bears to the total compensation of all such participants for the year. There were no forfeited shares allocated to participants during the year ended December 31, 2024.

Administrative Expenses

As provided in the plan agreement, administrative expenses may be paid either by the Plan or by the Company. The Company has historically paid the operating expenses for the Plan.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. See Note 4 for discussions of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Allocations

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

Note 3 - Administration of Plan Assets

The Plan's assets, which consist of a money market fund and Rothschild's common stock, are held by the Trustee of the Plan.

Company contributions are held and managed by the Trustee, which invests cash received, interest and dividend income, and makes distributions to participants.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 3 - Administration of Plan Assets (Continued)

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Administrative expenses for the Trustee’s fees are paid directly by the Company.

Note 4 - Fair Value Measurements

Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 820, *Fair Value Measurement*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC Topic 820 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 inactive markets; inputs other than quoted market prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

The following tables set forth by level, within the fair value hierarchy, the Plan’s investments at fair value as of December 31, 2024 and 2023:

	<u>Investments at Fair Value as of December 31, 2024</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 9,758	\$ -	\$ -	\$ 9,758
Common stock	<u>-</u>	<u>-</u>	<u>47,000,878</u>	<u>47,000,878</u>
	<u>\$ 9,758</u>	<u>\$ -</u>	<u>\$ 47,000,878</u>	<u>\$ 47,010,636</u>

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 4 - Fair Value Measurements (Continued)

	<u>Investments at Fair Value as of December 31, 2023</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 9,272	\$ -	\$ -	\$ 9,272
Common stock	<u>-</u>	<u>-</u>	<u>38,998,117</u>	<u>38,998,117</u>
	<u>\$ 9,272</u>	<u>\$ -</u>	<u>\$ 38,998,117</u>	<u>\$ 39,009,389</u>

Changes in Fair Value of Level 3 Assets and Related Gains and Losses

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

Balance, beginning of year	\$ 38,998,117
Shares repurchased by the Company	(1,943,181)
Total gains included in changes in net assets available for benefits	<u>9,945,942</u>
Balance, end of year	<u>\$ 47,000,878</u>
The amount of total gains for the period included in changes in net assets attributable to the change in unrealized gains relating to assets still held at the reporting date	<u>\$ 9,884,057</u>

Unrealized gains included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets (deficit) available for benefits.

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

Money market fund: Valued at the closing price reported on the active market on which the individual securities are traded.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 4 - Fair Value Measurements (Continued)

Common stock: Rothschild's common stock held by the Plan is valued at fair value based upon an appraisal. These appraisals are based upon a combination of the market and income valuation techniques consistent with prior years as illustrated in the following table:

Instrument	Fair Value December 31,		Principle Valuation Technique	Unobservable Inputs
	2024	2023		
S. Rothschild & Co., Inc. Common stock	\$ 47,000,878	\$ 38,998,117	Income	Weighed-average cost of capital Long-term revenue growth Long-term pre-tax operating margin Discount for lack of marketability
			Market	Public comparables EBITDA multiple Discount for lack of marketability

The valuation process involves plan management's selection of an independent appraiser. Plan management accumulates the data for the appraiser from historical and projected financial information of the Company. The appraiser prepares a report of estimated per share value that a participant will receive upon distribution. Plan management, along with the ESOP trustee, reviews in detail, discusses, and approves.

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

Note 5 - Investments

At December 31, 2024, the Plan's investment in the common stock of Rothschild consists of 492,723.33 shares with cost and fair value as follows:

	<u>Allocated</u>	<u>Unallocated</u>
S. Rothschild & Co., Inc. common stock:		
Number of shares	215,859.51	276,863.82
Cost	\$ 24,522,490	\$ 31,221,933
Estimated fair value	\$ 20,590,838	\$ 26,410,040

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 5 - Investments (Continued)

At December 31, 2023, the Plan's investment in the common stock of Rothschild consists of 517,697.41 shares with cost and fair value as follows:

	<u>Allocated</u>	<u>Unallocated</u>
S. Rothschild & Co., Inc. common stock:		
Number of shares	212,238.86	305,458.55
Cost	\$ 24,106,003	\$ 34,447,301
Estimated fair value	\$ 15,987,924	\$ 23,010,193

Note 6 - Note Payable

In connection with the agreement to purchase additional shares of the Company stock, as described in Note 1, on June 28, 2023 the Plan entered into the ESOP Loan and Pledge Agreement ("ESOP Loan") with the Company and issued notes payable to the individual sellers.

On August 2, 2023, the Plan refinanced the ESOP Loan and the seller loans and, as a result, the ESOP Loan became due solely to the Company ("Refinanced ESOP Loan"). On November 2, 2023, the Refinanced ESOP Loan was amended and the principal balance was increased to \$35,882,652 in connection with the adjusted purchase price due to a working capital adjustment in accordance with the stock purchase agreement.

Interest on the Refinanced ESOP Loan is charged at the fixed annual rate of 4.03%, payable at the same time as the principal payments are due.

The Refinanced ESOP Loan is payable in twenty-five annual installments of principal and accrued interest on December 31st of each year. The note payable has a stated maturity date of December 31, 2047. The Plan shall be required to prepay the loan in full, together with all accrued interest thereon, at the earlier to occur of (i) the termination of the ESOP or (ii) the time the Trustee receives payment in full for its shares from the purchaser thereof in accordance with the terms of the relevant purchase and sale agreement that the Trustee has approved. The Plan may also prepay the principal amount outstanding under the loan in whole or in part without premium or penalty; provided, however, that no prepayment of the loan shall be permitted or required if such prepayment would adversely affect (i) the qualification of the Plan under the IRC or ERISA or (ii) the status of the loan as an exempt loan under the Exempt Loan Rules.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 6 - Note Payable (Continued)

The Company is obligated to make cash contributions to enable the Plan to make its regularly scheduled payments of principal and interest due on this note. As the Plan makes principal and interest payments, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the IRC. For financial reporting purposes, the shares pledged as collateral are reported as unallocated ESOP shares in the statement of changes in net assets (deficit) available for benefits. At December 31, 2024, the Refinanced ESOP Loan is collateralized by 276,864 unallocated shares of the Company stock.

Aggregate annual maturities of long-term debt at December 31, 2024 are as follows:

Year Ending <u>December 31,</u>	
2025	\$ 1,342,600
2026	1,342,600
2027	1,342,600
2028	1,342,600
2029	1,342,600
Thereafter	<u>24,166,810</u>
	<u>\$ 30,879,810</u>

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their employer contributions. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the plan terms and related regulations.

Note 8 - Related Party and Party-in-Interest Transactions

The Plan's investments in common stock of the Company qualify as party-in-interest transactions. The Plan used proceeds of a loan from the Company to purchase additional shares. The loan from the Company and the interest on it qualify as party-in-interest transactions. The Plan also has a number of service providers that qualify as parties in interest under ERISA.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 9 - Tax Status

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated August 27, 2014, that the Plan and related trust are designed in accordance with the applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS.

The Plan is subject to routine audits by taxing jurisdictions. The Plan is currently under an IRS examination for the plan year 2021.

Note 10 - Risks and Uncertainties

The plan investments consist primarily of common stock, which is exposed to various risks such as interest rate, market, and credit risk, as well as valuation assumptions based on earnings, cash flows, and/or other such techniques. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. Due to the level of risk associated with the investment in the common stock and uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the values of the common stock will occur in the near term and that such changes could materially affect participants’ account balances, and the amounts reported herein the statements of net assets (deficit) available for benefits.

Note 11 - Subsequent Events

The Plan has evaluated subsequent events through October 13, 2025, which is the date the financial statements were available to be issued. No significant matters were identified for disclosure during this evaluation.

SUPPLEMENTARY INFORMATION

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Supplementary Information)
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
as of December 31, 2024

EIN: 23-1539342
PN: 005

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Investments at fair value:			
465 - Goldman Sachs Fin Sq G	Money Market Fund - 9,272 shares	\$ 9,758	\$ 9,758
* S. Rothschild & Co., Inc.	Common stock - 492,723 shares	<u>55,744,423</u>	<u>47,000,878</u>
		<u>\$ 55,754,181</u>	<u>\$ 47,010,636</u>

* Represents a party-in-interest as defined by ERISA.

See accompanying Independent Auditors' Report.



**S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

Financial Statements

and

Supplementary Information

December 31, 2024

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Index

	<u>Page</u>
Independent Auditors' Report	1-3
Statements of Net Assets (Deficit) Available for Benefits as of December 31, 2024 and 2023	4
Statement of Changes in Net Assets (Deficit) Available for Benefits for the Year Ended December 31, 2024	5
Notes to Financial Statements	6-16
<u>Supplementary Information</u>	17
Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2024	18

INDEPENDENT AUDITORS' REPORT

To the Trustee
S. Rothschild & Co., Inc.
Employee Stock Ownership Plan

Opinion

We have audited the financial statements of the S. Rothschild & Co., Inc. Employee Stock Ownership Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), which comprise the statements of net assets (deficit) available for benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets (deficit) available for benefits for the year ended December 31, 2024, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets (deficit) available for benefits of the Plan as of December 31, 2024 and 2023, and the changes in its net assets (deficit) available for benefits for the year ended December 31, 2024, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 these financial statements.

In performing an audit in accordance with GAAS, we:

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

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

Other Matter - Supplemental Schedule Required by ERISA

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

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

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

CBIZ CPAs P.C.

New York, New York
October 13, 2025

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Statements of Net Assets (Deficit) Available for Benefits
December 31, 2024 and 2023

	2024			2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets:						
Investments at fair value (Notes 4 and 5):						
Money market fund	\$ 9,758	\$ -	\$ 9,758	\$ 9,272	\$ -	\$ 9,272
Investment in S. Rothschild & Co., Inc. common stock	20,590,838	26,410,040	47,000,878	15,987,924	23,010,193	38,998,117
	20,600,596	26,410,040	47,010,636	15,997,196	23,010,193	39,007,389
Receivables:						
Employer contributions	-	21,246	21,246	-	2,963,915	2,963,915
Total assets	20,600,596	26,431,286	47,031,882	15,997,196	25,974,108	41,971,304
Liabilities:						
Note payable (Note 6)	-	30,879,810	30,879,810	-	34,229,017	34,229,017
Net assets (deficit) available for benefits	\$ 20,600,596	\$ (4,448,524)	\$ 16,152,072	\$ 15,997,196	\$ (8,254,909)	\$ 7,742,287

See Notes to Financial Statements.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Statement of Changes in Net Assets (Deficit) Available for Benefits
For the Year Ended December 31, 2024

	Allocated	Unallocated	Total
Additions:			
Interest income	\$ 486	\$ -	\$ 486
Employer contributions	267,229	1,658,330	1,925,559
Net appreciation in fair value of investments	4,392,054	5,553,888	9,945,942
Allocation of 28,595 shares of common stock of S. Rothschild & Co., Inc. at fair value	2,154,041	-	2,154,041
Total additions	<u>6,813,810</u>	<u>7,212,218</u>	<u>14,026,028</u>
Deductions:			
Interest expense (Note 6)	-	1,251,792	1,251,792
Distributions to participants	2,210,410	-	2,210,410
Allocation of 28,595 shares of common stock of S. Rothschild & Co., Inc. at fair value	-	2,154,041	2,154,041
Total deductions	<u>2,210,410</u>	<u>3,405,833</u>	<u>5,616,243</u>
Net increase	4,603,400	3,806,385	8,409,785
Net assets (deficit) available for benefits:			
Beginning of year	<u>15,997,196</u>	<u>(8,254,909)</u>	<u>7,742,287</u>
End of year	<u>\$ 20,600,596</u>	<u>\$ (4,448,524)</u>	<u>\$ 16,152,072</u>

See Notes to Financial Statements.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 1 - Description of Plan

The following description of the S. Rothschild & Co., Inc. Employee Stock Ownership Plan (the “Plan”) provides only general information. Participants should refer to the plan document or Summary Plan Description for a more complete description of the Plan’s provisions, which are available from the plan administrator.

General

S. Rothschild & Co., Inc. (the “Company” or “Rothschild”) established the Plan effective as of January 1, 2007. The Plan operates as an internally-leveraged employee stock ownership plan (“ESOP”) and is designed to comply with Section 4975(e)(7) of the Internal Revenue Code of 1986, as amended (“IRC”). The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The Plan is administered by the ESOP committee, which is appointed by the Board of Directors of the Company. The trust department of an independent third-party financial institution is the Plan’s Trustee.

On June 28, 2023, the Plan purchased from three shareholders of the Company 339,033.17 shares of Voting Common Stock of Rothschild in addition to the Plan’s existing investment in 212,225.86 shares of Voting Common Stock (\$113.73 per share), bringing the Plan’s ownership of the Company to 95%. The purchase price of \$38,233,588 was determined by an independent valuation (\$112.77 per share). The Plan made a cash payment at closing of \$2,350,936 and borrowed from the Company \$35,882,652 under the Refinanced ESOP Loan, as amended (see Note 6).

The Plan holds the stock in a trust established under the Plan. The Plan’s borrowings require annual payments of principal and interest. The borrowings are to be repaid by fully deductible Company contributions and dividends to the trust fund. As the Plan makes each payment of debt service, an appropriate percentage of stock will be allocated to eligible employees’ accounts in accordance with applicable regulations under the IRC. Allocated shares are subject to vesting.

The borrowings are collateralized by unallocated shares of the Company stock and are guaranteed by the Company. The Company, as lender, has no rights against shares of the Company stock once they are allocated to participants in accordance with the terms of the ESOP. Accordingly, the financial statements of the Plan as of December 31, 2024 present separately the assets and liabilities and changes therein pertaining to the accounts of employees with rights in the allocated Company stock (allocated) and the Company stock not yet allocated to employees (unallocated).

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 1 - Description of Plan (Continued)

Eligibility

The Plan covers all eligible employees of the Company and certain members of the controlled group (together “Employer”), as defined, except those covered by a collective bargaining agreement, leased employees, and non-resident aliens. Employees of the Company are eligible to participate on the earlier of January 1st or July 1st following completion of twelve months of service consisting of at least 1,000 hours. Participants who have completed the required service period during the plan year and are actively employed on the last day of the plan year shall be eligible to share in the Company’s contribution for the year.

Contributions

The Company will determine the annual contribution amount subject to limitations set forth in the IRC and the Plan. Company contributions will be paid in cash or Company stock as the Company may determine from time to time, and may also be made in the form of forgiveness of any indebtedness owing by the Plan to the Employer, or by the Employer’s payment of indebtedness owing by the Plan to any third party. The Company stock will be valued at its fair value. The Company shall pay to the Trustee its contribution to the Plan for each plan year within the time prescribed by law, including extensions of time for the filing of the Company’s federal income tax return for the year. Employee contributions are not permitted.

Participant Accounts

The Plan is a defined contribution plan under which separate individual accounts are established for each participant. Each participant’s stock account is credited as of the last day of each plan year with an allocation of common shares of the Company stock from the forfeitures of terminated participants’ non-vested accounts. Each participant’s cash account is credited as of the last day of each plan year with an allocation of cash received by the Plan during the plan year. Only those participants who are eligible employees of the Company as of the last day of the plan year will receive an allocation. Allocations are based on participants’ eligible compensation relative to total eligible compensation. Plan earnings are allocated to each participant’s account based on the participant’s account balance.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 1 - Description of Plan (Continued)

Vesting

Unless termination is due to normal retirement (sixty-five), disability or death, vesting in the Company's contribution is based on years of continuous service as follows:

<u>Years of Service</u>	<u>% Vested</u>
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

Payment of Benefits

Payment of benefits will generally commence not later than one year after the end of the plan year due to termination of service as a result of retirement, disability, or death. Distributions for other separations from service commence in the fifth plan year following the separation from service. Distributions of a participant's vested account balance will be made in substantially equal annual installments over a period of five years unless the participant elects to receive their account balance in a lump sum. The amount to be distributed is based upon the immediately preceding valuation date. Distributions are made in cash or, if a participant elects, in the form of Company stock plus cash for any fractional shares of stock. Under the provisions of the Plan, the Company is obligated to repurchase participant shares which have been distributed under the terms of the Plan if the shares are not publicly traded or if the shares are subject to trading limitations. During 2024, the Company repurchased from participants 24,974 shares at prices determined from the independent appraisals.

The Plan was restated as of January 1, 2024 to include a price protection provision for distributions of shares allocated to the accounts of eligible participants, as defined, prior to the consummation of the second ESOP transaction, which occurred on June 28, 2023.

Voting Rights

Each holder of Voting Common Stock shall be entitled to one (1) vote per share with respect to all matters on which holders of Voting Common Stock shall be entitled to vote.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 1 - Description of Plan (Continued)

Put Option

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

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of their investment in the Company stock into investments which are more diversified. Participants who are at least age fifty-five with at least ten years of participation in the Plan may elect to diversify a portion of their account by receiving a cash distribution of the applicable amount. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%. Participants who elect to diversify receive a cash distribution, in which case, shares are distributed. The election to diversify is made subsequent to year-end based upon the shares of employer stock in the participant's account at year-end.

Forfeited Accounts

Participants' accounts that are not distributable upon termination of service due to nonvesting shall constitute a forfeiture upon the occurrence of the participant's fifth consecutive one-year break in service.

Each year, forfeitures will first be made available to reinstate previously forfeited account balances of former participants, if any, in accordance with the Plan. The remaining forfeitures, if any, shall be allocated among the accounts of participants otherwise eligible to share in the allocation of discretionary contributions in the same proportion that each such participant's compensation for the year bears to the total compensation of all such participants for the year. There were no forfeited shares allocated to participants during the year ended December 31, 2024.

Administrative Expenses

As provided in the plan agreement, administrative expenses may be paid either by the Plan or by the Company. The Company has historically paid the operating expenses for the Plan.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. See Note 4 for discussions of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Allocations

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

Note 3 - Administration of Plan Assets

The Plan's assets, which consist of a money market fund and Rothschild's common stock, are held by the Trustee of the Plan.

Company contributions are held and managed by the Trustee, which invests cash received, interest and dividend income, and makes distributions to participants.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 3 - Administration of Plan Assets (Continued)

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Administrative expenses for the Trustee’s fees are paid directly by the Company.

Note 4 - Fair Value Measurements

Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 820, *Fair Value Measurement*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC Topic 820 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 inactive markets; inputs other than quoted market prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

The following tables set forth by level, within the fair value hierarchy, the Plan’s investments at fair value as of December 31, 2024 and 2023:

	<u>Investments at Fair Value as of December 31, 2024</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 9,758	\$ -	\$ -	\$ 9,758
Common stock	-	-	47,000,878	47,000,878
	<u>\$ 9,758</u>	<u>\$ -</u>	<u>\$ 47,000,878</u>	<u>\$ 47,010,636</u>

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 4 - Fair Value Measurements (Continued)

	<u>Investments at Fair Value as of December 31, 2023</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 9,272	\$ -	\$ -	\$ 9,272
Common stock	<u>-</u>	<u>-</u>	<u>38,998,117</u>	<u>38,998,117</u>
	<u>\$ 9,272</u>	<u>\$ -</u>	<u>\$ 38,998,117</u>	<u>\$ 39,009,389</u>

Changes in Fair Value of Level 3 Assets and Related Gains and Losses

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

Balance, beginning of year	\$ 38,998,117
Shares repurchased by the Company	(1,943,181)
Total gains included in changes in net assets available for benefits	<u>9,945,942</u>
Balance, end of year	<u>\$ 47,000,878</u>
The amount of total gains for the period included in changes in net assets attributable to the change in unrealized gains relating to assets still held at the reporting date	
	<u>\$ 9,884,057</u>

Unrealized gains included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets (deficit) available for benefits.

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

Money market fund: Valued at the closing price reported on the active market on which the individual securities are traded.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 4 - Fair Value Measurements (Continued)

Common stock: Rothschild's common stock held by the Plan is valued at fair value based upon an appraisal. These appraisals are based upon a combination of the market and income valuation techniques consistent with prior years as illustrated in the following table:

Instrument	Fair Value December 31,		Principle Valuation Technique	Unobservable Inputs
	2024	2023		
S. Rothschild & Co., Inc. Common stock	\$ 47,000,878	\$ 38,998,117	Income	Weighed-average cost of capital Long-term revenue growth Long-term pre-tax operating margin Discount for lack of marketability
			Market	Public comparables EBITDA multiple Discount for lack of marketability

The valuation process involves plan management's selection of an independent appraiser. Plan management accumulates the data for the appraiser from historical and projected financial information of the Company. The appraiser prepares a report of estimated per share value that a participant will receive upon distribution. Plan management, along with the ESOP trustee, reviews in detail, discusses, and approves.

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

Note 5 - Investments

At December 31, 2024, the Plan's investment in the common stock of Rothschild consists of 492,723.33 shares with cost and fair value as follows:

	<u>Allocated</u>	<u>Unallocated</u>
S. Rothschild & Co., Inc. common stock:		
Number of shares	215,859.51	276,863.82
Cost	\$ 24,522,490	\$ 31,221,933
Estimated fair value	\$ 20,590,838	\$ 26,410,040

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 5 - Investments (Continued)

At December 31, 2023, the Plan’s investment in the common stock of Rothschild consists of 517,697.41 shares with cost and fair value as follows:

	<u>Allocated</u>	<u>Unallocated</u>
S. Rothschild & Co., Inc. common stock:		
Number of shares	212,238.86	305,458.55
Cost	\$ 24,106,003	\$ 34,447,301
Estimated fair value	\$ 15,987,924	\$ 23,010,193

Note 6 - Note Payable

In connection with the agreement to purchase additional shares of the Company stock, as described in Note 1, on June 28, 2023 the Plan entered into the ESOP Loan and Pledge Agreement (“ESOP Loan”) with the Company and issued notes payable to the individual sellers.

On August 2, 2023, the Plan refinanced the ESOP Loan and the seller loans and, as a result, the ESOP Loan became due solely to the Company (“Refinanced ESOP Loan”). On November 2, 2023, the Refinanced ESOP Loan was amended and the principal balance was increased to \$35,882,652 in connection with the adjusted purchase price due to a working capital adjustment in accordance with the stock purchase agreement.

Interest on the Refinanced ESOP Loan is charged at the fixed annual rate of 4.03%, payable at the same time as the principal payments are due.

The Refinanced ESOP Loan is payable in twenty-five annual installments of principal and accrued interest on December 31st of each year. The note payable has a stated maturity date of December 31, 2047. The Plan shall be required to prepay the loan in full, together with all accrued interest thereon, at the earlier to occur of (i) the termination of the ESOP or (ii) the time the Trustee receives payment in full for its shares from the purchaser thereof in accordance with the terms of the relevant purchase and sale agreement that the Trustee has approved. The Plan may also prepay the principal amount outstanding under the loan in whole or in part without premium or penalty; provided, however, that no prepayment of the loan shall be permitted or required if such prepayment would adversely affect (i) the qualification of the Plan under the IRC or ERISA or (ii) the status of the loan as an exempt loan under the Exempt Loan Rules.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 6 - Note Payable (Continued)

The Company is obligated to make cash contributions to enable the Plan to make its regularly scheduled payments of principal and interest due on this note. As the Plan makes principal and interest payments, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the IRC. For financial reporting purposes, the shares pledged as collateral are reported as unallocated ESOP shares in the statement of changes in net assets (deficit) available for benefits. At December 31, 2024, the Refinanced ESOP Loan is collateralized by 276,864 unallocated shares of the Company stock.

Aggregate annual maturities of long-term debt at December 31, 2024 are as follows:

Year Ending <u>December 31,</u>	
2025	\$ 1,342,600
2026	1,342,600
2027	1,342,600
2028	1,342,600
2029	1,342,600
Thereafter	<u>24,166,810</u>
	<u>\$ 30,879,810</u>

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their employer contributions. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the plan terms and related regulations.

Note 8 - Related Party and Party-in-Interest Transactions

The Plan's investments in common stock of the Company qualify as party-in-interest transactions. The Plan used proceeds of a loan from the Company to purchase additional shares. The loan from the Company and the interest on it qualify as party-in-interest transactions. The Plan also has a number of service providers that qualify as parties in interest under ERISA.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

Note 9 - Tax Status

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated August 27, 2014, that the Plan and related trust are designed in accordance with the applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS.

The Plan is subject to routine audits by taxing jurisdictions. The Plan is currently under an IRS examination for the plan year 2021.

Note 10 - Risks and Uncertainties

The plan investments consist primarily of common stock, which is exposed to various risks such as interest rate, market, and credit risk, as well as valuation assumptions based on earnings, cash flows, and/or other such techniques. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. Due to the level of risk associated with the investment in the common stock and uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the values of the common stock will occur in the near term and that such changes could materially affect participants’ account balances, and the amounts reported herein the statements of net assets (deficit) available for benefits.

Note 11 - Subsequent Events

The Plan has evaluated subsequent events through October 13, 2025, which is the date the financial statements were available to be issued. No significant matters were identified for disclosure during this evaluation.

SUPPLEMENTARY INFORMATION

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Supplementary Information)
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
as of December 31, 2024

EIN: 23-1539342
PN: 005

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Investments at fair value:			
465 - Goldman Sachs Fin Sq G	Money Market Fund - 9,272 shares	\$ 9,758	\$ 9,758
* S. Rothschild & Co., Inc.	Common stock - 492,723 shares	<u>55,744,423</u>	<u>47,000,878</u>
		<u>\$ 55,754,181</u>	<u>\$ 47,010,636</u>

* Represents a party-in-interest as defined by ERISA.

See accompanying Independent Auditors' Report.

S. ROTHSCHILD & CO., INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(Supplementary Information)
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
as of December 31, 2024

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