

**KAISER FOUNDATION HEALTH PLAN, INC.,
KAISER FOUNDATION HOSPITALS AND
EACH OF THEIR SUBSIDIARIES AND AFFILIATES**

Combined Financial Statements

December 31, 2024 and 2023

(With Independent Auditors' Reports Thereon)

**KAISER FOUNDATION HEALTH PLAN, INC.,
KAISER FOUNDATION HOSPITALS AND
EACH OF THEIR SUBSIDIARIES AND AFFILIATES**

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KPMG LLP
Suite 1400
55 Second Street
San Francisco, CA 94105

Independent Auditors' Report

The Boards of Directors
Kaiser Foundation Health Plan, Inc.,
Kaiser Foundation Hospitals and Subsidiaries and Affiliates:

Opinion

We have audited the combined financial statements of Kaiser Foundation Health Plan, Inc., Kaiser Foundation Hospitals and each of their Subsidiaries and Affiliates (Health Plans and Hospitals), which comprise the combined balance sheets as of December 31, 2024 and 2023, and the related combined statements of operations and changes in net worth, and cash flows for the years then ended, and the related notes to the combined financial statements.

In our opinion, the accompanying combined financial statements present fairly, in all material respects, the financial position of Health Plans and Hospitals as of December 31, 2024 and 2023, and the results of their operations and their cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

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 Combined Financial Statements section of our report. We are required to be independent of Health Plans and Hospitals 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 Combined Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Combined Financial Statements

Our objectives are to obtain reasonable assurance about whether the combined 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 the combined 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 combined 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 combined 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 Health Plans' and Hospitals' 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 combined financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Health Plans' and Hospitals' 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.

KPMG LLP

San Francisco, California
February 14, 2025

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Combined Balance Sheets

December 31, 2024 and 2023

(In millions)

Assets	2024	2023
Current assets:		
Cash and cash equivalents	\$ 2,071	\$ 1,247
Current investments	9,859	8,970
Securities lending collateral	2,021	1,303
Broker receivables	163	425
Due from associated medical groups	42	392
Accounts receivable – net	6,458	4,378
Inventories – net and other current assets	2,717	2,383
Total current assets	23,331	19,098
Noncurrent investments	54,365	44,085
Land, buildings, equipment, and software – net	34,303	30,847
Pension and other retirement benefits asset	7,112	5,713
Operating lease right-of-use assets	1,272	1,225
Other long-term assets	2,646	1,454
Total assets	\$ 123,029	\$ 102,422
Liabilities and Net Worth		
Current liabilities:		
Accounts payable and accrued expenses	\$ 6,996	\$ 6,234
Medical claims payable	3,609	3,184
Due to associated medical groups	1,248	1,070
Payroll and related charges	3,441	2,591
Securities lending payable	2,021	1,303
Broker payables	418	482
Other current debt	413	385
Other current liabilities	4,053	3,428
Total current liabilities	22,199	18,677
Long-term debt	12,747	10,567
Physicians' retirement plan liability	8,814	9,413
Operating lease liabilities	1,035	1,017
Other long-term liabilities	4,174	3,220
Total liabilities	48,969	42,894
Net worth	74,060	59,528
Total liabilities and net worth	\$ 123,029	\$ 102,422

See accompanying notes to combined financial statements.

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Combined Statements of Operations and Changes in Net Worth

Years ended December 31, 2024 and 2023

(In millions)

	2024	2023
Revenues:		
Members' dues	\$ 74,051	\$ 64,226
Medicare	29,979	26,373
Copays, deductibles, and other	11,720	10,248
Total operating revenues	115,750	100,847
Expenses:		
Medical services	54,606	50,367
Hospital services	31,415	26,577
Outpatient pharmacy and optical services	13,730	11,321
Other benefit costs	9,775	7,678
Total medical and hospital services	109,526	95,943
Health Plan administration	5,655	4,575
Total operating expenses	115,181	100,518
Operating income	569	329
Other income and expense:		
Investment income – net	4,044	2,079
Interest expense and other income (expense) – net	1,484	1,714
Gain from acquisitions	6,808	—
Total other income and expense	12,336	3,793
Net income	12,905	4,122
Change in pension and other retirement plans	1,834	(4,029)
Change in net unrealized gains on investments	(465)	496
Other	258	18
Change in net worth	14,532	607
Net worth at beginning of year	59,528	58,921
Net worth at end of year	\$ 74,060	\$ 59,528

See accompanying notes to combined financial statements.

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Combined Statements of Cash Flows
Years ended December 31, 2024 and 2023
(In millions)

	<u>2024</u>	<u>2023</u>
Cash flows from operating activities:		
Net income	\$ 12,905	\$ 4,122
Adjustments to reconcile net income to net cash provided by by operating activities:		
Depreciation and software amortization	3,099	2,922
Other amortization	106	11
Gain recognized on investments – net	(2,516)	(920)
Gain from acquisitions	(6,808)	—
Loss on land, buildings, equipment, and software – net	67	46
Releases of restricted donations	(28)	(20)
Changes in assets and liabilities:		
Accounts receivable – net	(524)	(568)
Due from associated medical groups	350	(388)
Other assets	(337)	(600)
Accounts payable and accrued expenses	294	345
Medical claims payable	90	208
Due to associated medical groups	190	(265)
Payroll and related charges	344	96
Pension and other retirement liabilities	(727)	(876)
Physicians' retirement plan liability	566	533
Other liabilities	387	390
Net cash provided by operating activities	<u>7,458</u>	<u>5,036</u>
Cash flows from investing activities:		
Additions to land, buildings, equipment, and software	(3,661)	(3,821)
Proceeds from investments	38,221	26,892
Investment purchases	(42,143)	(27,434)
Increase in securities lending collateral	(718)	(679)
Broker receivables / payables	198	(34)
Issuance of notes receivable	(5)	(10)
Prepayment and repayment of notes receivable	75	74
Cash from acquisitions	700	—
Other investing	(8)	(144)
Net cash used in investing activities	<u>(7,341)</u>	<u>(5,156)</u>
Cash flows from financing activities:		
Issuance of debt	626	141
Prepayment and repayment of debt	(647)	(151)
Increase in securities lending payable	718	679
Other financing	10	(20)
Net cash provided by financing activities	<u>707</u>	<u>649</u>
Net change in cash and cash equivalents	824	529
Cash and cash equivalents at beginning of year	<u>1,247</u>	<u>718</u>
Cash and cash equivalents at end of year	<u>\$ 2,071</u>	<u>\$ 1,247</u>
Supplemental cash flows disclosure:		
Cash paid for interest – net of capitalized amounts	\$ 397	\$ 344

See accompanying notes to combined financial statements.

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(1) Description of Business

The accompanying combined financial statements include Kaiser Foundation Health Plan, Inc. and consolidated subsidiaries and affiliates (Health Plans) and Kaiser Foundation Hospitals and consolidated subsidiaries and affiliates (Hospitals) (collectively referred to herein as Health Plans and Hospitals). Health Plans and Hospitals is primarily comprised of not-for-profit corporations whose capital is available for charitable, educational, research, and related purposes.

Health Plans is primarily comprised of health maintenance organizations that are generally exempt from federal and state income taxes. At December 31, 2024 and 2023, membership was 12.4 million and 12.5 million, respectively. At December 31, 2024 and 2023, the percentage of enrolled membership in California was approximately 75% and 74%, respectively. The principal operating subsidiaries of Kaiser Foundation Health Plan, Inc. (Health Plan, Inc.) are:

Kaiser Foundation Health Plan of Colorado

Kaiser Foundation Health Plan of Georgia, Inc.

Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc.

Kaiser Foundation Health Plan of the Northwest

Kaiser Foundation Health Plan of Washington

Independent Medical Groups (Medical Groups) cooperate with Health Plans and Kaiser Foundation Hospitals in conducting the Kaiser Permanente Medical Care Program. Health Plans contracts with Kaiser Foundation Hospitals and the Medical Groups to provide or arrange hospital and medical services for members. Kaiser Foundation Hospitals also contracts with the Medical Groups for certain professional services. Contract payments to the Medical Groups represent a substantial portion of the expenses for medical services reported in these combined financial statements. Payments from Health Plans and Kaiser Foundation Hospitals constitute substantially all of the revenues for the Medical Groups. Because the Medical Groups are independent and not controlled by Health Plans and Kaiser Foundation Hospitals, their financial statements are not combined or consolidated with Health Plans and Hospitals.

Risant Health, Inc., a consolidated affiliate of Kaiser Foundation Hospitals, is a not-for-profit organization that exists to expand and accelerate the adoption of value-based care in diverse, multi-payer, multi-provider, and community-based health system environments. As described in the *Acquisitions of Geisinger and Cone Health* footnote, on March 31, 2024, Geisinger Health and its subsidiaries (collectively Geisinger) became the first health system to join Risant Health, Inc. and on December 1, 2024, The Moses H. Cone Memorial Hospital and its affiliates (collectively Cone Health) became the second health system to join Risant Health, Inc. (all together referred to as Risant Health). At December 31, 2024, membership for health systems within Risant Health was 0.6 million.

At December 31, 2024 and 2023, the percentage of Health Plans and Kaiser Foundation Hospitals' total labor force covered under collective bargaining agreements was approximately 74% and 73%, respectively.

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At December 31, 2024, approximately 22% of the workforce was covered under collective bargaining agreements that were scheduled to expire within one year. At December 31, 2024, approximately 1% of the workforce was under an expired agreement, and approximately 1% of the workforce was organizing and negotiating an agreement.

Health Plans and Hospitals strives to improve the health and welfare of the communities it serves through its Community Benefit investment programs. Community Benefit expenditures provide funding for programs that serve communities through research, community-based health partnerships, the provision of charity care to low-income patients, direct health coverage for low-income families, and collaboration with community clinics, health departments, and public hospitals.

Cost-based methods are used to account for losses incurred under the care and coverage by members and patient types qualifying for treatment as Community Benefit. Assigned members and patients must first prove eligibility based upon family income relative to the Federal Poverty Guidelines. Certain Community Benefit costs are determined using the out-of-pocket costs directly billed to patients or a cost-to-charge ratio applied to uncompensated charges associated with care provided to these patients.

For the year ended December 31, 2024, Community Benefit expenditures (at cost, net of approximately \$8.4 billion of related revenues) were \$4.6 billion, representing 4.0% of operating revenues. In comparison, for the year ended December 31, 2023, Community Benefit expenditures (at cost, net of approximately \$6.7 billion of related revenues) were \$3.1 billion, representing 3.1% of operating revenues.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

These financial statements are presented on a combined basis due to the operational interdependence of Health Plan, Inc. and Kaiser Foundation Hospitals and because their governing boards and management consist of substantially the same individuals. These combined financial statements have been prepared in accordance with GAAP. All material intercompany balances and transactions have been eliminated. Management has evaluated subsequent events through February 14, 2025, which is the date that these combined financial statements were issued.

(b) Cash and Cash Equivalents

Cash and cash equivalents include interest-bearing deposits purchased with an original or remaining maturity of three months or less. Cash and cash equivalents held by outside investment managers are classified as investments. Cash, cash equivalents, and investments that are restricted per contractual or regulatory requirements are classified as noncurrent investments.

(c) Investments

Investments including equity, U.S. Treasury, government agencies, money market funds, and other marketable debt securities are reported at fair value. Investments are categorized as current assets if they are designated to be available to satisfy current liabilities. Alternative investments are reported under the equity method. Certain investments are illiquid and are valued based on the most current

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information available. Impairment and recognized gains and losses, which are recorded on the specific identification basis, and interest, dividend income, and income from equity method alternative investments are included in investment income – net. Health Plans and Hospitals, excluding Risant Health, has designated a portion of its investments for the physicians' retirement plan liability related to defined retirement benefits provided for physicians associated with certain Medical Groups. These investments are unrestricted assets of Health Plans and Hospitals, excluding Risant Health. A portion of investment income that represents the expected return on the investments designated for the physicians' retirement plan has been recorded as a reduction in the provision for physicians' retirement plan benefits within interest expense and other income (expense) – net and is excluded from investment income – net, as described in the *Physicians' Retirement Plan* note.

Investments are regularly reviewed for impairment and a charge is recognized when the fair value is below cost basis. In its review of assets for impairment, management generally follows these guidelines:

- Substantially all investments are managed by outside investment managers who do not need Health Plans and Hospitals management preapproval for sales; therefore, substantially all declines in value below cost are recognized as impairment. Changes in estimated value for equity method alternative investments and equity investments that do not result in consolidation, are recognized in investment income – net. Therefore, these investments do not typically require impairment.
- For other securities, losses are recognized for known matters, such as bankruptcies, regardless of ownership period, and investments that have been continuously below book value for an extended period of time are evaluated for impairment.

All other unrealized losses and all unrealized gains on fixed income securities are included as changes in net worth.

Interest income is calculated under the effective interest method and included in investment income – net. Dividends are included in investment income – net on the ex-dividend date, which immediately follows the record date.

Health Plans and Hospitals investment transactions are recorded on a trade date basis.

(d) Securities Lending Collateral and Payable

Health Plans and Hospitals enters into securities lending agreements whereby certain securities from its portfolios are loaned to other institutions. Securities lent under such agreements remain in the portfolios of Health Plans and Hospitals. Health Plans and Hospitals receives a fee from the borrower under these agreements, which is recognized ratably over the period that the securities are lent. Collateral, primarily cash, is required at a rate of 102% of the fair value of securities lent and is carried as securities lending collateral. The obligation of Health Plans and Hospitals to return the cash collateral is carried as securities lending payable. The fair value of securities lending collateral is determined using level 1 or 2 inputs as appropriate, as defined in the *Summary of Significant Accounting Policies – Fair Value Estimates* note. The fair value of the loaned securities is monitored on

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a daily basis, with additional collateral obtained or refunded as the fair value of the loaned securities fluctuates.

(e) Broker Receivables and Payables

Broker receivables and payables represent current amounts for unsettled securities sales or purchases.

(f) Accounts Receivable – Net

Accounts receivable – net are comprised of members' dues, Medicare receivables, patient receivables, and other receivables.

(g) Inventories – Net

Inventories – net are carried at the lower of cost (generally first-in, first-out, or average price) or net realizable value.

(h) Land, Buildings, Equipment, and Software – Net

Land, buildings, equipment, and software – net are stated at cost less accumulated depreciation and amortization. Software, which includes internal and external costs incurred in developing or obtaining computer software for internal use, is capitalized. Qualifying costs incurred during the application development stage are capitalized. Interest is capitalized on facilities construction and internally developed software work in progress and is added to the cost of the underlying asset.

Depreciation and amortization begin when the project is substantially complete and ready for its intended use. Software is amortized on a straight-line basis over the estimated useful lives, generally ranging from three to seven years. Buildings and equipment are depreciated on a straight-line basis over the estimated useful lives of the various classes of assets, generally ranging from 3 to 40 years.

Management evaluates alternatives for delivering services that may affect the current and future utilization of existing and planned assets and could result in an adjustment to the carrying values or remaining lives of such land, buildings, equipment, and software in the future. Management evaluates and records impairment losses or adjusts remaining lives, where applicable, based on expected utilization, projected cash flows, and recoverable values.

Maintenance and repairs are expensed as incurred. Major improvements that increase the estimated useful life of an asset are capitalized. Upon the sale or retirement of assets, recorded cost and related accumulated depreciation are removed from the accounts, and any gain or loss on disposal is reflected in operations.

Management estimates the fair value of asset retirement obligations that are conditional on a future event if the amount can be reasonably estimated. Estimates are developed through the identification of applicable legal requirements, identification of specific conditions requiring incremental cost at time of asset disposal, estimation of costs to remediate conditions, and estimation of remaining useful lives or date of asset disposal.

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(i) Medical Claims Payable

The cost of health care services is recognized in the period in which services are incurred. Medical claims payable consists of unpaid health care expenses to third party providers, which include an estimate of the cost of services provided to Health Plans' and Risant Health's members by the third party providers that have been incurred but not reported. The estimate for incurred but not reported claims is based on actuarial projections of costs using historical paid claims and other relevant data. Estimates are monitored and reviewed and, as claim payments are received, adjudicated, and paid, estimates are revised and are reflected in current operations. Such estimates are subject to actual utilization of medical services, changes in membership and product mix, claim submission and processing patterns, medical inflation, and other relevant factors. Given the inherent variability of such estimates, the actual liability could differ significantly from the amounts provided.

(j) Due to Associated Medical Groups

Due to associated medical groups consists primarily of unpaid medical expenses owed to the Medical Groups for medical services provided to members under medical services agreements with Health Plans. The cost of medical services is recognized by Health Plans in the period in which services are provided and is reflected as a component of medical and hospital services expenses.

(k) Self-Insured Risks

Costs associated with self-insured risks, primarily for professional, general, and workers' compensation liabilities, are charged to operations based upon actual and estimated claims. The portion estimated to be paid during the next year is included in current liabilities. The estimate for incurred but not reported self-insured claims is based on actuarial projections of costs using historical claims and other relevant data. Estimates are monitored and reviewed and, as settlements are made or estimates are revised, adjustments are reflected in current operations. Given the inherent variability of such estimates, the actual liability could differ significantly from the amounts provided. While the ultimate payments for self-insured claims are dependent on future developments, management is of the opinion that the reserve for self-insured risks is adequate. Insurance coverage, in excess of the per occurrence self-insured retention, has been secured with insurers or reinsurers for specified amounts for professional, general, and workers' compensation liabilities. The limit and scope of the self-insured layer and the amounts of excess insurance purchased are reviewed each year, subject to management's analysis of actuarial loss projections and the price and availability of acceptable commercial insurance.

(l) Premium Deficiency Reserves

Premium deficiency reserves and the related expense are recognized when it is probable that expected future health care and maintenance costs under a group of existing contracts will exceed anticipated future premiums over the contract period. If applicable, premium deficiency reserves extending beyond one year are shown as a long-term liability. Expected investment income and interest expense are included in the calculation of premium deficiency reserves, as appropriate. The level at which contracts are grouped for evaluation purposes is generally by geographic region. The methods for making such estimates and for establishing the resulting reserves are reviewed and estimates are periodically

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updated, and any resulting adjustments are reflected in current operations. Given the inherent variability of such estimates, the actual liability could differ from the calculated amount. At December 31, 2024 and 2023, premium deficiency reserves were not material.

(m) *Derivative Financial Instruments*

Derivative financial instruments are utilized primarily to manage the interest costs and the risk associated with changing interest rates. Health Plans and Hospitals enters into interest rate swaps with investment or commercial banks with significant experience with such instruments. The changes in the fair value of these derivative instruments are included in investment income – net and settlement costs are recorded as interest expense or investment income – net.

Derivative financial instruments are utilized by Health Plans and Hospitals' investment portfolio managers. These instruments include futures, forwards, options, and swaps. The changes in fair value for these derivative financial instruments are included in investment income – net.

(n) *Revenue Recognition*

Revenues from contracts with customers include revenues from the following categories: members' dues, Medicare, copays, deductibles, and other revenues. Health Plans and Hospitals recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which Health Plans and Hospitals expects to be entitled in exchange for those goods or services. At contract inception, Health Plans and Hospitals assesses the promised goods or services in the contract and identifies the performance obligation for each promise to transfer a good or service (or bundle of goods or services) that is distinct. Revenue is recognized when performance obligations are satisfied by transferring control of the good or service provided. For the majority of Health Plans and Hospitals operations, the primary performance obligation is to provide access to health care services.

The consideration received for goods and services may include variable components. Variable consideration is included in the transaction price to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Members' Dues

Members' dues generally include amounts received from employer groups, individuals, and government entities. The service promised is access to health care services for a typical term of one year. Members' dues are generally based on a prepaid fee and billed on a monthly, fixed, per member per month basis. On June 30, 2022, California passed Assembly Bill (AB) 2724 allowing Health Plan, Inc. to contract directly with the Department of Health Care Services (DHCS) to serve Medi-Cal members in additional counties starting in 2024. The direct contract reduces administrative complexity and is intended to improve the members' experience, especially upon enrollment. The Medi-Cal direct contract with DHCS was effective January 1, 2024, in 32 counties in California where commercial

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coverage is offered. The per member per month capitation amounts associated with the contract are included within members' dues.

Significant variable consideration includes the following:

- *Commercial Risk Adjustment:* Health Plans participates in certain contracts with commercial large group plan sponsors that include provision for risk adjustment of members' dues based on comparative data provided by Health Plans as well as other health plan vendors participating in these same arrangements. Settlements are typically calculated and paid according to the contract provisions and final settlements are made after the contract terms expire. For the years ended December 31, 2024 and 2023, dues subject to these risk adjustment arrangements comprise 1.6% and 2.7%, respectively, of total members' dues. For the years ended December 31, 2024 and 2023, \$(9) million and \$42 million, respectively, have been recorded as reductions (additions) to revenue for these risk adjustment arrangements.
- *Affordable Care Act (ACA) Risk Adjustment Program:* The ACA Risk Adjustment Program provides for retrospective adjustment of revenue for non-grandfathered individual and small group market plans, whether inside or outside ACA exchanges. The ACA Risk Adjustment Program is designed such that payments to plans with higher relative risk are funded by transfers from plans with lower relative risk. For the years ended December 31, 2024 and 2023, net revenue reductions to members' dues related to the ACA Risk Adjustment Program were \$889 million and \$648 million, respectively. At December 31, 2024 and 2023, net payables for Risk Adjustment settlements were \$883 million and \$991 million, respectively. Receivables are recorded in accounts receivable – net and payables are recorded in accounts payable and accrued expenses on the combined financial statements.

Medicare

Medicare products, including the Medicare Advantage Program (Part C) plans with and without prescription drug coverage and Medicare supplemental products that supplement traditional fee-for-service Medicare coverage are provided. The majority of Medicare revenue is received from Part C. Medicare revenues are based on contracts to provide access to health care services to enrolled Medicare recipients.

Revenues for Part C plans include monthly capitated payments made from the Centers for Medicare & Medicaid Services (CMS), which vary based on member health status, demographic status, and other factors.

Revenues for Medicare also include a voluntary prescription drug benefit (Part D). Revenues for Part D include monthly capitated payments made from CMS, which are adjusted for health risk factor scores. Revenues for Part D also include amounts to reflect a portion of the health care costs for low-income Medicare beneficiaries and a risk-sharing arrangement to limit the exposure to unexpected expenses.

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Medicare Part C and D revenue is subject to governmental audits and potential payment adjustments. CMS made certain audit methodology changes, effective April 3, 2023, that could create uncertainty in audit results for payment years 2019 and after.

Significant variable consideration includes the following:

- *Medicare Part C and D:* Adjustments related to annual settlements from CMS, changes in members risk scores, member demographics, and data reconciliations.

In connection with Medicare, members may have to pay copays and/or deductibles.

Copays, Deductibles, and Other

These revenues include copays and deductibles, third party Medicaid contracts, and other revenues.

Third party Medicaid contracts represent coverage to certain Medicaid enrollees through contracts with third parties known as plan partners and is recorded in copays, deductibles, and other revenues. Health Plans generally receives capitation payments on a monthly, fixed, per member per month basis. Health Plans satisfies its performance obligation and recognizes revenue ratably over the period in which enrollees are eligible to access health care services, which is generally over a one year period. For the years ended December 31, 2024 and 2023, revenues related to third party Medicaid contracts were \$620 million and \$2.8 billion, respectively. As noted under *Members' Dues*, AB 2724 allowed Health Plan, Inc. to contract directly with DHCS to serve Medi-Cal members in additional counties in California in 2024 resulting in the associated revenues reported within members' dues. Medicaid revenues for enrollees that continue to be covered through contracts with plan partners are reported within third party Medicaid revenue.

Significant variable consideration includes the following:

- *Copays and Deductibles:* These are member cost share amounts due to Health Plans and Hospitals. Amounts due are based on contractual agreements and evidence of coverage documentation and are typically calculated and collected at the point of service. Amounts may be fixed per unit/service or vary based on venue of care, coverage, and/or whether certain maximum out of pocket or deductible thresholds have been met.
- *Third Party Medicaid Rate Retroactivity:* Periodic settlements from third party Medicaid plan partners based on rate retroactivity.

Collectibility Assessment

Health Plans and Hospitals generally collects payments for contracts with customers in advance of the services provided or in the month due, thus a collectibility assessment is typically not required. Health Plans and Hospitals includes an estimate of collectibility as an implicit price concession in the transaction price at contract inception and bases the amount of adjustments on a monthly evaluation of historical collection experience, aged accounts receivable, and current market conditions using a portfolio approach for certain revenue arrangements. If actual amounts of consideration ultimately

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received differ from the estimates, Health Plans and Hospitals adjusts these estimates, which would affect revenues in the period such variances become known.

Disaggregation of Revenue

Health Plans and Hospitals earns substantially all of its revenues from contracts with customers. Revenue not related to contracts with customers are included in other revenue in the table below.

For the years ended December 31, contracts with customers revenue disaggregated by geographical markets and Risant Health were as follows (in millions):

	<u>2024</u>	<u>2023</u>
<u>Geographical Markets:</u>		
Northern California	\$ 42,911	\$ 39,144
Southern California	39,602	36,079
Colorado	4,394	4,189
Georgia	2,544	2,358
Hawaii	2,178	2,074
Mid-Atlantic	5,924	5,826
Northwest	5,414	5,227
Washington	4,873	4,791
Other	619	634
Total geographical markets	108,459	100,322
Risant Health	6,233	—
Total contracts with customers revenue	114,692	100,322
Other revenue	1,058	525
Total operating revenues	\$ 115,750	\$ 100,847

Contract Asset / Liability Balances

Health Plans and Hospitals generally satisfies its performance obligation when it provides access to health care services in exchange for consideration from its customers. The timing of Health Plans and Hospitals performance may differ from the timing of the customer's payment, which may result in the recognition of a contract asset or a contract liability. At both December 31, 2024 and 2023, there were no material contract assets with customers.

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At December 31, Health Plans and Hospitals contract liabilities, recorded in other current liabilities, were as follows (in millions):

	<u>2024</u>	<u>2023</u>
Opening (January 1)	\$ 1,029	\$ 976
Closing balance	<u>1,216</u>	<u>1,029</u>
Increase	<u>\$ 187</u>	<u>\$ 53</u>

For the years ended December 31, 2024 and 2023, the majority of both contract liability balances at January 1, 2024 and 2023 of \$1.0 billion and \$976 million, respectively, were recognized.

Significant Judgments

Below is a summary of significant judgments related to the recognition of revenue that affect the determination of the amount and timing of revenue for Health Plans and Hospitals.

For the performance obligation related to access to health care services, Health Plans and Hospitals transfers promised services by providing access to health care services over time. A time-elapsed output method is used for revenue recognition to measure progress because Health Plans and Hospitals transfers promised services by providing access to health care services over the period that the member is entitled to the services.

Determining a measure of progress requires management to make judgments that affect the timing of revenue recognized. Health Plans and Hospitals has determined that the above method provides a faithful depiction of the transfer of goods or services to the customer. Health Plans and Hospitals stands ready to provide coverage for health care services as needed and efforts are expended evenly throughout the period.

Practical Expedients

Health Plans and Hospitals has elected the following significant practical expedient:

- *Incremental costs of obtaining a contract:* Health Plans and Hospitals has elected to recognize the incremental costs of obtaining a contract (primarily brokerage commissions) as an expense when incurred as the time period of most contracts with customers is one year or less and renewal commission rates are commensurate with new commission rates.

Remaining Performance Obligations

The remaining performance obligations greater than one year relate to contracts with customers in which the transaction price is not yet determinable for future years as the members' dues rate has not yet been negotiated and is also dependent on membership volume. For the years ended December 31, 2024 and 2023, the amount of revenues from contracts with customers with performance obligations greater than one year was \$4.5 billion and \$4.2 billion, respectively.

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(o) Pension and Other Postretirement Benefits

Defined benefit pension and other postretirement benefit plans are actuarially evaluated and involve various assumptions. Critical assumptions include the discount rate and the expected rate of return on plan assets, and the rate of increase for health care costs (for postretirement benefit plans other than pension), which are important elements of expense and/or liability measurement. Other assumptions involve demographic factors such as retirement age, mortality, turnover, and the rate of compensation increases. Assumptions are evaluated annually, or when significant plan amendments occur, and modified as appropriate. Pension and other postretirement costs are allocated over the service period of the employees in the plans. The non-service cost components of net benefit expense for pension, other postretirement benefits, and the physicians' retirement plan are included in interest expense and other income (expense) – net.

A discount rate is used to determine the present value of the future benefit obligations. The discount rate is established based on the development of a sample bond portfolio consisting of high quality corporate bonds. From this portfolio, a spot rate curve is interpolated and used to derive a single discount rate.

Differences between actual and expected plan experience and changes in actuarial assumptions, in excess of a 10% corridor around the larger of plan assets or plan liabilities, are recognized into benefits expense over the expected average future service of active participants. Prior service costs and credits that arise from plan amendments are amortized into postretirement benefits expense over the expected average future service to full eligibility of active participants and pension benefits expense over the expected future service of active participants.

(p) Donations and Grants Made or Received

Donations and grants made or received, that are contributions, are recognized at fair value in the period in which a commitment is made unconditionally, or in the period that conditions placed on the donations or grants are met. A condition is present if there is a barrier that the recipient must overcome to be entitled to the assets, and either a right of return of assets transferred or a right of release of a promisor's obligation to transfer assets exists.

(q) Income Taxes

Health Plans and Hospitals is primarily comprised of not-for-profit corporations exempt from income taxes under Internal Revenue Code Section 501(a) as organizations described in section 501(c)(3) and the laws of the states in which they operate. Accordingly, Health Plans and Hospitals is generally not subject to federal or state income taxes. Health Plans and Hospitals is subject to income taxes on unrelated business income. A limited number of Health Plans and Hospitals' affiliates are for profit entities and are subject to income taxes. For the years ended December 31, 2024 and 2023, no significant income tax provision has been recorded.

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(r) Use of Estimates

The preparation of these combined financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts. Estimated fair value and impairment of investments; fair value of assets acquired and liabilities assumed via acquisition; Medicare revenue accruals; incurred but not reported medical claims payable; physicians' retirement plan liabilities; pension and other retirement plans; self-insured professional liabilities; self-insured general and workers' compensation liabilities; land, buildings, equipment, and software impairment and useful lives; and certain amounts accrued related to the ACA Risk Adjustment Program represent significant estimates. Actual results could differ materially from those estimates.

(s) Fair Value Estimates

The carrying amounts reported in the combined balance sheets for cash and cash equivalents, securities lending collateral, broker receivables, accounts receivable – net, accounts payable and accrued expenses, medical claims payable, due to associated medical groups, payroll and related charges, securities lending payable, and broker payables approximate fair value.

Investments, other than alternative investments, as discussed in the *Investments* note, are reported at fair value. The fair values of investments are based on quoted market prices, if available, or estimated using quoted market prices for similar investments. If listed prices or quotes are not available, fair value is based upon other observable inputs or models that primarily use market-based or independently sourced market parameters as inputs. In addition to market information, models incorporate transaction details such as timing of cash flows, including maturity. Fair value adjustments, including credit, liquidity, and other factors, are included, as appropriate, to arrive at a fair value measurement.

Health Plans and Hospitals utilizes a three-level valuation hierarchy for fair value measurements. An instrument's categorization within the hierarchy is based upon the lowest level of input that is significant to the fair value measurement. For instruments classified in level 1 of the hierarchy, valuation inputs are quoted prices for identical instruments in active markets at the measurement date. For instruments classified in level 2 of the hierarchy, valuation inputs are directly observable but do not qualify as level 1 inputs. Examples of level 2 inputs include: quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in inactive markets; other observable inputs such as interest rates and yield curves observable at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates; and market-correlated inputs that are derived principally from or corroborated by observable market data. For instruments classified in level 3 of the hierarchy, valuation inputs are unobservable inputs for the instrument. Level 3 inputs incorporate assumptions about the factors that market participants would use in pricing the instrument.

At December 31, 2024 and 2023, Health Plans and Hospitals held derivative financial instruments including interest rate swaps, as well as futures, forwards, options, and swaps within investment portfolios. The estimated fair values of derivative instruments were determined using level 2 inputs, including available market information and valuation methodologies, primarily discounted cash flows. Additional description and the fair value of derivative instruments are contained in the *Derivative Instruments* note.

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(t) Natural Classification of Expenses

For the years ended December 31, operating expenses classified by function in the combined statements of operations and changes in net worth are presented by their natural classifications as follows (in millions):

	2024					
	Salaries, wages, and benefits	Outside medical costs	Depreciation and software amortization	Pharmacy and supplies costs	Other operating expenses	Total operating expenses
Medical services	\$ 7,013	\$ 37,947	\$ 1,147	\$ 5,704	\$ 2,795	\$ 54,606
Hospital services	13,887	8,490	1,736	3,162	4,140	31,415
Outpatient pharmacy and optical services	2,348	505	95	10,255	527	13,730
Other benefit costs	910	8,261	20	262	322	9,775
Health Plan administration	1,834	—	101	109	3,611	5,655
Total operating expenses	<u>\$ 25,992</u>	<u>\$ 55,203</u>	<u>\$ 3,099</u>	<u>\$ 19,492</u>	<u>\$ 11,395</u>	<u>\$ 115,181</u>

	2023					
	Salaries, wages, and benefits	Outside medical costs	Depreciation and software amortization	Pharmacy and supplies costs	Other operating expenses	Total operating expenses
Medical services	\$ 5,762	\$ 35,277	\$ 1,136	\$ 5,246	\$ 2,946	\$ 50,367
Hospital services	10,958	8,633	1,534	2,413	3,039	26,577
Outpatient pharmacy and optical services	2,098	226	90	8,505	402	11,321
Other benefit costs	836	6,274	22	261	285	7,678
Health Plan administration	1,592	—	140	136	2,707	4,575
Total operating expenses	<u>\$ 21,246</u>	<u>\$ 50,410</u>	<u>\$ 2,922</u>	<u>\$ 16,561</u>	<u>\$ 9,379</u>	<u>\$ 100,518</u>

Some categories of natural class expenses are attributable to more than one function and require allocation, applied on a consistent basis. Outside medical costs include Medical Group costs and other outside medical costs. Property costs including depreciation are allocated on the basis of square footage. Indirect salaries and benefits are allocated on the basis of budgeted full time equivalent employees. Other expenses are assigned directly to specific functions as expenditures are made.

(u) Liquidity and Availability of Resources

Cash and cash equivalents, current investments, and accounts receivable – net, as reported on the combined balance sheets at December 31, 2024 and 2023, are the primary liquid resources used by Health Plans and Hospitals to meet general expenditure needs within the next year. As part of liquidity management, Health Plans and Hospitals' policy is to structure and manage its financial assets to be available to meet its general expenditure needs. Health Plans and Hospitals invests cash in excess of daily requirements in current investments. To help manage unanticipated liquidity needs, Hospitals has both a credit facility and commercial paper program, as described in the *Debt* note. Additionally, although intended to satisfy long-term obligations, 46% of noncurrent investments at December 31, 2024, could be utilized within the next year if necessary.

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(v) Leases

Transactions give rise to leases when Health Plans and Hospitals receives substantially all the economic benefits from and has the ability to direct the use of specified property, plant, and equipment. Health Plans and Hospitals primarily has lessee activity that is classified as operating leases. Operating leases are included in operating lease right-of-use assets, other current liabilities, and operating lease liabilities in the combined balance sheets. Finance leases are included in land, buildings, equipment, and software – net, other current debt, and long-term debt in the combined balance sheets.

Right-of-use assets represent the right to use underlying assets for the lease term and lease liabilities represent obligations to make lease payments arising from the lease. Operating lease right-of-use assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. When discount rates implicit in leases cannot be readily determined, Health Plans and Hospitals uses the applicable incremental borrowing rate at lease commencement to perform lease classification tests and to measure lease liabilities and right-of-use assets. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term.

Health Plans and Hospitals has agreements with lease and non-lease components (such as common area maintenance), and generally has elected to account for the lease and non-lease components as a single lease component. For certain leases, such as service contracts with real estate and supply contracts with equipment leases, the lease and non-lease components are accounted for separately. Health Plans and Hospitals elected not to recognize right-of-use assets and lease liabilities that arise from short-term leases (i.e. leases with terms of 12 months or less).

(w) Reclassifications

Certain reclassifications have been made in these combined financial statements to conform 2023 information to the 2024 presentation.

(3) Acquisitions of Geisinger and Cone Health

On March 31, 2024, and December 1, 2024, Risant Health, Inc. acquired and became the sole corporate member of Geisinger Health (the “Geisinger Transaction”) and The Moses H. Cone Memorial Hospital (the parent organization for the Cone Health system) (the “Cone Health Transaction”), respectively, through separate member substitution transactions. Both transactions were designed to accelerate value-based care with leading community-based health systems to deliver high-quality, equitable health outcomes.

Acquisition of Geisinger

Geisinger comprises a physician-led, integrated health services organization that has as its main components: (i) an array of health services providers, including six wholly-controlled acute-care hospitals with multiple campuses, joint venture facilities, and a drug and alcohol treatment facility; (ii) multispecialty physician group practices; (iii) insurance operations, including a licensed health maintenance organization and a non-licensed, risk assuming Preferred Provider Organization; and (iv) a community-based medical college and degree-granting institution. Geisinger operates across Pennsylvania, with the most concentrated presence in central and northeastern Pennsylvania, outside the major metropolitan areas.

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Under the acquisition method of accounting, the Geisinger Transaction did not involve the payment of consideration and resulted in an excess of assets contributed over liabilities assumed and was recorded at fair value. The valuation of the assets contributed and liabilities assumed was based on estimated fair values at the date of the acquisition. The determination of the final fair values of assets contributed and liabilities assumed was complete as of June 30, 2024. Measurement period adjustments recorded after the acquisition date to reflect refinements in fair value estimates were not material. The final contributed fair value of net assets of \$4.8 billion was recognized in the combined statements of operations and changes in net worth for the year ended December 31, 2024, and included a gain from acquisition of \$4.6 billion within other income and expense and a donor restricted gain of \$177 million within other changes in net worth.

The results of operations of Geisinger since the acquisition date of March 31, 2024, are included in the combined statements of operations and changes in net worth and include \$6.1 billion of operating revenues, \$47 million of net income, and \$77 million of an increase in net worth.

Acquisition of Cone Health

Cone Health is a not-for-profit health care system serving the Piedmont Triad of North Carolina. Cone Health operates as an integrated network of health services and includes four acute care hospitals, a behavioral health facility, a doctor-led accountable care organization, and a Medicare Advantage plan.

Under the acquisition method of accounting, the Cone Health Transaction did not involve the payment of consideration and resulted in an excess of assets contributed over liabilities assumed and was recorded at fair value. The valuation of the assets contributed and liabilities assumed was based on estimated fair values at the date of the acquisition. Due to the fact that the transaction occurred in the last month of the year and the limited time to obtain and analyze information, the fair value estimates are preliminary and may change during the allowable measurement period. The measurement period is up to the point where information that existed as of the transaction closing date that is necessary to determine the fair values of the assets acquired and liabilities assumed is obtained and analyzed, but in no case to exceed more than one year from the closing date. Information related to various assets and liabilities, including, but not limited to land, buildings, equipment and software, identifiable intangible assets, and debt, continues to be obtained and analyzed to complete the final valuation of these balances. The preliminary contributed fair value of net assets of \$2.2 billion was recognized in the combined statements of operations and changes in net worth for the year ended December 31, 2024, and included a gain from acquisition of \$2.2 billion within other income and expense and a donor restricted gain of \$31 million within other changes in net worth.

The results of operations of Cone Health since the acquisition date of December 1, 2024, are not material.

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Acquired Assets, Assumed Liabilities, and Pro Forma Information

The following table presents the fair value of Geisinger and Cone Health assets acquired and liabilities assumed on March 31, 2024 and December 1, 2024, respectively (in millions):

Assets Acquired and Liabilities Assumed¹	Geisinger Final Valuation	Cone Health Preliminary Valuation
Cash and cash equivalents	\$ 587	\$ 113
Current investments	420	42
Accounts receivable	976	557
Other current assets	271	108
Noncurrent investments	3,045	1,434
Land, buildings, equipment, and software	1,960	1,055
Operating lease right-of-use assets	67	53
Other long-term assets	902	261
Accounts payable and accrued expenses	(327)	(136)
Medical claims payable	(314)	(21)
Payroll and related charges	(339)	(167)
Other current debt	(14)	(15)
Other current liabilities	(233)	(121)
Long-term debt	(1,511)	(714)
Operating lease liabilities	(52)	(44)
Other long-term liabilities	(632)	(161)
Total contributed net assets	\$ 4,806	\$ 2,244

¹For purposes of the combined statements of cash flows, other than cash acquired, the acquisitions have been accounted for as non-cash transactions.

Acquired intangible assets, primarily comprised of member relationships and trade name, are recorded in other long-term assets on the combined balance sheets as of December 31, 2024. Intangible assets acquired in the Geisinger Transaction were \$403 million, of which \$223 million is subject to amortization up to a period of 11 years. Intangible assets acquired in the Cone Health Transaction were \$83 million, of which \$22 million is subject to amortization up to a period of 10 years.

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The unaudited pro forma financial information shown below summarizes the combined results of operations for Health Plans and Hospitals as if the closing of both the Geisinger Transaction and Cone Health Transaction had been reported as of January 1, 2023 (in millions):

	Years ended December 31,	
	2024	2023
Operating revenues	\$ 120,768	\$ 111,474
Net income	6,704	11,575
Change in net worth	8,097	8,356

The unaudited pro forma results include adjustments to reflect the gains on acquisitions, amortization of acquired intangible assets, depreciation of the adjusted fair value of buildings, equipment, and software, other nonrecurring costs related to the transactions, and the change in interest expense from the fair value adjustments related to debt assumed. The unaudited pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of the operating results that would have been realized if the transactions had taken place on January 1, 2023.

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(4) Investments

Management's methods for estimating fair value of financial instruments are discussed in the *Summary of Significant Accounting Policies – Fair Value Estimates* note.

At December 31, 2024, the estimated fair value of current investments by level was as follows (in millions):

	Quoted prices in active markets for identical assets level 1	Significant other observable inputs level 2	Significant unobservable inputs level 3	Total
U.S. equity securities	\$ 909	\$ —	\$ —	\$ 909
Foreign equity securities	3	—	—	3
Debt securities issued by the U.S. government	—	2,618	—	2,618
Debt securities issued by U.S. government agencies and corporations	—	42	—	42
Debt securities issued by U.S. states and political subdivisions of states	—	43	—	43
Foreign government debt securities	—	33	—	33
U.S. corporate debt securities	—	2,043	—	2,043
Foreign corporate debt securities	—	705	—	705
U.S. agency mortgage-backed securities	—	2,117	—	2,117
Non-U.S. agency mortgage-backed securities	—	277	—	277
Other asset-backed securities	—	861	—	861
Short-term investment funds	—	202	—	202
Other	—	6	—	6
Total	\$ <u>912</u>	\$ <u>8,947</u>	\$ <u>—</u>	\$ <u>9,859</u>

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At December 31, 2024, the estimated fair value of noncurrent investments by level was as follows (in millions):

	Quoted prices in active markets for identical assets level 1	Significant other observable inputs level 2	Significant unobservable inputs level 3	Total
U.S. equity securities	\$ 3,212	\$ 1,103	\$ —	\$ 4,315
Foreign equity securities	1,507	15	—	1,522
Global equity funds	—	4,712	—	4,712
Debt securities issued by the U.S. government	—	7,070	—	7,070
Debt securities issued by U.S. government agencies and corporations	—	335	—	335
Debt securities issued by U.S. states and political subdivisions of states	—	17	—	17
Foreign government debt securities	—	198	—	198
U.S. corporate debt securities	—	394	—	394
Foreign corporate debt securities	—	185	—	185
U.S. agency mortgage-backed securities	—	936	—	936
Non-U.S. agency mortgage-backed securities	—	11	—	11
Other asset-backed securities	—	133	—	133
Short-term investment funds	—	1,914	—	1,914
Other	—	497	35	532
	<u>\$ 4,719</u>	<u>\$ 17,520</u>	<u>\$ 35</u>	<u>22,274</u>
Alternative investments:				
Absolute return				4,275
Private equity				22,553
Real assets				5,263
Total			\$	<u>54,365</u>

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At December 31, 2023, the estimated fair value of current investments by level was as follows (in millions):

	Quoted prices in active markets for identical assets level 1	Significant other observable inputs level 2	Significant unobservable inputs level 3	Total
U.S. equity securities	\$ 727	\$ —	\$ —	\$ 727
Foreign equity securities	16	—	—	16
Debt securities issued by the U.S. government	—	2,313	—	2,313
Debt securities issued by U.S. government agencies and corporations	—	70	—	70
Debt securities issued by U.S. states and political subdivisions of states	—	52	—	52
Foreign government debt securities	—	32	—	32
U.S. corporate debt securities	—	1,989	—	1,989
Foreign corporate debt securities	—	887	—	887
U.S. agency mortgage-backed securities	—	1,894	—	1,894
Non-U.S. agency mortgage-backed securities	—	192	—	192
Other asset-backed securities	—	626	—	626
Short-term investment funds	—	172	—	172
Total	\$ <u>743</u>	\$ <u>8,227</u>	\$ <u>—</u>	\$ <u>8,970</u>

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At December 31, 2023, the estimated fair value of noncurrent investments by level was as follows (in millions):

	Quoted prices in active markets for identical assets level 1	Significant other observable inputs level 2	Significant unobservable inputs level 3	Total
U.S. equity securities	\$ 2,368	\$ 373	\$ —	\$ 2,741
Foreign equity securities	1,453	15	—	1,468
Global equity funds	—	3,189	—	3,189
Debt securities issued by the U.S. government	—	6,356	—	6,356
Debt securities issued by U.S. government agencies and corporations	—	181	—	181
Debt securities issued by U.S. states and political subdivisions of states	—	5	—	5
Foreign government debt securities	—	270	—	270
U.S. corporate debt securities	—	205	—	205
Foreign corporate debt securities	—	169	—	169
U.S. agency mortgage-backed securities	—	437	—	437
Non-U.S. agency mortgage-backed securities	—	1	—	1
Other asset-backed securities	—	12	—	12
Short-term investment funds	—	760	—	760
Other	—	79	—	79
	<u>\$ 3,821</u>	<u>\$ 12,052</u>	<u>\$ —</u>	<u>15,873</u>
Alternative investments:				
Absolute return				2,990
Private equity				20,606
Real assets				4,616
Total			\$	<u><u>44,085</u></u>

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At December 31, 2024, available-for-sale debt and other securities were as follows (in millions):

	<u>Amortized cost</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized losses</u>	<u>Fair value</u>
Debt securities issued by the U.S. government	\$ 9,649	\$ 39	\$ —	\$ 9,688
Debt securities issued by U.S. government agencies and corporations	373	4	—	377
Debt securities issued by U.S. states and political subdivisions of states	59	1	—	60
Foreign government debt securities	221	10	—	231
U.S. corporate debt securities	2,384	53	—	2,437
Foreign corporate debt securities	862	28	—	890
U.S. agency mortgage-backed securities	3,017	36	—	3,053
Non-U.S. agency mortgage-backed securities	282	6	—	288
Other asset-backed securities	983	11	—	994
Short-term investment funds	2,116	—	—	2,116
Other	499	4	—	503
Total	<u>\$ 20,445</u>	<u>\$ 192</u>	<u>\$ —</u>	<u>\$ 20,637</u>

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At December 31, 2023, available-for-sale debt and other securities were as follows (in millions):

	<u>Amortized cost</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized losses</u>	<u>Fair value</u>
Debt securities issued by the U.S. government	\$ 8,340	\$ 329	\$ —	\$ 8,669
Debt securities issued by U.S. government agencies and corporations	240	11	—	251
Debt securities issued by U.S. states and political subdivisions of states	53	4	—	57
Foreign government debt securities	269	33	—	302
U.S. corporate debt securities	2,078	116	—	2,194
Foreign corporate debt securities	1,009	47	—	1,056
U.S. agency mortgage-backed securities	2,226	105	—	2,331
Non-U.S. agency mortgage-backed securities	188	5	—	193
Other asset-backed securities	631	7	—	638
Short-term investment funds	932	—	—	932
Other	79	—	—	79
Total	<u>\$ 16,045</u>	<u>\$ 657</u>	<u>\$ —</u>	<u>\$ 16,702</u>

At December 31, available-for-sale debt and other securities by contractual maturity and mortgage-backed and other asset-backed debt securities were as follows (in millions):

	<u>2024</u>		<u>2023</u>	
	<u>Amortized cost</u>	<u>Fair value</u>	<u>Amortized cost</u>	<u>Fair value</u>
Due in one year or less	\$ 3,178	\$ 3,190	\$ 1,891	\$ 1,893
Due after one year through five years	7,124	7,180	6,383	6,530
Due after five years through ten years	2,682	2,710	2,279	2,396
Due after ten years	3,179	3,222	2,447	2,721
U.S. agency mortgage-backed securities	3,017	3,053	2,226	2,331
Non-U.S. agency mortgage-backed securities	282	288	188	193
Other asset-backed securities	983	994	631	638
Total	<u>\$ 20,445</u>	<u>\$ 20,637</u>	<u>\$ 16,045</u>	<u>\$ 16,702</u>

The carrying value of alternative investments, which may include absolute return, risk parity, real assets, and private equity, is reported under the equity method. The carrying value of alternative investments have been determined by management based on available data, including information provided by fund

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managers or the general partners. The underlying securities within absolute return and risk parity investments are typically valued using quoted prices for identical or similar instruments within active and inactive markets. The underlying holdings within private equity and real asset investments are valued based on recent transactions, operating results, and industry and other general market conditions. Certain investments are illiquid and are valued based on the most current information available, which may be less current than the date of these combined financial statements.

Absolute return investments use advanced investment strategies, including derivatives, to generate positive long-term risk adjusted returns. Real assets are defined as any economic resources that are directly used to create value, including investments within real estate, infrastructure, natural resources, and other tangible or intangible assets. Private equity investments consist of funds that make direct investments in private companies. Management meets with alternative investment fund managers periodically to assess portfolio performance and reporting and exercises oversight over fund managers. At December 31, 2024, Health Plans and Hospitals had original commitments related to alternative investments of \$33.3 billion, of which \$24.6 billion was invested, leaving \$8.7 billion of remaining commitments. At December 31, 2023, Health Plans and Hospitals had original commitments related to alternative investments of \$34.0 billion, of which \$22.4 billion was invested, leaving \$11.6 billion of remaining commitments.

For the years ended December 31, investment income – net was comprised of the following (in millions):

	2024	2023
Impairments	\$ (274)	\$ (631)
Recognized gains	1,648	442
Recognized losses	(181)	(262)
Income from equity method alternative investments	2,126	820
Change in fair value from equity investments	254	1,295
Interest, dividends, and other income – net	1,154	1,100
Derivative gain (loss)	26	(34)
Total investment income – net	4,753	2,730
Less investment income included in interest expense and other income (expense) – net	(709)	(651)
Investment income – net	<u>\$ 4,044</u>	<u>\$ 2,079</u>

Absolute return, real assets, and private equity investments include redemption restrictions. Absolute return investments require 10 to 90 day written notice of intent to withdraw and are often subject to the approval and capital requirements of the fund manager. At December 31, 2024, absolute return investments of \$2.1 billion were subject to lock-up periods of up to five years. Real assets and private equity investments do not include provisions for redemption. Distributions will be received as the underlying investments of the funds are liquidated, which is expected over the next 11 years.

The majority of debt and equity securities or funds can be redeemed within 10 days. At December 31, 2024, equity investment funds of \$3.5 billion were redeemable between 10 and 30 days. At December 31,

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2024, equity investment funds of \$1.1 billion were redeemable between 30 days and one year. At December 31, 2024, equity investment funds of \$248 million require a redemption period of greater than one year.

(5) Derivative Instruments

(a) *Interest Rate Swaps*

At December 31, 2024 and 2023, Health Plans and Hospitals had 23 and 18 agreements, respectively, to manage interest rate fluctuations (Interest Rate Swaps) with a total notional amount of \$1.9 billion and \$1.8 billion, respectively. At December 31, 2024 and 2023, the fair values of these agreements were \$(74) million and \$(67) million, respectively, and were recorded in other long-term liabilities. For both the years ended December 31, 2024 and 2023, Health Plans and Hospitals recorded \$0 million, in interest expense relating to the Interest Rate Swaps. For the years ended December 31, 2024 and 2023, net changes in fair values totaled \$2 million and \$19 million, respectively, and were recorded in investment income (loss) – net.

These derivatives contain reciprocal provisions whereby if Health Plans and Hospitals' or the counterparties' credit rating was to decline to certain levels, provisions would be triggered requiring Health Plans and Hospitals or the counterparties to provide certain collateral. At December 31, 2024 and 2023, no collateral was required to be posted by either Health Plans and Hospitals or the counterparties.

(b) *Derivatives Held in Investment Portfolios*

At December 31, 2024 and 2023, Health Plans and Hospitals' portfolio managers held \$7 million and \$4 million, respectively, of futures, forwards, options, and swaps to attempt to protect certain investments against volatility. For the years ended December 31, 2024 and 2023, net changes in fair values totaled \$(8) million and \$(6) million, respectively, and were recorded in investment income (loss) – net. For the years ended December 31, 2024 and 2023, gains (losses) resulting from derivative settlements totaled \$32 million and \$(47) million, respectively, and were recorded in investment income (loss) – net.

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(c) Information on Derivative Gain (Loss) and Fair Value

Management's methods for estimating fair value of financial instruments are discussed in the *Summary of Significant Accounting Policies – Fair Value Estimates* note.

**Information on Derivative Gain (Loss) Mark-to-Market Valuation
Recognized in Income**

(In millions)

Derivatives not designated as hedging instruments	Statement of operations category	Gain (loss) recognized in income on derivatives for the years ended December 31,	
		2024	2023
Interest rate swaps – related to debt	Investment income – net	\$ 2	\$ 19
Interest rate swaps – other	Investment income – net	6	(5)
Futures and forwards	Investment income – net	(14)	(2)
Options, rights, and warrants	Investment income – net	—	1
		<u>\$ (6)</u>	<u>\$ 13</u>

**Information on Derivative Settlement Costs
Recognized in Income**

(In millions)

Derivatives not designated as hedging instruments	Statement of operations category	Gain (loss) recognized in income on derivatives for the years ended December 31,	
		2024	2023
Interest rate swaps – related to debt	Interest expense and other income (expense) – net	\$ —	\$ —
Interest rate swaps – other	Investment income – net	21	32
Futures and forwards	Investment income – net	9	(81)
Options, rights, and warrants	Investment income – net	2	2
		<u>\$ 32</u>	<u>\$ (47)</u>

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Information on Fair Value of Derivative Instruments – Assets

(In millions)

Derivatives not designated as hedging instruments	Balance sheet category	Fair value at December 31,	
		2024	2023
Interest rate swaps – other	Noncurrent investments	\$ 20	\$ 25
Futures and forwards	Noncurrent investments	8	4
Options, rights, and warrants	Noncurrent investments	—	—
		<u>\$ 28</u>	<u>\$ 29</u>

Information on Fair Value of Derivative Instruments – Liabilities

(In millions)

Derivatives not designated as hedging instruments	Balance sheet category	Fair value at December 31,	
		2024	2023
Interest rate swaps – related to debt	Other long-term liabilities	\$ 74	\$ 67
Interest rate swaps – other	Other long-term liabilities	11	21
Futures and forwards	Other long-term liabilities	10	4
Options, rights, and warrants	Other long-term liabilities	—	—
		<u>\$ 95</u>	<u>\$ 92</u>

(6) Accounts Receivable – Net

At December 31, accounts receivable – net were as follows (in millions):

	2024	2023
Members' dues	\$ 2,226	\$ 1,441
Patient services	1,243	583
Medicare	748	334
Other	2,241	2,020
Total	<u>\$ 6,458</u>	<u>\$ 4,378</u>

At both December 31, 2024 and 2023, the allowances for bad debt were not material.

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(7) Inventories – Net and Other Current Assets

At December 31, inventories – net and other current assets were as follows (in millions):

	<u>2024</u>	<u>2023</u>
Inventories – net	\$ 1,791	\$ 1,593
Prepaid expenses	748	601
Other	<u>178</u>	<u>189</u>
Total	<u>\$ 2,717</u>	<u>\$ 2,383</u>

Inventories – net consist primarily of pharmaceuticals and supplies.

(8) Land, Buildings, Equipment, and Software – Net

At December 31, land, buildings, equipment, and software – net were as follows (in millions):

	<u>2024</u>	<u>2023</u>
Land	\$ 3,026	\$ 2,761
Buildings and improvements	49,545	46,215
Furniture, equipment, and software	15,635	15,449
Construction and software development in progress	<u>4,077</u>	<u>3,014</u>
	72,283	67,439
Accumulated depreciation and amortization	<u>(37,980)</u>	<u>(36,592)</u>
Total	<u>\$ 34,303</u>	<u>\$ 30,847</u>

Health Plans and Hospitals capitalizes interest costs on borrowings incurred during the construction, upgrade, or development of qualifying assets. Capitalized interest is added to the cost of the underlying assets and is depreciated or amortized over the useful lives of the assets. During the years ended December 31, 2024 and 2023, Health Plans and Hospitals capitalized \$79 million and \$76 million, respectively, of interest in connection with various capital projects.

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(9) Medical Claims Payable

For the years ended December 31, activity in the liability for medical claims payable was as follows (in millions):

	<u>2024</u>	<u>2023</u>
Balances at January 1	\$ 3,184	\$ 2,976
Acquired business	335	—
Incurred related to:		
Current year	21,228	18,320
Prior years	<u>(28)</u>	<u>272</u>
Total incurred	<u>21,200</u>	<u>18,592</u>
Paid related to:		
Current year	18,352	15,639
Prior years	<u>2,758</u>	<u>2,745</u>
Total paid	<u>21,110</u>	<u>18,384</u>
Balances at December 31	\$ <u><u>3,609</u></u>	\$ <u><u>3,184</u></u>

Amounts incurred related to prior years vary from previously estimated liabilities as the claims are ultimately adjudicated and paid. Liabilities are reviewed and revised as information regarding actual claims payments becomes known. Negative amounts reported for incurred related to prior years result from claims being adjudicated and paid for amounts less than originally estimated.

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(10) Other Liabilities

At December 31, other current liabilities were as follows (in millions):

	2024	2023
Self-insured risks	\$ 710	\$ 569
Dues collected in advance	1,176	1,004
Physicians' retirement plan liability	336	314
Current portion of operating lease liabilities	348	322
Other	1,483	1,219
Total	<u>\$ 4,053</u>	<u>\$ 3,428</u>

At December 31, other long-term liabilities were as follows (in millions):

	2024	2023
Self-insured risks	\$ 2,652	\$ 2,213
Due to associated medical groups	349	337
Derivatives liability	95	92
Other	1,078	578
Total	<u>\$ 4,174</u>	<u>\$ 3,220</u>

(11) Debt

At December 31, debt was as follows (in millions):

	2024	2023
Tax-exempt revenue bonds and taxable bonds and notes:		
2.95% to 5.50% variable rate due through 2055	\$ 2,204	\$ 1,831
1.66% to 5.00% fixed rate due through 2052	10,839	9,033
Others at various rates due through 2047	117	88
Total	<u>\$ 13,160</u>	<u>\$ 10,952</u>
Other current debt:		
Commercial paper	\$ 369	\$ 369
Current portion of long-term debt	44	16
Long-term debt classified as a long-term liability	12,747	10,567
Total	<u>\$ 13,160</u>	<u>\$ 10,952</u>

At December 31, 2024 and 2023, the carrying amount of long-term debt (including the current portion of long-term debt) totaled \$12.8 billion and \$10.6 billion, respectively. At December 31, 2024 and 2023, the estimated fair value of long-term debt (including the current portion of long-term debt) was approximately

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\$11.2 billion and \$9.4 billion, respectively. The fair value of long-term debt is based on level 2 inputs for debt with similar risk, terms, and remaining maturities.

At December 31, 2024 and 2023, repurchase of variable rate bonds totaling \$1.7 billion and \$1.5 billion, respectively, may be required at earlier than stated maturity. These bonds may be remarketed rather than repurchased. Health Plans and Hospitals has provided self liquidity for the variable rate bonds, with \$251 million backed by a bank letter of credit. Additionally, at both December 31, 2024 and 2023, Hospitals had the ability to finance the acquisition of up to \$3.0 billion, of any unremarketed bonds that are put using an available long-term credit facility. At both December 31, 2024 and 2023, none of these variable rate demand bonds were classified in current liabilities.

At December 31, 2024 and 2023, \$221 million and \$243 million, respectively, of the above tax-exempt fixed-rate revenue bonds and taxable fixed-rate bonds represented a net unamortized premium balance. At December 31, 2024 and 2023, \$(38) million and \$(41) million, respectively, of unamortized debt issuance cost was presented within long-term debt.

Scheduled principal payments remaining for each of the next five years and thereafter considering obligations subject to short-term remarketing as due according to their long-term amortization schedule were as follows (in millions):

2025	\$	413
2026		56
2027		1,023
2028		99
2029		795
Thereafter		<u>10,591</u>
Total	\$	<u><u>12,977</u></u>

Credit Facility

Hospitals' credit facility of \$3.0 billion terminates in September 2028. Various interest rate options are available under this facility. Any revolving borrowings mature on the termination date. Hospitals pays facility fees, which range from 0.03% to 0.13% per annum, depending upon Hospitals' long-term senior unsecured debt rating. At December 31, 2024, the facility fee was at an annual rate of 0.04%. At both December 31, 2024 and 2023, no amounts were outstanding under this credit facility.

Hospitals' revolving credit facility contains a financial covenant. Under the terms of this facility, Hospitals is required to maintain a ratio of total debt to capital, as defined.

Taxable Commercial Paper Program

Hospitals maintains a commercial paper program providing for the issuance of up to \$3.0 billion in aggregate maturity value of short-term indebtedness. The commercial paper is issued at a minimum principal amount of \$100,000 and additional increments of \$1,000 in excess thereof. The commercial paper will be sold at a discount from their face amounts, and may be issued with varying maturities up to a

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maximum of 270 days from the date of issuance. At both December 31, 2024 and 2023, commercial paper of \$369 million was outstanding under this program and is included within other current debt.

(12) Pension Plans

(a) *Defined Benefit Plan*

Health Plans and Hospitals, excluding Risant Health, has a defined benefit pension plan (Plan) covering substantially all their employees. Benefits are based on age at retirement, years of credited service, and average compensation for a specified period prior to retirement. Contributions are intended to provide not only for benefits attributed to service to date but also for those expected to be earned in the future.

For financial reporting purposes, the projected unit credit method is used. At December 31, 2024 and 2023, pension fund assets were held in a group trust. At December 31, 2024 and 2023, trust assets were invested in fixed-income and equity securities, with approximately 66% and 61%, respectively, of trust assets, net of liabilities, invested in alternative investments.

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At December 31, the funded status of the Plan was as follows (in millions):

	<u>2024</u>	<u>2023</u>
Change in projected benefit obligation (PBO):		
Benefit obligation at beginning of year	\$ 28,388	\$ 24,993
Service cost	1,473	1,310
Interest cost	1,371	1,258
Plan amendments	—	—
Net actuarial loss (gain)	(2,729)	1,843
Benefits paid	<u>(1,163)</u>	<u>(1,016)</u>
Benefit obligation at end of year	<u>\$ 27,340</u>	<u>\$ 28,388</u>
Accumulated benefit obligation at end of year	\$ 21,494	\$ 22,089
Change in Health Plans and Hospitals' share of trust assets:		
Fair value of plan assets at beginning of year	\$ 32,870	\$ 31,778
Actual return on plan assets	1,368	1,782
Contributions	573	326
Benefits paid	<u>(1,163)</u>	<u>(1,016)</u>
Fair value of plan assets at end of year	<u>\$ 33,648</u>	<u>\$ 32,870</u>
Funded status	\$ 6,308	\$ 4,483
Amounts recognized in the combined balance sheets consist of:		
Pension and other retirement benefits asset	\$ <u>6,308</u>	\$ <u>4,483</u>
	<u>\$ 6,308</u>	<u>\$ 4,483</u>
Amounts recognized in net worth:		
Net actuarial loss	\$ 1,821	\$ 3,131
Prior service cost	<u>68</u>	<u>81</u>
	<u>\$ 1,889</u>	<u>\$ 3,212</u>

The measurement date used to determine pension valuations was December 31.

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For the years ended December 31, pension expense (income) was as follows (in millions):

	2024	2023
Service cost	\$ 1,473	\$ 1,310
Interest cost	1,371	1,258
Expected return on plan assets	(2,788)	(2,713)
Amortization of net actuarial loss (gain)	1	(17)
Amortization of prior service cost	13	12
Net pension expense (income)	<u>70</u>	<u>(150)</u>
Other changes in plan assets and PBO recognized in net worth:		
Net actuarial loss (gain)	(1,309)	2,774
Prior service cost	—	—
Amortization of net actuarial gain (loss)	(1)	17
Amortization of prior service cost	(13)	(12)
Total recognized in net worth	<u>(1,323)</u>	<u>2,779</u>
Total recognized in net periodic benefit cost and net worth	<u>\$ (1,253)</u>	<u>\$ 2,629</u>

For the year ended December 31, 2024, the benefit obligation included a net actuarial gain of \$2.7 billion, primarily due to the increase in the discount rate used to determine the benefit obligation from 5.05% in 2023 to 5.75% in 2024. For the year ended December 31, 2023, the benefit obligation included a net actuarial loss of \$1.8 billion, primarily due to the decrease in the discount rate used to determine the benefit obligation from 5.25% in 2022 to 5.05% in 2023.

Actuarial assumptions used were as follows:

	2024	2023
Discount rate at January 1 for calculating service cost	5.15%	5.33%
Discount rate at January 1 for calculating interest cost	4.95%	5.14%
Discount rate for calculating December 31 PBO	5.75%	5.05%
Salary scale for calculating pension expense	4.20%	4.15%
Salary scale for calculating December 31 PBO	4.10%	4.20%
Expected long-term rate of return on plan assets for calculating pension expense	7.50%	7.50%

During 2025, management expects to contribute approximately \$693 million to the Plan.

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The following benefit payments, which reflect expected future service, are expected to be paid (in millions):

2025	\$	1,417
2026		1,503
2027		1,598
2028		1,696
2029		1,798
2030–2034		10,678

Explanation of Investment Strategies and Policies

A total return investment approach is employed for the Plan whereby the Plan invests in a mix of equity, fixed-income, and alternative asset classes to maximize the long-term return of plan assets for a prudent level of risk. The intent of this strategy is to minimize plan expenses by outperforming plan liabilities over the long run. Risk tolerance is established through consideration of plan liabilities, plan funded status, and corporate financial condition. The investment portfolio will consist over time of a varying but diversified blend of equity, fixed-income, and alternative investments. Diversification includes such factors as geographic location, equity capitalization size and style, placement in the capital structure, and security type. Investment risk is measured and monitored on an ongoing basis through annual liability measurements, periodic asset/liability studies, and quarterly investment portfolio reviews. The Plan's investment policy has restrictions relating to credit quality, industry/sector concentration, duration, concentration of ownership, and use of derivatives.

Capital Market Assumption Methodology

To determine the long-term rate of return assumption for plan assets, management incorporates historical relationships among the various asset classes and subclasses to be accessed over the investment horizon. Management's intent is to maximize portfolio efficiency. This will be accomplished by seeking the highest returns prudently available among the available asset classes. Overall portfolio volatility is managed through diversification among asset classes. Current market factors such as inflation and interest rates are evaluated before long-term capital market assumptions are determined. From time to time, management reviews its long-term investment strategy and reconciles that strategy with the long-term liabilities of the Plan. This asset-liability study produces a range of expected returns over medium and long-term time periods. Those intermediate and long-term investment projections form the basis for the expected long-term rate of return on assets.

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At December 31, 2024, the estimated fair value of total pension trust assets – net by level was as follows (in millions):

	Quoted prices in active markets for identical assets level 1	Significant other observable inputs level 2	Total
Assets:			
Cash and cash equivalents	\$ 373	\$ 2,310	\$ 2,683
Broker receivables	—	376	376
Securities lending collateral	—	372	372
U.S. equity securities	5,444	31	5,475
Foreign equity securities	1,603	—	1,603
Global equity funds	—	4,561	4,561
Debt securities issued by the U.S. government	—	10,260	10,260
Debt securities issued by U.S. government agencies and corporations	—	1	1
Foreign government debt securities	—	42	42
U.S. agency mortgage-backed securities	—	347	347
Other	—	160	160
Total assets	<u>7,420</u>	<u>18,460</u>	<u>25,880</u>
Liabilities:			
Broker payables	—	698	698
Securities lending payable	—	372	372
Repurchase agreements	—	3,386	3,386
Other liabilities	—	262	262
Total liabilities	<u>—</u>	<u>4,718</u>	<u>4,718</u>
Fair value of pension trust assets – net	<u>\$ 7,420</u>	<u>\$ 13,742</u>	<u>21,162</u>
Investments measured at net asset value (NAV):			
Alternative investments:			
Absolute return			3,224
Private equity			31,675
Real assets			<u>5,870</u>
Total pension trust assets – net			<u>\$ 61,931</u>

At December 31, 2024, Health Plans and Hospitals', excluding Risant Health, share of pension trust assets was 54.3%, or \$33.6 billion. The remaining share of pension trust assets is for Medical Groups and a related party associated with Medical Groups.

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At December 31, 2023, the estimated fair value of total pension trust assets – net by level was as follows (in millions):

	Quoted prices in active markets for identical assets level 1	Significant other observable inputs level 2	Total
Assets:			
Cash and cash equivalents	\$ 22	\$ 2,283	\$ 2,305
Broker receivables	—	334	334
Securities lending collateral	—	547	547
U.S. equity securities	1,724	2,341	4,065
Foreign equity securities	1,406	—	1,406
Global equity funds	—	3,541	3,541
Debt securities issued by the U.S. government	—	3,789	3,789
Debt securities issued by U.S. government agencies and corporations	—	1	1
Debt securities issued by U.S. states and political subdivisions of states	—	243	243
Foreign government debt securities	—	171	171
U.S. corporate debt securities	—	7,010	7,010
Foreign corporate debt securities	—	876	876
U.S. agency mortgage-backed securities	—	268	268
Non-U.S. agency mortgage-backed securities	—	10	10
Other	—	972	972
Total assets	<u>3,152</u>	<u>22,386</u>	<u>25,538</u>
Liabilities:			
Broker payables	—	764	764
Securities lending payable	—	547	547
Other liabilities	657	170	827
Total liabilities	<u>657</u>	<u>1,481</u>	<u>2,138</u>
Fair value of pension trust assets – net	<u>\$ 2,495</u>	<u>\$ 20,905</u>	<u>23,400</u>
Investments measured at net asset value:			
Alternative investments:			
Absolute return			2,600
Private equity			29,036
Real assets			<u>4,934</u>
Total pension trust assets – net			<u>\$ 59,970</u>

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At December 31, 2023, Health Plans and Hospitals', excluding Risant Health, share of pension trust assets was 54.8%, or \$32.9 billion. The remaining share of pension trust assets is for Medical Groups and a related party associated with Medical Groups.

The change in fair value of pension trust assets for the year ended December 31, 2024 was reflected in the funded status at December 31, 2024, the measurement date of the pension benefit obligation.

The target asset allocations for calculating pension expense were as follows:

	<u>2024 target</u>	<u>2023 target</u>
Equity securities	18%	18%
Debt securities	30%	30%
Alternative investments	52%	52%
Total	<u>100%</u>	<u>100%</u>

Alternative investments, which include absolute return, real assets, and private equity, held in the pension trust are reported at NAV as a practical expedient for fair value. These investments are typically valued on a monthly or quarterly basis based on information provided by fund managers or general partners with an annual audit performed by an independent third party, but often have a lag in the availability of data. Management solicits valuation updates from fund managers and corroborating data from public markets to determine any needed fair value adjustments. Absolute return investments use advanced investment strategies, including derivatives, to generate positive long-term risk adjusted returns. Real assets are defined as any economic resources that are directly used to create value, including investments within real estate, infrastructure, natural resources, and other tangible or intangible assets. Private equity investments consist of funds that make direct investments in private companies. At December 31, 2024, the pension trust had original commitments related to alternative investments of \$46.1 billion, of which \$33.2 billion was invested, leaving \$12.9 billion of remaining commitments. At December 31, 2023, the pension trust had original commitments related to alternative investments of \$48.0 billion, of which \$30.8 billion was invested, leaving \$17.2 billion of remaining commitments.

Absolute return, real assets, and private equity investments include redemption restrictions. Absolute return investments require 10 to 90 day written notice of intent to withdraw and are often subject to the approval and capital requirements of the fund manager. At December 31, 2024, absolute return investments of \$1.8 billion were subject to lock-up periods of up to five years. Private equity and real asset agreements do not include provisions for redemption. Distributions will be received as the underlying investments of the funds are liquidated, which is expected over the next 11 years.

At December 31, 2024, pension trust assets included repurchase agreements with an investment manager whereby the trust received \$3.4 billion in cash with an obligation to repay the amount plus interest in January 2025. As part of the transaction, the pension trust provided \$3.4 billion of assets as collateral. The repurchase obligation was fully satisfied in January 2025.

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The majority of debt and equity securities can be redeemed within 10 days. At December 31, 2024, equity investment funds of \$3.7 billion were redeemable between 10 and 30 days. At December 31, 2024, equity investment funds of \$681 million were redeemable between 30 days and one year. At December 31, 2024, equity investment funds of \$208 million require a redemption period of greater than one year.

(b) Defined Contribution Plans

Health Plans and Hospitals has defined contribution plans for eligible employees. Employer contributions and costs are typically based on a percentage of covered employees' eligible compensation. For the years ended December 31, 2024 and 2023, plan expense was \$588 million and \$439 million, respectively.

(c) Multi-Employer Plans

Health Plans and Hospitals participates in a number of multi-employer defined benefit pension plans under the terms of collective bargaining agreements that cover some union-represented employees. Some risks of participating in these multi-employer plans that differ from single-employer plans include:

- Assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- Employers that choose to stop participating in a multi-employer plan may be required to pay the plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

For the years ended December 31, 2024 and 2023, Health Plans and Hospitals' participation in these plans is outlined in the table below. The "EIN/PN" column provides the Employer Identification Number (EIN) and the three-digit plan number (PN), if applicable. Unless otherwise noted, the most recent Pension Protection Act zone status available in 2024 and 2023 is for the plan's year-end in 2023 and 2022, respectively. The zone status is based on information that Health Plans and Hospitals obtained from publicly available information provided by the United States Department of Labor. Among other factors, plans in the red zone are generally less than 65% funded, plans in the yellow zone are between 65% and 80% funded, and plans in the green zone are at least 80% funded. The "FIP/RP status pending/implemented" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. The "Health Plans and Hospitals' contributions to plan exceeded more than 5% of total contributions" columns represent those plans where Health Plans and Hospitals was listed in the plans' Forms 5500 as providing more than 5% of the total contributions for the plan years listed. The last column lists the expiration dates of the collective bargaining agreements to which the plans are subject. There have been no significant changes that affect the comparability of 2024 and 2023 employer expense.

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Pension fund	EIN-PN	Pension Protection Act zone status		FIP/RP status pending / implemented	(in millions) Health Plans and Hospitals' contributions December 31,		Surcharge imposed	Health Plans and Hospitals' contributions to plan exceeded more than 5% of total contributions ⁽¹⁾		Expiration date of collective bargaining agreement
		2024	2023		2024	2023		2024	2023	
Southern California United Food and Commercial Workers Unions and Drug Employers Pension Fund	516029925	Red	Red	Implemented	\$ 7	\$ 7	No	Yes	Yes	11/1/2025
Oregon Retail Employees Pension Trust	936074377	Red	Red	Implemented	4	4	No	Yes	Yes	9/30/2027 (pharmacy techs) 10/31/2027 (radiologists)
IUOE Stationary Engineers Local 39 Pension Fund	946118939	Green	Green	N/A	16	15	N/A	Yes	Yes	9/17/2027
Construction Laborers Pension Trust Fund for Southern California	436159056	Green	Green	N/A	3	3	N/A	Yes	Yes	6/30/2015 - Extended (evergreen ext. - open terms)
Southwest Carpenters Pension Trust	956042875	Green	Green	N/A	7	6	N/A	Yes	Yes	12/31/2020 - Extended (evergreen ext. - open terms)
Bay Area Painters & Tapers Non Bargaining Employees Retirement Plan and International Union of Painters and Allied trades (IUPAT Local 294 & 1237) ⁽²⁾	946276501	Green	Green	N/A	1	1	N/A	Yes	No	6/30/2026 (Master) 8/31/2026 (Fresno Addendum)
IBEW Local 684 Pension Trust ⁽²⁾	946442909	Green	Green	N/A	—	—	N/A	Yes	No	5/31/2027
Sound Retirement Trust ⁽³⁾	916069306	Green	Green	N/A	2	2	N/A	Yes	No	10/31/2025 (optical) 7/31/2026 (pharmacists)
International Painters and Allied Trades Industry Pension Fund (IUPAT Industry Pension Fund)	526073909	Red	Red	Implemented	2	2	No	No	No	6/30/2025
Carpenters Pension Trust Fund for Northern California	946050970	Red	Red	Implemented	10	11	No	No	No	6/30/2027
Other ⁽²⁾⁽³⁾	Various	Green	Green	N/A	11	11	N/A	No	No	3/07/2025 - 7/31/2028
Total expense					\$ 63	\$ 62				

⁽¹⁾ The majority of plans have a plan year end of December 31st and information is available via form 5500.

⁽²⁾ Health Plans and Hospitals' contributions to the plan exceeds more than 5% of total contributions changes: Bay Area Painters & Tapers Non Bargaining Employees Retirement Plan & International Union of Painters and Allied trades (IUPAT Local 294 &

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1237), and IBEW Local 684 Pension Trust changed from “No” to “Yes” status in Q1 2024. Previously these Trusts were reported in Other.

⁽³⁾ Health Plans and Hospitals’ contributions to the plan exceeds more than 5% of total contributions changes: Sound Retirement Trust changed from “No” to “Yes” status in Q3 2024. Previously this trust was reported in Other.

(13) Postretirement Benefits Other than Pensions

(a) *Defined Benefit Plan*

Certain employees may become eligible for postretirement health care and life insurance benefits while working for Health Plans and Hospitals, excluding Risant Health. Benefits available to retirees, through both affiliated and unaffiliated provider networks, vary by employee group. Postretirement health care benefits available to retirees include subsidized Medicare premiums, medical and prescription drug benefits, dental benefits, vision benefits, and contributions to health care savings accounts.

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At December 31, the funded status of postretirement benefits was as follows (in millions):

	<u>2024</u>	<u>2023</u>
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 4,106	\$ 3,438
Service cost	93	74
Interest cost	194	176
Plan amendments	4	111
Benefits paid or provided	(187)	(181)
Net actuarial loss	<u>302</u>	<u>488</u>
Benefit obligation at end of year	\$ <u>4,512</u>	\$ <u>4,106</u>
Change in plan assets:		
Fair value of plan assets at beginning of year	\$ 5,336	\$ 4,934
Actual return on plan assets	90	493
Contributions	74	90
Benefits paid or provided	<u>(187)</u>	<u>(181)</u>
Fair value of plan assets at end of year	\$ <u>5,313</u>	\$ <u>5,336</u>
Funded status	\$ 801	\$ 1,230
Amounts recognized in the combined balance sheets consist of:		
Pension and other retirement benefits asset	\$ <u>801</u>	\$ <u>1,230</u>
	<u>\$ 801</u>	<u>\$ 1,230</u>
Amounts recognized in net worth:		
Net actuarial loss (gain)	\$ 298	\$ (322)
Prior service cost	<u>142</u>	<u>112</u>
	<u>\$ 440</u>	<u>\$ (210)</u>

The measurement date used to determine postretirement benefits valuations was December 31.

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For the years ended December 31, postretirement benefits expense (income) was as follows (in millions):

	2024	2023
Service cost	\$ 93	\$ 74
Interest cost	194	176
Expected return on plan assets	(375)	(383)
Amortization of net actuarial gain	(33)	(84)
Amortization of prior service credit	(26)	(92)
Postretirement benefits income	(147)	(309)
Other changes in plan assets and benefit obligations recognized in net worth:		
Net actuarial loss	587	378
Prior service cost	4	111
Amortization of net actuarial gain	33	84
Amortization of prior service credit	26	92
Total recognized in net worth	650	665
Total recognized in net periodic benefit cost and net worth	\$ 503	\$ 356

During the year ended December 31, 2024, employer contributions and benefits paid or provided were \$74 million and \$187 million, respectively. During the year ended December 31, 2023, employer contributions and benefits paid or provided were \$90 million and \$181 million, respectively. During 2024 and 2023, there were no participant contributions from active employees.

For the year ended December 31, 2024, the benefit obligation included a net actuarial loss of \$302 million, primarily due to increases in the assumed healthcare cost trend rates, partially offset by the increase in discount rates used to determine the benefit obligation from 5.05% in 2023 to 5.70% in 2024. For the year ended December 31, 2023, the benefit obligation included a net actuarial loss of \$488 million, primarily due to increases in the assumed healthcare cost trend rates and the decrease in discount rates used to determine the benefit obligation from 5.25% in 2022 to 5.05% in 2023.

Actuarial assumptions used were as follows:

	2024	2023
Discount rates at January 1 for calculating service cost	5.23%	5.39%
Discount rates at January 1 for calculating interest cost	4.95%	5.14%
Discount rate for calculating December 31 accumulated postretirement benefit obligation	5.70%	5.05%
Expected long-term rate of return on plan assets for calculating benefits expense	6.25%	6.25%

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The following were the assumed health care cost trend rates used to determine the December 31, 2024 and 2023 benefit obligation and postretirement benefits expense for the years ended December 31, 2024 and 2023:

	<u>Basic medical pre-65/post-65</u>	<u>Prescription drug pre-65/post-65</u>	<u>Medicare Part D</u>	<u>Dental</u>	<u>Medicare Part A&B</u>	<u>Medicare Part C</u>	<u>Supplemental medical pre-65/post-65</u>
Initial trends:							
Benefit obligation – 2023	6.00% / 5.20%	6.70%	3.60%	4.50%	8.00%	3.10%	6.00% / 5.20%
Benefit expense – 2023	5.75% / 4.95%	6.35%	4.50%	4.50%	4.00%	4.50%	5.75% / 4.95%
Benefit obligation – 2024	6.00% / 5.20%	9.50%	7.50%	4.50%	5.90%	0.00%	6.00% / 5.20%
Benefit expense – 2024	6.00% / 5.20%	6.70%	3.60%	4.50%	8.00%	3.10%	6.00% / 5.20%
Ultimate trend rate	4.50% / 4.50%	4.50%	4.50%	4.50%	4.50%	4.50%	4.50% / 4.50%
First year at ultimate trend rate	2038 / 2032	2038	2031	n/a	2037	2038	2038 / 2032

The following benefit payments, which reflect expected future service, are expected to be paid or provided (in millions):

2025	\$	239
2026		271
2027		302
2028		266
2029		279
2030-2034		1,587

Explanation of Investment Strategies and Policies

A total return investment approach is employed for the retirement benefit trust whereby the assets are invested in funds with underlying investments comprised of various asset classes to maximize the long-term return of plan assets for a prudent level of risk. The intent of this strategy is to minimize plan expenses by outperforming plan liabilities over the long run. Risk tolerance is established through consideration of plan liabilities, plan funded status, and corporate financial condition. The investment portfolio will consist over time of a varying but diversified blend of investments. Diversification includes such factors as geographic location, equity capitalization size and style, placement in the capital structure, and security type. Investment risk is measured and monitored on an ongoing basis through annual liability measurements, periodic asset/liability studies, and quarterly investment portfolio reviews. The retirement benefit trust investment policy has restrictions relating to credit quality, industry/sector concentration, duration, concentration of ownership, and use of derivatives.

Capital Market Assumption Methodology

To determine the long-term rate of return assumption for plan assets, management incorporates historical relationships among the various asset classes and subclasses to be accessed over the investment horizon. Management's intent is to maximize portfolio efficiency. This will be accomplished by seeking the highest returns prudently available among the available asset classes. Overall portfolio

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volatility is managed through diversification among asset classes. Current market factors such as inflation and interest rates are evaluated before long-term capital market assumptions are determined. From time to time, management reviews its long-term investment strategy and reconciles that strategy with the long-term liabilities of the benefit plan. This asset-liability study produces a range of expected returns over medium and long-term time periods. Those intermediate and long-term investment projections form the basis for the expected long-term rate of return on assets.

At December 31, 2024, the estimated fair value of retirement benefit trust assets – net by level was as follows (in millions):

	Quoted prices in active markets for identical assets level 1	Significant other observable inputs level 2	Total
Assets:			
Cash and cash equivalents	\$ —	\$ 18	\$ 18
Broker receivables	—	21	21
U.S. equity securities	—	1,413	1,413
Debt securities issued by the U.S. government	—	322	322
Debt securities issued by U.S. states	—	13	13
Foreign government debt securities	—	64	64
U.S. corporate debt securities	—	1,193	1,193
Foreign corporate debt securities	—	134	134
U.S. agency mortgage-backed securities	—	13	13
Other	—	37	37
Total assets	<u>—</u>	<u>3,228</u>	<u>3,228</u>
Liabilities:			
Broker payables	—	72	72
Other liabilities	—	13	13
Total liabilities	<u>—</u>	<u>85</u>	<u>85</u>
Total fair value of retirement benefit trust assets	<u>\$ —</u>	<u>\$ 3,143</u>	<u>3,143</u>
Investments measured at NAV:			
Alternative investments:			
Risk parity			<u>2,170</u>
Total retirement benefit trust assets			<u>\$ 5,313</u>

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At December 31, 2023, the estimated fair value of retirement benefit trust assets – net by level was as follows (in millions):

	Quoted prices in active markets for identical assets level 1	Significant other observable inputs level 2	Total
Assets:			
Cash and cash equivalents	\$ 1	\$ 37	\$ 38
Broker receivables	—	11	11
U.S. equity securities	—	1,478	1,478
Debt securities issued by the U.S. government	—	217	217
Debt securities issued by U.S. states	—	37	37
Foreign government debt securities	—	26	26
U.S. corporate debt securities	—	1,261	1,261
Foreign corporate debt securities	—	144	144
U.S. agency mortgage-backed securities	—	11	11
Other	—	27	27
Total assets	<u>1</u>	<u>3,249</u>	<u>3,250</u>
Liabilities:			
Broker payables	—	28	28
Other liabilities	—	5	5
Total liabilities	<u>—</u>	<u>33</u>	<u>33</u>
Total fair value of retirement benefit trust assets	<u>\$ 1</u>	<u>\$ 3,216</u>	<u>3,217</u>
Investments measured at NAV:			
Alternative investments:			
Absolute return			—
Risk parity			<u>2,119</u>
Total retirement benefit trust assets			<u>\$ 5,336</u>

The change in fair value of postretirement benefit trust assets for the year ended December 31, 2024 was reflected in the funded status at December 31, 2024, the measurement date of the postretirement benefit obligation.

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The target asset allocations for calculating postretirement benefits expense were as follows:

	<u>2024 target</u>	<u>2023 target</u>
Equity securities	0%	0%
Debt securities	60%	0%
Alternative investments	40%	100%
Total	<u>100%</u>	<u>100%</u>

Alternative investments, which includes risk parity, held in the retirement benefit trust are reported at NAV as a practical expedient for fair value. These investments are typically valued on a monthly or quarterly basis based on information provided by fund managers or general partners with an annual audit performed by an independent third party, but often have a lag in the availability of data. Management solicits valuation updates from fund managers and corroborating data from public markets to determine any needed fair value adjustments. Risk parity funds use risk as the primary factor to allocate investments among asset classes.

(b) Multi-Employer Plans

Health Plans and Hospitals participates in multi-employer union-administered retiree medical health and welfare plans that provide benefits to some union employees. Benefits for retirees under these plans are negotiated as part of the collective bargaining process. For the years ended December 31, 2024 and 2023, Health Plans and Hospitals' employer expense for current and retiree benefits was \$124 million and \$113 million, respectively.

(14) Physicians' Retirement Plan

Health Plan, Inc. provides defined retirement benefits for physicians associated with certain Medical Groups. Benefits are determined based on the length of service and level of compensation of each participant. The plan is unfunded and is not subject to the Employee Retirement Income Security Act.

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At December 31, the accrued liability for physicians' retirement plan was as follows (in millions):

	2024	2023
Change in projected benefit obligation:		
Physicians' retirement plan liability at January 1	\$ 9,727	\$ 8,587
Service cost	417	386
Interest cost	470	449
Net actuarial loss (gain)	(1,165)	585
Benefits paid	(299)	(280)
Physicians' retirement plan liability at December 31	<u>\$ 9,150</u>	<u>\$ 9,727</u>
Accumulated benefit obligation at end of year	\$ 7,551	\$ 7,812
Change in plan assets:		
Fair value of plan assets at the beginning of year	\$ —	\$ —
Company contributions	299	280
Benefits paid	(299)	(280)
Fair value of plan assets at end of year	<u>\$ —</u>	<u>\$ —</u>
Funded status	\$ 9,150	\$ (9,727)
Amounts recognized in the combined balance sheets consist of:		
Noncurrent assets	\$ —	\$ —
Other current liabilities	(336)	(314)
Physicians' retirement plan liability	(8,814)	(9,413)
	<u>\$ (9,150)</u>	<u>\$ (9,727)</u>
Amounts recognized in net worth:		
Net actuarial gain	\$ (1,266)	\$ (101)

The measurement date used to determine physicians' retirement valuation was December 31.

A portion of the investments of Health Plans and Hospitals, excluding Risant Health, has been designated by management for the liabilities of the physicians' retirement plan. These investments are not held in trust or otherwise legally segregated and are not restricted even though it has been intended that these assets be used to pay the obligations of the physicians' retirement plan.

For purposes of the physicians' retirement plan expense, the expected return on assets is the portion of investment income that represents the expected return on the investments designated for the physicians' retirement plan. This amount is recorded as a reduction in the expense for the physicians' retirement plan within interest expense and other income (expense) – net and is excluded from investment income – net, as described below and in the *Summary of Significant Accounting Policies – Investments* note.

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For the years ended December 31, physicians' retirement plan provision was as follows (in millions):

	<u>2024</u>	<u>2023</u>
Service cost	\$ 417	\$ 386
Interest cost	470	449
Amortization of net actuarial loss	<u>—</u>	<u>—</u>
Total benefit expense	887	835
Expected return on assets – investment income included in interest expense and other income (expense)— net	<u>(709)</u>	<u>(651)</u>
Net benefit expense	<u>178</u>	<u>184</u>
Other changes in projected benefit obligations recognized in net worth:		
Net actuarial loss (gain)	(1,165)	585
Amortization of net actuarial loss	<u>—</u>	<u>—</u>
Total recognized in net worth	<u>(1,165)</u>	<u>585</u>
Total recognized in net periodic benefit cost and net worth	<u>\$ (987)</u>	<u>\$ 769</u>

For the year ended December 31, 2024, the benefit obligation included a net actuarial gain of \$1.2 billion, primarily due to the increase in the discount rate used to determine the benefit obligation from 5.10% in 2023 to 5.80% in 2024. For the year ended December 31, 2023, the benefit obligation included a net actuarial loss of \$585 million, primarily due to the decrease in the discount rate used to determine the benefit obligation from 5.30% in 2022 to 5.10% in 2023.

Actuarial assumptions used were as follows:

	<u>2024</u>	<u>2023</u>
Discount rate at January 1 for calculating service cost	5.23%	5.40%
Discount rate at January 1 for calculating interest cost	4.98%	5.19%
Discount rate for calculating December 31 PBO	5.80%	5.10%
Salary scale for calculating pension expense	3.80%	3.80%
Salary scale for calculating December 31 PBO	3.80%	3.80%
Expected long-term rate of return on designated investments for calculating benefit expense	7.50%	7.50%

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The following benefit payments, which reflect expected future service, are expected to be paid (in millions):

2025	\$	336
2026		361
2027		385
2028		411
2029		438
2030–2034		2,668

(15) Leases

Health Plans and Hospitals leases land, medical office buildings, office space, data centers, and equipment, primarily under operating leases. The remaining lease term for leases primarily ranges from 1-14 years. Many leases contain renewal options. For those contracts where options are reasonably certain to be exercised, Health Plans and Hospitals recognizes renewal options as part of the right-of-use assets and lease liabilities.

At December 31, 2024 and 2023, operating lease right-of-use assets totaled \$1.3 billion and \$1.2 billion, respectively. At December 31, 2024 and 2023, the current portion of operating lease liabilities, totaling \$348 million and \$322 million, respectively, is included in other current liabilities in the combined balance sheets. At both December 31, 2024 and 2023, the long-term portion of operating lease liabilities, totaling \$1.0 billion is included in operating lease liabilities in the combined balance sheets.

For the years ended December 31, the components of lease cost were as follows (in millions):

	<u>2024</u>	<u>2023</u>
Operating lease cost	\$ 509	\$ 503
Finance lease cost	12	15
Short-term lease cost	99	81
Variable lease cost	<u>111</u>	<u>106</u>
Total	<u>\$ 731</u>	<u>\$ 705</u>

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For the years ended December 31, other supplemental quantitative disclosures for operating leases were as follows (in millions):

	<u>2024</u>	<u>2023</u>
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows used for operating leases	\$ (522)	\$ (519)
Additions to right-of-use assets obtained in the period from operating leases	\$ 272	\$ 269
Weighted-average remaining lease term for operating leases (years):	5.30	5.47
Weighted-average discount rate for operating leases:	4.13%	3.81%

At December 31, 2024, the undiscounted future lease payments under non-cancelable operating leases, along with a reconciliation of the undiscounted cash flows to operating lease liabilities were as follows (in millions):

Lease Maturity	<u>Operating leases</u>
2025	\$ 393
2026	334
2027	261
2028	195
2029	124
Thereafter	<u>244</u>
Total lease payments	1,551
Less amount representing interest	<u>(168)</u>
Present value of undiscounted future cash flows	<u>\$ 1,383</u>

(16) Commitments and Contingencies

(a) Purchase Commitments

At December 31, 2024, minimum purchase commitments extending beyond one year were as follows (in millions):

2025	\$ 381
2026	294
2027	157
2028	88
2029	66
Thereafter	<u>201</u>
Total	<u>\$ 1,187</u>

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EACH OF THEIR SUBSIDIARIES AND AFFILIATES**

Notes to Combined Financial Statements

December 31, 2024 and 2023

During the years ended December 31, 2024 and 2023, Health Plans and Hospitals' total purchases under contracts with minimum purchase commitments were \$540 million and \$544 million, respectively.

(b) Regulatory

Health plans are required to periodically file financial statements with regulatory agencies in accordance with statutory accounting and reporting practices. Health plans must comply with the various states' minimum regulatory net worth requirements generally under the regulation of the California Department of Managed Health Care and various state departments of insurance. Such requirements are generally based on tangible net equity or risk-based capital, and for California are calculated on the basis of combined net worth of Health Plans and Hospitals. At December 31, 2024 and 2023, the regulatory net worth, so defined, exceeded the aggregate regulatory minimum requirements by approximately \$69.7 billion and \$56.1 billion, respectively.

Health Plans and Hospitals is subject to numerous and complex laws and regulations of federal, state, and local governments, and accreditation requirements. Compliance with such laws, regulations, and accreditation requirements can be subject to retrospective review and interpretation, as well as regulatory actions. These laws and regulations include, but are not necessarily limited to, requirements of tax exemption, government reimbursement, government program participation, privacy and security, false claims, anti-kickback, accreditation, health care reform, controlled substances, facilities, and professional licensure. In recent years, government activity has increased with respect to compliance and enforcement actions.

In the ordinary course of business operations, Health Plans and Hospitals is subject to periodic reviews, investigations, and audits by various federal, state, and local regulatory agencies and accreditation agencies, including, without limitation, CMS, Department of Managed Health Care, U.S. Office of Personnel Management, Occupational Safety and Health Administration, Drug Enforcement Administration, State Boards of Pharmacy, Food and Drug Administration, Internal Revenue Service, National Committee for Quality Assurance, and state departments of insurance.

Health Plans and Hospitals' compliance with the wide variety of rules and regulations and accreditation requirements applicable to their business may result in certain remediation activities and regulatory fines and penalties, which could be substantial. Where appropriate, reserves have been established for such sanctions. While management believes these reserves are adequate, the outcome of legal and regulatory matters is inherently uncertain, and it is possible that one or more of the legal or regulatory matters currently pending or threatened could have a material adverse effect on the combined financial position or results of operations.

(c) Litigation

Health Plans and Hospitals is involved in lawsuits and various governmental investigations, audits, reviews, and administrative proceedings arising, for the most part, in the ordinary course of business operations. Lawsuits have been brought under a wide range of laws and include, but are not limited to, business disputes, employment and retaliation claims, claims alleging professional liability, improper disclosure of personal information, labor disputes, administrative regulations, the False Claims Act,

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information privacy and Health Insurance Portability and Accountability Act laws, mental health parity laws, and consumer protection laws. In addition, Health Plans indemnifies the Medical Groups against various claims, including professional liability claims.

Health Plans and Hospitals records reserves for legal proceedings and regulatory matters where available information indicates that at the date of the combined financial statements a loss is probable and the amount can be reasonably estimated. While such reserves reflect management's best estimate of the probable loss for such matters, Health Plans and Hospitals' recorded amounts may differ materially from the actual amount of any such losses.

In the opinion of management, based upon current facts and circumstances, and except as stated below with respect to particular matters, the resolution of these matters is not expected to have a material adverse effect on the combined financial position or combined results of operations of Health Plans and Hospitals. The outcome of litigation and other legal and regulatory matters is inherently uncertain, however, and it is possible that one or more of the legal or regulatory matters currently pending or threatened could have a material adverse effect on the combined financial position or combined results of operations of Health Plans and Hospitals.

Pursuant to civil subpoenas, Health Plans and Hospitals has provided documents and information to the U.S. Department of Justice (DOJ) and Department of Health and Human Services – Office of Inspector General relating to Medicare Part C risk adjustment practices, policies, and programs. On July 27, 2021, the Civil Division of the DOJ filed a notice indicating its intervention in certain aspects of lawsuits previously filed under seal against several Kaiser Permanente Medical Care Program entities. On October 25, 2021, the DOJ filed its complaint in intervention against those entities. The defendant entities intend to vigorously defend the case, but can provide no assurance as to the outcome and are currently unable to estimate a range of potential loss related to the litigation. An unfavorable outcome in the litigation could have a material adverse effect on the combined financial position or combined results of operations of Health Plans and Hospitals.