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Emerging growth companyxIf an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.Accelerated filerIndicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).Yes oA No xThe registrant had 152,119,628 shares of common stock, par value \$0.0001 per share, outstanding as of NovemberÂ 7, 2024.Table of ContentsTABLE OF CONTENTSPageCAUTIONARY NOTE Regarding Forward-Looking Statements3Part I - Financial InformationItem 1. Financial Statements5Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations26Item 3. Quantitative and Qualitative Disclosures About Market Risk40Item 4. Controls and Procedures41Part II - Other Information42Item 1. Legal Proceedings42Item 1A. Risk Factors42Item 2. Unregistered Sales of Equity Securities and Use of Proceeds42Item 3. Defaults Upon Senior Securities42Item 4. Mine Safety Disclosures43Item 5. Other Information43Item 6. Exhibits44Signatures45Table of ContentsCAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTSThis Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including statements regarding our future results of operations or financial condition, business strategy and plans and objectives of management for future operations, are forward-looking statements. These statements involve known and unknown risks, uncertainties, and other important factors that are in some cases beyond our control and may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as â€œanticipate,â€ â€œbelieve,â€ â€œcontemplate,â€ â€œcontinue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintend,â€ â€œmay,â€ â€œplan,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œshould,â€ â€œtarget,â€ â€œwill,â€ or â€œwould,â€ or the negative of these words or other similar terms or expressions. These forward-looking statements include, but are not limited to, statements concerning the following:â€¢changes in our strategy, expansion plans, customer opportunities, future operations, future financial position, estimated revenues and losses, projected costs, prospects and plans;â€¢the implementation, market acceptance and success of our business model and growth strategy;â€¢our ability to develop and maintain our brand and reputation;â€¢developments and projections relating to our business, our competitors, and industry;â€¢the impact of health epidemics on our business and the actions we may take in response thereto;â€¢our expectations regarding our ability to obtain and maintain intellectual property protection and not infringe on the rights of others;â€¢expectations regarding the time during which we will be an emerging growth company under the JOBS Act;â€¢our future capital requirements and sources and uses of cash;â€¢the international nature of our operations and the impact of war or other hostilities on our business and global markets;â€¢our ability to obtain funding for our operations and future growth; andâ€¢our business, expansion plans and opportunities.You should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition and operating results. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described in the section titled â€œRisk Factorsâ€ in our 2023 Annual Report on Form 10-K and elsewhere in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements. Additionally, our discussions of environmental, social, and governance (â€œESGâ€) assessments, goals and relevant issues herein or in other locations, including our corporate website, are informed by various ESG standards and frameworks (including standards for the measurement of underlying data), and the interests of various stakeholders. References to â€œmaterialityâ€ in the context of such discussions and any related assessment of ESG â€œmaterialityâ€ may differ from the definition of â€œmaterialityâ€ under the federal securities laws for SEC reporting purposes. Furthermore, much of this information is subject to assumptions, estimates or third-party information that is still evolving and subject to change. For example, we note that standards and expectations regarding greenhouse gas (â€œGHGâ€) accounting and the process for measuring and counting GHG emissions and GHG emissions reductions are evolving, and it is possible that our approaches both to measuring our emissions and any reductions may be at some point, either currently or in the future, considered not in keeping with best practices. In addition, our disclosures based on any standards may change due to revisions in framework requirements, availability or quality of information, changes in our business or applicable government policies, or other factors, some of which may be beyond our control.In addition, statements that â€œwe believeâ€ and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based on information available to us as of the date of this Quarterly Report on Form 10-Q. While we believe that information provides a reasonable basis for these statements, that information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant facts or information. These statements are inherently uncertain, and investors are cautioned not to unduly rely on these statements. Any forward-looking statements only speak as of the date of this document, and we undertake no obligation to update any forward-looking information or statements, whether written or oral, to reflect any change, except as required by law. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.4Table of ContentsPart I-Financial InformationItem 1. Financial StatementsENERGY VAULT HOLDINGS, INC.Condensed Consolidated Balance Sheets(Unaudited)(In thousands except par value)September 30,2024December 31,2023AssetsCurrent AssetsCash and cash equivalents\$51,124\$ 109,923 Restricted cash\$26,560\$ 35,632 Accounts receivable, net of allowance for credit losses of \$371 and \$69 as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively2,309\$ 27,189 Contract assets, net of allowance for credit losses of \$2,405 and \$1,113 as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively26,445\$ 84,873 Inventory107\$ 415 Customer financing receivable, current portion, net of allowance for credit losses of \$258 and \$375 as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively1,242\$ 2,625 Advances to suppliers19,021\$ 8,294 Prepaid expenses and other current assets\$ 860\$ 4,520 Assets held for sale\$ 6,111 Total current assets\$ 131,668 Property and equipment, net\$ 90,289 \$ 31,043 Intangible assets, net\$ 3,824 \$ 1,786 Operating lease right-of-use assets\$ 1,249 \$ 1,700 Customer financing receivable, long-term portion, net of allowance for credit losses of \$1,438 and \$957 as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively6,918 \$ 6,698 Investments\$ 17,528 \$ 17,295 Other assets\$ 1,382 \$ 2,649 Total Assets\$ 252,858 \$ 340,753 Liabilities and Stockholders'EquityCurrentLiabilitiesAccounts payable\$ 38,789 \$ 421 Accrued expenses\$ 20,869 \$ 85,042 Contract liabilities, current portion\$ 10,405 \$ 4,923 Lease liabilities, current portion\$ 391 \$ 724 Total current liabilities\$ 70,454 \$ 111,854 Deferred pension obligation\$ 937 \$ 1,491 Contract liabilities, long-term portion\$ 1,500 \$ Other long-term liabilities\$ 361 \$ 2,115 Total liabilities\$ 73,752 \$ 116,960 Commitments and contingenciesStockholders'EquityPreferred stock, \$0.0001 par value; 5,000 shares authorized, none issued\$ 0 \$ 0 Common stock, \$0.0001 par value; 500,000 shares authorized, 151,542 and 146,577 issued and outstanding at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively15 \$ 15 Additional paid-in capital\$ 502,707 \$ 473,271 Accumulated deficit\$(321,992)\$ (248,077)Accumulated other comprehensive loss(1,590)\$ (1,421)Non-controlling interest\$(34)\$ 0 Total stockholders'equity179,106 \$ 223,793 Total Liabilities and Stockholders'Equity\$ 252,858 \$ 340,753 The accompanying notes are an integral part of these condensed consolidated financial statements.5Table of ContentsENERGY VAULT HOLDINGS, INC.Condensed Consolidated Statements of Operations and Comprehensive Loss(Unaudited)(In thousands except per share data)Three Months Ended SeptemberÂ 30,Nine Months Ended September 30,20242023Revenue\$1,199\$ 172,205 \$ 12,728 \$ 223,307 Cost of revenue716 \$ 165,057 \$ 9,128 \$ 209,793 Gross profit483 \$ 7,148 \$ 3,600 \$ 13,514 Operating expenses:Sales and marketing4,347 \$ 4,183 \$ 13,378 \$ 13,609 Research and development5,704 \$ 8,156 \$ 19,621 \$ 29,552 General and administrative17,270 \$ 15,810 \$ 48,812 \$ 52,224 Depreciation and amortization251 \$ 235 \$ 825 \$ 670 Asset impairment and loss on sale of assets(14)\$ 551 \$ 0 \$ Total operating expenses27,558 \$ 28,384 \$ 8,187 \$ 96,053 Loss from operations(27,075)\$ (21,236)\$ (79,587)\$ (82,539)Other income (expense):Interest expense(43)\$ (89)/(19)Interest income1,439 \$ 1,919 \$ 5,011 \$ 6,149 Other income (expense), net(937)\$ (711)\$ (259)/Loss before income taxes(26,616)\$ (19,343)\$ (73,954)\$ (76,668)Provision for income taxes\$ 4(401)\$ 0 \$(397)Net loss(26,616)\$ (18,942)\$ (73,954)\$ (76,271)Net loss attributable to non-controlling interest(23)\$ 0 \$(34)\$ 0 Net loss attributable to Energy Vault Holdings, Inc.\$ (26,593)\$ (18,942)\$ (73,920)\$ (76,271)Net loss per share attributable to Energy Vault Holdings, Inc. â€” basic and diluted\$(0.18)\$ (0.13)\$ (0.50)\$ (0.54)Weighted average shares outstanding â€” basic and diluted150,812 \$ 143,867 \$ 148,998 \$ 142,052 Other comprehensive income (loss)â€” net of taxActual loss on pension\$(187)\$ (130)\$ (415)\$ (184)Foreign currency translation gain109 \$ 424 \$ 246 \$ 208 Total other comprehensive (loss) income attributable to Energy Vault Holdings, Inc.(78)\$ (88) (169)24A Total comprehensive loss attributable to Energy Vault Holdings, Inc.\$ (26,717)\$ (19,030)\$ (74,089)\$ (76,247)The accompanying notes are an integral part of these condensed consolidated financial statements.6Table of ContentsENERGY VAULT HOLDINGS, INC.Condensed Consolidated Statements of Stockholders'Equity(Unaudited)(In thousands)Three Months Ended September 30, 2024Common StockAdditional Paid-In CapitalAccumulated DeficitAccumulated Other Comprehensive Income (Loss)Non-Controlling InterestTotal Stockholders'EquitySharesAmountBalance at JuneÂ 30, 2024150,136 \$ 15 \$ 492,459 \$ (295,399)\$ (1,512)\$ (11)\$ 195,552 Stock based compensation\$ 0 \$ 0 \$ 10,248 \$ 0 \$ 0 \$ 0 \$ 10,248 Vesting of restricted stock units (â€œRSUsâ€), net of shares withheld for payroll taxes1,406 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 Net loss\$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ (26,593) \$ 0 (23)\$ (26,616)Actuarial loss on pension\$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 Foreign currency translation gain\$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 2024151,542 \$ 15 \$ 502,707 \$ (321,992)\$ (1,590)\$ (34)\$ 179,106 Three Months Ended September 30, 2023Common StockAdditional Paid-In CapitalAccumulated DeficitAccumulated Other Comprehensive Income (Loss)Non-Controlling InterestTotal Stockholders'EquitySharesAmountBalance at JuneÂ 30, 2023142,703 \$ 14 \$ 455,283 \$ (206,958)\$ (776)\$ 0 \$ 247,563 Exercise of stock options136 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 Net loss\$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 Stock based compensation\$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 Vesting of RSUs, net of shares withheld for payroll taxes602 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 Net loss\$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 Foreign currency translation gain\$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 2023143,441 \$ 14 \$ 465,038 \$ (225,900)\$ (864)\$ 0 \$ 238,288 Table of ContentsENERGY VAULT HOLDINGS, INC.Condensed Consolidated Statements of Stockholders'Equity (Continued)(Unaudited)(In thousands)Nine Months Ended September 30, 2024Common StockAdditional Paid-In CapitalAccumulated DeficitAccumulated Other Comprehensive Income (Loss)Non-Controlling InterestTotal Stockholders'EquitySharesAmountBalance at DecemberÂ 31, 2024151,542 \$ 15 \$ 502,707 \$ (321,992)\$ (1,590)\$ (3

Company’s consolidated financial statement with another public company that is neither an emerging growth company nor an emerging growth company that has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of EstimatesThe preparation of the condensed consolidated financial statements, in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the unaudited interim condensed consolidated financial statements. The Company evaluates its assumptions on an ongoing basis. The Company’s management believes that the estimates, judgment, and assumptions used are reasonable based upon information available at the time they are made. Significant estimates made by management include, among others, revenue recognition, warranty accruals, and stock-based compensation. Due to the inherent uncertainty involved in making assumptions and estimates, changes in circumstances could result in actual results differing from those estimates, and such differences could be material to the Company’s consolidated financial condition and results of operations. Segment ReportingThe Company reports its operating results and financial information in one operating and reportable segment. Our chief operating decision maker, which is our chief executive officer, reviews our operating results on a consolidated basis and uses that consolidated financial information to make operating decisions, assess financial performance, and allocate resources. Concentration of Credit and Other RisksFinancial instruments that subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, restricted cash, accounts receivable, and customer financings receivable. Risks associated with cash and cash equivalents and restricted cash are mitigated by banking with creditworthy institutions. Such balances with any one institution may, at times, be in excess of federally insured amounts. As of September 30, 2024, two customers accounted for 55% and 43% of accounts receivable. As of December 31, 2023, one customer accounted for 92% of accounts receivable. As of September 30, 2024 and December 31, 2023, one customer accounted for 100% of the customer financing receivable. Revenue from two customers accounted for 51% and 35% of total revenue for the three months ended September 30, 2024 and revenue from two customers accounted for 67% and 18% of total revenue for the nine months ended September 30, 2024. Revenue from two customers accounted for 59% and 38% of total revenue for the three months ended September 30, 2023 and revenue from three customers accounted for 47%, 33%, and 20% of total revenue for the nine months ended September 30, 2023. Summary of Significant Accounting PoliciesThe Company’s significant accounting policies are discussed in Note 2 of the notes to the consolidated financial statements included in the Company’s 2023 Annual Report on Form 10-K filed with the SEC on March 13, 2024. There have not been any significant changes to these policies during the nine months ended September 30, 2024. NOTE 3. REVENUE RECOGNITIONThe Company recognized revenue for the product and service categories as follows for the three and nine months ended September 30, 2024 and 2023 (amounts in thousands): Three Months Ended September 30, Nine Months Ended September 30, 2024 2023 2024 2023 Sale of energy storage products (1)\$811A \$172,139A \$11,494A \$222,943A Operation and maintenance services 273A \$A 818A \$A Software licensing 115A \$A 301A \$A Intellectual property licensingA \$A 115A \$A OtherA \$A 66A \$A 364A Total revenue \$1,199A \$1,272,205A \$12,728A \$223,307A (1) Includes revenue from the build and transfer of energy storage systems and from the sale of spare parts for energy storage systems. Revenue from the sale of spare parts was included within OtherA in prior periods. \$0.3A million in revenue from the sale of spare parts reported within the OtherA line for the three months ended March 31, 2024 has been included within Sale of energy storage productsA for the nine months ended September 30, 2024. 11Table of ContentsENERGY VAULT HOLDINGS, INC. Notes to Condensed Consolidated Financial Statements (Unaudited)\$0.2A million in revenue from the sale of spare parts for the three and nine months ended September 30, 2023 has been reclassified from OtherA to Sale of energy storage projects. A Remaining Performance ObligationsRemaining performance obligations represent the amount of unearned transaction prices under contracts for which work is wholly or partially unperformed. As of September 30, 2024, the amount of the Company’s remaining performance obligations was \$47.0A million. The Company generally expects to recognize approximately 93% of the remaining performance obligations as revenue over the next 12 months and the remainder more than 12 months from September 30, 2024. Contract BalancesThe following table provides information about contract assets and contract liabilities from contracts with customers (amounts in thousands): September 30, 2024 December 31, 2023 Refundable contribution \$25,000A \$25,000A Unbilled receivables 3,700A 55,241A Retainage 150A 5,745A Less allowance for credit losses (2,405) (1,113) Contract assets, net of allowance for credit losses \$26,445A \$84,873A Contract liabilities, current portions \$10,405A \$4,923A Contract liabilities, long-term portionsA \$1,500A Total contract liabilities \$10,405A \$6,423A Contract assets consist of a refundable contribution, unbilled receivables, and retainage. Refundable contribution represents the contribution the Company made to a customer to be used during the construction of its first gravity energy storage system (A GESSA). The refundable contribution was to be refunded to the Company upon the customer’s first GESS obtaining substantial completion, subject to adjustment for potential liquidated damages if certain performance metrics were not met. During the second quarter of 2024, the Company signed a contract amendment with the customer removing the substantial completion condition for repayment. The Company expects to collect the \$25.0A million refundable contribution in the fourth quarter of 2024. Unbilled receivables represent the estimated value of unbilled work for projects with performance obligations recognized over time. Retainage represents a portion of the contract amount that has been billed, but for which the contract allows the customer to retain a portion of the billed amount until final contract settlement. Retainage is not considered to be a significant financing component because the intent is to protect the customer. Contract liabilities consist of deferred revenue. Under certain contracts, the Company may be entitled to invoice the customer and receive payments in advance of performing the related contract work. In those instances, the Company recognizes a liability for advance billings in excess of revenue recognized, which is referred to as deferred revenue. Deferred revenue is not considered to be a significant financing component because it is generally used to meet working capital demands that can be higher in the early stages of a contract. For the three and nine months ended September 30, 2024, the Company recognized revenue of \$40A thousand and \$1.1A million, respectively, related to amounts that were included in deferred revenue as of December 31, 2023. For the three and nine months ended September 30, 2023, the Company recognized revenue of \$28.3A million and \$45.9A million respectively, related to amounts that were included in deferred revenue as of December 31, 2022. 12Table of ContentsENERGY VAULT HOLDINGS, INC. Notes to Condensed Consolidated Financial Statements (Unaudited)NOTE 4. ALLOWANCE FOR CREDIT LOSSESActivity in the allowance for credit losses was as follows for the nine months ended September 30, 2024 and 2023 (amounts in thousands): Nine Months Ended September 30, 2024 Accounts Receivable Contract Assets Customer Financing Receivable Total Allowance for credit losses, beginning of period \$69A \$1,113A \$1,332A \$2,514A Provision for credit losses 302A 1,548A 364A 2,214A Write-off \$A (256)A \$A (256)A Allowance for credit losses, end of period \$371A \$2,405A \$1,696A \$4,472A Nine Months Ended September 30, 2023 Accounts Receivable Contract Assets Customer Financing Receivable Total Allowance for credit losses, beginning of period \$A \$A \$A \$A Addition due to adoption of ASU 2016-1381A 1,063A 1,220A 2,364A Provision (benefit) for credit losses (22) 174A 82A 234A Allowance for credit losses, end of period \$59A 1,237A \$1,302A \$2,598A The Company utilizes a probability-of-default (A PD A) and loss-given-default (A LGD A) methodology to calculate the allowance for expected credit losses for each customer by type of financial asset. Due to the Company’s limited operating history and lack of loss history, the Company derived its PD and LGD rates using average historical rates for corporate bonds as published by Moody’s. The Company uses PD and LGD rates that correspond to the customer’s credit rating and period of time in which the financial asset is expected to remain outstanding. The Company evaluates its customer financing receivable on a periodic basis by monitoring the credit quality and financial condition of the guarantor for the customer. The amortized cost basis for the Company’s customer financing receivable was \$9.9A million and \$10.7A million as of September 30, 2024 and December 31, 2023, respectively. NOTE 5. FAIR VALUE MEASUREMENTS Carrying amounts of certain financial instruments, including cash, accounts payable, and accrued expenses approximate their fair value due to their relatively short maturities and market interest rates, if applicable. The Company categorizes assets and liabilities recorded or disclosed at fair value on the consolidated balance sheet based upon the level of judgment applied with inputs used to measure their fair value. The categories are as follows: A Level 1 A Inputs which included quoted prices in active markets for identical assets and liabilities. A Level 2 A Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. A Level 3 A Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions. 13Table of ContentsENERGY VAULT HOLDINGS, INC. Notes to Condensed Consolidated Financial Statements (Unaudited)The Company’s financial assets and liabilities measured at fair value on a recurring basis were as follows as of September 30, 2024 and December 31, 2023 (amounts in thousands): September 30, 2024 Level 1 Level 2 Level 3 Total Assets (Liabilities): Derivative asset A \$A % conversion option (1)\$A \$A \$A 205A \$205A Warrant liabilities (2)\$A \$A \$A (2) December 31, 2023 Level 1 Level 2 Level 3 Total Assets (Liabilities): Derivative asset A \$A % conversion option (1)\$A \$A \$A 1,025A \$1,025A Warrant liabilities (2)\$A \$A \$A (2) (1) Refer to Note 7 - Investments for further information. The Company determined the fair value of the derivative instrument as the difference between the expected settlement value upon conversion of the convertible note and the principal amount of the convertible note, adjusted for the probability of the Company choosing to exercise its conversion option. (2) The warrants are not publicly traded and the Company uses a Black-Scholes model to determine the fair value of the warrants. NOTE 6. RELATED PARTY TRANSACTIONS In May 2019, the Company received a \$1.5 million deposit for a gravity-based system from a customer that was owned by one of its primary shareholders. The deposit and order were received before the owner of the customer became one of the Company’s primary shareholders and the deposit was recognized in the line item, contract liabilities, long-term portion, in the condensed consolidated balance sheet as of December 31, 2023. During the nine months ended September 30, 2024, the Company concluded it was no longer obligated to provide a gravity-based system to the customer and that the deposit was nonrefundable. As a result, the Company derecognized the \$1.5A million liability and recognized it as a gain within the line item, other income (expense), net, in the condensed consolidated statements of operations during the nine months ended September 30, 2024. During the three and nine months ended September 30, 2024, the Company paid \$0.2 million and \$0.8 million, respectively, in marketing and sales costs to a company owned by an immediate family member of an officer of the Company. During the three and nine months ended September 30, 2023, the Company paid \$0.4 million and \$1.2 million, respectively. In May 2023, the Company signed a technology license option agreement with a company affiliated with a member of Energy Vault’s Board of Directors (A Board A). The agreement permitted the customer to exercise options to enter into licensing agreements in certain territories to use the Company’s gravity storage technology in exchange for a fee of \$0.5A million. The customer exercised its option for one territory on June 30, 2023 and paid a licensing fee of \$0.5A million. The customer’s options to exercise additional territories expired on June 30, 2024. Immediately prior to the expiration of the option agreement, the Company had \$0.3A million in deferred revenue related to the agreement. The Company agreed to refund the customer \$0.3A million of the option fee upon expiration of the option agreement in exchange for software that supports gravity storage efforts. As of June 30, 2024, the Company did not have any deferred revenue related to the option agreement. The Company terminated the license agreement for the territory that was exercised by the customer effective June 30, 2024, and the Company will not collect any additional licensing fees from this customer. 14ENERGY VAULT, INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)NOTE 7. INVESTMENTSThe following table provides a reconciliation of investments to the Company’s condensed consolidated balance sheets (amounts in thousands): September 30, 2024 December 31, 2023 Investment in equity securities \$15,000A \$15,000A Convertible note receivable 2,528A 2,295A \$17,528A \$17,295A Investment in Equity Securities In November 2022, the Company purchased \$9.0A million of equity securities in KORE Power, Inc. (A KORE A), a U.S. manufacturer of battery cells and modules. In February 2023, the Company purchased an additional \$6.0A million of equity securities, increasing the Company’s total investment in KORE to \$15.0A million. These equity securities do not have a readily determinable fair value and are recorded at cost, less any impairment, plus or minus adjustments related to observable transactions for the same or similar securities, with unrealized gains and losses included in earnings. As of September 30, 2024 and December 31, 2023, the carrying value of these equity securities was equal to its cost basis. Convertible Note Receivable In October 2021, the Company entered into a convertible promissory note purchase agreement with DG Fuels, LLC (A DG Fuels A) and purchased a promissory note with a principal balance of \$1.0A million (A DG Fuels Tranche 1 Note A). In April 2022, the Company purchased an additional promissory note from DG Fuels with a principal balance of \$2.0A million. (A DG Fuels Tranche 2 Note A) (collectively, the A DG Fuels Notes A). The maturity date of the DG Fuels Note is the earlier of (i) 30 days after a demand for payment is made by the Company at any time after the two year anniversary of the date of issuance of the note; (ii) the four year anniversary of the date of issuance of the note; (iii) five days following a Financial Close (A Financial Close A means a project finance style closing by DG Fuels or its subsidiary of debt and equity capital to finance the construction of that certain biofuel facility currently under development by DG Fuels), or (iv) upon an event of default determined at the discretion of the Company. The DG Fuels Note has an annual interest rate of 10.0%. Per the conversion terms, the Company could convert the principal balance and unpaid accrued interest into equity securities of DG Fuels at a 20% discount. The discounted conversion rate in the DG Fuels Note is considered a redemption feature that is an embedded derivative, which requires bifurcation and separate accounting at its estimated fair value under ASC 815 A Derivative and Hedging. The embedded derivative upon the purchase of the DG Fuels Tranche 1 Note was an asset of \$0.4A million and the embedded derivative upon the purchase of the DG Fuels Tranche 2 note was an asset of \$0.7A million. The estimated fair value of the derivative instruments was recognized as a derivative asset on the condensed consolidated balance sheets, with an offsetting discount to the DG Fuels Note. The Company amortizes the discount on the Note into interest income using the effective interest method. The Company recognized interest income from the DG Fuels Note of \$0.2A million and \$0.5A million for the three and nine months ended September 30, 2024, respectively, and \$0.1A million and \$0.4A million for the three and nine months ended September 30, 2023, respectively. Interest income related to the amortization of the debt discount was \$0.1A million and \$0.2A million for the three and nine months ended September 30, 2024, respectively, and \$0.1A million and \$0.2A million for the three and nine months ended September 30, 2023, respectively. The derivative financial instrument is recorded in other assets in the condensed consolidated balance sheets. At each reporting period, the Company remeasures this derivative financial instrument to its estimated fair value. The change in the estimated fair value is recorded in other income (expense), net in the consolidated statement of operations and comprehensive loss. For the three and nine months ended September 30, 2024 and 2023, there was no change in the fair value of the embedded derivative. A reconciliation of the beginning and ending asset balance for the embedded derivative in the DG Fuels Note is as follows (amounts in thousands): 15ENERGY VAULT, INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)Three Months Ended September 30, Nine Months Ended September 30, 2024 2023 2024 2023 Beginning of period \$1,025A \$1,025A \$1,025A \$1,025A Change in fair value (820)A \$A (820)A End of period \$205A \$1,025A \$205A \$1,025A NOTE 8. PROPERTY AND EQUIPMENT, NETAs of September 30, 2024 and December 31, 2023, property and equipment, net consisted of the following (amounts in thousands): September 30, 2024 December 31, 2023 Land \$302A \$226A Buildings 774A 774A Machinery and equipment 11,733A 9,330A Finance lease right-of-use assets A % A % vehicles 198A 187A Furniture and IT equipment 1,348A 1,474A Leasehold improvements 289A 702A Construction in progress 78,963A 20,095A Total property and equipment 93,607A 32,788A Less: accumulated depreciation and amortization (3,318) (1,745) Property and equipment, net \$90,289A \$31,043A For the three and nine months ended September 30, 2024, depreciation and amortization related to property and equipment was \$0.2 million and \$0.6 million, respectively, and for the three and nine months ended September 30, 2023, depreciation and amortization related to property and equipment was \$0.2 million and \$0.7 million, respectively. For the three months ended September 30, 2024, asset impairment and loss on sale of assets was nominal and for the nine months ended September 30, 2024 was a \$0.6A million. For the nine months ended September 30, 2024, asset impairment and loss on sale of assets was comprised of \$0.5A million in asset impairments and \$0.1A million in loss on sale of assets. Asset impairment relates to the write-off of leasehold improvements in the Company’s Westlake Village office due to the Company relocating its corporate office. The loss on sale of assets relates to the sale of a cement plant at the Company’s R&D site in Switzerland. The Company did not recognize any impairments or loss on sale of assets during the three and nine months ended September 30, 2023. The increases in machinery and equipment and construction in progress primarily relate to a commercial demonstration unit being constructed in Snyder, Texas (A Snyder CDU A), a battery energy storage system (A BESS A) being constructed in Snyder, Texas (A Cross Trails BESS A), and a hybrid energy storage system being constructed in Calistoga, California. In December 2023, the Company paid \$6.3A million to acquire the land that the Snyder CDU will be located on and other related assets. At the time of the purchase, the Company intended to resell the land that would not be used for the Snyder CDU and all of the other related assets. As such, the Company recorded \$6.1A million of the purchase price as assets held for sale in the condensed consolidated balance sheet as of December 31, 2023. In the second quarter of 2024, the Company decided it would keep the assets that were initially classified as held for sale and instead develop the Cross Trails BESS, a 56.9 MW/113.8 MWh BESS. As such, the Company reclassified the property and equipment from assets held for sale to construction in progress in June 2024. 16Table of

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a guarantee that the Company will perform under the terms of a contract and that the Company will pay its subcontractors and vendors. If the Company fails to perform under a contract or to pay its subcontractors and vendors, the customer may demand that the surety make payments or provide services under the bond. The Company must reimburse the surety for expenses or outlays it incurs. As of September 30, 2024, there were \$43.7A million outstanding performance and payment bonds. Other Bonds: In the ordinary course of business, Energy Vault is required to obtain other bonds, such as for insurance and government payments. These bonds provide a guarantee that the Company will post the necessary reserves as required by banks and tax or licensing authorities. Additionally, bonds are issued to banks as support for letters of credit provided by those banks. As of September 30, 2024, there were \$13.8A million of outstanding other bonds.

NOTE 17. SUBSEQUENT EVENTSOn October 9, 2024, the Company loaned AUD 0.5A million (or \$0.3A million) to a potential Australian customer to assist them in purchasing a bond for a potential project with the Company. The loan has a stated interest rate of 8.0%. Principal and accrued interest are due on October 8, 2025, unless the potential project is cancelled, at which time principal and interest would immediately become due. On September 13, 2024, the Company was notified by the NYSE that it was not in compliance with Section 802.01C of the NYSE Listed Company Manual because the average closing price of the Company's Common Stock was less than \$1.00 over a consecutive 30 trading-day period. The notice did not result in the immediate delisting of the Company's Common Stock from the NYSE. On November 1, 2024, the Company received written notice from the NYSE informing the Company that it had regained compliance with the bid price rule as of October 31, 2024.

On November 12, 2024, the Company entered into an open market sales agreement (the "Sales Agreement") with Jefferies LLC, as sales agent (the "sales agent"), pursuant to which the Company may, from time to time, sell shares of its common stock, having an aggregate offering price of up to \$50.0A million through the sales agent. The Company is not obligated to, and cannot provide any assurances that it will, make any sales of its shares under the Sales Agreement. Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, the sales agent may sell the shares by methods deemed to be an "at-the-market" offering as defined in Rule 415(a)(4) promulgated under the Securities Act. Subject to the terms and conditions of the Sales Agreement, the sales agent will use commercially reasonable efforts consistent with its normal trading and sales practices to sell the shares from time to time, based upon the Company's instructions. The Sales Agreement contains customary representations, warranties and agreements, indemnification rights and obligations of the parties. The Company will pay the sales agent a commission for its services as sales agent of up to 3% of the gross sales price of the shares of the Company's common stock sold through the sales agent pursuant to the Sales Agreement.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of OperationsThe following discussion and analysis provide information which Energy Vault's management believes is relevant to an assessment and understanding of Energy Vault's condensed consolidated results of operations and financial condition. The discussion should be read together with our unaudited interim condensed consolidated financial statements, the respective notes thereto, and other financial information included elsewhere in this Quarterly Report. The discussion and analysis should also be read together with the audited consolidated financial statements, the respective notes thereto, and other financial information included elsewhere in the Annual Report for the year ended December 31, 2023 filed by us with the SEC on March 13, 2024. This discussion may contain forward-looking statements based upon Energy Vault's current expectations that involve risks, uncertainties, and assumptions. Energy Vault's actual results may differ materially from those anticipated in these forward-looking statements. You should review the section titled "Cautionary Note Regarding Forward-Looking Statements" for a discussion of forward-looking statements and the section titled "Risk Factors," for a discussion of factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis and elsewhere in this Quarterly Report. Energy Vault's historical results are not necessarily indicative of the results that may be expected for any period in the future. Unless the context otherwise requires, all references in this Quarterly Report to "we," "our," "Energy Vault," "the Company," or "Energy Vault" refer to Energy Vault Holdings, Inc., a Delaware corporation, and its subsidiaries both prior to the consummation of and following the Merger (as defined below).

Our BusinessEnergy Vault develops and deploys utility-scale energy storage solutions designed to aid in the global transition to a clean energy future. Our Company's comprehensive offerings include proprietary gravity, battery, and green hydrogen energy storage solutions, supported by our technology-agnostic energy management software solutions. We incorporate a customer-centric, solutions-based approach toward helping utilities, independent power producers, and large industrial energy users reduce their energy costs while maintaining power reliability. As the world transitions to an economy powered by increasingly intermittent renewable energy such as solar and wind, the ability to provide clean and affordable electricity to a growing global population will depend heavily on the ability to store and distribute energy at appropriate times. We are striving to create a world powered by renewable resources so that everyone will have access to clean, sustainable, and affordable energy. Our solutions are designed to address the intermittency issues inherent in the predominant sources of renewable energy production by storing energy produced when renewable energy production is active. Once energy is stored in our solutions, it can be discharged to the grid in a controlled and reliable manner at any time, regardless of the then current ability of the renewable sources to generate power. Our energy storage solutions are designed to accommodate a wide variety of renewable power sources and to achieve an attractive levelized cost of energy relative to fossil fuels. Collectively, these abilities greatly broaden the use cases and time duration scenarios that can be addressed by certain sources of renewable power. Key Factors and Trends Affecting our BusinessWe believe that our performance and future success depend upon several factors that present significant opportunities for us, but also pose risks and challenges including those discussed below and in Part I, Item 1A. "Risk Factors" of our 2023 Annual Report on Form 10-K filed with the SEC on March 13, 2024.

Product Development and Deployment PlanWe leverage our sustainable and differentiated technologies to provide our customers with economical solutions to meet their short, long, and extended-duration renewable energy storage needs. Our energy storage solutions are designed to accommodate a wide variety of renewable power sources and to achieve an attractive levelized cost of energy relative to fossil fuels. We anticipate that our market will be characterized by high growth and rapidly evolving use cases and requirements. We believe that the majority of our competitors are primarily focused on the development and marketing of vertically siloed solutions based on a singular energy storage technology. Alternatively, we have strategically chosen to design an agile and agnostic software platform that can orchestrate the management of not just one energy storage technology, but rather one or more of our diverse storage mediums and the underlying power generation assets to harmonize asset operation and drive competitive operational performance. We expect that this will broaden the use cases and time duration scenarios that can be addressed by certain sources of renewable power, and thereby drive a faster transition to more widespread utilization of renewable power. Our range of energy storage solutions assures our customers have what they need today, as well as what they will need in the future, thereby protecting their investments in our products within this high-growth market and its rapidly evolving use cases and requirements. For these reasons, we believe we are well positioned to compete successfully in the evolving market for energy storage solutions. We primarily rely on two models for project delivery, which are (i) engineering, procurement, and construction ("EPC") delivery and (ii) engineered equipment ("EEOQ") delivery. Under the EPC model, we generally rely on third-party EPC firms to construct our storage systems, under our supervision with dedicated teams tasked with project management. Under the EEOQ model, we are responsible for the delivery and installation of the equipment we provide, as well as resolving issues within our scope of supply. Our cost projections are heavily dependent upon raw materials (such as steel), equipment (such as motors, batteries, inverters, and power electronic devices) and technical and construction service providers (such as engineering, procurement, construction firms). The global supply chain, on which Energy Vault relies, has been significantly impacted by (i) economic uncertainties, including the war in Ukraine and the conflict in the Middle East, and (ii) high inflation pressure on project budgeting resulting in potential significant delays and cost fluctuations, particularly with respect to lithium, transformers, inverters, motors, microchips and many other raw materials that are within the motor and power electronic supply chains. These future timing and financial developments may impact Energy Vault's performance from both a deployment and cost perspective. Energy Storage IndustryWe believe climate change poses a monumental risk to humanity and decreasing human generated GHG emissions is currently among the world's most pressing challenges. Carbon dioxide is the primary GHG emitted through human activities and, according to the International Energy Agency, the energy sector is estimated to account for more than 75% of global human generated GHG emissions. Burning fossil fuels contributes to climate change by releasing carbon dioxide and nitrous oxide into the atmosphere. Renewable energy sources present environmental advantages over fossil fuels in terms of finite natural resource usage and GHG emission profile. A major obstacle to transitioning to renewable sources of energy such as wind and solar is the intermittent availability of these types of energy sources. Energy storage solutions are needed to balance the production intermittency of variable renewable energy to support a clean-energy future and a balanced electrical grid infrastructure. The growth of the energy storage market that we address is primarily driven by the decreasing cost of energy storage technologies and renewable power generation sources, government mandates, financial incentives to reduce GHG emissions, and increasing geopolitical pressures driving energy independence goals. These dynamics are driving demand for additional renewable power generation and increased capacity and storage duration in energy storage solutions. According to the 2H 2023 Energy Storage Market Outlook published by BloombergNEF in October 2023, the energy storage market is expected to grow at a 27% compound annual growth rate through 2030, with annual additions reaching 110 GW/372 GWh, or 2.6 times expected 2023 gigawatt installations.

Both government mandates and companies focused on reducing energy use, cost, and emissions are expected to propel the shift to renewable sources of power. Our business depends on the acceptance of our energy storage products in the marketplace. Even if renewable energy and energy storage become more widely adopted than they have been to date, potential customers may choose energy storage products from our competitors. Increasing Deployment of Renewable EnergyDeployment of renewable energy resources has accelerated over the last decade, and solar and wind have become low cost energy sources. Energy storage is critical to reducing the intermittency and volatility of renewable energy generation. However, there is no guarantee that the deployment of renewable energy will occur at the rate that is expected. Inflationary pressures, supply chain disruptions, geopolitical stresses, and other factors could result in fluctuations in demand for and deployment of renewable energy resources, adversely affecting our revenue and ability to generate profits in the future.

CompetitionThe market for our products is competitive, and we may face increased competition as new and existing competitors introduce energy storage solutions and components. Furthermore, as we expand our services and digital applications in the future, we may face other competitors including software providers and hardware manufacturers that offer software solutions. If our market share declines due to increased competition or if we are not able to compete as we expect, our revenue and ability to generate profits in the future may be adversely affected.

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InflationIn the markets in which we operate, there have been higher rates of inflation in recent years. If inflation continues to increase in our markets, it may increase our expenses that we may not be able to pass through to customers. It may also increase the costs of our products that could negatively impact their competitiveness. Government Regulation and ComplianceGovernments in countries throughout the world have announced and implemented various policies, regulations, and legislation to support the transition from fossil fuels to low-carbon form of energy, including through the use of energy storage solutions. For example, in August 2022, the United States Congress passed the Inflation Reduction Act ("IRA"). The IRA provides incentives for the domestic manufacturing of key components of energy storage solutions as well as the construction of standalone energy storage projects. The resulting improved economics are expected to reduce the cost to implement storage within the domestic market and may amplify and accelerate the adoption of energy storage systems for short, long, and extended duration use cases, like those offered by Energy Vault. Such government policies and programs are becoming increasingly instrumental in stimulating adoption of energy storage solutions across different markets through a variety of methods, including by providing financial support, facilitating grid integration, and supporting research and development. Although we are not regulated as a utility, federal, state, and local government statutes and regulations concerning electricity heavily influence the market for our products and services. These statutes and regulations often relate to electricity pricing, net metering, incentives, taxation, competition with utilities and the interconnection of customer-owned electricity generation. In the United States, governments continuously modify these statutes and regulations. Governments, often acting through state utility or public service commissions, change and adopt different rates for commercial customers on a regular basis. These changes could affect our ability to deliver cost savings to our current and future customers for the purchase of electricity. We believe we are well positioned to capture incentives contained in the IRA and that its enactment is favorable to our business and future operations. However, as this legislation was recently adopted and applicable U.S. Department of Treasury and Internal Revenue Service guidelines were published in the third quarter of 2023, we have not yet seen the impact these IRA incentives may have on our business, operations, and financial performance in the future and cannot guarantee that we will realize the anticipated benefits from the incentives in the IRA.

Recent DevelopmentsIn June 2024, the Company executed an engineer, procure, and construct contract with a customer to build a 200 MW/400 MWh BESS in Australia. Additionally, the Company signed a maintenance agreement with this customer to provide maintenance services on the BESS after construction is completed. In June 2024, the Company implemented a series of cost savings measures, expected to result in realized cost savings of \$6.0 million to \$8.0 million annually. During the nine months ended September 30, 2024, the Company recognized reorganization costs of \$1.7A million, consisting of personnel reduction costs, related to these cost saving measures. On September 13, 2024, the Company was notified by the NYSE that it was not in compliance with Section 802.01C of the NYSE Listed Company Manual because the average closing price of the Company's Common Stock was less than \$1.00 over a consecutive 30 trading-day period. The notice did not result in the immediate delisting of the Company's Common Stock from the NYSE. On November 1, 2024, the Company received written notice from the NYSE informing the Company that it had regained compliance with the bid price rule as of October 31, 2024.

In October 2024 the Company executed an equipment supply contract with a customer and in November 2024 the Company executed an offtake contract with a customer and in November 2024 the Company executed an offtake agreement for the Cross Trails BESS with another customer. The equipment supply contract is for a fixed price and the offtake agreement includes both fixed and variable price components. The aggregate expected future revenue from these contracts, including variable fees that the Company believes is probable, is \$90.7 million. The variable revenues are forecasted by an independent third-party firm using simulation software that factors in current and projected energy market dynamics, historical and forecasted volatility, and location specific data. The Company considers the low-end simulation results to be probable. On November 12, 2024, the Company entered into an open market sales agreement (the "Sales Agreement") with Jefferies LLC, as sales agent (the "sales agent"), pursuant to which the Company may, from time to time, sell shares of its common stock, having an aggregate offering price of up to \$50.0A million through the sales agent. The Company is not obligated to, and cannot provide any assurances that it will, make any sales of its shares under the Sales Agreement. Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, the sales agent may sell the shares by methods deemed to be an "at-the-market" offering as defined in Rule 415(a)(4) promulgated under the Securities Act. Subject to the terms and conditions of the Sales Agreement, the sales agent will use commercially reasonable efforts consistent with its normal trading and sales practices to sell the shares from time to time, based upon the Company's instructions. The Sales Agreement contains customary representations, warranties and agreements, indemnification rights and obligations of the parties. The Company will pay the sales agent a commission for its services as sales agent of up to 3% of the gross sales price of the shares of the Company's common stock sold through the sales agent pursuant to the Sales Agreement.

Key Operating MetricsThe following tables present our key operating metrics for the periods presented (amounts in thousands unless otherwise noted).

Three Months Ended September 30, Nine Months Ended September 30, 2024

2023	2024	2023	2024
New bookings (1)	\$137,385A	\$182,830A	\$170,478A
Cancellations	\$A	\$A	\$A
Net bookings	\$137,385A	\$182,830A	\$170,478A

BookingsBookings represent the total aggregate contract value and total MWhs to be delivered from customer contracts signed during the period, net of the total aggregate value and total MWhs of contracts that were cancelled during the period. The aggregate contract value includes any potential future variable payments from tolling and offtake arrangements that the Company believes is probable of being realized. Probable future variable payments are forecasted by an independent third-party firm using simulation software that factors in current and projected energy market dynamics, historical and forecasted volatility, and location specific data. The Company considers the low-end simulation results to

be probable. Potential future intellectual property (‐œœIP‐œ) royalties are not included in bookings. Due to the long-term nature of our contracts, bookings are a key metric that allows us to understand and evaluate the growth of our Company and our estimated future revenue related to our customer contracts.Developed PipelineDeveloped pipeline represents uncontracted, potential revenue, from projects in which potential prospective customers have either awarded a project to the Company, or have put the Company on a shortlist to be awarded a project. Developed pipeline is an internal management metric that we construct using information from our global sales team and is monitored by management to understand the potential anticipated growth of our Company and to estimate potential future revenue. Developed pipeline is influenced by the prevailing foreign exchange rates and equipment prices and may vary from period to period if these inputs change. Developed pipeline may not generate margins equal to our historical operating results. We have only recently begun to track our developed pipeline on a consistent basis as a performance measure, and as a result, we do not have significant 29Table of Contentsexperience in determining the level of realization that we may achieve on these potential contracts. Our customers may experience project delays or cancel orders as a result of external market factors and economic or other factors beyond our control. BacklogBacklog represents contracted but unrecognized revenue from projects and services yet to be completed, unrecognized revenue or other income from IP licensing agreements, and unrecognized revenue from tolling arrangements. Backlog includes any potential future variable payments from tolling and offtake arrangements that the Company believes is probable of being realized. Probable future variable payments are forecasted by an independent third-party firm using simulation software that factors in current and projected energy market dynamics, historical and forecasted volatility, and location specific data. The Company considers the low-end simulation results to be probable. Potential future intellectual property (‐œœIP‐œ) royalties are not included in backlog. Backlog is a common measurement used in our industry. Our methodology for determining backlog may not, however, be comparable to the methodologies used by others. Effective in the second quarter of 2024, we updated our methodology for computing backlog. Under our previous methodology, our backlog was equivalent to our remaining performance obligations under GAAP. We believe our new methodology for computing backlog allows us to better evaluate the growth of our Company and estimate future revenue. We cannot guarantee that our backlog will result in actual revenue in the originally anticipated period, or at all. Our customers may experience project delays or cancel orders as a result of external market factors and economic or other factors beyond our control. If our backlog fails to result in revenue as anticipated or in a timely manner, we could experience a reduction in revenue, profitability, and liquidity. Key Components of Results of OperationsRevenueThe Company generates revenue from the sale of our energy storage solutions, the licensing of the Company‐œ™’s software solutions and intellectual property, and from long-term service agreements to maintain customer owned energy systems. To date, the Company has primarily generated revenue from the sale of our BESSs and from licensing our EVx technology. In addition to these sources of revenue, in the future we expect to generate revenue from the sale of our GESSs and through tolling arrangements in connection with energy storage systems that we intend to own and operate. When the Company sells a BESS, the Company recognizes revenue over time as we transfer control of our product to the customer. When the Company licenses its intellectual property, revenue is recognized at the point in time at which the customer obtains control of the licensed technology. When the Company licenses its software solutions or provides maintenance services, the transaction price for each contract is recognized as revenue on a straight-line basis over the term of the contract. Our revenue is affected by changes in the price, volume, and mix of products and services purchased by our customers, which is driven by the demand of our products, geographic mix of our customers, strength of competitor‐œ™’s product offerings, and the availability of government incentives to the end-users of our products.Our revenue growth is dependent on continued growth in the number of energy storage systems constructed each year and our ability to increase our share of demand in the geographic regions where we currently compete and plan to compete in the future. Additionally, our revenue growth is dependent on our ability to continue to develop and commercialize new and innovative products to meet our customers‐œ™’ energy storage needs. Cost of RevenueCost of revenue primarily consists of product costs, including purchased materials and supplies, as well as costs related to subcontractors, direct labor, and product warranties.Our cost of revenue is affected by underlying costs of materials such as batteries, inverters, enclosures, transformers, and cables, as well as the cost of subcontractors to provide construction services. We do not currently hedge against changes in the price of raw materials as we do not purchase raw materials. We purchase energy storage system components from our suppliers. Gross Profit and Gross Profit MarginGross profit and gross profit margin may vary from period to period due to the timing of transferring control of significant uninstalled materials to customers under contracts to sell energy storage systems. When control of significant uninstalled materials is transferred to customers, the Company recognizes revenue in an amount equal to the cost of those materials. The profit margin inherent in these materials is deferred until the Company fulfills its obligation to install the materials 30Table of Contentsduring construction of the energy storage systems. As a result, gross profit and gross profit margin will vary from period to period depending on the timing of revenue recognition related to uninstalled materials.Additionally, gross profit and gross profit margin may vary from period to period due to our sales volume, product prices, product costs, product mix, geographical mix, along with the timing of when we perform installation and construction services. Sales and Marketing (‐œœS&M‐œ) ExpensesS&M expenses consist primarily of internal personnel-related costs for marketing, sales, and related support teams, as well as external costs such as professional service fees, trade shows, marketing and sales-related promotional materials, public relations expenses, website operating and maintenance costs. Personnel-related expenses include salaries, benefits, and stock-based compensation expenses. Research and Development (‐œœR&D‐œ) ExpensesR&D expenses consist primarily of internal and external expenses incurred in connection with our research activities and development programs that include materials costs directly related to product development, testing and evaluation costs, construction costs including labor and transportation of material, overhead related costs and other direct expenses consisting of personnel-related expenses and consulting expenses relating to study of product safety, reliability and development. Personnel-related expenses consist of salaries, benefits, and stock-based compensation expense. General and Administrative (‐œœG&A‐œ) ExpensesG&A expenses consist of information technology expenses, legal and professional fees, travel costs, and personnel-related expenses for our corporate, executive, finance, and other administrative functions, including expenses for professional and contract services. Personnel-related expenses consist of salaries, benefits, and stock-based compensation expense. To a lesser extent, general and administrative expenses include investor relations costs, insurance costs, rent, office expenses, maintenance costs, and the provision for credit losses. Depreciation and Amortization Expense Depreciation and amortization expense consists of costs associated with property and equipment, and amortization of intangibles. We expect to invest in additional property, equipment, and other assets as we construct and own energy storage systems, which will result in additional depreciation expense in the future.Asset Impairment and Loss on Sale of AssetsAsset impairment and loss on sale of assets consists of losses associated with the write-down or sale of property and equipment. Interest IncomeInterest income consists of interest income from our money market funds, interest-bearing savings accounts, customer financing receivable, and convertible note receivable. 31Table of ContentsResults of operationsConsolidated Comparison of Three and Nine Months Ended September 30, 2024 to September 30, 2023The following table sets forth our results of operations for the periods indicated (amounts in thousands):Three Months Ended September 30,Nine Months Ended September 30,20242023\$ Change20242023\$ ChangeRevenue\$1,199.4 \$172,205.4 (\$171,006)\$12,728.4 \$223,307.4 (\$210,579)Cost of revenue716.4 165,057.4 (164,341)9,128.4 209,793.4 (200,665)Gross profit483.0 7,148.0 (6,665)3,600.4 13,514.4 (9,914)Operating Expenses:Sales and marketing4,347.4 4,183.4 164.0 13,378.4 13,609.4 (231)Research and development5,704.4 8,156.4 (2,452)19,621.4 29,552.4 (9,931)General and administrative17,270.4 15,810.4 1,460.4 48,812.4 52,222.4 (3,410)Depreciation and amortization25.1 235.4 16.4 825.4 670.4 155.4 Asset impairment and loss on sale of assets(14)‐œ™‐œ (14)551.4 ‐œ™‐œ 551.4 Total operating expenses27,558.4 28,384.4 (826)83,187.4 96,053.4 (12,866)Loss from operations(27,075)(21,236)(5,839)(79,587)(82,539)2,952.4 Other income (expense):Interest expense(43)(18)(25)(89)(19)(70)Interest income1,439.4 1,919.4 (480)5,011.4 6,149.4 (1,138)Other income (expense), net(937)(8)(929)711.4 (259)970.4 Loss before income taxes(26,616)(19,343)\$ (7,273)\$ (73,954)\$ (76,668)\$ 2,714.4 RevenueThe Company recognized revenue for the product and service categories as follows for the three and nine‐œ™‐œ months ended September 30, 2024 and 2023 (amounts in thousands):Three Months Ended September 30,Nine Months Ended September 30,2024202320242023Sale of energy storage products (1)\$811.4 \$172,139.4 \$11,494.4 \$222.4 943.4 Operation and maintenance services273.4 ‐œ™‐œ 818.4 ‐œ™‐œ A Software licensing115.4 ‐œ™‐œ A 301.4 ‐œ™‐œ A Intellectual property licensing‐œ™‐œ A ‐œ™‐œ A 115.4 ‐œ™‐œ A ‐œ™‐œ A 66.4 ‐œ™‐œ A 364.4 Total revenue\$1,199.4 \$172,205.4 \$12,728.4 \$223,307.4 (1) Includes revenue from the build and transfer of energy storage systems and from the sale of spare parts for energy storage systems. Revenue from the sale of spare parts was included within ‐œœOther‐œ in prior periods. \$0.3A million in revenue from the sale of spare parts reported within the ‐œœOther‐œ line for the three months ended March 31, 2024 has been included within ‐œœSale of energy storage products‐œ for the nine months ended September 30, 2024. Revenue for the three months ended September 30, 2024 decreased by \$171.0 million to \$1.2 million compared to \$172.2 million for the three months ended September 30, 2023 and revenue for the nine months ended September 30, 2024 decreased by \$210.6 million to \$12.7 million compared to \$223.3 million for the nine months ended September 30, 2023.The decrease in revenue for the three and nine months ended September 30, 2024 was primarily attributable to a decrease in revenue from the sale of energy storage products due to a reduction in revenue from the build and transfer of BESS projects. Partially offsetting the decrease in revenue from the sale of energy storage products was revenue from operation and maintenance services, software licensing, and intellectual property licensing. The revenue from providing operation and maintenance services and software licensing are new revenue streams for the Company in 2024, and are from customers that previously purchased BESSs. The Company began providing these services to the customers upon substantial completion of their BESSs. Revenue from two customers accounted for 51% and 35% of total revenue for the three months ended September 30, 2024 and revenue from two customers accounted for 67% and 18% of total revenue for the nine months ended September 30, 32Table of Contents2024. Revenue from two customers accounted for 59% and 38% of total revenue for the three months ended September 30, 2023 and revenue from three customers accounted for 47%, 33%, and 20% of total revenue for the nine months ended September 30, 2023.Cost of RevenueCost of revenue for the three months ended September 30, 2024 decreased by \$164.3 million to \$0.7 million compared to \$165.1 million for the three months ended September 30, 2023 and cost of revenue for the nine months ended September 30, 2024 decreased by \$200.7 million to \$9.1 million compared to \$209.8 million for the nine months ended September 30, 2023. Cost of revenue decreased due to the Company‐œ™’s BESS projects in progress during the three and nine months ended September 30, 2024 being in their later stages, compared to the projects being in earlier stages during the three and nine months ended September 30, 2023.Gross Profit and Gross Profit MarginFor the three and nine months ended September 30, 2024, gross profit was \$0.5 million and \$3.6 million, respectively and gross profit margin was 40.3% and 28.3%, respectively. For the three and nine months ended September 30, 2023, gross profit was \$7.1 million and \$13.5 million, respectively, and gross profit margin was 4.2% and 6.1%, respectively.The decrease in gross profit for the three and nine months ended September 30, 2024 compared to the three and nine months ended September 30, 2023 was primarily due to a decrease in revenue from the sale of energy storage projects due to the Company‐œ™’s BESS projects being in their later stages in 2024. Additionally, gross profit for the nine months ended September 30, 2024 was negatively impacted by a \$1.4 million increase in warranty expenses compared to the nine months ended September 30, 2023.The increase in gross profit margin for the three and nine months ended September 30, 2024 compared to the three and nine months ended September 30, 2023 was primarily due to higher margins from the sale of energy storage products, and the introduction of higher margin operation and maintenance services and software licensing in 2024. The higher margins from the sale of energy storage products in 2024 was due to the Company‐œ™’s BESS projects being in their later stages when higher margin construction activities occur, compared to 2023 when the BESS projects were in their earlier stages when lower margin equipment deliveries occur. Sales and Marketing ExpensesSales and marketing expenses increased by \$0.2 million to \$4.3 million for the three months ended September 30, 2024, compared to \$4.2 million for the three months ended September 30, 2023. The increase was primarily attributable to a \$0.1 million increase in personnel-related expenses and a \$0.2 million increase in consulting costs. These increases were partially offset by a \$0.1 million decrease in marketing and public relations costs. Sales and marketing expenses decreased by \$0.2 million to \$13.4 million for the nine months ended September 30, 2024, compared to \$13.6 million for the nine months ended September 30, 2023. The decrease was primarily attributable to a \$0.3 million decrease in personnel-related expenses and a \$0.2 million decrease in marketing and public relations costs. These decreases were partially offset by a \$0.2 million increase in consulting costs. Research and Development ExpensesResearch and development expenses decreased by \$2.5 million to \$5.7 million for the three months ended September 30, 2024, compared to \$8.2 million for the three months ended September 30, 2023. The decrease was primarily attributable to a \$1.4 million decrease in personnel-related expenses, a \$0.8 million decrease in software expenses, and a \$0.5 million decrease in engineering costs. These cost decreases were primarily attributable to a focus on cost controls and a reduction in headcount. These cost decreases were partially offset by a \$0.1 million increase in consulting costs.Research and development expenses decreased by \$9.9 million to \$19.6 million for the nine months ended September 30, 2024, compared to \$29.6 million for the nine months ended September 30, 2023. The decrease was primarily attributable to a \$5.1 million decrease in personnel-related expenses, a \$3.1 million decrease in engineering costs, and a \$1.8 million decrease in software expenses. The cost decreases were primarily attributable to a focus on cost controls and a reduction in headcount.General and Administrative ExpensesGeneral and administrative expenses increased by \$1.5 million to \$17.3 million for the three months ended September 30, 2024 compared to \$15.8 million for the three months ended September 30, 2023. The increase was primarily attributable to a \$1.9 million increase in the provision for credit losses and a \$0.4 million increase in legal and professional fees. These 33Table of Contentsincreases were partially offset by a \$0.3 million decrease in personnel-related expenses, a \$0.3 million decrease in consulting costs, and a \$0.3 million decrease in software expenses. General and administrative expenses decreased by \$3.4 million to \$48.8 million for the nine months ended September 30, 2024 compared to \$52.2 million for the nine months ended September 30, 2023. The decrease was primarily attributable to a \$4.5 million decrease in personnel-related expenses, a \$0.9 million decrease in software expenses, and a \$0.4 million decrease in consulting costs. The cost decreases were primarily attributable to a focus on cost controls and a reduction in headcount. These cost decreases were partially offset by a \$2.0 million increase in the provision for credit losses and a \$0.3 million increase in legal and professional fees.Depreciation and Amortization ExpenseDepreciation and amortization expense increased by \$16 thousand to \$0.3 million for the three months ended September 30, 2024, compared to \$0.2 million for the three months ended September 30, 2023. The increase is primarily due to \$0.1 million in amortization costs related to the Company‐œ™’s capitalized software. Certain capitalized software products were placed into service effective January 1, 2024, resulting in \$0.1 million in amortization expense during the three months ended September 30, 2024. There was no comparable expense for the three months ended September 30, 2023.Depreciation and amortization expense increased by \$0.2 million to \$0.8 million for the nine months ended September 30, 2024, compared to \$0.7 million for the nine months ended September 30, 2023. The increase is primarily due to \$0.3 million in amortization costs related to the Company‐œ™’s capitalized software. Certain capitalized software products were placed into service effective January 1, 2024, resulting in \$0.3 million in amortization expense during the nine months ended September 30, 2024. There was no comparable expense for the nine months ended September 30, 2023.Asset Impairment and Loss on Sale of AssetsFor the three months ended September 30, 2024, asset impairments and loss on sale of assets was nominal. For the nine months ended September 30, 2024, asset impairment and loss on sale of assets totaled \$0.6A million, comprised of \$0.5A million in asset impairments and \$0.1A million in loss on sale of assets. Asset impairment relates to the write-off of leasehold improvements in the Company‐œ™’s Westlake Village office due to the Company relocating its corporate office. The loss on sale of assets relates to the sale of a cement plant at the Company‐œ™’s R&D site in Switzerland. The Company did not recognize any impairments or loss on sale of assets during the three and nine months ended September 30, 2023. Interest IncomeInterest income decreased by \$0.5 million to \$1.4 million for the three months ended September 30, 2024 compared to \$1.9 million for the three months ended September 30, 2023 and interest income decreased by \$1.1 million to \$5.0 million compared to \$6.1 million for the nine months ended September 30, 2024. The decrease in interest income is primarily due to a decrease in interest income from our money market funds.Other Income (Expense), Net Other expense, net increased by \$0.9 million to \$0.9 million for the three months ended September 30, 2024 compared to \$8 thousand for the three months ended September 30, 2023. The increase in other expense, net is primarily due to a \$0.8 million loss due to the change in the fair value of the Company‐œ™’s derivative asset - conversion option due to a decrease in the probability of the Company exercising its conversion option in DG Fuels, LLC (‐œœDG Fuels‐œ).Other income (expense), net improved by \$1.0 million to other income, net of \$0.7 million for the nine months ended September 30, 2024 compared to other expense, net of \$0.3 million for the nine months ended September 30, 2023. The improvement in other income (expense), net is primarily due to a \$1.5 million gain resulting from the derecognition of a contract liability with a related party during the nine months ended September 30, 2024. In 2019, the Company received a \$1.5 million deposit for a gravity-based system from a customer that was owned by one of its primary shareholders. During the nine months ended September 30, 2024, the Company concluded it was no longer obligated to provide a gravity-based system to the customer and that the deposit

was nonrefundable. As a result, the Company derecognized the \$1.51 million liability and recognized it as a gain during the nine months ended September 30, 2024. There was no such comparable gain during the nine months ended September 30, 2023. Partially offsetting this gain was a \$0.8 million loss due to the change in the fair value of the Company's derivative asset - conversion option due to a decrease in the probability of the Company exercising its conversion option in DG Fuels. 34Table of ContentsLiquidity and Capital Resources Sources of LiquiditySince inception, we have financed our net cash used in operating and investing activities primarily through the issuance and sale of equity, and with the proceeds from the reverse recapitalization and private investment in public equity that occurred in 2022. Energy Vault has incurred negative operating cash flows and operating losses in the past and we may incur operating losses in the future. We may seek additional capital through equity and/or debt financings depending on market conditions. If we are required to raise additional funds by issuing equity securities, dilution to stockholders would result. Any equity securities issued may also provide for rights, preferences or privileges senior to those of holders of our common stock. If we raise funds by issuing debt securities, these debt securities would have rights, preferences and privileges senior to those of holders of common stock. The terms of debt securities or borrowings could impose significant restrictions on our operations. The credit market and financial services industry have in the past, and may in the future, experience periods of uncertainty that could impact the availability and cost of equity and debt financing. Management believes that its cash, cash equivalents, and restricted cash on hand as of the filing date of this Quarterly Report will be sufficient to fund our operating activities for at least the next twelve months without regard to any cash proceeds we may receive in the future upon the exercise of our private warrants. The exercise price for our private warrants is \$11.50 per warrant, subject to certain specified adjustments. To the extent that the price of our common stock exceeds \$11.50 per share, it is more likely that our private warrant holders will exercise their warrants. To the extent that the price of our common stock declines, including a decline below \$11.50 per share, it is less likely that our private warrant holders will exercise their warrants. On November 12, we entered into a open market sales agreement with Jefferies LLC, as sales agent (the "sales agent"), pursuant to which we may, from time to time, sell shares of our common stock, having an aggregate offering price of up to \$50.0 million through the sales agent under an "at-the-market" equity offering program. Any offer and sale of shares of our common stock under the Sales Agreement will be made pursuant to our shelf registration statement on Form S-3 (No. 333-273089), which was declared effective by the SEC on July 20, 2023, and the related prospectus supplement dated November 12, 2024 and accompanying prospectus that form a part of the registration statement. The following table summarizes our cash, cash equivalents, and restricted cash balances as of September 30, 2024 and December 31, 2023 (amounts in thousands):September 30, 2024December 31, 2023Cash and cash equivalents\$51,124\$ 109,923Restricted cash\$26,560\$ 35,632Total cash, cash equivalents, and restricted cash\$77,684\$ 145,555Our cash equivalents are highly liquid investments purchased with an original or remaining maturities of three months or less. Substantially all of our restricted cash balance is held by banks as collateral for the Company's letters of credit. Licensing Agreements with Extended Payment TermsThe Company has licensed its gravity storage technology and certain of these agreements contain extended payment terms. There is uncertainty as to the collectability of the license payments in certain licensing agreements, and the Company has not yet recognized any revenue related to those license agreements where collectability is uncertain. 35Table of ContentsAnticipated cash inflows from licensing agreements with extended payment terms as of September 30, 2024 were as follows (amounts in thousands):AmountRemainder of 2024\$4,0002025\$6,7502026\$6,7502027\$6,7502028\$6,2502029\$6,2502030\$6,2502031\$6,2502032\$6,2502033\$6,2502034\$6,250Contractual ObligationsOur principal commitments as of September 30, 2024 consisted primarily of obligations under operating leases, finance leases, a deferred pension, warranty liabilities, and issued purchase orders. Our non-cancellable purchase obligations as of September 30, 2024 totaled approximately \$2.0 million. Cash FlowsThe following table summarizes cash flows from operating, investing, and financing activities for the periods indicated (amounts in thousands):Nine Months Ended September 30, 20242023Net cash used in operating activities\$(21,040)\$(116,050)Net cash used in investing activities\$(48,085)\$(33,182)Net cash provided by (used in) financing activities\$6554 (4,655)Effects of exchange rate changes on cash\$6894 (73)Net decrease in cash\$(67,871)\$(153,960)Operating ActivitiesDuring the nine months ended September 30, 2024 and 2023, cash used in operating activities totaled \$21.0 million and \$116.1 million, respectively. During the nine months ended September 30, 2024, operating cash flows were negatively impacted by a net loss of \$74.0 million and a decrease in operating liabilities of \$53.1 million. The decrease in operating liabilities was primarily attributable to a \$55.5 million decrease in accounts payable and accrued expenses and a \$1.0 million decrease in other long-term liabilities, partially offset by a \$3.5 million increase in deferred revenue. Operating cash flows were positively impacted by a \$73.0 million decrease in operating assets and non-cash charges of \$33.0 million. The decrease in operating assets was primarily attributable to a \$56.9 million decrease in contract assets, a \$24.6 million decrease in accounts receivable, and a \$1.5 million decrease in customer financing receivable. The decrease in contract assets and accounts receivable was due to the Company's BESS projects being in their final stages and the Company having collected most of the remaining balances due. The non-cash charges were primarily composed of \$29.4 million in stock-based compensation expense, a \$2.2 million provision for credit losses, \$0.8 million in depreciation and amortization expense, \$0.8 million in change in fair value of derivative asset - conversion option, \$0.6 million in asset impairments and loss on sale of assets, and \$0.3 million in foreign exchange losses, partially offset by \$1.2 million in non-cash interest income. During the nine months ended September 30, 2023, cash used in operating activities of \$116.1 million was negatively impacted by a net loss of \$76.3 million, an increase in operating assets of \$2.9 million, and a decrease in operating liabilities of \$71.5 million. The increase in operating assets was primarily due to a \$36.8 million increase in contract assets, partially offset by a \$21.7 million decrease in advances to suppliers and a \$10.6 million decrease in accounts receivable. The increase in contract assets was primarily due to an increase in unbilled receivables on the Company's BESS projects. Advances to suppliers decreased during the period as the Company received the BESS equipment that related to the deposits, and accounts receivable decreased due to the timing of billings and cash collections. The decrease in operating liabilities was primarily due to a \$44.8 million decrease in deferred revenue and a \$25.8 million decrease in accounts payable and accrued expenses. The decrease in deferred revenue primarily resulted from the recognition of revenue associated with the beginning deferred revenue balance on the Company's BESS projects. Operating cash flows were 36Table of Contentspositively impacted by non-cash charges of \$34.7 million, which was primarily due to \$34.5 million in stock-based compensation expense. Investing ActivitiesDuring the nine months ended September 30, 2024 and 2023, cash used in investing activities totaled \$48.1 million and \$33.2 million, respectively. Cash used in investing activities for the nine months ended September 30, 2024 consisted of \$48.3 million for the purchase of property and equipment, primarily related to the construction of the Snyder CDU, Cross Trails BESS, and the hybrid energy storage system being constructed in Calistoga, California, partially offset by \$0.2 million in proceeds from the sale of a cement plant at the Company's R&D site in Switzerland. Cash used in investing activities for the nine months ended September 30, 2023 consisted of \$27.2 million for the purchase of property and equipment, primarily related to the construction of the Snyder CDU and the hybrid energy storage system being constructed in Calistoga, California. Additionally, the Company purchased \$6.0 million of equity securities in KORE. Financing ActivitiesDuring the nine months ended September 30, 2024, cash provided by financing activities totaled \$0.6 million, compared to cash used in financing activities of \$4.7 million for the nine months ended September 30, 2023. For the nine months ended September 30, 2024, cash provided by financing activities was attributable to \$2.7 million in proceeds from insurance premium financings, partially offset by \$1.6 million in insurance premium financing repayments, \$0.4 million in tax payments related to the net settlement of equity awards, and \$0.2 million in payments for finance lease obligations. During the nine months ended September 30, 2023, cash used in financing activities was primarily attributable to \$5.7 million in tax payments related to the net settlement of equity awards and \$0.4 million in insurance premium financing repayments. Partially offsetting these uses of cash was \$1.3 million in proceeds from insurance premium financings and \$0.2 million in cash proceeds from the exercise of stock options. Non-GAAP Financial MeasuresTo complement our condensed consolidated statements of operations, we use non-GAAP financial measures of adjusted S&M expenses, adjusted R&D expenses, adjusted G&A expenses, adjusted operating expenses, and adjusted EBITDA. Management believes that these non-GAAP financial measures complement our GAAP amounts and such measures are useful to securities analysts and investors to evaluate our ongoing results of operations when considered alongside our GAAP measures. The presentation of these non-GAAP measures is not meant to be considered in isolation or as an alternative to other measures of financial performance calculated in accordance with GAAP. These non-GAAP measures and their reconciliation to GAAP financial measures are shown below. Effective September 30, 2024, the Company has included provision (benefit) for credit losses as a non-GAAP adjustment because management does not consider this item in assessing our ongoing performance. Prior periods have been adjusted to include provision (benefit) for credit losses as a non-GAAP adjustment. The following table provides a reconciliation from GAAP S&M expenses to non-GAAP adjusted S&M expenses (amounts in thousands):Three Months Ended September 30, Nine Months Ended September 30, 2024202320242023S&M expenses (GAAP)\$4,347\$ 4,183\$ 13,378\$ 13,609Non-GAAP adjustments:Stock-based compensation expense1,7941,801\$ 5,2915,477Reorganization expenses\$ 288\$ 288Adjusted S&M expenses (non-GAAP)\$2,553\$ 2,382\$ 7,799\$ 8,13237Table of ContentsThe following table provides a reconciliation from GAAP R&D expenses to non-GAAP adjusted R&D expenses (amounts in thousands):Three Months Ended September 30, Nine Months Ended September 30, 2024202320242023R&D expenses (GAAP)\$5,704\$ 8,156\$ 19,621\$ 29,552Non-GAAP adjustments:Stock-based compensation expense2,2412,8986,5278,832Reorganization expenses\$ 288\$ 288Adjusted R&D expenses (non-GAAP)\$3,463\$ 5,258\$ 12,591\$ 20,720The following table provides a reconciliation from GAAP G&A expenses to non-GAAP adjusted G&A expenses (amounts in thousands):Three Months Ended September 30, Nine Months Ended September 30, 2024202320242023G&A expenses (GAAP)\$17,270\$ 15,810\$ 48,812\$ 52,222Non-GAAP adjustments:Stock-based compensation expense6,2136,01517,61820,214Reorganization expenses(23)\$ 895\$ 895Provision (benefit) for credit losses1,861(5)2,1442,364Adjusted G&A expenses (non-GAAP)\$9,219\$ 9,800\$ 28,085\$ 31,772The following table provides a reconciliation from GAAP operating expenses to non-GAAP operating expenses (amounts in thousands):Three Months Ended September 30, Nine Months Ended September 30, 2024202320242023Operating expenses (GAAP)\$27,558\$ 28,384\$ 83,187\$ 96,053Non-GAAP adjustments:Stock-based compensation expense10,24810,71429,43634,523Depreciation and amortization251235825670Asset impairment and loss on sale of assets(14)\$ 551\$ 551Reorganization expenses(23)\$ 1,686\$ 1,686Provision (benefit) for credit losses1,861(5)2,1442,364Adjusted operating expenses (non-GAAP)\$15,235\$ 17,440\$ 48,475\$ 60,62438Table of ContentsThe following table provides a reconciliation from net loss to non-GAAP adjusted EBITDA, with net loss being the most directly comparable GAAP measure (amounts in thousands):Three Months Ended September 30, Nine Months Ended September 30, 2024202320242023Net loss attributable to Energy Vault Holdings, Inc. (GAAP)\$ (26,593) \$(18,942) \$(73,920) \$(76,271)Non-GAAP adjustments:Interest income, net(1,395)(1,902)(4,921)(6,131)Provision for income taxes\$ 401\$ 401Depreciation and amortization251235825670Stock-based compensation expense10,24810,71429,43634,523Reorganization expenses(23)\$ 1,686\$ 1,686Gain on derecognition of contract liability\$ 251\$ 251Asset impairment and loss on sale of assets(14)\$ 551\$ 551Change in fair value of derivative asset \$ 288% conversion option\$ 820\$ 820Provision (benefit) for credit losses1,861(5)2,1442,364Foreign exchange losses19450301308Adjusted EBITDA (non-GAAP)\$ (4,651) \$(10,251) \$(44,508) \$(47,062)We present adjusted EBITDA, which is net loss attributable to Energy Vault Holdings, Inc. excluding adjustments that are outlined in the quantitative reconciliation provided above, as a supplemental measure of our performance and because we believe this measure is frequently used by securities analysts, investors, and other interested parties in the evaluation of companies in our industry. The adjusted EBITDA measure excludes the financial impact of items management does not consider in assessing our ongoing operating performance, and thereby facilitates review of our operating performance on a period-to-period basis. In evaluating adjusted EBITDA, one should be aware that in the future we may incur expenses similar to the adjustments noted above. Our presentation of adjusted EBITDA should not be construed as an inference that our future results will be unaffected by these types of adjustments. Adjusted EBITDA is not a measurement of our financial performance under GAAP and should not be considered as an alternative to net loss, operating loss, or any other performance measures derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity. Our adjusted EBITDA measure has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are: it does not reflect our cash expenditures, future requirements for capital expenditures, or contractual commitments; it does not reflect changes in, or cash requirements for, our working capital needs; it does not reflect stock-based compensation, which is an ongoing expense; it does not reflect depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and our adjusted EBITDA measure does not reflect any cash requirements for such replacements; it is not adjusted for all non-cash income or expense items that are reflected in our condensed consolidated statements of cash flows; it does not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations; it does not reflect limitations on or costs related to transferring earnings from our subsidiaries to us; and it does not reflect other companies in our industry may calculate this measure differently than we do, limiting its usefulness as a comparative measure. Because of these limitations, adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or as a measure of cash that will be available to use to meet our obligations. You 39Table of Contents should compensate for these limitations by relying primarily on our GAAP results and using adjusted EBITDA only supplementally. Critical Accounting EstimatesThe preparation of these financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. There have not been any changes to our critical accounting policies and estimates as compared to those disclosed under the caption Critical Accounting Policies and Use of Estimates in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations included in the 2023 Annual Report on Form 10-K filed with the SEC on March 13, 2024. Emerging Growth Company Accounting ElectionWe are an "emerging growth company" as defined in Section 2(a) of the Securities Act of 1933, as amended, and have irrevocably elected to take advantage of the benefits of this extended transition period for new or revised financial accounting standards. We are expected to remain an emerging growth company through the end of 2026 and expect to continue to take advantage of the benefits of the extended transition period. This may make it difficult or impossible to compare our financial results with the financial results of another public company that is either not an emerging growth company or is an emerging growth company that has chosen not to take advantage of the extended transition period exemptions for emerging growth companies because of the potential differences in accounting standards used. Recently Adopted and Issued Accounting PronouncementsRecently issued and adopted/unadopted accounting pronouncements are described in Note 2 of the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report. Item 3. Quantitative and Qualitative Disclosures About Market RiskMarket risk represents the risk of loss that may impact our financial position because of adverse changes in financial market prices and rates. Foreign Currency RiskThe majority of our contracts with customers are denominated in U.S. dollars, and certain of our definitive agreements could be denominated in currencies other than the U.S. dollar, including the Euro, the Swiss franc, the Australian dollar, the South African rand, the Brazilian real, and the Saudi riyal. A strengthening of the U.S. dollar could increase the cost of our solutions to our international customers, which could adversely affect our business and results of operations. In addition, a portion of our revenue is earned and a portion of our operating expenses are incurred outside the United States and are denominated in foreign currencies, such as the Euro, the Swiss franc, and the Australian dollar, and are subject to fluctuations due to changes in foreign currency exchange rates. If we increase our exposure to foreign currencies and are not able to successfully hedge against the risks associated with currency fluctuations, our results of operations could be adversely affected. Inflation RiskOur operations could be adversely impacted by inflation, primarily from higher material, labor, and construction costs. While it is difficult to measure the impact of inflation for such estimates accurately, we believe, if our costs are affected due to significant inflationary pressures, we may not be able to fully offset higher costs through price increases or other corrective measures, which may adversely affect our business, financial condition, and results of operations. Credit RiskCredit risk refers to the risk that a counterparty may default on its contractual obligations resulting in a loss to us. Our customers include the counterparties for the sale of our energy storage products and solutions and the licensees of our intellectual property. The loss of one or more of our significant customers, their inability to perform under their contracts, or their default in payment could harm our business and negatively impact revenue, results of operations, and cash flows. Credit policies have been approved and implemented to assess our existing and potential customers with the objective of mitigating credit losses. These policies establish guidelines, controls, and credit limits to manage credit risk within approved tolerances by mandating an appropriate evaluation of the financial condition of existing and potential customers, monitoring agency credit ratings, and by implementing credit practices that limit exposure according to the risk profiles of 40Table of Contents the counterparties. In addition, customers are required to make milestone payments based on their project's progress. We may also, at times, require letters of credit, parent guarantees, or cash collateral when deemed necessary. Our overall exposure may be affected positively or negatively by

macroeconomic or regulatory changes that may impact our counterparties. Currently, management does not anticipate a material adverse effect in our financial position or results of operations from the non-performance of a customer. We continuously monitor the creditworthiness of all our customers. Commodity Price RiskWe are subject to risk from fluctuating market prices of certain commodity raw materials, including cement, steel, aluminum, and lithium, which are used in the components that we purchase from our suppliers and then as inputs to our products. Prices of these raw materials may be affected by supply restrictions or other logistic costs market factors from time to time. As we are not the direct buyer of these raw materials, we do not enter into hedging arrangements to mitigate commodity risk. Significant price changes for these raw materials could reduce our operating margins if suppliers increase component prices and we are unable to recover such increases from our customers and could harm our business, financial condition, and results of operations.Item 4. Controls and ProceduresLimitations on the Effectiveness of ControlsIn designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.Evaluation of Disclosure Controls and ProceduresOur management, with the participation of our principal executive officer and principal financial officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation of our disclosure controls and procedures as of September 30, 2024, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures as of such date are effective at the reasonable assurance level.Changes in Internal Control Over Financial ReportingThere were no changes in our internal control over financial reporting identified in management’s evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.41Table of ContentsPart II-Other InformationItem 1. Legal ProceedingsEnergy Vault has been and continues to be involved in legal proceedings that arise in the ordinary course of business, the outcome of which, if determined adversely to Energy Vault, would not individually or in the aggregate have a material adverse effect on Energy Vault’s business, financial condition, and results of operations. From time to time, Energy Vault may become involved in additional legal proceedings arising in the ordinary course of its business.Item 1A. Risk FactorsExcept as set forth below, as of the date of this report, there are no material changes to our risk factors as previously disclosed in Part I, Item 1A of our 2023 Annual Report on Form 10-K filed with the SEC on March 13, 2024. You should carefully consider the risks set forth in Part I, Item 1A, Risk Factors, of the Company’s 2023 Annual Report, and all other information included in this Quarterly Report before making an investment decision. Our business, financial condition, and results of operations could be materially and adversely affected by any of these risks or uncertainties.Government control of currency conversion and expatriation of funds may affect our liquidity. We have customers and subsidiaries located in jurisdictions that impose or may impose controls on the convertibility of the local currency into foreign currencies and, in certain cases, the remittance of currency out of the jurisdiction. Therefore, we may experience delays, restrictions or limitations in completing the administrative procedures necessary to obtain and remit foreign currency to the Company, which could have a material effect on our liquidity and our business. Shortages in the availability of foreign currency in countries in which we transact, or the impossibility or difficulties in complying with the requirements and approvals of local authorities may delays, restrict or limit the ability of our customer to covert the amount owed to us to U.S. dollars and remit such amount to us, thus materially affecting our liquidity and business. Our total backlog, bookings and developed pipeline may not be indicative of our future revenue, which could have a material adverse impact on our business, financial condition, and results of operations.Our backlog represents contracted but unrecognized revenue from projects and services yet to be completed, unrecognized revenue or other income from IP licensing agreements, and unrecognized revenue from tolling arrangements. Backlog excludes any potential future variable payments or IP royalties. As of September 30, 2024, backlog totaled \$264.4 million. Our bookings represent the total aggregate contract value (excluding any potential future variable payments or intellectual property royalties) and total MWhs to be delivered from customer contracts signed during the period, net of the total aggregate value and total MWhs of contracts that were cancelled during the period. For the three months ended September 30, 2024 bookings totaled \$6” million. Our developed pipeline represents uncontracted, potential revenue, from projects in which potential prospective customers have either awarded a project to the Company, or have put the Company on a shortlist to be awarded a project. As of September 30, 2024, developed pipeline totaled \$2.7 billion. There can be no assurance that our backlog, bookings and developed pipeline will result in actual revenue in the future in any particular period, or at all. This is because the actual receipt, timing, and amount of revenue under contracts included under backlog, bookings and developed contracts are subject to various contingencies, many of which are beyond our control. Our failure to realize revenue from contracts included in the total amounts estimated under backlog, bookings and developed pipeline could have a material adverse impact on our business, financial condition and results of operations.In addition, our contracts with customers are subject to delays and cancellations. Generally, a customer can cancel an order prior to installation, and, notwithstanding the fact that a customer’s termination for convenience may obligate the customer to pay us certain fees, we may be unable to recover some of our costs in connection with design, permitting, installation, and site preparations incurred prior to cancellation. Cancellation rates in our industry could increase in any given period, due to factors outside of our control including an inability to install an energy storage system at the customer’s chosen location because of permitting or other regulatory issues, unanticipated changes in the cost or availability of alternative sources of electricity available to the customer, or other reasons unique to each customer. Our operating expenses are based on anticipated sales levels, and certain of our expenses are fixed. If we are unsuccessful in closing sales after expending significant resources or if we experience delays or cancellations, our business could be materially and adversely affected.Item 2. Unregistered Sales of Equity Securities and Use of ProceedsNone.Item 3. Defaults Upon Senior SecuritiesNone.42Table of ContentsItem 4. Mine Safety DisclosuresNot applicable.Item 5. Other Information(a) Disclosure in lieu of reporting on a Current Report on Form 8-K. On November 12, 2024, the Company entered into an open market sales agreement (the “Sales Agreement”) with Jefferies LLC., as sales agent (the “Sales agent”), pursuant to which the Company may, from time to time, sell shares of our common stock, having an aggregate offering price of up to \$50.0 million through the sales agent. The Company is not obligated to, and cannot provide any assurances that it will, make any sales of our shares under the Sales Agreement.Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, the sales agent may sell the shares by methods deemed to be an “at-the-market” offering as defined in Rule 415(a)(4) promulgated under the Securities Act. Subject to the terms and conditions of the Sales Agreement, the sales agent will use commercially reasonable efforts consistent with its normal trading and sales practices to sell the shares from time to time, based upon our instructions. The Sales Agreement contains customary representations, warranties and agreements, indemnification rights and obligations of the parties. The Company will pay the sales agent a commission for its services as sales agent of up to 3% of the gross sales price of the shares of our common stock sold through the sales agent pursuant to the Sales Agreement.Any offer and sale of shares of the Company’s common stock under the Sales Agreement will be made pursuant to our shelf registration statement on Form S-3 (No. 333-273089), which was declared effective by the SEC on July 20, 2023, and the related prospectus supplement dated November 12, 2024 and accompanying prospectus that form a part of the registration statement.A copy of the Sales Agreement is filed as Exhibit 1.1 to this Quarterly Report on Form 10-Q. A copy of the opinion of the Company’s counsel relating to the validity of the shares to be issued pursuant to the Sales Agreement is filed as Exhibit 5.1 to this Quarterly Report on Form 10-Q.(b) Material changes to the procedures by which security holders may recommend nominees to the board of directors. None. (c) Insider trading arrangements and policies. During the three months ended September 30, 2024, no director or officer of the Company adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408(a) of Regulation S-K.43Table of ContentsItem 6. ExhibitsExhibit NumberIncorporated by ReferenceDescription of DocumentSchedule/FormFile NumberExhibit NumberFiling Date1.**Open Market Sales Agreement, dated November 12, 2024, among Jefferies LLC, as sales agent and/or principal, and Energy Vault Holdings, Inc.3.1Amended and Restated Bylaws of Energy Vault Holdings, Inc.8-K001-399823.1February 14, 20232.Amended and Restated Certificate of Incorporation of Energy Vault Holdings, Inc.8-K001-399823.2February 14, 20225.1**Opinion of Latham & Watkins, LLP23.1**Consent of Latham & Watkins, LLP (included in Exhibit 5.1 hereto)31.1**Certification of Principal Executive Officer required under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended31.2**Certification of Chief Financial Officer required under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended32.1**Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 200232.2**Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002101.INS**XBRL Instance Document101.CAL**XBRL Taxonomy Extension Calculation Linkbase Document101.SCH**XBRL Taxonomy Extension Schema Document101.DEF**XBRL Taxonomy Extension Definition Linkbase Document101.LAB**XBRL Taxonomy Extension Labels Linkbase Document101.PRE**XBRL Taxonomy Extension Presentation Linkbase Document104**Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101) ** Filed herewith^ Á Á Á The certifications attached as Exhibit 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filings of Energy Vault Holdings, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.44Table of ContentsSIGNATURESPursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Energy Vault Holdings, Inc.Date: November 12, 2024By:/s/ Robert PiconiName: Robert PiconiTitle: Chief Executive Officer(Principal Executive Officer)Date: November 12, 2024By:/s/ Michael BeerName: Michael BeerTitle: Chief Financial Officer(Principal Financial and Accounting Officer)45 EX-1.1 2 a 11energyvaultatmsalesag.htm EX-1.1 a 11energyvaultatmsalesag Execution Version Exhibit 1.1 OPEN MARKET SALE AGREEMENTSM November 12, 2024 JEFFERIES LLC 520 Madison Avenue New York, New York 10022 Ladies and Gentlemen: Energy Vault Holdings, Inc., a Delaware corporation (the “Company”), proposes, subject to the terms and conditions stated herein, to issue and sell from time to time through Jefferies LLC, as sales agent and/or principal (the “Agent”), shares of the Company’s common stock, par value \$0.0001 per share (the “Common Shares”), having an aggregate offering price of up to \$50,000,000 on the terms set forth in this agreement (this “Agreement”). Section 1. DEFINITIONS (a) Certain Definitions. For purposes of this Agreement, capitalized terms used herein and not otherwise defined shall have the following respective meanings: “Affiliate” of a Person means another Person that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such first-mentioned Person. The term “control” (including the terms “controlling,” “controlled by” and “under common control with”) means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise. “Agency Period” means the period commencing on the date of this Agreement and expiring on the earliest to occur of (x) the date on which the Agent shall have placed the Maximum Program Amount pursuant to this Agreement and (y) the date this Agreement is terminated pursuant to Section 7. “Commission” means the U.S. Securities and Exchange Commission. “Exchange Act” means the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission thereunder. “Floor Price” means the minimum price set by the Company in the Issuance Notice below which the Agent shall not sell Shares during the applicable period set forth in the applicable Issuance Notice, which may be adjusted by the Company at any time during the period set forth in the applicable Issuance Notice by delivering written notice of such change to the Agent and which SM “Open Market Sale Agreement” is a service mark of Jefferies LLC. A “ ” in no event shall be less than \$1.00 without the prior written consent of the Agent, which may be withheld in the Agent’s sole discretion. “Issuance Amount” means the aggregate Sales Price of the Shares to be sold by the Agent pursuant to any Issuance Notice. “Issuance Notice” means a written notice delivered to the Agent by the Company in accordance with this Agreement in the form attached hereto as Exhibit A that is executed by its Chief Executive Officer, President or Chief Financial Officer. “Issuance Notice Date” means any Trading Day during the Agency Period that an Issuance Notice is delivered pursuant to Section 3(b)(i). “Issuance Price” means the Sales Price less the Selling Commission. “Maximum Program Amount” means Common Shares with an aggregate Sales Price of the lesser of (a) the number or dollar amount of Common Shares registered under the effective Registration Statement (defined below) pursuant to which the offering is being made, (b) the number of authorized but unissued Common Shares (less Common Shares issuable upon exercise, conversion or exchange of any outstanding securities of the Company or otherwise reserved from the Company’s authorized capital stock), (c) the number or aggregate dollar amount of Common Shares permitted to be sold under Form S-3 (including General Instruction I.B.6 thereof, if applicable), or (d) \$50,000,000. “Person” means an individual or a corporation, partnership, limited liability company, trust, incorporated or unincorporated association, joint venture, joint stock company, governmental authority or other entity of any kind. “Principal Market” means the New York Stock Exchange or such other national securities exchange on which the Common Shares, including any Shares, are then listed. “Rule 462(b) Registration Statement” means any registration statement filed by the Company pursuant to Rule 462(b) under the Securities Act in connection with the offer and sale of Shares. “Sales Price” means the actual sale execution price of each Share placed by the Agent pursuant to this Agreement. “Securities Act” means the Securities Act of 1933, as amended, and the rules and regulations of the Commission thereunder. “Selling Commission” means three percent (3%) of the gross proceeds of Shares sold pursuant to this Agreement, or as otherwise agreed between the Company and the Agent with respect to any Shares sold pursuant to this Agreement. “Settlement Date” means the first business day following each Trading Day during the period set forth in the applicable Issuance Notice on which Shares are sold pursuant to this Agreement, when the Company shall deliver to the Agent the amount of Shares sold on such Trading Day and the Agent shall deliver to the Company the Issuance Price received on such sales. “Shares” means the Company’s Common Shares issued or issuable pursuant to this Agreement. “Trading Day” means any day on which the Principal Market is open for trading. Section 2. REPRESENTATIONS AND WARRANTIES OF THE COMPANY The Company represents and warrants to, and agrees with, the Agent that, unless such representation, warranty or agreement specifies otherwise, as of (1) the date of this Agreement, (2) each Issuance Notice Date, (3) each Settlement Date, (4) each Triggering Event Date (as defined below) and (5) as of each Time of Sale (as defined below) (each of the times referenced above is referred to herein as a “Representation Date”), except as may be disclosed in the Prospectus (including any documents incorporated by reference therein and any supplements thereto) on or before a Representation Date: (a) Registration Statement. The Company has prepared and filed with the Commission a shelf registration statement on Form S-3 (File No. 333-273089) that contains a base prospectus. Such registration statement registers the issuance and sale by the Company of the Shares under the Securities Act. The Company may file one or more additional registration statements from time to time that will contain a base prospectus and related prospectus or prospectus supplement, if applicable, with respect to the Shares. Except where the context otherwise requires, such registration statement(s), including any information deemed to be a part thereof pursuant to Rule 430B under the Securities Act, including all financial statements, exhibits and schedules thereto and all documents incorporated or deemed to be incorporated therein by reference pursuant to Item 12 of Form S-3 under the Securities Act as from time to time amended or supplemented, is herein referred to as the “Registration Statement,” and the base prospectus constituting a part of such registration statement(s), together with any prospectus supplement filed with the Commission pursuant to Rule 424(b) under the Securities Act relating to a particular issuance of the Shares, including all documents incorporated or deemed to be incorporated therein by reference pursuant to Item 12 of Form S-3 under the Securities Act, in each case, as from time to time amended or supplemented, is referred to herein as the “Prospectus,” except that if any revised prospectus is provided to the Agent by the Company for use in connection with the offering of the Shares that is not required to be filed by the Company pursuant to Rule 424(b) under the Securities Act, the term “Prospectus” shall refer to such revised prospectus from and after the time it is first provided to the Agent for such use. The Registration Statement at the time it originally became effective is herein called the “Original Registration Statement.” As used in this Agreement, the terms “amendment” or “supplement” when applied to the Registration Statement or the Prospectus shall be deemed to include the filing by the Company with the Commission of any document under the Exchange Act after the date hereof that is or is deemed to be incorporated therein by reference. All references in this Agreement to financial statements and schedules and other information which is “contained,” “included” or “stated” in the Registration Statement or the Prospectus (and all other references of like import) shall be deemed to mean and include all such financial statements and schedules and other information which is or is deemed to be incorporated by reference in or “ ” 4 otherwise deemed under the Securities Act to be a part of or included in the Registration Statement or the Prospectus, as the case may be, as of any specified date; and all references in this Agreement to amendments or supplements to the Registration Statement or the Prospectus shall be deemed to mean and include, without limitation, the filing of any document under the Exchange Act which is or is deemed to be incorporated by reference in or otherwise deemed under the Securities Act

to be a part of or included in the Registration Statement or the Prospectus, as the case may be, as or any specified date. At the time the Registration Statement was or will be originally declared effective and at the time the Company's most recent annual report on Form 10-K was filed with the Commission, if later, the Company met the then-applicable requirements for use of Form S-3 under the Securities Act. During the Agency Period, each time the Company files an annual report on Form 10-K the Company will meet the then-applicable requirements for use of Form S-3 under the Securities Act. (b) Compliance with Registration Requirements. The Original Registration Statement has been declared effective by the Commission under the Securities Act and any Rule 462(b) Registration Statement will be declared effective by the Commission under the Securities Act prior to the first Issuance Notice. The Company has complied to the Commission's satisfaction with all requests of the Commission for additional or supplemental information. No stop order suspending the effectiveness of the Registration Statement or any Rule 462(b) Registration Statement is in effect and no proceedings for such purpose have been instituted or are pending or, to the knowledge of the Company, are contemplated or threatened by the Commission. The Prospectus when filed complied and will comply in all material respects with the Securities Act and, if filed with the Commission through its Electronic Data Gathering, Analysis and Retrieval system (EDGAR) (except as may be permitted by Regulation S-T under the Securities Act), was identical to the copy thereof delivered to the Agent for use in connection with the issuance and sale of the Shares. Each of the Registration Statement, any Rule 462(b) Registration Statement and any post-effective amendment thereto, at the time it became effective and at each Representation Date, complied and will comply in all material respects with the Securities Act and did not and will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading. As of the date of this Agreement, the Prospectus and any Free Writing Prospectus (as defined below) considered together (collectively, the Time of Sale Information) did not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading. The Prospectus, as amended or supplemented, as of its date, did not, and, at each Representation Date, will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading. The representations and warranties set forth in the three immediately preceding sentences do not apply to statements in or omissions from the Registration Statement, any Rule 462(b) Registration Statement, or any post-effective amendment thereto, or the Prospectus, or any amendments or supplements thereto, made in reliance upon and in conformity with information relating to the Agent furnished to the Company in writing by the Agent expressly for use therein, it being understood and agreed that the only such information furnished by the Agent to the Company consists of the Agent Information (defined below). There are no contracts or other documents required to be described in the Prospectus or to be filed as exhibits to the Registration Statement which have not been described or filed as required. The Registration Statement and the offer and sale of the Shares as contemplated hereby meet the requirements of Rule 415 under the Securities Act and comply in all material respects with said rule. (c) Ineligible Issuer Status. The Company shall cease to be an ineligible issuer on February 11, 2025, pursuant to Rules 164, 405 and 433 under the Securities Act. Any Free Writing Prospectus that the Company is then eligible to file pursuant to Rule 433(d) under the Securities Act has been, or will be, filed with the Commission in accordance with the requirements of the Securities Act. Each Free Writing Prospectus that the Company has filed, or is then eligible to file, pursuant to Rule 433(d) under the Securities Act or that was prepared by or on behalf of or used or referred to by the Company complies or will comply in all material respects with the requirements of Rule 433 under the Securities Act including timely filing with the Commission or retention where required and legending, and each such Free Writing Prospectus, as of its issue date and at all subsequent times through the completion of the issuance and sale of the Shares did not, does not and will not include any information that conflicted, conflicts with or will conflict with the information contained in the Registration Statement or the Prospectus, including any document incorporated by reference therein. The Company will not, without your prior consent, prepare, use or refer to, any Free Writing Prospectus. (d) Emerging Growth Company Status. The Company is an emerging growth company, as defined in Section 2(a) of the Securities Act (an Emerging Growth Company). (e) Incorporated Documents. The documents incorporated or deemed to be incorporated by reference in the Registration Statement and the Prospectus, at the time they were filed with the Commission, complied in all material respects with the requirements of the Exchange Act, as applicable, and, when read together with the other information in the Prospectus, do not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading. (f) Exchange Act Compliance. The documents incorporated or deemed to be incorporated by reference in the Prospectus, at the time they were or hereafter are filed with the Commission, and any Free Writing Prospectus or amendment or supplement thereto complied and will comply in all material respects with the requirements of the Exchange Act and none of such documents contained any untrue statement of a material fact or omitted to state a material fact necessary to make the statement therein, in the light of the circumstances under which they were made, not misleading. (g) Statistical and Market-Related Data. Nothing has come to the attention of the Company that has caused the Company to believe that the statistical, demographic and market-related data included in the Registration Statement or the Prospectus is not based on or derived from sources that are reliable and accurate in all material respects. (h) Disclosure Controls and Procedures; Deficiencies in or Changes to Internal Control Over Financial Reporting. The Company has established and maintains disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 under the Exchange Act), which (i) are designed to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the Company's principal executive officer and its principal financial officer by others within those entities, particularly during the periods in which the periodic reports required under the Exchange Act are being prepared; (ii) have been evaluated by management of the Company for effectiveness as of the end of the Company's most recent fiscal quarter; and (iii) are effective in all material respects to perform the functions for which they were established. Since the end of the Company's most recent audited fiscal year, there have been no significant deficiencies or material weaknesses in the Company's internal control over financial reporting (whether or not remediated) and no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. The Company is not aware of any change in its internal control over financial reporting that has occurred during its most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. (i) This Agreement. This Agreement has been duly authorized, executed and delivered by the Company. (j) Authorization of the Shares. The Shares have been duly authorized for issuance and sale pursuant to this Agreement and, when issued and delivered by the Company against payment therefor pursuant to this Agreement, will be validly issued, fully paid and nonassessable, and the issuance and sale of the Shares is not subject to any preemptive rights, rights of first refusal or other similar rights to subscribe for or purchase any Shares. (k) No Applicable Registration or Other Similar Rights. There are no persons with registration or other similar rights to have any equity or debt securities registered for sale under the Registration Statement or included in the offering contemplated by this Agreement, except for such rights as have been duly waived. (l) No Material Adverse Change. Except as otherwise disclosed in the Registration Statement and the Prospectus, subsequent to the respective dates as of which information is given in the Registration Statement and the Prospectus: (i) there has been no material adverse change, or any development that would reasonably be expected to result in a material adverse change, in (A) the condition, financial or otherwise, or in the earnings, business, properties, operations, operating results, assets, liabilities or prospects whether or not arising from transactions in the ordinary course of business, of the Company and its subsidiaries, considered as one entity or (B) the ability of the Company to consummate the transactions contemplated by this Agreement or perform its obligations hereunder (any such change being referred to herein as a Material Adverse Change); (ii) the Company and its subsidiaries, considered as one entity, have not incurred any material liability or obligation, indirect, direct or contingent, including without limitation any losses or interference with their business from pandemics, fire, explosion, flood, earthquakes, accident or other calamity, whether or not covered by insurance, or from any strike, labor dispute or court or governmental action, order or decree, that are material, individually or in the aggregate, to the Company and its subsidiaries, considered as one entity, and have not entered into any transactions not in the ordinary course of business; and (iii) there has not been any material decrease in the capital stock or any material increase in any short-term or long-term indebtedness of the Company or its subsidiaries and there has been no dividend or distribution of any kind declared, paid or made by the Company or, except for dividends paid to the Company or other subsidiaries, by any of the Company's subsidiaries on any class of capital stock, or any repurchase or redemption by the Company or any of its subsidiaries of any class of capital stock. (m) Independent Accountants. BDO USA, P.C., which has (y) expressed its opinion with respect to the financial statements (which term as used in this Agreement includes the related notes thereto) or (z) reviewed the financial statements, each as filed with the Commission as a part of the Registration Statement and the Prospectus, is (i) an independent registered public accounting firm as required by the Securities Act, the Exchange Act, and the rules of the Public Company Accounting Oversight Board (PCAOB), (ii) in compliance with the applicable requirements relating to the qualification of accountants under Rule 2-01 of Regulation S-X under the Securities Act; and (iii) a registered public accounting firm as defined by the PCAOB whose registration has not been suspended or revoked and who has not requested such registration to be withdrawn, and is not in violation of the auditor independence requirements of the Sarbanes-Oxley Act of 2002, as amended (the Sarbanes-Oxley Act). (n) Financial Statements. The financial statements filed with the Commission as a part of the Registration Statement and the Prospectus present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of the dates indicated and the results of their operations, changes in stockholders' equity and cash flows for the periods specified. Such financial statements have been prepared in conformity with generally accepted accounting principles as applied in the United States (GAAP) applied on a consistent basis throughout the periods involved, except as may be expressly stated in the related notes thereto. The interactive data in eXtensible Business Reporting Language included or incorporated by reference in the Registration Statement fairly presents the information called for in all material respects and has been prepared in accordance with the Commission's rules and guidelines applicable thereto. No other financial statements or supporting schedules are required to be included in the Registration Statement or the Prospectus. The financial data set forth in each of the Registration Statement and the Prospectus fairly present, in all material respects, the information set forth therein on a basis consistent with that of the audited financial statements contained in the Registration Statement and the Prospectus. All disclosures contained in the Registration Statement and the Prospectus that constitute non-GAAP financial measures (as defined by the rules and regulations under the Securities Act and the Exchange Act) comply with Regulation G under the Exchange Act and Item 10 of Regulation S-K under the Securities Act, as applicable. (o) Company's Accounting System. The Company and each of its subsidiaries make and keep accurate books and records and maintain a system of internal accounting controls sufficient to provide reasonable assurance that: (i) transactions are executed in accordance with management's general or specific authorization; (ii) transactions are recorded as necessary to permit preparation of financial statements in conformity with GAAP and to maintain accountability for assets; (iii) access to assets is permitted only in accordance with management's general or specific authorization; (iv) the recorded accountability for assets is compared with existing assets at reasonable intervals and appropriate action is taken with respect to any differences; and (v) the interactive data in eXtensible Business Reporting Language included or incorporated by reference in the Registration Statement and the Prospectus fairly presents the information called for in all material respects and is prepared in accordance with the Commission's rules and guidelines applicable thereto. (p) Incorporation and Good Standing of the Company. The Company has been duly incorporated and is validly existing as a corporation in good standing under the laws of the jurisdiction of its incorporation and has the corporate power and authority to own, lease and operate its properties and to conduct its business as described in the Registration Statement and the Prospectus and to enter into and perform its obligations under this Agreement, except where the failure to be so qualified or in good standing or have such power or authority would not, individually or in the aggregate, (A) prohibit any sales pursuant to this Agreement or (B) reasonably be expected to have a material adverse effect on the earnings, business, properties, operations, operating results, assets, liabilities, or prospects whether or not arising from transactions in the ordinary course of business, of the Company and its subsidiaries, considered as one entity (a Material Adverse Effect). The Company is duly qualified as a foreign corporation to transact business and is in good standing in the State of California and each other jurisdiction in which such qualification is required, whether by reason of the ownership or leasing of property or the conduct of business, except where the failure to so qualify would not reasonably be expected to have a Material Adverse Effect. (q) Subsidiaries. Each of the Company's subsidiaries (for purposes of this Agreement, as defined in Rule 405 under the Securities Act) has been duly incorporated or organized, as the case may be, and is validly existing as a corporation, partnership or limited liability company, as applicable, in good standing under the laws of the jurisdiction of its incorporation or organization and has the power and authority (corporate or other) to own, lease and operate its properties and to conduct its business as described in the Registration Statement and the Prospectus, except where the failure to be so qualified or in good standing or have such power or authority would not reasonably be expected to have a Material Adverse Effect. Each of the Company's subsidiaries is duly qualified as a foreign corporation, partnership or limited liability company, as applicable, to transact business and is in good standing in each jurisdiction in which such qualification is required, whether by reason of the ownership or leasing of property or the conduct of business. All of the issued and outstanding capital stock or other equity or ownership interests of each of the Company's subsidiaries have been duly authorized and validly issued, are fully paid and nonassessable and are owned by the Company, directly or through subsidiaries, free and clear of any security interest, mortgage, pledge, lien, encumbrance or adverse claim. None of the outstanding capital stock or equity interest in any subsidiary was issued in violation of preemptive or similar rights of any security holder of such subsidiary, except where the failure to so comply would not reasonably be expected to have a Material Adverse Effect. The constitutive or organizational documents of each of the subsidiaries comply in all material respects with the requirements of applicable laws of its jurisdiction of incorporation or organization and are in full force and effect. The Company does not own or control, directly or indirectly, any corporation, association or other entity other than the subsidiaries listed in Exhibit 21 to the Company's Annual Report on Form 10-K for the most recently completed fiscal year ended December 31, 2023. (r) Capitalization and Other Capital Stock Matters. The authorized, issued and outstanding capital stock of the Company is as set forth in the Registration Statement and the Prospectus (other than for subsequent issuances, if any, pursuant to employee benefit plans described in the Prospectus or upon the exercise of outstanding options or warrants, in each case described in the Registration Statement and the Prospectus). The Common Shares (including the Shares) conform in all material respects to the description thereof contained in the Prospectus. All of the issued and outstanding Common Shares have been duly authorized and validly issued, are fully paid and nonassessable and have been issued in compliance with all federal and state securities laws. None of the outstanding Common Shares was issued in violation of any preemptive rights, rights of first refusal or other similar rights to subscribe for or purchase securities of the Company. There are no authorized or outstanding options, warrants, preemptive rights, rights of first refusal or other rights to purchase, or equity or debt securities convertible into or exchangeable or exercisable for, any capital stock of the Company or any of its subsidiaries other than those described in the Registration Statement and the Prospectus. The descriptions of the Company's stock option, stock bonus and other stock plans or arrangements, and the options or other rights granted thereunder, set forth in the Registration Statement and the Prospectus accurately and fairly presents, in all material respects, the information required to be shown with respect to such plans, arrangements, options and rights. (s) Stock Exchange Listing. The Common Shares are registered pursuant to Section 12(b) or 12(g) of the Exchange Act and are listed on the Principal Market, and the Company has taken no action designed to, or likely to have the effect of, terminating the registration of the Common Shares under the Exchange Act or delisting the Common Shares from the Principal Market, nor, except as otherwise disclosed in the Registration Statement and the Prospectus, has the Company received any notification that the Commission or the Principal Market is contemplating terminating such registration or listing. Except as otherwise disclosed in the Registration Statement and the Prospectus, to the Company's knowledge, it is in compliance with all applicable listing requirements of the Principal Market. (t) Non-Contravention of Existing Instruments; No Further Authorizations or Approvals Required. Neither the Company nor any of its subsidiaries is in violation of its charter or by-laws, partnership agreement or operating agreement or similar organizational documents, as applicable, or is in default (or, with the giving of notice or lapse of time, would be in default) (Default) under any indenture, loan, credit agreement, note, lease, license agreement, contract, franchise or other instrument (including, without limitation, any pledge agreement, security agreement, mortgage or other instrument or agreement evidencing, guaranteeing, securing or relating to indebtedness) to which the Company or any of its subsidiaries is a party or by which it or any of them may be bound, or to which any of their respective properties or assets are subject (each, an Existing Instrument), except for such Defaults as would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. The Company's execution, delivery and performance of this Agreement, consummation of the transactions contemplated hereby and by the Registration Statement and the Prospectus and the issuance and sale of the Shares (including the use of proceeds from the sale of the Shares as described in the Registration Statement and the Prospectus under the caption Use of Proceeds) (i) have been duly authorized by all necessary corporate action and will not result in any violation of the provisions of the charter or by-laws, partnership

agreement or operating agreement or similar organizational documents, as applicable, of the Company or any subsidiary (ii) will not conflict with or constitute a breach of, or Default or a Debt Repayment Triggering Event (as defined below) under, or result in the creation or imposition of any lien, charge or encumbrance upon any property or assets of the Company or any of its subsidiaries pursuant to, or require the consent of any other party to, any Existing Instrument and (iii) will not result in any violation of any law, administrative regulation or administrative or court decree applicable to the Company or any of its subsidiaries, except for such conflicts, breaches or violations specified in subsection (ii) and (iii) above that would not, A 10 individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. Except as otherwise disclosed in the Registration Statement and the Prospectus, no consent, approval, authorization or other order of, or registration or filing with, any court or other governmental or regulatory authority or agency, is required for the Company's execution, delivery and performance of this Agreement and consummation of the transactions contemplated hereby and by the Registration Statement and the Prospectus, except such as have been obtained or made by the Company and are in full force and effect under the Securities Act and such as may be required under applicable state securities or blue sky laws or FINRA (as defined below). As used herein, a Debt Repayment Triggering Event means any event or condition which gives, or with the giving of notice or lapse of time would give, the holder of any note, debenture or other evidence of indebtedness (or any person acting on such holder's behalf) the right to require the repurchase, redemption or repayment of all or a portion of such indebtedness by the Company or any of its subsidiaries. (u) No Material Actions or Proceedings. Except as otherwise disclosed in the Prospectus, there is no action, suit, proceeding (including arbitration and mediation), inquiry, audit or investigation, whether civil, criminal or administrative, brought by or before any legal or governmental entity now pending or, to the knowledge of the Company, threatened, against or affecting the Company or any of its subsidiaries, which would, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. No labor dispute with the employees of the Company or any of its subsidiaries, or with the employees of any principal supplier, manufacturer, customer or contractor of the Company or any of its subsidiaries, exists or, to the knowledge of the Company, is threatened or imminent, except as would not reasonably be expected to have a Material Adverse Effect. (v) Intellectual Property Rights. Except as otherwise disclosed in the Registration Statement or the Prospectus or would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect, the Company and its subsidiaries own, or have obtained valid and enforceable licenses for, the inventions, patent applications, patents, trademarks, trade names, service names, copyrights, trade secrets and other intellectual property described in the Registration Statement and the Prospectus as being owned or licensed by them or which are necessary for the conduct of their respective businesses as currently conducted or as currently proposed to be conducted (collectively, Intellectual Property). Except as otherwise disclosed in the Registration Statement or the Prospectus, to the Company's knowledge, the conduct of the Company's and its subsidiaries' respective businesses does not and will not infringe, misappropriate or otherwise conflict in any material respect with any Intellectual Property rights of others. To the knowledge of the Company, the Intellectual Property of the Company has not been adjudged by a court of competent jurisdiction to be invalid or unenforceable, in whole or in part, and the Company is unaware of any facts which would form a reasonable basis for any such adjudication. To the Company's knowledge: (i) there are no third parties who have rights to any Intellectual Property, except for non-exclusive licenses granted in the ordinary course or customary reversionary rights of third-party licensors with respect to Intellectual Property; and (ii) there is no infringement by third parties of any Intellectual Property, except as would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. Except as would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect, there is no pending threatened action, suit, proceeding or claim by others: (A) challenging the Company's rights in or to any Intellectual Property, and the Company is unaware of any facts A 11 which would form a reasonable basis for any such action, suit, proceeding or claim; (B) challenging the validity, enforceability or scope of any Intellectual Property, and the Company is unaware of any facts which would form a reasonable basis for any such action, suit, proceeding or claim; or (C) asserting that the Company or any of its subsidiaries infringes or otherwise violates, or would, upon the commercialization of any product or service described in the Registration Statement or the Prospectus as under development, infringe or violate, any patent, trademark, trade name, service name, copyright, trade secret or other proprietary rights of others, and the Company is unaware of any facts which would form a reasonable basis for any such action, suit, proceeding or claim. Except as would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect, or as disclosed in the Registration Statement or the Prospectus, the Company and its subsidiaries have complied with the terms of each agreement pursuant to which Intellectual Property has been licensed to the Company or any subsidiary, and all such agreements are in full force and effect. To the Company's knowledge, there are no material defects in any of the patents or patent applications included in the Intellectual Property. The Company and its subsidiaries have taken commercially reasonable steps to protect, maintain and safeguard their Intellectual Property, including the execution of appropriate nondisclosure, confidentiality agreements and invention assignment agreements and invention assignments with their employees, and, to the Company's knowledge, no employee of the Company is in or has been in violation of any term of any employment contract, patent disclosure agreement, non-competition agreement, non-solicitation agreement, nondisclosure agreement, or any restrictive covenant to or with a former employer where the basis of such violation relates to such employee's employment with the Company that would, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. The duty of candor and good faith as required by the United States Patent and Trademark Office during the prosecution of the United States patents and patent applications included in the Intellectual Property have been complied with; and in all foreign offices having similar requirements, all such requirements have been complied with. To the Company's knowledge, none of the Company owned Intellectual Property or technology (including information technology and outsourced arrangements) employed by the Company or its subsidiaries has been obtained or is being used by the Company or its subsidiary in violation of any contractual obligation binding on the Company or its subsidiaries or any of their respective officers, directors or employees or otherwise in violation of the rights of any persons. (w) All Necessary Permits, etc. Except as otherwise disclosed in the Prospectus, the Company and each subsidiary possess such valid and current certificates, authorizations, licenses, registrations or permits required by state, federal or foreign regulatory agencies or bodies to conduct their respective businesses as currently conducted and as described in the Registration Statement or the Prospectus (Permits), except where the failures to possess such Permits would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. Neither the Company nor any of its subsidiaries is in violation of, or in default under, any of the Permits or has received any written notice of proceedings relating to the revocation or modification of, or non-compliance with, any such certificate, authorization or permit, except, in each case, where such revocation, modifications or non-compliance would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. (x) Title to Properties. Except as otherwise disclosed in the Prospectus, the Company and its subsidiaries have good and marketable title to all of the real and personal property and other assets reflected as owned in the financial statements referred to in Section 2(n) above (or elsewhere A 12 in the Registration Statement or the Prospectus), in each case free and clear of any material security interests, mortgages, liens, encumbrances, equities, adverse claims and other defects. The real property, improvements, equipment and personal property held under lease by the Company or any of its subsidiaries are held under valid and enforceable leases, with such exceptions as are not material and do not materially interfere with the use made or proposed to be made of such real property, improvements, equipment or personal property by the Company or such subsidiary. (y) Tax Law Compliance. Except as otherwise disclosed in the Registration Statement or the Prospectus, or as otherwise would not reasonably be expected to have a Material Adverse Effect, the Company and its subsidiaries have filed all federal, state and foreign income and franchise tax returns that are required to be filed or have properly requested extensions thereof and have paid all taxes required to be paid by any of them and any related assessment, fine or penalty levied against any of them, to the extent that any of the foregoing is due and payable, except as may be being contested in good faith and by appropriate proceedings. The Company has made adequate charges, accruals and reserves in the applicable financial statements referred to in Section 2(n) above in respect of all material federal, state and foreign income and franchise taxes for all periods covered by such financial statements as to which the tax liability of the Company or any of its subsidiaries has not been finally determined. (z) Company Not an Investment Company. The Company is not, and will not be, either after receipt of payment for the Shares or after the application of the proceeds thereof as described under Use of Proceeds in the Registration Statement or the Prospectus, required to register as an investment company under the Investment Company Act of 1940, as amended (the Investment Company Act). (aa) Insurance. Except as otherwise disclosed in the Prospectus, each of the Company and its subsidiaries are insured by recognized, financially sound and reputable institutions with policies in such amounts and with such deductibles and covering such risks as are generally deemed adequate and customary for their businesses including, but not limited to, policies covering real and personal property owned or leased by the Company and its subsidiaries against theft, damage, destruction, acts of vandalism and earthquakes and policies covering the Company and its subsidiaries for product liability claims. The Company has no reason to believe that it will not be able (i) to renew its existing insurance coverage as and when such policies expire or (ii) to obtain comparable coverage from similar institutions as may be necessary or appropriate to conduct its business as now conducted and at a cost that would not reasonably be expected to have a Material Adverse Effect. During the past twelve (12) months, neither the Company nor any of its subsidiaries has been denied any insurance coverage which it has sought or for which it has applied. (bb) No Price Stabilization or Manipulation; Compliance with Regulation M. Neither the Company nor any of its subsidiaries has taken, directly or indirectly, any action designed to or that might cause or result in stabilization or manipulation of the price of the Common Shares or of any reference security (as defined in Rule 100 of Regulation M under the Exchange Act (Regulation M A 13)) with respect to the Common Shares, whether to facilitate the sale or resale of the Shares or otherwise, and has taken no action which would directly or indirectly violate Regulation M. A 13 (cc) Related Party Transactions. There are no business relationships or related-party transactions involving the Company or any of its subsidiaries or any other person required to be described in the Registration Statement or the Prospectus which have not been described as required. (dd) FINRA Matters. All of the information provided to the Agent or to counsel for the Agent by the Company, its counsel, its officers and directors and the holders of any securities (debt or equity) or options to acquire any securities of the Company in connection with the offering of the Shares is true, complete, correct and compliant with Financial Industry Regulatory Authority, Inc.'s (FINRA's) rules and any letters, filings or other supplemental information provided to FINRA pursuant to FINRA Rules or NASD Conduct Rules is true, complete and correct. (ee) No Unlawful Contributions or Other Payments. Except as otherwise disclosed in the Prospectus, neither the Company nor any of its subsidiaries nor, to the Company's knowledge, any employee or agent of the Company or any subsidiary, has made any contribution or other payment to any official of, or candidate for, any federal, state or foreign office in violation of any law or of the character required to be disclosed in the Registration Statement and the Prospectus. (ff) Compliance with Environmental Laws. Except as described in the Prospectus and except as would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect; (i) neither the Company nor any of its subsidiaries is in violation of any federal, state, local or foreign statute, law, rule, regulation, ordinance, code, or rule of common law or any judicial or administrative interpretation thereof, including any judicial or administrative order, consent, decree or judgment, relating to pollution or protection of human health (to the extent relating to exposure to Hazardous Materials, as defined herein), the environment (including, without limitation, ambient air, surface water, groundwater, land surface or subsurface strata) or wildlife, including, without limitation, laws and regulations relating to the release or threatened release of hazardous or toxic substances or wastes, pollutants, contaminants, petroleum or petroleum products (collectively, Hazardous Materials) or to the manufacture, processing, distribution, use, treatment, storage, disposal, transport or handling of Hazardous Materials (collectively, Environmental Laws); (ii) the Company and its subsidiaries have all permits, authorizations and approvals required under any applicable Environmental Laws and are each in compliance with their requirements; (iii) there are no pending or, to the knowledge of the Company, threatened administrative, regulatory or judicial actions, suits, demands, demand letters, claims, liens, notices of noncompliance or violation, investigations or proceedings relating to any Environmental Law against the Company or any of its subsidiaries and (iv) to the knowledge of the Company, there are no events or circumstances that might reasonably be expected to form the basis of an order for clean-up or remediation, or an action, suit or proceeding by any private party or governmental body or agency, against or affecting the Company or any of its subsidiaries relating to Hazardous Materials or any Environmental Laws. (gg) ERISA Compliance. Except as otherwise disclosed in the Prospectus and except as would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect, the Company and its subsidiaries and any employee benefit plan (as defined under the Employee Retirement Income Security Act of 1974, as amended, and the regulations and published interpretations thereunder (collectively, ERISA)) established or maintained by the Company, its subsidiaries or, to the knowledge of the Company, their ERISA Affiliates (as defined below) A 14 are in compliance with ERISA. ERISA Affiliate means, with respect to the Company or any of its subsidiaries, any member of any group of organizations described in Sections 414(b), (c), (m) or (o) of the Internal Revenue Code of 1986, as amended, and the regulations and published interpretations thereunder (the Code) of which the Company or such subsidiary is a member. Except as would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect, (i) no reportable event (as defined under ERISA) has occurred or is reasonably expected to occur with respect to any employee benefit plan established or maintained by the Company, its subsidiaries or any of their ERISA Affiliates, (ii) no employee benefit plan established or maintained by the Company, its subsidiaries or any of their ERISA Affiliates, if such employee benefit plan were terminated, would have any amount of unfunded benefit liabilities (as defined under ERISA), (iii) neither the Company, its subsidiaries nor any of their ERISA Affiliates has incurred or reasonably expects to incur any liability under (A) Title IV of ERISA with respect to termination of, or withdrawal from, any employee benefit plan or (B) Sections 412, 4971, 4975 or 4980B of the Code and (iv) each employee benefit plan established or maintained by the Company, its subsidiaries or any of their ERISA Affiliates that is intended to be qualified under Section 401(a) of the Code is so qualified and nothing has occurred, whether by action or failure to act, which would cause the loss of such qualification. (hh) Brokers. Except as otherwise disclosed in the Prospectus, there is no broker, finder or other party that is entitled to receive from the Company any brokerage or finder's fee or other fee or commission as a result of any transactions contemplated by this Agreement. (ii) No Outstanding Loans or Other Extensions of Credit. The Company does not have any outstanding extension of credit, in the form of a personal loan, to or for any director or executive officer (or equivalent thereof) of the Company except for such extensions of credit as are expressly permitted by Section 13(k) of the Exchange Act. (j) Compliance with Laws. The Company and its subsidiaries have been and are in compliance with all applicable laws, rules and regulations, except where failure to be so in compliance would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. (kk) Reserved. (ll) Anti-Corruption and Anti-Bribery Laws. Neither the Company nor any of its subsidiaries nor any director, officer, or employee of the Company or any of its subsidiaries, nor to the knowledge of the Company, any agent, affiliate or other person acting on behalf of the Company or any of its subsidiaries has, in the course of its actions for, or on behalf of, the Company or any of its subsidiaries (i) used any corporate funds for any unlawful contribution, gift, entertainment or other unlawful expenses relating to political activity; (ii) made or taken any act in furtherance of an offer, promise, or authorization of any direct or indirect unlawful payment or benefit to any foreign or domestic government official or employee, including of any government-owned or controlled entity or public international organization, or any political party, party official, or candidate for political office; (iii) violated or is in violation of any provision of the U.S. Foreign Corrupt Practices Act of 1977, as amended (the FCPA); the UK Bribery Act 2010, or any other applicable anti-bribery or anti-corruption law; or (iv) made, offered, authorized, requested, or taken an act in furtherance of any unlawful bribe, rebate, payoff, influence payment, kickback or A 15 other unlawful payment or benefit. The Company and its subsidiaries and, to the knowledge of the Company, the Company's affiliates have conducted their respective businesses in compliance with the FCPA and have instituted and maintain policies and procedures designed to ensure, and which are reasonably expected to continue to ensure, continued compliance therewith. (mm) Money Laundering Laws. The operations of the Company and its subsidiaries are, and have been conducted at all times, in compliance with applicable financial recordkeeping and reporting requirements of the Currency and Foreign Transactions Reporting Act of 1970, as amended, the money laundering statutes of all applicable jurisdictions, the rules and regulations thereunder and any related or similar applicable rules, regulations or guidelines, issued, administered or enforced by any governmental agency (collectively, the Money Laundering Laws) and no action, suit or proceeding by or before any court or governmental agency, authority or body or any arbitrator involving the Company or any of its subsidiaries with respect to the Money Laundering Laws is pending or, to the knowledge of the Company, threatened. (nn) Sanctions. Neither the Company nor any of its subsidiaries, directors, officers, or employees, nor, to the knowledge of the Company, after due inquiry, any agent, affiliate or other person acting on behalf of the Company or any of its subsidiaries is currently the subject or the target of any U.S. sanctions administered by the Office of Foreign Assets Control of the U.S. Department of the Treasury (OFAC) or the U.S. Department of State, the United Nations Security Council, the European Union, His Majesty's Treasury of the United Kingdom, or other relevant sanctions authority (collectively, Sanctions); nor is the Company or any of its subsidiaries located, organized or resident in a country or territory that is the subject or the target of Sanctions, including, without limitation, the so-called Donetsk People's Republic, the so-called Luhansk

Peopleâ€™s Republic, the Crimea region and the non-government controlled areas of the Zaporizhzhia and Kherson Regions of Ukraine (or any other Covered Region of Ukraine identified pursuant to Executive Order 14065), Cuba, Iran, North Korea, and Syria; and the Company will not directly or indirectly use the proceeds of this offering, or lend, contribute or otherwise make available such proceeds to any subsidiary, or any joint venture partner or other person or entity, for the purpose of financing the activities of or business with any person, or in any country or territory, that at the time of such financing, is the subject or the target of Sanctions or in any other manner that will result in a violation by any person (including any person participating in the transaction whether as underwriter, advisor, investor or otherwise) of applicable Sanctions. For the past five years, the Company and its subsidiaries have not knowingly engaged in and are not now knowingly engaged in any dealings or transactions with any person that at the time of the dealing or transaction is or was the subject or the target of Sanctions or with any Sanctioned Country. (oo) Sarbanes-Oxley. The Company is in compliance, in all material respects, with all applicable provisions of the Sarbanes-Oxley Act and the rules and regulations promulgated thereunder. (pp) Cybersecurity. The information technology assets and equipment, computers, systems, networks, hardware, software, websites, applications, and databases owned by the Company and its subsidiaries (collectively, â€œIT Systemsâ€) operate and perform in all material respects as required in connection with the operation of the business of the Company and its subsidiaries as currently conducted, and to the Companyâ€™s knowledge, are free and clear of all 16 material bugs, errors, defects, Trojan horses, time bombs, malware and other corruptants, except as would not be expected to have a Material Adverse Effect on the Company. Notwithstanding the foregoing, this Section (pp) does not constitute a representation or warranty regarding the non-infringement by the Company, any of its subsidiaries, the business of the Company or any of its subsidiaries, or any Company products of any Intellectual Property rights of any Person. The Company and its subsidiaries have implemented and maintained commercially reasonable physical, technical and administrative safeguards designed to maintain and protect their material confidential information and Personal Data (as defined below) and the integrity, continuous operation, redundancy and security of all IT Systems. â€œPersonal Dataâ€ means any information that allows the identification of a natural person or otherwise meets the definition of â€œpersonal data,â€ â€œpersonal informationâ€ or â€œpersonally identifiable informationâ€ under any applicable Privacy Laws (as defined below). To the Companyâ€™s knowledge, during the past three (3) years, there have been no breaches, violations, outages or unauthorized uses of or accesses to the IT Systems, except for those that have been remedied in all material respects. (qq) Compliance with Data Privacy Laws. The Company and its subsidiaries are presently in material compliance with all applicable state and federal data privacy and security laws and regulations (collectively, the â€œPrivacy Lawsâ€). Except as would not be expected to have a Material Adverse Effect on the Company, the Company and its subsidiaries have during the past three (3) years made all disclosures to users or customers required by applicable Privacy Laws, and none of such disclosures have, to the knowledge of the Company, been inaccurate or in violation of any applicable Privacy Laws. Neither the Company nor any subsidiary, during the past three (3) years: (i) has received written notice alleging an actual or potential violation of any of the Privacy Laws, and has no knowledge of any event or condition that would reasonably be expected to result in any such notice; or (ii) is a party to any order, decree, or agreement that imposes any obligation or liability under any Privacy Law. (rr) Other Underwriting Agreements. The Company is not a party to any agreement with an agent or underwriter for any other â€œat the marketâ€ or continuous equity transaction. (ss) Forward-Looking Statements. Each forward-looking statement as defined by Section 27A of the Securities Act or Section 21E of the Exchange Act contained in the Registration Statement or the Prospectus was so included by the Company in good faith and with reasonable basis after due consideration by the Company of the underlying assumptions, estimates and other applicable facts and circumstances. Any certificate signed by any officer or representative of the Company or any of its subsidiaries and delivered to the Agent or counsel for the Agent in connection with an issuance of Shares shall be deemed a representation and warranty by the Company to the Agent as to the matters covered thereby on the date of such certificate. The Company acknowledges that the Agent and, for purposes of the opinions to be delivered pursuant to Section 4(o) hereof, counsel to the Company and counsel to the Agent, will rely upon the accuracy and truthfulness of the foregoing representations and hereby consents to such reliance. 17 Section 3. ISSUANCE AND SALE OF COMMON SHARES (a) Sale of Securities. On the basis of the representations, warranties and agreements herein contained, but subject to the terms and conditions herein set forth, the Company and the Agent agree that the Company may from time to time seek to sell Shares through the Agent, acting as sales agent, or directly to the Agent, acting as principal, as follows, with an aggregate Sales Price of up to the Maximum Program Amount, based on and in accordance with Issuance Notices as the Company may deliver, during the Agency Period. (b) Mechanics of Issuances. (i) Issuance Notice. Upon the terms and subject to the conditions set forth herein, on any Trading Day during the Agency Period on which the conditions set forth in Section 5(a) and Section 5(b) shall have been satisfied, the Company may exercise its right to request an issuance of Shares by delivering to the Agent an Issuance Notice; provided, however, that (A) in no event may the Company deliver an Issuance Notice to the extent that the sum of (x) the aggregate Sales Price of the requested Issuance Amount, plus (y) the aggregate Sales Price of all Shares issued under all previous Issuance Notices effected pursuant to this Agreement, would exceed the Maximum Program Amount; and (B) prior to delivery of any Issuance Notice, the period set forth for any previous Issuance Notice shall have expired or been terminated. An Issuance Notice shall be considered delivered on the Trading Day that it is received by e-mail to the persons set forth in Schedule A hereto and confirmed by the Company by telephone (including a voicemail message to the persons so identified), with the understanding that, with adequate prior written notice, the Agent may modify the list of such persons from time to time. (ii) Agent Efforts. Upon the terms and subject to the conditions set forth in this Agreement, upon the receipt of an Issuance Notice, the Agent will use its commercially reasonable efforts consistent with its normal sales and trading practices to place the Shares with respect to which the Agent has agreed to act as sales agent, subject to, and in accordance with the information specified in, the Issuance Notice, unless the sale of the Shares described therein has been suspended, cancelled or otherwise terminated in accordance with the terms of this Agreement. For the avoidance of doubt, the parties to this Agreement may modify an Issuance Notice at any time provided they both agree in writing to any such modification. (iii) Method of Offer and Sale. The Shares may be offered and sold (A) in privately negotiated transactions with the consent of the Company; (B) as block transactions; or (C) by any other method permitted by law deemed to be an â€œat the market offeringâ€ as defined in Rule 415(a)(4) under the Securities Act, including sales made directly on the Principal Market or sales made into any other existing trading market of the Common Shares. Nothing in this Agreement shall be deemed to require either party to agree to the method of offer and sale specified in the preceding sentence, and (except as specified in clauses (A) and (B) above) the method of placement of any Shares by the Agent shall be at the Agentâ€™s discretion. 18 (iv) Confirmation to the Company. If acting as sales agent hereunder, the Agent will provide written confirmation to the Company no later than the opening of the Trading Day next following the Trading Day on which it has placed Shares hereunder setting forth the number of shares sold on such Trading Day, the corresponding Sales Price and the Issuance Price payable to the Company in respect thereof. (v) Settlement. Each issuance of Shares will be settled on the applicable Settlement Date for such issuance of Shares and, subject to the provisions of Section 5, on or before each Settlement Date, the Company will, or will cause its transfer agent to, electronically transfer the Shares being sold by crediting the Agent or its designeeâ€™s account at The Depository Trust Company through its Deposit/Withdrawal At Custodian (DWAC) System, or by such other means of delivery as may be mutually agreed upon by the parties hereto and, upon receipt of such Shares, which in all cases shall be freely tradable, transferable, registered shares in good deliverable form, the Agent will deliver, by wire transfer of immediately available funds, the related Issuance Price in same day funds delivered to an account designated by the Company prior to the Settlement Date. The Company may sell Shares to the Agent as principal at a price agreed upon by the parties at each relevant time Shares are sold pursuant to this Agreement (each, a â€œTime of Saleâ€). (vi) Suspension or Termination of Sales. Consistent with standard market settlement practices, the Company or the Agent may, upon notice to the other party hereto in writing (including by email) or by telephone (confirmed promptly by verifiable email), suspend any sale of Shares, and the period set forth in an Issuance Notice shall immediately terminate; provided, however, that (A) such suspension and termination shall not affect or impair either partyâ€™s obligations with respect to any Shares placed or sold hereunder prior to the receipt of such notice; (B) if the Company suspends or terminates any sale of Shares after the Agent confirms such sale to the Company, the Company shall still be obligated to comply with Section 3(b)(v) with respect to such Shares; and (C) if the Company defaults in its obligation to deliver Shares on a Settlement Date, the Company agrees that it will hold the Agent harmless against any loss, claim, damage or expense (including, without limitation, penalties, interest and reasonable and documented legal fees and expenses), as incurred, arising out of or in connection with such default by the Company. The parties hereto acknowledge and agree that, in performing its obligations under this Agreement, the Agent may borrow Common Shares from stock lenders in the event that the Company has not delivered Shares to settle sales as required by subsection (v) above, and may use the Shares to settle or close out such borrowings. The Company agrees that no such notice shall be effective against the Agent unless it is made to the persons identified in writing by the Agent pursuant to Section 3(b)(i). (vii) No Guarantee of Placement, Etc. The Company acknowledges and agrees that (A) there can be no assurance that the Agent will be successful in placing Shares; (B) the Agent will incur no liability or obligation to the Company or any other Person if it does not sell Shares; and (C) the Agent shall be under no obligation to purchase Shares on a principal basis pursuant to this Agreement, except as otherwise specifically agreed by the Agent and the Company. 19 (viii) Material Non-Public Information. Notwithstanding any other provision of this Agreement, the Company and the Agent agree that the Company shall not deliver any Issuance Notice to the Agent, and the Agent shall not be obligated to place any Shares, during any period in which the Company is in possession of material non-public information. (c) Fees. As compensation for services rendered, the Company shall pay to the Agent, on the applicable Settlement Date, the Selling Commission for the applicable Issuance Amount (including with respect to any suspended or terminated sale pursuant to Section 3(b)(vi)) by the Agent deducting the Selling Commission from the applicable Issuance Amount. (d) Expenses. The Company agrees to pay all reasonable and documented costs, fees and expenses incurred in connection with the performance of its obligations hereunder and in connection with the transactions contemplated hereby, including without limitation (i) all expenses incident to the issuance and delivery of the Shares (including all printing and engraving costs); (ii) all fees and expenses of the registrar and transfer agent of the Shares; (iii) all necessary issue, transfer and other stamp taxes in connection with the issuance and sale of the Shares; (iv) all fees and expenses of the Companyâ€™s counsel, independent public or certified public accountants and other advisors; (v) all costs and expenses incurred in connection with the preparation, printing, filing, shipping and distribution of the Registration Statement (including financial statements, exhibits, schedules, consents and certificates of experts), the Prospectus, any Free Writing Prospectus (as defined below) prepared by or on behalf of, used by, or referred to by the Company, and all amendments and supplements thereto, and this Agreement; (vi) all filing fees, attorneysâ€™ fees and expenses incurred by the Company or the Agent in connection with qualifying or registering (or obtaining exemptions from the qualification or registration of) all or any part of the Shares for offer and sale under the state securities or blue sky laws or the provincial securities laws of Canada, and, if requested by the Agent, preparing and printing a â€œBlue Sky Surveyâ€ or memorandum and a â€œCanadian wrapper,â€ and any supplements thereto, advising the Agent of such qualifications, registrations, determinations and exemptions; (vii) the reasonable fees and disbursements of the Agentâ€™s counsel, including the reasonable fees and expenses of counsel for the Agent in connection with, FINRA review, if any, and approval of the Agentâ€™s participation in the offering and distribution of the Shares; (viii) the filing fees incident to FINRA review, if any; (ix) [reserved]; and (x) the fees and expenses associated with listing the Shares on the Principal Market. The fees and disbursements of Agentâ€™s counsel pursuant to subsections (vi) and (vii) above shall not exceed (A) \$75,000 in connection with execution of this Agreement and (B) \$15,000 in connection with each Triggering Event Date (as defined below) on which the Company is required to provide a certificate pursuant to Section 4(o). Section 4. ADDITIONAL COVENANTS The Company covenants and agrees with the Agent as follows, in addition to any other covenants and agreements made elsewhere in this Agreement: (a) Exchange Act Compliance. During the Agency Period, the Company shall (i) file, on a timely basis, with the Commission all reports and documents required to be filed under Section 13, 14 or 15 of the Exchange Act in the manner and within the time periods required by the Exchange Act; and (ii) either (A) include in its quarterly reports on Form 10-Q and its annual 20 reports on Form 10-K, a summary detailing, for the relevant reporting period, (1) the number of Shares sold through the Agent pursuant to this Agreement and (2) the net proceeds received by the Company from such sales or, in the Companyâ€™s sole discretion, (B) prepare a prospectus supplement containing, or include in such other filing permitted by the Securities Act or Exchange Act (each an â€œInterim Prospectus Supplementâ€), such summary information and, at least once a quarter and subject to this Section 4, file such Interim Prospectus Supplement pursuant to Rule 424(b) under the Securities Act (and within the time periods required by Rule 424(b) and Rule 430B under the Securities Act). (b) Securities Act Compliance. After the date of this Agreement, the Company shall promptly advise the Agent in writing (i) of the receipt of any comments of, or requests for additional or supplemental information from, the Commission; (ii) of the time and date of any filing of any post-effective amendment to the Registration Statement, any Rule 462(b) Registration Statement or any amendment or supplement to the Prospectus or any Free Writing Prospectus; (iii) of the time and date that any post-effective amendment to the Registration Statement or any Rule 462(b) Registration Statement becomes effective; and (iv) of the issuance by the Commission of any stop order suspending the effectiveness of the Registration Statement or any post-effective amendment thereto, any Rule 462(b) Registration Statement or any amendment or supplement to the Prospectus or of any order preventing or suspending the use of any Free Writing Prospectus or the Prospectus, or of any proceedings to remove, suspend or terminate from listing or quotation the Common Shares from any securities exchange upon which they are listed for trading or included or designated for quotation, or of the threatening or initiation of any proceedings for any of such purposes. If the Commission shall enter any such stop order at any time, the Company will use its commercially reasonable efforts to obtain the lifting of such order as soon as practicable. Additionally, the Company agrees that it shall comply with the provisions of Rule 424(b) and Rule 433, as applicable, under the Securities Act and will use its reasonable efforts to confirm that any filings made by the Company under such Rule 424(b) or Rule 433 were received in a timely manner by the Commission. (c) Amendments and Supplements to the Prospectus and Other Securities Act Matters. If any event shall occur or condition exist as a result of which it is necessary to amend or supplement the Prospectus so that the Prospectus does not include an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances when the Prospectus is delivered to a purchaser, not misleading, or if in the opinion of the Agent or counsel for the Agent it is otherwise necessary to amend or supplement the Prospectus to comply with applicable law, including the Securities Act, the Company agrees (subject to Section 4(d) and Section 4(f)) to promptly prepare, file with the Commission and furnish at its own expense to the Agent, amendments or supplements to the Prospectus so that the statements in the Prospectus as so amended or supplemented will not include an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances when the Prospectus is delivered to a purchaser, not misleading or so that the Prospectus, as amended or supplemented, will comply with applicable law including the Securities Act. Neither the Agentâ€™s consent to, or delivery of, any such amendment or supplement shall constitute a waiver of any of the Companyâ€™s obligations under Section 4(d) and Section 4(f). Notwithstanding the foregoing, the Company shall not be required to file such amendment or supplement if there is no pending Issuance Notice and the Company believes that it is in its best interests not to file such amendment or supplement. 21 (d) Agentâ€™s Review of Proposed Amendments and Supplements. Prior to amending or supplementing the Registration Statement (including any registration statement filed under Rule 462(b) under the Securities Act) or the Prospectus (excluding any amendment or supplement through incorporation of any report filed under the Exchange Act), the Company shall furnish to the Agent for review, a reasonable amount of time prior to the proposed time of filing or use thereof, a copy of each such proposed amendment or supplement, and the Company shall not file or use any such proposed amendment or supplement without the Agentâ€™s prior consent, which shall not be unreasonably withheld, conditioned, or delayed, and to file with the Commission within the applicable period specified in Rule 424(b) under the Securities Act any prospectus required to be filed pursuant to such Rule; provided, however, that the Company shall have no obligation to provide the Agent any advance copy of such filing if the filing does not relate to the Shares. (e) Use of Free Writing Prospectus. Neither the Company nor the Agent has prepared, used, referred to or distributed, or will prepare, use, refer to or distribute, without the other partyâ€™s prior written consent, any â€œwritten communicationâ€ that constitutes a â€œfree writing prospectusâ€ as such terms are defined in Rule 405 under the Securities Act with respect to the offering contemplated by this Agreement. (any such free writing prospectus being referred to herein as a â€œFree Writing Prospectusâ€). (f) Free Writing Prospectuses. During any period in which an Issuance Notice is pending and in which the Company is eligible to use a free writing prospectus, the Company shall furnish to the Agent for review, a reasonable amount of time prior to the proposed time of filing or use thereof, a copy of each proposed Free Writing Prospectus or any amendment or supplement thereto to be prepared by or on behalf of, used by, or referred to by the Company insofar as such proposed amendment or supplement relates to the Shares or the transactions contemplated hereby, and the Company shall not file, use or refer to any proposed Free Writing Prospectus or any amendment or supplement thereto without the Agentâ€™s consent. The Company shall furnish to the Agent, without charge, as many copies of any Free Writing Prospectus prepared by or on behalf of, or used by the Company insofar as such proposed amendment or supplement related to the Shares or the transactions contemplated hereby, as the Agent may reasonably request. If at

any time when a prospectus is required by the Securities Act (including, without limitation, pursuant to Rule 173(d)) to be delivered in connection with sales of the Shares (but in any event if at any time through and including the date of this Agreement) there occurred or occurs an event or development as a result of which any Free Writing Prospectus prepared by or on behalf of, used by, or referred to by the Company conflicted or would conflict with the information contained in the Registration Statement or included or would include an untrue statement of a material fact or omitted or would omit to state a material fact necessary in order to make the statements therein, in light of the circumstances prevailing at that subsequent time, not misleading, the Company shall promptly amend or supplement such Free Writing Prospectus to eliminate or correct such conflict or so that the statements in such Free Writing Prospectus as so amended or supplemented will not include an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances prevailing at such subsequent time, not misleading, as the case may be; provided, however, that prior to amending or supplementing any such Free Writing Prospectus, the Company shall furnish to the Agent for review, a reasonable amount of time prior to the proposed time of filing or use thereof, a copy of such proposed amended or supplemented Free Writing Prospectus and the Company shall not file, use or refer to any such amended or supplemented Free Writing Prospectus without the Agent's consent. A 22 (g) Filing of Agent Free Writing Prospectuses. The Company shall not take any action that would result in the Agent or the Company being required to file with the Commission pursuant to Rule 433(d) under the Securities Act a Free Writing Prospectus prepared by or on behalf of the Agent that the Agent otherwise would not have been required to file thereunder. (h) Copies of Registration Statement and Prospectus. After the date of this Agreement through the last time that a prospectus is required by the Securities Act (including, without limitation, pursuant to Rule 173(d)) to be delivered in connection with sales of the Shares, the Company agrees to furnish the Agent with copies (which may be electronic copies) of the Registration Statement and each amendment thereto, and with copies (which may be electronic copies) of the Prospectus and each amendment or supplement thereto in the form in which it is filed with the Commission pursuant to the Securities Act or Rule 424(b) under the Securities Act, both in such quantities as the Agent may reasonably request from time to time; and, if the delivery of a prospectus is required under the Securities Act or under the blue sky or securities laws of any jurisdiction at any time on or prior to the applicable Settlement Date for any period set forth in an Issuance Notice in connection with the offering or sale of the Shares and if at such time any event has occurred as a result of which the Prospectus as then amended or supplemented would include an untrue statement of a material fact or omit to state any material fact necessary in order to make the statements therein, in light of the circumstances under which they were made when such Prospectus is delivered, not misleading, or, if for any other reason it is necessary during such same period to amend or supplement the Prospectus or to file under the Exchange Act any document incorporated by reference in the Prospectus in order to comply with the Securities Act or the Exchange Act, to notify the Agent and to request that the Agent suspend offers to sell Shares (and, if so notified, the Agent shall cease such offers as soon as practicable); and if the Company decides to amend or supplement the Registration Statement or the Prospectus as then amended or supplemented, to advise the Agent promptly by telephone (with confirmation in writing) and to prepare and cause to be filed promptly with the Commission an amendment or supplement to the Registration Statement or the Prospectus as then amended or supplemented that will correct such statement or omission or effect such compliance; provided, however, that if during such same period the Agent is required to deliver a prospectus in respect of transactions in the Shares, the Company shall promptly prepare and file with the Commission such an amendment or supplement. (i) Blue Sky Compliance. The Company shall cooperate with the Agent and counsel for the Agent to qualify or register the Shares for sale under (or obtain exemptions from the application of) the state securities or blue sky laws or Canadian provincial securities laws (or other foreign laws) of those jurisdictions designated by the Agent, shall comply with such laws and shall continue such qualifications, registrations and exemptions in effect so long as required for the distribution of the Shares. The Company shall not be required to qualify as a foreign corporation or to take any action that would subject it to general service of process in any such jurisdiction where it is not presently qualified or where it would be subject to taxation as a foreign corporation. The Company will advise the Agent promptly of the suspension of the qualification or registration of (or any such exemption relating to) the Shares for offering, sale or trading in any jurisdiction or any initiation or threat of any proceeding for any such purpose, and in the event of the issuance of any order suspending such qualification, registration or exemption, the Company shall use its commercially reasonable efforts to obtain the withdrawal thereof as soon as practicable. A 23 (i) Earnings Statement. As soon as practicable, the Company will make generally available to its security holders and to the Agent an earnings statement (which need not be audited) covering a period of at least twelve months beginning with the first fiscal quarter of the Company occurring after the date of this Agreement which shall satisfy the provisions of Section 11(a) of the Securities Act and Rule 158 under the Securities Act; provided that the Company shall be deemed to have furnished such statements to its security holders and the Agent to the extent they are filed on the Commission's EDGAR system. (k) Listing; Reservation of Shares. (a) The Company will maintain the listing of the Shares on the Principal Market; and (b) the Company will reserve and keep available at all times, free of preemptive rights, Shares for the purpose of enabling the Company to satisfy its obligations under this Agreement. (l) Transfer Agent. The Company shall maintain, at its expense, a registrar and transfer agent for the Shares. (m) Due Diligence. During the term of this Agreement, the Company will reasonably cooperate with any reasonable due diligence review conducted by the Agent in connection with the transactions contemplated hereby, including, without limitation, providing information and making available documents and senior corporate officers, during normal business hours and at the Company's principal offices or virtually, as the Agent may reasonably request from time to time. (n) Representations and Warranties. The Company acknowledges that each delivery of an Issuance Notice and each delivery of Shares on a Settlement Date shall be deemed to be (i) an affirmation to the Agent that the representations and warranties of the Company contained in or made pursuant to this Agreement are true and correct as of the date of such Issuance Notice or of such Settlement Date, as the case may be, as though made at and as of each such date, except as may be disclosed in the Prospectus (including any documents incorporated by reference therein and any supplements thereto); and (ii) an undertaking that the Company will advise the Agent if any of such representations and warranties will not be true and correct as of the Settlement Date for the Shares relating to such Issuance Notice, as though made at and as of each such date (except that such representations and warranties shall be deemed to relate to the Registration Statement and the Prospectus as amended and supplemented relating to such Shares). (o) Deliverables at Triggering Event Dates; Certificates. The Company agrees that on or prior to the date of the first Issuance Notice and, during the term of this Agreement after the date of the first Issuance Notice, upon: (i) the filing of the Prospectus or the amendment or supplement of any Registration Statement or Prospectus (other than a prospectus supplement relating solely to an offering of securities other than the Shares or a prospectus filed pursuant to Section 4(a)(ii)(B)), by means of a post-effective amendment, sticker or supplement, but not by means of incorporation of documents by reference into the Registration Statement or Prospectus; A 24 (ii) the filing with the Commission of an annual report on Form 10-K or a quarterly report on Form 10-Q (including any Form 10-K/A or Form 10-Q/A containing amended financial information or a material amendment to the previously filed annual report on Form 10-K or quarterly report on Form 10-Q), in each case, of the Company; or (iii) the filing with the Commission of a current report on Form 8-K of the Company containing amended financial information (other than information furnished pursuant to Item 2.02 or 7.01 of Form 8-K or to provide disclosure pursuant to Item 8.01 of Form 8-K relating to reclassification of certain properties as discontinued operations in accordance with Statement of Financial Accounting Standards No. 144) that the Agent reasonably determines is material to the offering of securities of the Company; (any such event, a "Triggering Event Date"), the Company shall furnish the Agent (but in the case of clause (iii) above only if the Agent reasonably determines that the information contained in such current report on Form 8-K of the Company is material) with a certificate as of the Triggering Event Date, in the form and substance satisfactory to the Agent and its counsel, substantially similar to the form previously provided to the Agent and its counsel, modified, as necessary, to relate to the Registration Statement and the Prospectus as amended or supplemented, (A) confirming that the representations and warranties of the Company contained in this Agreement are true and correct and (B) confirming that the Company has performed all of its obligations hereunder to be performed on or prior to the date of such certificate and as to the matters set forth in Section 5(a)(iii) hereof. The requirement to provide a certificate under this Section 4(o) shall be waived for any Triggering Event Date occurring at a time when no Issuance Notice is pending or a suspension is in effect, which waiver shall continue until the earlier to occur of the date the Company delivers instructions for the sale of Shares hereunder (which for such calendar quarter shall be considered a Triggering Event Date) and the next occurring Triggering Event Date. Notwithstanding the foregoing, if the Company subsequently decides to sell Shares following a Triggering Event Date when a suspension was in effect and did not provide the Agent with a certificate under this Section 4(o), then before the Company delivers the instructions for the sale of Shares or the Agent sells any Shares pursuant to such instructions, the Company shall provide the Agent with a certificate in conformity with this Section 4(o) dated as of the date that the instructions for the sale of Shares are issued. (p) Legal Opinions. On or prior to the date of the first Issuance Notice and on or prior to each Triggering Event Date with respect to which the Company is obligated to deliver a certificate pursuant to Section 4(o) for which no waiver is applicable and excluding the date of this Agreement, a negative assurance letter and the written legal opinion of Latham & Watkins LLP, counsel to the Company, Paul Hastings LLP, counsel to the Agent, each dated the date of delivery, in form and substance reasonably satisfactory to Agent and its counsel, substantially similar to the form previously provided to the Agent and its counsel, modified, as necessary, to relate to the Registration Statement and the Prospectus as then amended or supplemented. In lieu of such opinions for subsequent periodic filings, in the discretion of the Agent, the Company may furnish a reliance letter from such counsel to the Agent, permitting the Agent to rely on a previously delivered opinion letter, modified as appropriate for any passage of time or Triggering Event Date (except that statements in such prior opinion shall be deemed to relate to the Registration Statement and the Prospectus as amended or supplemented as of such Triggering Event Date). Without limiting the foregoing sentence, the Company shall be required to furnish no more than one opinion A 25 letter and negative assurance letter per counsel hereunder per each filing of an annual report on Form 10-K or quarterly report on Form 10-Q. (q) Comfort Letter. On or prior to the date of the first Issuance Notice and on or prior to each Triggering Event Date with respect to which the Company is obligated to deliver a certificate pursuant to Section 4(o) for which no waiver is applicable and excluding the date of this Agreement, the Company shall cause BDO USA, P.C. the independent registered public accounting firm who has audited or reviewed the financial statements included or incorporated by reference in the Registration Statement, to furnish the Agent a comfort letter, dated the date of delivery, in form and substance reasonably satisfactory to the Agent and its counsel, substantially similar to the form previously provided to the Agent and its counsel; provided, however, that any such comfort letter will only be required on the Triggering Event Date specified to the extent that it contains financial statements filed with the Commission under the Exchange Act and incorporated or deemed to be incorporated by reference into a Prospectus. If requested by the Agent, the Company shall also cause a comfort letter to be furnished to the Agent on the date of occurrence of any material transaction or event requiring the filing of a current report on Form 8-K containing material amended financial information of the Company, including the restatement of the Company's financial statements. The Company shall be required to furnish no more than one comfort letter hereunder per each filing of an annual report on Form 10-K or quarterly report on Form 10-Q. (r) Secretary's Certificate. On or prior to the date of the first Issuance Notice and on or prior to each Triggering Event Date, the Company shall furnish the Agent a certificate executed by the Secretary of the Company, signing in such capacity, dated the date of delivery (i) certifying that attached thereto are true and complete copies of the resolutions duly adopted by the Board of Directors of the Company authorizing the execution and delivery of this Agreement and the consummation of the transactions contemplated hereby (including, without limitation, the issuance of the Shares pursuant to this Agreement), which authorization shall be in full force and effect on and as of the date of such certificate, (ii) certifying and attesting to the office, incumbency, due authority and specimen signatures of each Person who executed this Agreement for or on behalf of the Company, and (iii) containing any other certification that the Agent shall reasonably request. (s) Agent's Own Account; Client's Account. The Company consents to the Agent trading, in compliance with applicable law, in the Common Shares for the Agent's own account and for the account of its clients at the same time as sales of the Shares occur pursuant to this Agreement. (t) Investment Limitation. The Company shall not invest, or otherwise use the proceeds received by the Company from its sale of the Shares in such a manner as would require the Company or any of its subsidiaries to register as an investment company under the Investment Company Act. (u) Market Activities. The Company has not taken, nor will it take, directly or indirectly, any action designed to or that might be reasonably expected to cause or result in stabilization or manipulation of the price of the Shares or any other reference security, whether to facilitate the sale or resale of the Shares or otherwise, and the Company will, and shall cause each of its Affiliates to, comply with all applicable provisions of Regulation M. If the limitations of A 26 Rule 102 of Regulation M (A 26 Rule 102a) do not apply with respect to the Shares or any other reference security pursuant to any exception set forth in Section (d) of Rule 102, then promptly upon notice from the Agent (or, if later, at the time stated in the notice), the Company will, and shall cause each of its Affiliates to, comply with Rule 102 as though such exception were not available but the other provisions of Rule 102 (as interpreted by the Commission) did apply. The Company shall promptly notify the Agent if it no longer meets the requirements set forth in Section (d) of Rule 102. (v) Notice of Other Sale. Without the written consent of the Agent, the Company will not, directly or indirectly, offer to sell, sell, contract to sell, grant any option to sell or otherwise dispose of any Common Shares or securities convertible into or exchangeable for Common Shares (other than Shares hereunder), warrants or any rights to purchase or acquire Common Shares, or effect a reverse stock split, recapitalization, share consolidation, reclassification or similar transaction affecting the outstanding Common Shares, during the period beginning on the third Trading Day immediately prior to the date on which any Issuance Notice is delivered to the Agent hereunder and ending on the third Trading Day immediately following the Settlement Date with respect to Shares sold pursuant to such Issuance Notice; and will not directly or indirectly enter into any other A 27 at the market or continuous equity transaction to offer to sell, sell, contract to sell, grant any option to sell or otherwise dispose of any Common Shares (other than the Shares offered pursuant to this Agreement) or securities convertible into or exchangeable for Common Shares, warrants or any rights to purchase or acquire, Common Shares prior to the termination of this Agreement; provided, however, that such restrictions will not be required in connection with the Company's (i) offer, issuance or sale of Common Shares, options to purchase Common Shares or Common Shares issuable upon the exercise of options or other equity awards pursuant to any employee or director share option, incentive or benefit plan, share purchase or ownership plan, long-term incentive plan, dividend reinvestment plan, inducement award under the rules of the Principal Market or other compensation plan of the Company or its subsidiaries, as in effect on the date of this Agreement, (ii) offer, issuance or sale of Common Shares issuable upon exchange, conversion or redemption of securities or the exercise or vesting of warrants, options or other equity awards outstanding at the date the applicable Issuance Notice is delivered, (iii) issuance or sale of Common Shares or securities convertible into or exchangeable for Common Shares as consideration for mergers, acquisitions or other business combinations, joint ventures, collaborations, licensing arrangements, strategic alliances, or manufacturing, distribution, marketing, supply, sponsored research, technology transfer or development, or third-party service arrangements occurring after the date of this Agreement which are not used solely for capital raising purposes; provided, however, that the aggregate number of Common Shares issued, or issuable pursuant to the conversion or exchange of securities convertible into or exchangeable for Common Shares, under this subsection (iii) does not exceed 5% of the aggregate number of Common Shares outstanding immediately prior to giving effect to such issuance or sale, and (iv) modification of any outstanding options, warrants of any rights to purchase or acquire Common Shares. (w) The Company will promptly notify the Agent if the Company ceases to be an Emerging Growth Company. A 27 Section 5. CONDITIONS TO DELIVERY OF ISSUANCE NOTICES AND TO SETTLEMENT (a) Conditions Precedent to the Right of the Company to Deliver an Issuance Notice and the Obligation of the Agent to Sell Shares. The right of the Company to deliver an Issuance Notice hereunder is subject to the satisfaction, on the date of delivery of such Issuance Notice, and the obligation of the Agent to use its commercially reasonable efforts to place Shares during the applicable period set forth in the Issuance Notice is subject to the satisfaction, on each Trading Day during the applicable period set forth in the Issuance Notice, of each of the following conditions: (i) Accuracy of the Company's Representations and Warranties; Performance by the Company. The Company shall have delivered the certificate required to be delivered pursuant to Section 4(o) on or before the date on which delivery of such certificate is required pursuant to Section 4(o). The Company shall have performed, satisfied and complied with all covenants, agreements and conditions required by this Agreement to be performed, satisfied or complied with by the Company at or prior to such date, including, but not limited to, the covenants contained in Section 4(m), Section 4(q) and Section 4(r). (ii) No Injunction. No statute, rule, regulation, executive order, decree, ruling or injunction shall have been enacted, entered, promulgated or endorsed by any court or governmental authority of competent jurisdiction or any self-regulatory organization having authority over the matters contemplated hereby that prohibits or directly and materially adversely affects any of the transactions contemplated by this Agreement, and no proceeding shall have been commenced that may have the effect of prohibiting or materially adversely affecting any of the transactions contemplated by this Agreement. (iii) Material Adverse Changes. Except as disclosed in the Prospectus and the Time of Sale Information, (a) in the judgment of the Agent there shall not have occurred any Material Adverse Change; and (b) there shall not have occurred any downgrading, nor shall any notice have been given of any intended or potential downgrading or of any review

for a possible change that does not indicate the direction of the possible change, in the rating accorded any securities of the Company or any of its subsidiaries by any nationally recognized statistical rating organization as such term is defined for purposes of Section 3(a)(62) of the Exchange Act. (iv) No Suspension of Trading in or Delisting of Common Shares; Other Events. The trading of the Common Shares (including without limitation the Shares) shall not have been suspended by the Commission, the Principal Market or FINRA and the Common Shares (including without limitation the Shares) shall have been approved for listing or quotation on and shall not have been delisted from the Nasdaq Stock Market, the New York Stock Exchange or any of their constituent markets. There shall not have occurred (and be continuing in the case of occurrences under clauses (i) and (ii) below) any of the following: (i) the suspension or limitation of trading or quotation in any of the Company's securities by the Commission or by the Principal Market or trading in securities generally on the Principal Market either shall have been suspended or limited, or minimum or maximum prices shall have been generally established on any of such stock exchanges by the Commission or FINRA; (ii) a general banking moratorium shall have been declared by any of federal or New York, authorities; or (iii) the occurrence of any outbreak or escalation of national or international hostilities or any crisis or calamity, or any change in the United States or international financial markets, or any substantial change or development involving a prospective substantial change in United States or international political, financial or economic conditions, as in the judgment of the Agent is material and adverse and makes it impracticable to market the Shares in the manner and on the terms described in the Prospectus or to enforce contracts for the sale of securities. (b) Documents Required to be Delivered on each Issuance Notice Date. The Agent's obligation to use its commercially reasonable efforts to place Shares hereunder shall additionally be conditioned upon the delivery to the Agent on or before the Issuance Notice Date of a certificate in form and substance reasonably satisfactory to the Agent, executed by the Chief Executive Officer, President or Chief Financial Officer of the Company, to the effect that all conditions to the delivery of such Issuance Notice shall have been satisfied as at the date of such certificate (which certificate shall not be required if the foregoing representations shall be set forth in the Issuance Notice). (c) No Misstatement or Material Omission. The Agent shall not have advised the Company that the Registration Statement, the Prospectus or the Time of Sale Information, or any amendment or supplement thereto, contains an untrue statement of fact that in the Agent's reasonable opinion is material, or omits to state a fact that in the Agent's reasonable opinion is material and is required to be stated therein or is necessary to make the statements therein not misleading. Section 6. INDEMNIFICATION AND CONTRIBUTION (a) Indemnification of the Agent. The Company agrees to indemnify and hold harmless the Agent, its officers and employees, and each person, if any, who controls the Agent within the meaning of the Securities Act or the Exchange Act against any loss, claim, damage, liability or expense, as incurred, to which the Agent or such officer, employee or controlling person may become subject, under the Securities Act, the Exchange Act, other federal or state statutory law or regulation, or the laws or regulations of foreign jurisdictions where Shares have been offered or sold or at common law or otherwise (including in settlement of any litigation), insofar as such loss, claim, damage, liability or expense (or actions in respect thereof as contemplated below) arises out of or is based upon (i) any untrue statement or alleged untrue statement of a material fact contained in the Registration Statement, or any amendment thereto, including any information deemed to be a part thereof pursuant to Rule 430B under the Securities Act, or the omission or alleged omission therefrom of a material fact required to be stated therein or necessary to make the statements therein not misleading; or (ii) any untrue statement or alleged untrue statement of a material fact contained in any Free Writing Prospectus that the Company has used, referred to or filed, or is required to file, pursuant to Rule 433(d) of the Securities Act or the Prospectus (or any amendment or supplement thereto), or the omission or alleged omission therefrom of a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading; and to reimburse the Agent and each such officer, employee and controlling person for any and all reasonable and documented expenses (including the reasonable and documented fees and disbursements of counsel chosen by the Agent) as such expenses are reasonably incurred by the Agent or such officer, employee or controlling person in connection with investigating, defending, settling, compromising or paying any such loss, claim, damage, liability, expense or action; provided, however, that the foregoing indemnity agreement shall not apply to any loss, claim, damage, liability or expense to the extent, but only to the extent, arising out of or based upon any untrue statement or alleged untrue statement or omission or alleged omission made in reliance upon and in conformity with written information furnished to the Company by the Agent expressly for use in the Registration Statement, any such Free Writing Prospectus or the Prospectus (or any amendment or supplement thereto), it being understood and agreed that the only such information furnished by the Agent to the Company consists of the information set forth in the first sentence of the ninth paragraph under the caption "Plan of Distribution" in the Prospectus (the "Agent Information"). The indemnity agreement set forth in this Section 6(a) shall be in addition to any liabilities that the Company may otherwise have. (b) Indemnification of the Company, its Directors and Officers. The Agent agrees to indemnify and hold harmless the Company, each of its directors, each of its officers who signed the Registration Statement and each person, if any, who controls the Company within the meaning of the Securities Act or the Exchange Act against any loss, claim, damage, liability or expense, as incurred, to which the Company or any such director, officer or controlling person may become subject, under the Securities Act, the Exchange Act, other federal or state statutory law or regulation, or the laws or regulations of foreign jurisdictions where Shares have been offered or sold or at common law or otherwise (including in settlement of any litigation), insofar as such loss, claim, damage, liability or expense (or actions in respect thereof as contemplated below) arises out of or is based upon (i) any untrue statement or alleged untrue statement of a material fact contained in the Registration Statement, or any amendment thereto, including any information deemed to be a part thereof pursuant to Rule 430B under the Securities Act, or the omission or alleged omission therefrom of a material fact required to be stated therein or necessary to make the statements therein not misleading; or (ii) any untrue statement or alleged untrue statement of a material fact contained in any Free Writing Prospectus that the Company has used, referred to or filed, or is required to file, pursuant to Rule 433(d) of the Securities Act or the Prospectus (or any amendment or supplement thereto), or the omission or alleged omission therefrom of a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading; and to reimburse the Company and each such director, officer and controlling person for any and all reasonable and documented expenses (including the reasonable and documented fees and disbursements of counsel chosen by the Company) as such expenses are reasonably incurred by the Company or such director, officer or controlling person in connection with investigating, defending, settling, compromising or paying any such loss, claim, damage, liability, expense or action; provided, however, that the foregoing indemnity agreement shall only apply to any loss, claim, damage, liability or expense to the extent, but only to the extent, arising out of or based upon any untrue statement or alleged untrue statement or omission or alleged omission made in reliance upon and in conformity with the Agent Information expressly for use in the Registration Statement, any such Free Writing Prospectus or the Prospectus (or any amendment or supplement thereto). The indemnity agreement set forth in this Section 6(b) shall be in addition to any liabilities that the Agent may otherwise have. (c) Notifications and Other Indemnification Procedures. Promptly after receipt by an indemnified party under this Section 6 of notice of the commencement of any action, such as 30 indemnified party will, if a claim in respect thereof is to be made against an indemnifying party under this Section 6, notify the indemnifying party in writing of the commencement thereof, but the omission so to notify the indemnifying party will not relieve it from any liability which it may have to any indemnified party for contribution or otherwise than under the indemnity agreement contained in this Section 6 or to the extent it is not materially prejudiced as a proximate result of such failure. In case any such action is brought against any indemnified party and such indemnified party seeks or intends to seek indemnity from an indemnifying party, the indemnifying party will be entitled to participate in, and, to the extent that it shall elect, jointly with all other indemnifying parties similarly notified, by written notice delivered to the indemnified party promptly after receiving the aforesaid notice from such indemnified party, to assume the defense thereof with counsel reasonably satisfactory to such indemnified party; provided, however, if the defendants in any such action include both the indemnified party and the indemnifying party and the indemnified party shall have reasonably concluded that a conflict may arise between the positions of the indemnifying party and the indemnified party in conducting the defense of any such action or that there may be legal defenses available to it and/or other indemnified parties which are different from or additional to those available to the indemnifying party, the indemnified party or parties shall have the right to select separate counsel to assume such legal defenses and to otherwise participate in the defense of such action on behalf of such indemnified party or parties. Upon receipt of notice from the indemnifying party to such indemnified party of such indemnifying party's election so to assume the defense of such action and approval by the indemnified party of counsel, the indemnifying party will not be liable to such indemnified party under this Section 6 for any reasonable and documented legal or other expenses subsequently incurred by such indemnified party in connection with the defense thereof unless (i) the indemnified party shall have employed separate counsel in accordance with the proviso to the preceding sentence (it being understood, however, that the indemnifying party shall not be liable for the fees and expenses of more than one separate counsel (together with one local counsel in each applicable jurisdiction), representing the indemnified parties who are parties to such action), which counsel (together with any local counsel) for the indemnified parties shall be selected by the Agent (in the case of counsel for the indemnified parties referred to in Section 6(a) above) or the Company (in the case of counsel for the indemnified parties referred to in Section 6(b) above), (ii) the indemnifying party shall not have employed counsel satisfactory to the indemnified party to represent the indemnified party within a reasonable time after notice of commencement of the action or (iii) the indemnifying party has authorized in writing the employment of counsel for the indemnified party at the expense of the indemnifying party, in each of which cases the fees and expenses of counsel shall be at the expense of the indemnifying party and shall be paid as they are incurred. (d) Settlements. The indemnifying party under this Section 6 shall not be liable for any settlement of any proceeding effected without its written consent, but if settled with such consent or if there be a final judgment for the plaintiff, the indemnifying party agrees to indemnify the indemnified party against any loss, claim, damage, liability or expense by reason of such settlement or judgment. . No indemnifying party shall, without the prior written consent of the indemnified party, effect any settlement, compromise or consent to the entry of judgment in any pending or threatened action, suit or proceeding in respect of which any indemnified party is or could have been a party and indemnity was or could have been sought hereunder by such indemnified party, unless such settlement, compromise or consent includes an unconditional release of such as 31 indemnified party from all liability on claims that are the subject matter of such action, suit or proceeding. (e) Contribution. If the indemnification provided for in this Section 6 is for any reason held to be unavailable to or otherwise insufficient to hold harmless an indemnified party in respect of any losses, claims, damages, liabilities or expenses referred to therein, then each indemnifying party shall contribute to the aggregate amount paid or payable by such indemnified party, as incurred, as a result of any losses, claims, damages, liabilities or expenses referred to therein (i) in such proportion as is appropriate to reflect the relative benefits received by the Company, on the one hand, and the Agent, on the other hand, from the offering of the Shares pursuant to this Agreement; or (ii) if the allocation provided by clause (i) above is not permitted by applicable law, in such proportion as is appropriate to reflect not only the relative benefits referred to in clause (i) above but also the relative fault of the Company, on the one hand, and the Agent, on the other hand, in connection with the statements or omissions which resulted in such losses, claims, damages, liabilities or expenses, as well as any other relevant equitable considerations. The relative benefits received by the Company, on the one hand, and the Agent, on the other hand, in connection with the offering of the Shares pursuant to this Agreement shall be deemed to be in the same respective proportions as the total gross proceeds from the offering of the Shares (before deducting expenses) received by the Company bear to the total Selling Commissions received by the Agent. The relative fault of the Company, on the one hand, and the Agent, on the other hand, shall be determined by reference to, among other things, whether any such untrue or alleged untrue statement of a material fact or omission or alleged omission to state a material fact relates to information supplied by the Company, on the one hand, or the Agent, on the other hand, and the parties' relative intent, knowledge, access to information and opportunity to correct or prevent such statement or omission. The amount paid or payable by a party as a result of the losses, claims, damages, liabilities and expenses referred to above shall be deemed to include, subject to the limitations set forth in Section 6(c), any reasonable and documented legal or other fees or expenses reasonably incurred by such party in connection with investigating or defending any action or claim. The provisions set forth in Section 6(c) with respect to notice of commencement of any action shall apply if a claim for contribution is to be made under this Section 6(e); provided, however, that no additional notice shall be required with respect to any action for which notice has been given under Section 6(c) for purposes of indemnification. The Company and the Agent agree that it would not be just and equitable if contribution pursuant to this Section 6(e) were determined by pro rata allocation or by any other method of allocation which does not take account of the equitable considerations referred to in this Section 6(e). Notwithstanding the provisions of this Section 6(e), the Agent shall not be required to contribute any amount in excess of the Selling Commissions received by the Agent in connection with the offering contemplated hereby. No person guilty of fraudulent misrepresentation (within the meaning of Section 11(f) of the Securities Act) shall be entitled to contribution from any person who was not guilty of such fraudulent misrepresentation. For purposes of this Section 6(e), each officer and employee of the Agent and each person, if any, who controls the Agent within the meaning of the Securities Act or the Exchange Act shall have the same rights to contribution as the 32 Agent, and each director of the Company, each officer of the Company who signed the Registration Statement, and each person, if any, who controls the Company within the meaning of the Securities Act and the Exchange Act shall have the same rights to contribution as the Company. Section 7. TERMINATION & SURVIVAL (a) Term. Subject to the provisions of this Section 7, the term of this Agreement shall continue from the date of this Agreement until the end of the Agency Period, unless earlier terminated by the parties to this Agreement pursuant to this Section 7. (b) Termination; Survival Following Termination. (i) Either party may terminate this Agreement prior to the end of the Agency Period, by giving written notice as required by this Agreement, upon ten (10) Trading Days after the notice to the other party; provided that, (A) if the Company terminates this Agreement after the Agent confirms to the Company any sale of Shares, the Company shall remain obligated to comply with Section 3(b)(v) with respect to such Shares and (B) Section 2, Section 6, Section 7 and Section 8 shall survive termination of this Agreement. If termination shall occur prior to the Settlement Date for any sale of Shares, such sale shall nevertheless settle in accordance with the terms of this Agreement. (ii) In addition to the survival provision of Section 7(b)(i), the respective indemnities, agreements, representations, warranties and other statements of the Company, of its officers and of the Agent set forth in or made pursuant to this Agreement will remain in full force and effect, regardless of any investigation made by or on behalf of the Agent or the Company or any of its or their partners, officers or directors or any controlling person, as the case may be, and, anything herein to the contrary notwithstanding, will survive delivery of and payment for the Shares sold hereunder and any termination of this Agreement. Section 8. MISCELLANEOUS (a) Press Releases and Disclosure. The Company may issue a press release describing the material terms of the transactions contemplated hereby as soon as practicable following the date of this Agreement, and may file with the Commission a Current Report on Form 8-K, with this Agreement attached as an exhibit thereto, describing the material terms of the transactions contemplated hereby, and the Company shall consult with the Agent prior to making such disclosures, and the parties hereto shall use all commercially reasonable efforts, acting in good faith, to agree upon a text for such disclosures that is reasonably satisfactory to all parties hereto. No party hereto shall issue thereafter any press release or like public statement (including, without limitation, any disclosure required in reports filed with the Commission pursuant to the Exchange Act) related to this Agreement or any of the transactions contemplated hereby without the prior written approval of the other party hereto, except as may be necessary or appropriate in the reasonable opinion of the party seeking to make disclosure to comply with the requirements of applicable law or stock exchange rules. If any such press release or like public statement is so required, the party making such disclosure shall consult with the other party prior to making such as 33 disclosure, and the parties shall use all commercially reasonable efforts, acting in good faith, to agree upon a text for such disclosure that is reasonably satisfactory to all parties hereto. (b) No Advisory or Fiduciary Relationship. The Company acknowledges and agrees that (i) the transactions contemplated by this Agreement, including the determination of any fees, are arm's-length commercial transactions between the Company and the Agent, (ii) when acting as a principal under this Agreement, the Agent is and has been acting solely as a principal and is not the agent or fiduciary of the Company, or its stockholders, creditors, employees or any other party, (iii) the Agent has not assumed nor will assume an advisory or fiduciary responsibility in favor of the Company with respect to the transactions contemplated hereby or the process leading thereto (irrespective of whether the Agent has advised or is currently advising the Company on other matters) and the Agent does not have any obligation to the Company with respect to the transactions contemplated hereby except the obligations expressly set forth in this Agreement, (iv) the Agent and its Affiliates may be engaged in a broad range of transactions that involve interests that differ from those of the Company, and (v) the Agent has not provided any legal, accounting, regulatory or tax advice with respect to the transactions contemplated hereby and the Company has consulted its own legal, accounting, regulatory and tax advisors to the extent it deemed appropriate. (c) Research Analyst Independence. The Company acknowledges that the Agent's research analysts and research departments are required to and should be independent from their respective investment banking divisions and are subject to certain regulations and internal policies, and as such the Agent's research analysts may hold views and make statements or investment recommendations and/or publish research reports with respect to the Company or the offering contemplated by this Agreement that differ from the views of their respective investment banking divisions. The Company understands that the Agent is a full service

securities firm and as such from time to time, subject to applicable securities laws, may effect transactions for its own account or the account of its customers and hold long or short positions in debt or equity securities of the companies that may be the subject of the transactions contemplated by this Agreement. (d) Notices. All communications hereunder shall be in writing and shall be mailed, hand delivered, sent via electronic mail (if applicable) or telecopied and confirmed to the parties hereto as follows: If to the Agent: Jefferies LLC 520 Madison Avenue New York, NY 10022 Facsimile: (646) 786-5719 Attention: General Counsel and an additional copy (which shall not constitute notice) to: Paul Hastings LLP 200 Park Avenue 34 New York, NY 10166 Attention: Siavosh Salimi and Chris Centrich If to the Company: Energy Vault Holdings, Inc. 4360 Park Terrace Dr. Ste 100 Westlake Village, CA 91361 Attention: Michael Beer with a copy (which shall not constitute notice) to: Latham & Watkins LLP 300 Colorado St. Suite 2400 Austin, TX 78701 Attention: Samuel Rettew Any party hereto may change the address for receipt of communications by giving written notice to the others in accordance with this Section 8(d). (e) Successors. This Agreement will inure to the benefit of and be binding upon the parties hereto, and to the benefit of the employees, officers and directors and controlling persons referred to in Section 6, and in each case their respective successors, and no other person will have any right or obligation hereunder. The term "successors" shall not include any purchaser of the Shares as such from the Agent merely by reason of such purchase. (f) Partial Unenforceability. The invalidity or unenforceability of any Article, Section, paragraph or provision of this Agreement shall not affect the validity or enforceability of any other Article, Section, paragraph or provision hereof. If any Article, Section, paragraph or provision of this Agreement is for any reason determined to be invalid or unenforceable, there shall be deemed to be made such minor changes (and only such minor changes) as are necessary to make it valid and enforceable. (g) Recognition of U.S. Special Resolutions Regimes. In the event that the Agent is a Covered Entity and becomes subject to a proceeding under a U.S. Special Resolution Regime, the transfer from the Agent of this Agreement, and any interest and obligation in or under this Agreement, will be effective to the same extent as the transfer would be effective under the U.S. Special Resolution Regime if this Agreement, and any such interest and obligation, were governed by the laws of the United States or a state of the United States. In the event that the Agent is a Covered Entity and the Agent or a BHC Act Affiliate of the Agent becomes subject to a proceeding under a U.S. Special Resolution Regime, Default Rights under this Agreement that may be exercised against the Agent are permitted to be exercised to no greater extent than such Default Rights could be exercised under the U.S. Special Resolution Regime if this Agreement were governed by the laws of the United States or a state of the United States. For purposes of this Agreement, (A) "BHC Act Affiliate" has the meaning assigned to the term "affiliate" in, and shall be interpreted in accordance with, 12 U.S.C. § 1841(k); (B) "Covered Entity" means any of the following: (i) a "covered entity" as that term is defined in, and interpreted in accordance with, 12 C.F.R. § 252.82(b); (ii) a "covered bank" as that term is defined in, and interpreted in accordance with, 12 C.F.R. § 382.2(b); (C) "Default Right" has the meaning assigned to that term in, and shall be interpreted in accordance with, 12 C.F.R. §§ 252.81, 47.2 or 382.1, as applicable; and (D) "U.S. Special Resolution Regime" means each of (i) the Federal Deposit Insurance Act and the regulations promulgated thereunder and (ii) Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the regulations promulgated thereunder. (h) Governing Law Provisions. This Agreement shall be governed by and construed in accordance with the internal laws of the State of New York applicable to agreements made and to be performed in such state. Any legal suit, action or proceeding arising out of or based upon this Agreement or the transactions contemplated hereby ("Related Proceedings") may be instituted in the federal courts of the United States of America located in the Borough of Manhattan in the City of New York or the courts of the State of New York in each case located in the Borough of Manhattan in the City of New York (collectively, the "Specified Courts"), and each party irrevocably submits to the exclusive jurisdiction (except for proceedings instituted in regard to the enforcement of a judgment of any such court (a "Related Judgment"), as to which such jurisdiction is non-exclusive) of such courts in any such suit, action or proceeding. Service of any process, summons, notice or document by mail to such party's address set forth above shall be effective service of process for any suit, action or other proceeding brought in any such court. The parties irrevocably and unconditionally waive any objection to the laying of venue of any suit, action or other proceeding in the Specified Courts and irrevocably and unconditionally waive and agree not to plead or claim in any such court that any such suit, action or other proceeding brought in any such court has been brought in an inconvenient forum. (i) General Provisions. This Agreement constitutes the entire agreement of the parties to this Agreement and supersedes all prior written or oral and all contemporaneous oral agreements, understandings and negotiations with respect to the subject matter hereof. This Agreement may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered by facsimile transmission or by electronic delivery of a portable document format (PDF) file. This Agreement may not be amended or modified unless in writing by all of the parties hereto, and no condition herein (express or implied) may be waived unless waived in writing by each party whom the condition is meant to benefit. The Article and Section headings herein are for the convenience of the parties only and shall not affect the construction or interpretation of this Agreement. [Signature Page Immediately Follows] A If the foregoing is in accordance with your understanding of our agreement, kindly sign and return to the Company the enclosed copies hereof, whereupon this instrument, along with all counterparts hereof, shall become a binding agreement in accordance with its terms. Very truly yours, ENERGY VAULT HOLDINGS, INC. By: /s/ Michael Beer Name: Michael Beer Title: Chief Financial Officer The foregoing Agreement is hereby confirmed and accepted by the Agent in New York, New York as of the date first above written. JEFFERIES LLC By: /s/ Michael Magarro Name: Michael Magarro Title: Managing Director A-1 EXHIBIT A ISSUANCE NOTICE [Date] Jefferies LLC 520 Madison Avenue New York, New York 10022 Attn: [] Reference is made to the Open Market Sale Agreement between Energy Vault Holdings, Inc. (the "Company") and Jefferies LLC (the "Agent") dated as of November 12, 2024. The Company confirms that all conditions to the delivery of this Issuance Notice are satisfied as of the date hereof. Date of Delivery of Issuance Notice (determined pursuant to Section 3(b)(i)): Issuance Amount (equal to the total Sales Price for such Shares): \$ Number of days in selling period: First date of selling period: Last date of selling period: Settlement Date(s) if other than standard T+1 settlement: Floor Price Limitation (in no event less than \$1.00 without the prior written consent of the Agent, which consent may be withheld in the Agent's sole discretion): \$ per share Comments: By: Name: Title: A Schedule A Notice Parties The Company Michael Beer (michael.beer@energyvault.com) The Agent Mike Magarro (mmagarro@jefferies.com) A EX-5.1 1wexhibit51opinion.htm EX-5.1 1wexhibit51opinion Exhibit 5.1 300 Colorado Street, Suite 2400 Austin, TX 78701 Tel: +1.737.910.7300 Fax: +1.737.910.7301 www.lw.com FIRM / AFFILIATE OFFICES Austin Milan Beijing Munich Boston New York Brussels Orange County Century City Paris Chicago Riyadh Dubai San Diego Düsseldorf Frankfurt Seoul Hamburg Silicon Valley Hong Kong Singapore Houston Tel Aviv London Tokyo Los Angeles Washington, D.C. Madrid November 12, 2024 Energy Vault Holdings, Inc. 4360 Park Terrace Drive Suite 100 Westlake Village, CA 91361 Re: Registration No. 333-273089 To the addressees set forth above: We have acted as special counsel to Energy Vault Holdings, Inc., a Delaware corporation (the "Company"), in connection with that certain Open Market Sales Agreement, dated as of November 12, 2024 (the "Sales Agreement"), by and between the Company and Jefferies LLC, as sales agent and/or principal, with regard to the sale from time to time of shares of common stock, \$0.0001 par value per share (the "Common Stock"), having an aggregate sales price of up to \$50,000,000 (the "Shares"), pursuant to (i) a registration statement on Form S-3 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on June 30, 2023 (Registration No. 333-273089) (as so filed and as amended, the "Registration Statement"), (ii) a base prospectus, dated June 30, 2023, included in the Registration Statement (the "Base Prospectus"), and (iii) a prospectus supplement, dated November 12, 2024, filed with the Commission pursuant to Rule 424(b) under the Act (together with the Base Prospectus, the "Prospectus"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the Prospectus, other than as expressly stated herein with respect to the issuance of the Shares. As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "DGCL"), and we express no opinion with respect to any other laws. Subject to the foregoing and the other matters set forth herein, it is our opinion that, upon the completion of all Corporate Proceedings (as defined below) relating to any Shares, when such Shares shall have been duly registered on the books of the transfer agent and registrar A November 12, 2024 Page 2 thereof in the name or on behalf of the purchasers and have been issued by the Company against payment therefor (not less than par value) in accordance with the Corporate Proceedings and in the circumstances contemplated by the Sales Agreement, the issuance and sale of such Shares by the Company will have been duly authorized by all necessary corporate action of the Company, and such Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that (i) the Company complied or will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL, (ii) upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under its certificate of incorporation and (iii) certain terms of the Shares to be issued by the Company from time to time will be authorized and approved by the board of directors of the Company (the "Board") and/or one or more committees thereof established by the Board with the authority to issue and sell Shares pursuant to the Sales Agreement in accordance with the DGCL, the Company's certificate of incorporation, the Company's bylaws and certain resolutions of the Board and/or one or more committees thereof (with such approvals referred to herein as the "Corporate Proceedings") prior to issuance thereof. This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Company's Form 10-Q dated November 12, 2024 and to the reference to our firm contained in the Prospectus under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder. Sincerely, /s/ Latham & Watkins LLP A EX-31.1 4 ex311ceo_2024q3.htm EX-31.1 DocumentExhibit 31.1 CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002, Robert Piconi, certify that: 1. I have reviewed this quarterly report on Form 10-Q of Energy Vault Holdings, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: November 12, 2024 Signature: /s/ Robert Piconi Title: Co-Founder and Chief Executive Officer (Principal Executive Officer) EX-31.2 5 ex312cfo_2024q3.htm EX-31.2 DocumentExhibit 31.2 CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002, Michael Beer, certify that: 1. I have reviewed this quarterly report on Form 10-Q of Energy Vault Holdings, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: November 12, 2024 Signature: /s/ Michael Beer Title: Chief Financial Officer (Principal Financial Officer) EX-32.1 6 ex321ceo_2024q3.htm EX-32.1 DocumentExhibit 32.1 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES OXLEY ACT OF 2002, Robert Piconi, Chief Executive Officer of Energy Vault Holdings, Inc. (the "Company"), certify pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge: 1. This Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended September 30, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and 2. The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company, at the dates and for the periods presented in the financial statements included in this Report. Date: November 12, 2024 Signature: /s/ Robert Piconi Title: Co-Founder and Chief Executive Officer (Principal Executive Officer) EX-32.2 7 ex322cfo_2024q3.htm EX-32.2 DocumentExhibit 32.2 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES OXLEY ACT OF 2002, Michael Beer, Chief Financial Officer of Energy Vault Holdings, Inc. (the "Company"), certify pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge: 1. This Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and 2. The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company, at the dates and for the periods presented in the financial statements included in this Report. Date: November 12, 2024 Signature: /s/ Michael Beer Title: Chief Financial Officer (Principal Financial Officer) EX-101.SCH 8 nrgv-20240930.xsd XBRL

TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Condensed Consolidated Statements of Operations and Comprehensive Loss link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Condensed Consolidated Statements of Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952156 - Disclosure - ORGANIZATION AND DESCRIPTION OF BUSINESS link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - REVENUE RECOGNITION link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - ALLOWANCE FOR CREDIT LOSSES link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - FAIR VALUE MEASUREMENTS link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - RELATED PARTY TRANSACTIONS link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - INVESTMENTS link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - PROPERTY AND EQUIPMENT, NET link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - INTANGIBLE ASSETS, NET link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - DEBT link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - SUPPLEMENTAL BALANCE SHEETS DETAIL link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - STOCK-BASED COMPENSATION link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - REORGANIZATION EXPENSES link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - INCOME TAXES link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - NET LOSS PER SHARE OF COMMON STOCK link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - COMMITMENTS AND CONTINGENCIES link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - SUBSEQUENT EVENTS link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - REVENUE RECOGNITION (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - ALLOWANCE FOR CREDIT LOSSES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - FAIR VALUE MEASUREMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - INVESTMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - PROPERTY AND EQUIPMENT, NET (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - INTANGIBLE ASSETS, NET (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - SUPPLEMENTAL BALANCE SHEETS DETAIL (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - STOCK-BASED COMPENSATION (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - REORGANIZATION EXPENSES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - NET LOSS PER SHARE OF COMMON STOCK (Tables) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - COMMITMENTS AND CONTINGENCIES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - REVENUE RECOGNITION - Schedule of Recognized Revenue for Product and Service Categories (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - REVENUE RECOGNITION - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - REVENUE RECOGNITION - Schedule of Contract Assets and Contract Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - ALLOWANCE FOR CREDIT LOSSES - Schedule of Activity in the Allowance for Credit Losses (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - ALLOWANCE FOR CREDIT LOSSES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - FAIR VALUE MEASUREMENTS (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - RELATED PARTY TRANSACTIONS (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - INVESTMENTS - Schedule of Investments (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - INVESTMENTS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - INVESTMENTS - Schedule of Reconciliation of Asset Balance for the Embedded Derivative (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - PROPERTY AND EQUIPMENT, NET - Schedule of Property and Equipment, Net (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - PROPERTY AND EQUIPMENT, NET - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - INTANGIBLE ASSETS, NET - Schedule of Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - INTANGIBLE ASSETS, NET - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - INTANGIBLE ASSETS, NET - Schedule of Future Amortization Expense for Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - DEBT (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - SUPPLEMENTAL BALANCE SHEETS DETAIL (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - STOCK-BASED COMPENSATION - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - STOCK-BASED COMPENSATION - Schedule of Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - STOCK-BASED COMPENSATION - Schedule of Weighted-average Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - STOCK-BASED COMPENSATION - Schedule of Restricted Stock's Units Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - STOCK-BASED COMPENSATION - Schedule of Stock-based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954506 - Disclosure - REORGANIZATION EXPENSES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954507 - Disclosure - REORGANIZATION EXPENSES - Schedule of Reorganization Expenses (Details) link:presentationLink link:calculationLink link:definitionLink 9954508 - Disclosure - REORGANIZATION EXPENSES - Schedule of Reconciliation of Liability Balances (Details) link:presentationLink link:calculationLink link:definitionLink 9954509 - Disclosure - INCOME TAXES (Details) link:presentationLink link:calculationLink link:definitionLink 9954510 - Disclosure - NET LOSS PER SHARE OF COMMON STOCK - Schedule of Basic and Diluted Net Loss Per Share Attributable to Common Stockholders (Details) link:presentationLink link:calculationLink link:definitionLink 9954511 - Disclosure - NET LOSS PER SHARE OF COMMON STOCK - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954512 - Disclosure - NET LOSS PER SHARE OF COMMON STOCK - Schedule of Common Share Equivalent Securities Excluded From Computation of Net Loss Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954513 - Disclosure - COMMITMENTS AND CONTINGENCIES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954514 - Disclosure - COMMITMENTS AND CONTINGENCIES - Schedule of Warranty Liability (Details) link:presentationLink link:calculationLink link:definitionLink 9954515 - Disclosure - SUBSEQUENT EVENTS (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 9 nrgv-20240930 cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 10 nrgv-20240930 def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 11 nrgv-20240930 lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Derivative asset – conversion option Derivative Asset, Noncurrent Weighted average remaining contractual term (in years), options vested and expected to vest Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Remaining Contractual Term Adjustments to reconcile net loss to net cash used in operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Statistical Measurement [Domain] Statistical Measurement [Domain] RELATED PARTY TRANSACTIONS Related Party Transactions Disclosure [Text Block] Contract assets, net of allowance for credit losses Contract with Customer, Asset, after Allowance for Credit Loss, Current Cover [Abstract] Net decrease in cash, cash equivalents, and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Director Director [Member] Trading Symbol Trading Symbol All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Schedule of Basic and Diluted Net Loss Per Share Attributable to Common Stockholders Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Award vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Vesting of restricted stock units (€R\$US€), net of shares withheld for payroll taxes Issuance of Restricted Stock Units, Value, Net Of Shares Withheld For Tax Withholding Obligation Issuance of Restricted Stock Units, Value, Net Of Shares Withheld For Tax Withholding Obligation Warrant liabilities Warrant Liability, Noncurrent Warrant Liability, Noncurrent Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] 2017 Stock Incentive Plan Twenty Seventeen Stock Incentive Plan [Member] Twenty Seventeen Stock Incentive Plan Member Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Purchase of equity securities Purchase of equity securities Payments to Acquire Equity Securities, FV-NI Sale of energy storage products Sale Of Energy Storage Products [Member] Sale Of Energy Storage Products Change in derivative asset Increase (Decrease) in Derivative Assets ORGANIZATION AND DESCRIPTION OF BUSINESS Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] FAIR VALUE MEASUREMENTS Fair Value Disclosures [Text Block] Proceeds from exercise of stock options Proceeds from Stock Options Exercised Land Land [Member] Restructuring and Related Activities [Abstract] Award Timing Disclosures [Line Items] Investment, Name [Domain] Investment, Name [Domain] Customer Two Customer Two [Member] Customer Two Other Performance Measure, Amount Other Performance Measure, Amount 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Common stock outstanding (in shares) Common Stock, Shares, Outstanding Finance lease right-of-use assets– vehicles Finance Lease, Right-of-Use Asset, before Accumulated Amortization Potential Australian Customer Potential Australian Customer [Member] Potential Australian Customer Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Operating leases Operating Lease, Liability, Noncurrent Interest receivable Interest Receivable Customer Three Customer Three [Member] Customer Three Segment Reporting Segment Reporting, Policy [Policy Text Block] Revenue from Contract with Customer [Abstract] Contract liabilities, current portion Contract liabilities, current portion Contract with Customer, Liability, Current Plan Name [Domain] Plan Name [Domain] Provision for credit losses Increase (Decrease) In Allowance For Credit Losses Increase (Decrease) In Allowance For Credit Losses Number of dilutive shares (in shares) Weighted Average Number of Shares Outstanding, Diluted, Adjustment Other assets Total Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Preferred stock, shares issued (in shares) Temporary Equity, Shares Issued Subtotal Finite-Lived Intangible Assets, Gross Write-offs Allowance for Credit Loss, Writeoff Allowance for Credit Loss, Writeoff Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Accumulated Other Comprehensive Income (Loss) AOCI Including Portion Attributable to Noncontrolling Interest [Member] INVESTMENTS Schedule of Investments [Text Block] Receivable Type [Axis] Receivable Type [Axis] Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Cash Flows From Operating Activities Net Cash Provided by (Used in) Operating Activities [Abstract] Taxes payable Taxes Payable, Current Accrued purchases Accrued Purchases, Current Accrued Purchases, Current Annual shares authorized increase, board of directors decision (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Authorized Shares Annual Increase, Board Of Directors Decision, Number Of Shares Share-Based Compensation Arrangement By Share-Based Payment Award, Authorized Shares Annual Increase, Board Of Directors Decision, Number Of Shares May 2024 Premium Financing Agreement May 2024 Premium Financing Agreement [Member] May 2024 Premium Financing Agreement Plan Name [Axis] Plan Name [Axis] Related Party Technology License Option Agreement Related Party Technology License Option Agreement [Member] Related Party Technology License Option Agreement Prepaid expenses Prepaid Expense, Current Equity Components [Axis] Equity Components [Axis] Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Other Other Assets, Current Award Timing Method Award Timing Method [Text Block] Furniture and IT equipment Office Equipment [Member] Unbilled receivables Contract With Customer, Asset, After Allowance For Credit Loss, Current, Unbilled Receivables Contract With Customer, Asset, After Allowance For Credit Loss, Current, Unbilled Receivables Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Convertible note receivable Debt Securities, Available-for-Sale Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Prepaid and other current assets: Prepaid Expense and Other Assets, Current [Abstract] Insider Trading Policies and Procedures [Line Items] Use of Estimates Use of Estimates, Policy [Policy Text Block] Receivable [Domain] Receivable [Domain] Adjustment to Compensation, Amount Adjustment to Compensation Amount Aggregate intrinsic value, beginning balance Aggregate intrinsic value, ending balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Compensation Amount Outstanding Recovery Compensation Amount Sale of stock, maximum aggregate offering price Sale of Stock, Maximum Aggregate Offering Price Sale of Stock, Maximum Aggregate Offering Price Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Credit Loss [Abstract] Schedule of Reorganization Expenses and Reconciliation of Liability Balances Restructuring and Related Costs [Table Text Block] Tabular List, Table Tabular List [Table Text Block] Level 3 Fair Value, Inputs, Level 3 [Member] Reorganization costs, accrual adjustment Restructuring Reserve, Accrual Adjustment Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Advances to suppliers Advances To Suppliers Advances To Suppliers Sales and marketing Sales and marketing Selling and Marketing Expense [Member] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Accrued expenses Total Accrued Liabilities, Current Antidilutive securities excluded from computation of earnings per share (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Sale of Spare Parts Sale Of Spare Parts [Member] Sale Of Spare Parts Costs paid or settled Payments for Restructuring At-The-Market Offering At-The-Market Offering [Member] At-The-Market Offering Write-offs Financing Receivable, Allowance for Credit Loss, Writeoff Cash, cash equivalents, and restricted cash – beginning of the period Cash, cash equivalents, and restricted cash – end of the period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Schedule of Accounts, Notes, Loans and Financing Receivable [Table] Accounts and Financing Receivables [Table] Unamortized stock-based compensation expense related to unvested Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Current Assets Assets, Current [Abstract] Accounts receivable allowance for credit loss Allowance for credit losses, beginning of period Allowance for credit losses, end of period Accounts Receivable, Allowance for Credit Loss Payment of taxes related to net settlement of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Stock Options Stock options Share-Based Payment Arrangement, Option [Member] RSUs vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Depreciation Depreciation Fair Value Disclosures [Abstract] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Total comprehensive loss attributable to Energy Vault Holdings, Inc. Comprehensive Income (Loss), Net of Tax, Attributable to Parent Warrant Liabilities Private warrants Warrant [Member] Security Exchange Name Security Exchange Name Award Type [Axis] Award Type [Axis] Related Party Transaction [Domain] Related Party Transaction [Domain] Cumulative Effect, Period of Adoption, Adjustment Cumulative Effect, Period of Adoption, Adjustment [Member] Bonds outstanding, other Bonds Outstanding, Other Bonds Outstanding, Other Weighted average exercise price per share, stock options exercised (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Number of RSUs Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Total liabilities Liabilities Non-controlling interest Equity, Attributable to Noncontrolling

Schedule of Earnings Per Share, Diluted, by Component, Class, Including Two Class Method [Table] Earnings Per Share, Diluted, by Component, Class, Including Two Class Method [Table] Stated interest rate (as a percent) Accounts Receivable, Interest Rate, Stated Percentage Accounts Receivable, Interest Rate, Stated Percentage Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Basis of Presentation and Significant Accounting Policies [Text Block] Buildings Building [Member] PEO PEO [Member] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Software projects in process Software Projects In Process Software Projects In Process Other income (expense), net Other income Other Nonoperating Income (Expense) Change in operating assets Increase (Decrease) In Operating Assets, Excluding Derivatives Increase (Decrease) In Operating Assets, Excluding Derivatives Outstanding performance and payment bonds Outstanding Performance And Payment Bonds Outstanding Performance And Payment Bonds Statement of Stockholders' Equity [Abstract] Asset impairment and loss on sale of assets Asset impairment and loss on sale of assets Gain (Loss) on Sale of Assets and Asset Impairment Charges Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Receivables [Abstract] Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Axis] Unrecognized stock-based compensation expense related to RSUs Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Thereafter Finite-Lived Intangible Asset, Expected Amortization, After Year Four Finite-Lived Intangible Asset, Expected Amortization, After Year Four Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Shares of common stock reserved (in shares) Common Stock, Capital Shares Reserved for Future Issuance Prior Year End Fair Value of Equity Awards Granted in Any Prior Year That Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year That Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Related Party [Domain] Related and Nonrelated Parties [Domain] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Local Phone Number April 2024 Premium Financing Agreement April 2024 Premium Financing Agreement [Member] April 2024 Premium Financing Agreement Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Contingent right, Earn-Out Shares, threshold consecutive trading days Contingent Right, Earn-Out Shares, Threshold Consecutive Trading Days Contingent Right, Earn-Out Shares, Threshold Consecutive Trading Days Schedule of Supplemental Balance Sheets Detail Schedule Of Supplemental Balance Sheet Detail [Table Text Block] Schedule Of Supplemental Balance Sheet Detail Total operating expenses Operating Expenses Contract assets allowance for credit loss Allowance for credit losses, beginning of period Allowance for credit losses, end of period Contract with Customer, Asset, Allowance for Credit Loss Risk-free interest rate, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Maximum Schedule of Restricted Stock Units Activity Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Weighted Average Remaining Contractual Term (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Cumulative Effect, Period of Adoption [Domain] Cumulative Effect, Period of Adoption [Domain] PEO Total Compensation Amount PEO Total Compensation Amount September 2023 Premium Financing Agreement September 2023 Premium Financing Agreement [Member] September 2023 Premium Financing Agreement Investment in equity securities Equity Securities, FV-NI, Cost Long-Lived Tangible Asset [Domain] Long-Lived Tangible Asset [Domain] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Entity Ex Transition Period Entity Ex Transition Period Weighted average exercise price per share, options vested and expected to vest (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise Price Customer financing receivable, current portion, net of allowance for credit losses of \$258 and \$375 as of September 30, 2024 and December 31, 2023, respectively Contract with Customer, Receivable, after Allowance for Credit Loss, Current COMMITMENTS AND CONTINGENCIES Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Interest income Interest Income, Nonoperating Interest Income, Nonoperating Common Stock Common Stock [Member] Measure: Measure [Axis] Sale of stock, sales agent commission percentage Sale Of Stock, Sales Agent Commission Percentage Sale Of Stock, Sales Agent Commission Percentage Convertible Notes Receivable Convertible Notes Receivable [Member] Convertible Notes Receivable Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Gross Carrying Amount Capitalized Computer Software, Gross Entity Emerging Growth Company Entity Emerging Growth Company Entity Central Index Key General and administrative General and administrative General and administrative Expense [Member] Accrued expenses: Accrued Liabilities [Abstract] Accounts Receivable, Allowance for Credit Loss [Roll Forward] Financing Receivable, Allowance for Credit Loss [Roll Forward] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Expected volatility, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Minimum Warranty liabilities, balance at beginning of period Warranty liabilities, balance at end of period Standard Product Warranty Accrual Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Financial Instrument [Axis] Financial Instrument [Axis] Accounting Standards Update [Extensible Enumeration] Accounting Standards Update [Extensible Enumeration] Warranty liabilities Product Warranty Accrual, Noncurrent Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Number of financing agreements Number Of Financing Agreements Number Of Financing Agreements Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Title Trading Arrangement, Individual Title Statement [Table] Statement [Table] Payment for customer refund Contract With Customer, Liability, Payments For Refund Contract With Customer, Liability, Payments For Refund Measurement Frequency [Domain] Measurement Frequency [Domain] City Area Code City Area Code Current Liabilities Liabilities, Current [Abstract] Maturity date description Debt Instrument, Maturity Date, Description Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Total property and equipment Property, Plant, and Equipment and Finance Lease Right-of-Use Asset, before Accumulated Depreciation and Amortization Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Level 1 Fair Value, Inputs, Level 1 [Member] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Loss on sale of assets Gain (Loss) on Disposition of Assets Total current assets Assets, Current Principal balance of promissory note Accounts Receivable, before Allowance for Credit Loss Statement of Cash Flows [Abstract] Supplemental Disclosures of Non-Cash Investing and Financing Information: Noncash Investing and Financing Items [Abstract] Number of options, options exercisable (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Average company stock price, NYSE notification threshold, less than Average Company Stock Price, NYSE Notification Threshold, Less Than Average Company Stock Price, NYSE Notification Threshold, Less Than Note Payable Agreement Borrowing From Related Party [Member] Borrowing From Related Party Accounting Standards Update [Axis] Accounting Standards Update [Axis] Weighted Average Grant Date Fair Value per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Revenue, remaining performance obligation, percentage Revenue, Remaining Performance Obligation, Percentage INCOME TAXES Income Tax Disclosure [Text Block] Earnings Per Share [Abstract] Costs paid or settled Standard Product Warranty Accrual, Settlements Standard Product Warranty Accrual, Settlements Accumulated deficit Retained Earnings (Accumulated Deficit) Weighted average exercise price per share, stock options forfeited, canceled, or expired (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Related Party Transaction [Line Items] Related Party Transaction [Line Items] Less allowance for credit losses Contract with Customer, Asset, Allowance for Credit Loss, Current General and administrative General and administrative Expense Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Net cash provided by (used in) financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Amendment Flag Amendment Flag Other Other [Member] Other Entity Registrant Name Entity Registrant Name Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation and amortization Depreciation, Depletion and Amortization Gross profit Gross Profit INTANGIBLE ASSETS, NET Intangible Assets Disclosure [Text Block] Foreign currency translation gain Other Comprehensive Income (Loss), Foreign Currency Translation and Translation Adjustment, Net of Tax, Portion Attributable to Parent Lease liabilities, current portion: Lease Liabilities, Current Portion [Abstract] Lease Liabilities, Current Portion Machinery and equipment Machinery and Equipment [Member] Schedule of Warranty Liability Schedule of Product Warranty Liability [Table Text Block] Fair Value as of Grant Date Award Grant Date Fair Value Customer Concentration Risk Customer Concentration Risk [Member] Subsequent Events [Abstract] Aggregate intrinsic value, options vested and expected to vest Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic Value Level 2 Fair Value, Inputs, Level 2 [Member] DEBT Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Debt instrument, face amount Debt Instrument, Face Amount Schedule of Recognized Revenue for Product and Service Categories Disaggregation of Revenue [Table Text Block] Proceeds from insurance premium financings Proceeds from Short-Term Debt Entity Address, Postal Zip Code Entity Address, Postal Zip Code Schedule of Stock-Based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Principles of Consolidation and Non-controlling interest Consolidation, Policy [Policy Text Block] Restructuring Cost [Table] Restructuring Cost [Table] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Warranty liability term Product Warranty Obligation, Term Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock, \$0.0001 par value; 500,000 shares authorized, 151,542 and 146,577 issued and outstanding at September 30, 2024 and December 31, 2023, respectively Common Stock, Value, Issued Balance at the beginning Balance at the end Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis with Unobservable Inputs Share-Based Payment Arrangement [Abstract] Asset retirement obligation Asset Retirement Obligation Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Cash and cash equivalents Cash and cash equivalents - end of period Cash and Cash Equivalents, at Carrying Value Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Provision (benefit) for credit losses Financing Receivable, Credit Loss, Expense (Reversal) 2022 Equity Incentive Plan Twenty Twenty Two Equity Incentive Plan [Member] Twenty Twenty Two Equity Incentive Plan RSUs forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Schedule of Investments Investment [Table Text Block] Cash Flows From Financing Activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] DG Fuels Tranche 1 Note DG Fuels Tranche One Note [Member] DG Fuels Tranche One Note Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Number of Options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Net loss per share attributable to Energy Vault Holdings, Inc. â€¢â€¢%basic (in dollars per share) Net loss per shareâ€¢â€¢â€¢â€¢ %basic attributable to Energy Vault Holdings, Inc. (in dollars per share) Earnings Per Share, Basic Schedule of Short-Term Debt [Table] Short-Term Debt [Table] Lease liabilities, current portion Total Lease Liability, Current Lease Liability, Current Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Proceeds from related party Proceeds From Related Party Proceeds From Related Party Property and equipment, net Property and equipment, net Property, Plant, and Equipment and Finance Lease Right-of-Use Asset, after Accumulated Depreciation and Amortization Payment of finance lease obligations Finance Lease, Principal Payments Property and equipment financed through accounts payable and accrued expenses Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Net loss attributable to Energy Vault Holdings, Inc. Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Contract With Customer Asset After Allowance For Credit Loss Contract With Customer Asset After Allowance For Credit Loss Member [Member] Contract With Customer Asset After Allowance For Credit Loss Member Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Total Assets Assets Concentration of Credit and Other Risks Concentration Risk, Credit Risk, Policy [Policy Text Block] 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One RSUs granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Tax refund receivable Income Taxes Receivable, Current Purchase of property and equipment Payments to Acquire Property, Plant, and Equipment Other long-term liabilities Total Other Liabilities, Noncurrent Movement in Standard Product Warranty Accrual [Roll Forward] Movement in Standard Product Warranty Accrual [Roll Forward] Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Cumulative Effect, Period of Adoption [Axis] Cumulative Effect, Period of Adoption [Axis] Commitments and contingencies Commitments and Contingencies Risk-free interest rate, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Minimum 2022 Inducement Plan Twenty Twenty Two Equity Inducement Plan [Member] Twenty Twenty Two Equity Inducement Plan Financing Receivable, Allowance for Credit Loss [Line Items] Financing Receivable, Allowance for Credit Loss [Line Items] Termination Date Trading Arrangement Termination Date Expected volatility, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Maximum Schedule of Related Party Transactions, by Related Party [Table] Related Party Transaction [Table] Repayment of insurance premium financings Repayments of Short-Term Debt Insurance premium financings Accrued Insurance, Current STOCK-BASED COMPENSATION Share-Based Payment Arrangement [Text Block] Voting rights in percentage Percentage Of Voting Rights Held Percentage Of Voting Rights Held Consideration transferred Asset Acquisition, Consideration Transferred Entity Address, City or Town Entity Address, City or Town Maturity date, number of days after a Financial Close Debt Instrument, Maturity Date, Number Of Days After A Financial Close Debt Instrument, Maturity Date, Number Of Days After A Financial Close Debt Instrument [Axis] Debt Instrument [Axis] Schedule of Stock Option Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Preferred stock, \$0.0001 par value; 5,000 shares authorized, none issued Redeemable Noncontrolling Interest, Equity, Preferred, Carrying Amount Total stock-based compensation expense Share-Based Payment Arrangement, Expense Net loss attributable to Energy Vault Holdings, Inc. Net Income (Loss) Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Investments, Debt and Equity Securities [Abstract] Average company stock price, NYSE notification threshold, consecutive trading days Average Company Stock Price, NYSE Notification Threshold, Consecutive Trading Days Average Company Stock Price, NYSE Notification Threshold, Consecutive Trading Days Accounting Standards Update 2016-13 Accounting Standards Update 2016-13 [Member] Weighted average exercise price per share, stock options granted (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Amortization of debt discount Amortization of Debt Discount (Premium) Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Retainage Contract With Customer, Asset, After Allowance For Credit Loss, Current, Retainage Contract With Customer, Asset, After Allowance For Credit Loss, Current, Retainage RSUs forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period 2022 Equity Incentive

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R1 551&C'>1(FE&JA'Y&K<=>1 K7GYMHWA7XKP<+1 M. MC7<G78+1FX52PM9 X9621#&@&0'KBO1Z^>1A1.71S1<=>F7D&H.Y&2L1JR MBB1V@&D
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(The following text is extremely dense and appears to be a mix of random characters and symbols, likely representing a corrupted or encrypted document. It contains no meaningful information.)

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1EX=<1/9G5K<B&RNVK<G1Q4D8:DXP.G%&VB+1H5%5*J1<4H12+HS6J3=�="GU:4H38V1)HF17561 MP0>1P1GD2M(;&D12RBRX&60"2YA:BSROJH'D'RRH;G"U,
&OMH*J<@<*MN?T/Q=I<L>&76G+61 M5.91ZBJ6H>./# M&ER7<=YK5K&IH56= Q8QELD @9YPL.V.-1J#C(PD7NGW-I#?Q?915BEPTF8S*PZJZ MM@P8@4
<1>@<HYVC&#FL:QAHL-GJ-PB0G3X0.NU<I(=94C&G/ED1L<81 M21VBRPU*PHVJ2ZBKR<(5B=6+L1@<@<1<?7- EUF32&N.ZA"YK MP>6P94!>81ZJ3US2.M+=+>
12H1&S1#<UTZL5>1#<+D@G<XZ5=1@T< M1-2%=&8 Y (S2NBR3=<ORCJ#@USD8RRO-17JAN3W54IKFS+22?>P-M"55<C"Y1)QSO@U<@ O&UF A72(M=M+U19
60YX@TO5V1<141<ZU20-XXH M1YV.MP>E&G1F:FEKFG:GO=90>X0#1687#VC7232B%1P4 X P<1B2>@<P.L1M-AP.YP.CO2&DBI716&Y<134=9L*~US<EFPD<32/M5MJ
G:G1Q@9H OT37LZU2U.RA.MO:XCN<+9=1Q1Q0 4444 %%%11110 4444 %%%11110 4444 %%%11110 4444 %%%11110 4444 %%%11110 4444 %%%17(7+4X=>TS2Y1BVA>M3@
M4V49>+(D33%#N.8&>L7<AZ>B@&Q6Y0.80- %2(W44H7-E&T144S9M=H<1M4#EN1@#7-4HU9KK7PO...\$+""588&U<C/HEL#Z15Z101XB-9M1P?X+M?>KR>5XAC
ZTFSBGS+@<N1LJC<1>=1TK5>1#<G2N1YFVCQNA1P MCL>1T."B#@A<#&KYVCX1HT-UMN89K6:RI3&QZ(GN7J0P0&/(1P1DYKA:M*YCB<#&C.G"FF<=>ENYVBB>2@<NWT+>
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T=2.W5XW.00.3C=<C1815C101P=UXA1<1<MUK51(6<=O1FAEU1R2FT86HGK512P29V3KWOJFL1N"O2<4Y&2B.FDQSGM? ?M.B"RUNQO">SE11%>@<(RGRY4QON-Q
Z25=Z.NB#<P06<XN-705%M0#>E"=15Z1V=,=ZDTBT LKQAX1T14Y.MC@VFA2P24V2&S1@+GUP&1<GNT1*^KOO)8-S=07 U4.9?>M1 VCGBNCH
1HN=1T:10&B720K7MMY1:MU16G0Z1B6G0>TF<T.WTWO/B6<P&WF1A1<@9 NCT.SUB0+2P1?V5 M.M.Z?XFCNU<T.Y1P/NFOI<R16(ZX01ZLZT4>920<=>
-BL1L1DL1CP MB(C&A<K">2.WDU.6&L+5&2L R.V41.0 M.<XKUNB@&#PVZ35OAY12+15-6X<0L1>83N1VC&G0K&P#Q77+1+6L M+15 U.WW*
Y18KG04HUW< PY&G<GKT.B0#SGP1KHFL1P.1M2ROP2 MW6H27D1G:1-6SHU51<1VD#1>2L1K1114#6&725NUVB376B2BPY M>A&657ZC@>RT4<+X.G@?
QWXX&6*5&WENZA2/F<4.1Z-1#HUMVO#<61S3R M1%>@RSNPJ.RH.EHH1M<#%B32<1%FFOWM1X2P29V3KWOJFL1N"O2<4Y&2B.FDQSGM? ?M.B"RUNQO">SE11%>@<(RGRY4QON-Q
KXCEE4-787C1D&?A3+J1V<U6KP>1)K M.C6C(8#1@M1)O13X1P1F1.5%>D4A>1B1@<1<XHUAA"1 P2=UO5M2U.M1JMEHV1DMYFC(KY<S
<1H&?>VJ&KLKUB1:0298&#P1Z0)<7144#9& M5%RRX1AF1Y.F#T1K1 K101YQ=>1<1=3U<QN8GTN+PLUM6">S<@>?>T80THH1WNKF MW7XH>
(QDT9W<3&4A1511HD<C1#701V1O?WPVGH<F1J)XELVACBQY01 MJX.DQZE.S7>F75M1Z<T+LX1Y&D#K5#PHIHTWAP1<M3D50Q#6<=PB5Y%U481(0.#~1-3=VYR2%
1Q7GB42V2:8#92S?Y1Y9&23 M-9H1PUM+O&FHH<3YV6F1U-J5Y51<116JD 2Y&XWJWYTKV1B#@Q Q#q1d M0=>S&K&K#@1(S4+B1&NZR90MS<2S1S1)Q1Q1LX"
1-^*TM013Z+KOCSP? M2.9+=G<E&S<O\$%NL6UYX:16VR*UA1:N MC/N\$15CGBS<2M@GY@,@@@<70FB"0(@KO1+@B5 MV1YZ:02/2N.TB<L1PGX+U27<CZ.K-XU<\$!R
1RBP1<0.0HW95100=>*M1V<U6PUXP.K@QSK<0SZ1DHE1<Y&R9PP&#QCG/MYKT.C%>DMUX91Q1G1 M3J<K=9<1C1J16H1<+YF62 M=2W<Z1>NRUW1Q1
A1Q+K&72YXNK98W12M7Y>2-2#GTS<G&LRUV1"BB72? KPK&T1QO:0.1?EP6R1VR1DM5Y1M0161?>G&S30D?Y41<#1#19D8&ZD D#TKNZ1<#&#VMZ23-6&K>#-1/9<M
M-1@LL=>1MX>4R1NO11R13TVY-17ZHH1T74811A BN'01"-1 MY1YVW"Q511 M*QX)4G1O7G:Y.WLFT7PPSX1MK1S"GO*J&#Y6AMV.03<W11RGGIN KVO%#>Z5=64?
Q>1420/O-114;V8#1N>,<WRVY1"XG3+FSB M1<?PX.Z>,>10;1B77TCYGVW>F.O>>W>Z5SG6P?P1>1>Z1;W<\$"Z91>+>1R MOD(EV1&8&C/1-#&#;3_\$S6\$<S-U+>9B:

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%GA>=&6T9!>X3F!>2HUS=>M A MDWPQRW<@!0GWXJSI6C7MBS!>H+NU9!>OV7D!>N3W<@!ZJ!>M7N?Y!>OX5!>OEWEBS!>R<@>S9!>P<M=>!>J6N!>HX!>OKI8!>Q!
!HJ!>ZL0H!>Y MXT T!>M M16<+KNF0PVQNTD2XG!>L!>ADWH!>9<0?&E!>W3D>M6!>Z!>OK M!>M!>M95EMT!>D4BG!>=>2!>CVH FIK!>H!>ZV!>Y49K!>FMZ!>H9J!>SB!>VKRAQ!
MLT9!>=&4N!>R!>J<=>4V!>ZV!>U!>WU!>0!>5K0Y!>N3X549!>ID!>C!>1!>X!>XOHS!>E M!>C!>H!>3R8!>0!>+3!>Z!>55!>2!>U!>9!>B!>5YCB!>IR!>D!>?0!>K!>=>94!>@!>Y!>1BJ MGA!>IO!>B!>IU2V!>V!
C!>=>ELF!>40LW!>(Z98CUGO0!>N!>1!>6Y!>G!>4GXY!>QNM!>M!>H!>P!>I!>U!>H!>2!>O!>AJDS!>I!>D!>10!>H!>F!>M!>H!>W!>7!>M!>F!>I!>Z!>7P5!>MXX!>D!>R!>L!>H!>2!>E!>7!>U!>S!>T!>M0Q6EM!>H!>D!
O!>M!>S!>=>9!>24K5!>Z!>3!>9 M36T5S!>U!>J!>U!>H!>H!>Z!>C!>=>OQ16Q!>R!>U!>S!>U!>K!>H!>O!>F!>T!>P!>26C!>M!>V!>E!>A!>N!>H!>8!>C!>V!>Y9!>GA!>H!>J!>X!>Y!>8!>X!>C!>X!>U!>O!>V!>P!>J3!>B!>T!>O!>X!>I!>A!>H!>98!>Z!>T!>C!>M!>=>2!>C!>A2!>M!>N!>
NG!>=>G!>6!>@!>U!>R!>8!>L!>X!>M!>N!>T!>S!>G!>B!>M!>Z!>P!>V!>6!>(66!>107!>2!>M!>E!>S!>J!>Z!>O!>T!>9!>K!>G!>S!>Z!>C!>L!>T!>S!>I!>F!>E!>R!>3!>W!>T!>D!>G!>W!>E!>I!>O!>S!>A!>E!>I!>W!>S!>C!>O!>P!>I!>M!>Z!>=>#!>C!>P!>H!>6!>M!>H!>J!>
O!>K!>Y!>G!>D!>R!>I!>Z!>U!>U!>X!>9!>R!>M!>Q!>M!>I!>S!>S!>C!>B!>C!>B!>7!>I!>4!>C!>M!>M!>W!>H!>6!>H!>6!>S!>M!>4!>=>9!>Z!>X!>K!>F!>3!>2!>O!>H!>Z!>H!>U!>U!>C!>R!>R!>O!>L!>5!>P!>C!>#!>T!>8!>8!>R!>O!>X!>5!>M!>W!>M!>M!>I!>D!>5!>O!>=>7!>2!>I!>E!>@!>P!>H!>
!>I!>3!>L!>H!>C!>C!>@!>B!>W!>Y!>S!>=>4!>F!>H!>5!>4!>Z!>C!>Z!>O!>Z!>M!>H!>M!>G!>H!>H!>W!>P!>C!>@!>T!>B!>=>3!>4!>D!>F!>I!>N!>M!>G!>F!>=>A!>P!>C!>P!>H!>Z!>U!>S!>I!>O!>X!>V!>M!>W!>5!>I!>9!>Z!>B!>C!>B!>C!>@!>H!>H!>H!>P!>Q!>
BEH!>H!>U!>S!>I!>3!>V!>H!>6!>O!>2!>S!>F!>M!>H!>M!>G!>6!>L!>Q!>A!>4!>S!>=>=>H!>I!>G!>R!>H!>M!>R!>D!>P!>H!>V!>C!>F!>E!>A!>B!>C!>S!>=>H!>B!>H!>H!>X!>L!>R!>I!>=>M!>M!>H!>U!>U!>Z!>U!>Z!>U!>F!>N!>K!>I!>@!>12!>
W!>@!>Q!>G!>O!>G!>U!>F!>U!>O!>C!>H!>E!>S!>W!>=>S!>W!>=>I!>D!>M!>J!>B!>R!>7!>5!>C!>=>M!>O!>W!>O!>R!>M!>W!>R!>M!>Z!>I!>H!>W!>9!>Y!>7!>S!>N!>D!>=>M!>H!>V!>H!>Z!>U!>F!>W!>H!>I!>6!>+!>W!>3!>A!>+!>B!>V!>7!>V!>A!>M!>Q!>Z!>S!>U!>O!>3!>2!>I!>G!>P!>C!>H!>R!>+!>R!>T!>V!>G!>U!>6!>
7!>E!>9!>O!>D!>8!>8!>I!>R!>=>9!>U!>C!>G!>E!>Z!>A!>I!>E!>M!>I!>D!>H!>3!>=>P!>R!>A!>I!>Z!>B!>K!>F!>K!>R!>F!>2!>E!>F!>H!>6!>I!>N!>H!>8!>I!>=>Y!>D!>9!>4!>8!>S!>C!>M!>O!>Y!>K!>H!>I!>=>=>C!>N!>Z!>W!>O!>B!>M!>H!>I!>=>S!>F!>E!>C!>H!>X!>O!>S!>=>8!>S!>G!>C!>O!>Q!>T!>
%8!>E!>Q!>X!>N!>T!>C!>M!>V!>A!>Y!>U!>6!>Y!>H!>M!>U!>B!>C!>=>I!>W!>B!>O!>G!>7!>M!>4!>S!>A!>C!>=>R!>4!>V!>I!>9!>=>=>T!>Z!>S!>U!>Z!>U!>W!>2!>R!>O!>+!>X!>I!>+!>M!>C!>O!>I!>G!>V!>I!>C!>Z!>A!>I!>D!>I!>=>?>Y!>E!>Y!>N!>
O!>F!>I!>N!>Z!>7!>B!>E!>=>I!>S!>U!>4!>F!>I!>

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(C15PQH=YL BZIT,A3HE3G4+1^1ZTX,(L-B)S'CC -0°E=JS5F^H M;..K^N6UM /FMXL^HF^..B04** &22+^5TC|BJC|)J6/X.-C+>VLEDD16&9^L14|S|+%^N>.^*V?^FH M;? JUY.WB|?>FWMFK^..Y&P^V?D.L38R9|P^E^?^SC@.O.^?/21&5S9^.)MK.YL.Y&ZBGN.U.WDM9(D)>21EPN.MD.F>M9FESZHU.P-8S25JD=FEFT+L M.Y3FA4D5%Q1W=K&K.6&.^Y KU6B@.O.O:312.P^?>3>+>71-56UEU69HGMW.M^?>6H&=PVC.D>ZKYV.^59H5E4^89=^L^D4^B^@SIPM8W5U;..J^K> M1M.U@4Kf2^QEG=MGW<@2(K@L.GDWXKA(M#Z5HV|>IKB+FM;..9>BXLJO.MQOQ^G;..+K+3JRO|L1V5|XJ.75+1+O42^4T>|MWJ.LJDMOG.MC9AA^ON&T- D#VJ|OIV^R/B|HPLKJYN+C6+Z.**.W=UE+HJA=P&T<12)I%UX) MU/H=4T2YUK33HMONTEG^A|>(L<|HSL.C(I^O.E.W.B.AX|3Z9X0GAT.MNV>Y2YTZTMOY|3|<2F-? XLID<@<89Y57H%>GGC|JH^M|MON+1+R.RZKM.MHX&MRMOJ.13L|H|F|K^/P^H^XIGBFUBUGATU^U&NZ^J-B^L^H|M61A|C^S^N^M4^D^D^M|C8^S_45Z_ 10F^>WU^3PHKZM^D.HM.L1FYB08^2.IN Q7ZK|Dj51.MWS^>+|^J^W@9M^0V|B./R|N^0\$>@<2IM80ZX|N^H^H.X2^5JNG6I7GPR.64^F^D^M^J^2N^5K5BA|>@>V=EC M.KN^H^K=<E0>17L%>..G<22E01?NH2P>J2V145YKRG<@KS\$O)GX^>74|A.M^?>67^L^<6L>+6FM+J+U+C5FGA>W>2.(8T7.Y76|B^UA7A+R.+L.39R? MOL6GX.SY7F^CCZ1^THH 1=MKW|H1+P.K^K|X^>OM|L+21ETV^M4ME>UBDPA.M+.(R1E2^G)CM^>C>K^46G|OQ9|.9%>55.95B.122<+R^C\$>@>L<9H|N44.M<4R3^XS+>?9+OI+ &&^;|0+9^*WSI^W? C^W>>N^P(471?&O.5KOA&|U^..M4+Z2ZLKJWLO^DF#Y.D|5^..HVCVZ^J44>>6.E|X2|>7|76B7.(IBVU_0/88T.XU73(HK-M) IMH82|L.R^LBQGD^8|Z>5?>..1%RRZ3X8N^K(616|H2Q099Y@DJ|LTC.MHH44D|XN|QX|Y75%>..5>?>B>?>7PL|TV@T22.S_99->D.5^EMN.L0Y^Y=MZ9|S>+Z|<T6B|N.L0^D9V|J&QFMWC.ZM^?..Y^P&X^3(MZU|L+10|Y2FRU2P^X.MC|N|0|7EE<..5>J.VJGE.XG=E(6-5+1%0>|K&2.9P|ZJ.W.W>|RWY+>RLIO.M(ERC^|S< <+R>?>7J|U33.Y^<F|H>^N4M(72H|>+^|F|<879>A&X^>..M^?>..X^R<=>12B@<#C#A7^>6OP..ML+|M+JUN86FR^Y>@>ANF^A|X^M^|XIOB>..M^?>X5U1+|IN.6&^@D.VA.MQW5.F7W0=I&3|X^>D17.T4>80P7W2D^H3|0|OBYM0.7|EWS>Z+|SPO^>MO2|ANM&2PKK^|X>OMIT^%>H|UW^|..UL|N.N.9&<E3C^T^F?>..7PQ> M|HDDMGHHTF^XF.98^>(|&R^|BCHO(|XOG|X+^<C(GQ9|W|?J\$UE.65S^M^|?%8RRHC/C..JST|5Z%10|S5OK|1#?7CV6D|BL/E&YNI0|FC.C^>4HBLH M+L0.PX^CUKE|K^MKP|KPCXU^5>N+>|Q|H0E|S^C=CHVA|F|B@#R+2>TGP-L|TC4^M4^Y^YVC>..M@|F7^0^DC^%>^|Y3|>@>0>=63^>^|G^>HNL9.U(UGYD\$DC M39A5|L2ANQSG?72DKV6|B6^>S^>..QAX|N8|&..M4|WEGK^>B76K2S.L.DR3Y.E8|A4|6=>^N|D|176|G|H|KE.M+&L7.DOK9Y7BC5X|469.50|51.2HD^M^<^<N? >@>^F|H|N|FOH^O\$>=>ZWHM.M.MG-OY^S9VIG.TW8|06^2|N^|..MCU^O|DDBM^WMXK2VBXM^>00\$|11V4%>24U^ZNX|R^>I2X6W+VUPDDA56WB^ZN^W> M1C|G|XK8|ZL|BMKLDUA=M|J+L+1<|3%F.E2PS|E(W@>G|J5VM^>..|O.M4|+1+33|S^>P|B^X^>00Y|L5.1+2H|Y88&.#C<=>508M|H|<|8BTF6C^> MEQ^T>..21H0^>ODY.2S^Y>HSR^IQZW10|YE+>=>W^&H&GZ<38LANA|CE<8MMRAW+Q|OQ^>O2LZ(ZCF^>OQO6X50=|U.74|OM|EK^L+>L&96^J^|W|O|MZ9%>O44 9ACS|5TE|H0|4M|D>9^K^>P^>CMMR^X6.Z.LKKE^Y^J^K<^M^D^H|LYC|FJ5.9S.M^?>2|5^>0306|MX2AC|TNR+ZQX|G|DUBP981^>M^?>FCKU|C.C.W^K>B.Y^>M^?> MY=>|YK|L+|MSN>..2Z^>..L..Q2U.Y^S05M9+AMTN^R^|J%0>|&H^N.ZTEBDC^>U5FD4^U^>=00S97|W^V|MZD^>M^?>B^>M^?>Z6B>2^>7NKV0M44EW^|Y49#>@L|9+ JCP.CDL|L2.GUCOSX+U&VTC5DL.MX+&EEFLWC|MG2.<^&D8|G8|KTBB@>S^P^?ZGHN80^>M^?>Z4.J5C^MT<=>R.66>S>@>|R|H|X&>^GMDN\$U.XB3-87XBO(X|L+ XE.MM|AV^2.M5WS-Q^W>532.3|D+1+^?FC4^<C^GNP^W^J|..<S0Y>C4R20W|H|H+|U%UE<M^>G^S^>..3FMX^+1+2^SNI(|J3+R4H^>H|L|AV)P0?>3T8J>.>17.7 M45YXD|>R7%OHFJ6ME=>^>K750<^&R^DRA|L\$8^>Z<Z0.Z>B9Y+NO^M^VD^C9+^#|O<.<@..M.^?>6MUJOA^OCK|>^>ZG|>=AJPEW^7-C\$) M^M^UN^XTJZGA.3K.86\$|E\$K.C@>|^>..W3CG^>G&A^>#1K.0K5YHHO>+U^M06L9E|C|^>^>S^>P|N|&NKRZ4|AJB7HA|>^>K4>W29P3^SVY7=MOXYUW? <=>..K&6P^|46+|^>J^>W>=UXB>YAB\$>E^>R.9XV|>+>A|9S77WB52.%72.M+1+|^>G|^>@>6T.OA|>HZ|>J|B?>.(ECN3.26|L6) MEG^>|>^>C^>S9Z>=M^Q^X|TRW? 5<|VVO>Z2TRW<|U3VTD0>0P|O^>V^>R|Y|X|KKA)<^>|U|BXT^?>K^>J2|Y|P04^K1655^>4%Y^M^>W^>R^>OQUXZ^>W^>M^?>5|Z|V|F|T|B|K^>I|UPLJ^>V^>Y2DX&<^>XZ^ |N^V|CQ2|Z.P^M5M|>^>5^>MBR|N^K2^>=>F|H&S|F^M^>X|O|K|F^>H4Q0B2.4&X|K^>2+AX^>S^>1+Z52.6|..M^?>S|B2>..>ZQ9+1+G|U&G7YJG^V^>L|L|G|C^>N8SN^O^?Z^|E|L^Y|L9O^ ME?>^R|H|H^Y^55CS<0M&BE5^>+<@<8^3VH|6QU^?I9?26%>=SN03|^>DDG^>|>K^?>|>F7^>D^>M>+<F|L|K4KPSID5H4U>|UDMIMW^>K0N^O3.GU^XKX3^<^>DZC|>@>+>24\$E+L^M^> >=0P|<^>4Q2^>S^>=OYXH.N6WBNOEU7^?>J&X|L.R^U^V|^H+^>..%>PRL|P>|H^M|^?>+>..WZ41(RX^>Y^Y^S|E8QC&<^>9.S9W^>|G^>V^>Z|>9|F4^>^>DZEX6BTVQOQ>76|TF5Q|FPC\$> H9@>=WW3CS.SWK.MKJ|Q0^>09W|L+X17<@>(M6^>ROB>..L|QS^W^Z|P^R|O^>RTKX.W3>32V2KPW.MD^>S^>F.W^>8R|QO|X^>@>#L+1+L.M3EO|L5^>R3^>5WB\$>+QSSM81.QQ7?> (>+US2<G.M7&A2D>|M^?>+>ENF+>H0\$PY(|SDG|R^>N^>X^>YKH|K|5<\$.PS|A.9M^>16%MRDSM^>4|N3Z^>H8C(|.T|>^>+>..OQ.T2^>RN|W|^>JCGME= ^W|>+>+O.M6H.G=RYL|N^>0^>2H(P^>..AP^>WJW7Q3Z1XM3\$>SPO=>..UL^>H^>?..M^?>LQ>..31H^>N&W^>4AN3ZB@>#L+>OQ6|h|6FW|A|>=C4F^>6D\$>R^>7.108@+>M.MP

6G|/RC=MSCWZUJ>|>S1>|XZ|7TFN7.MUM.7KVKV|MQ|L#A80|X|SU|N.AP>^>HUG6.30K#|9>VPR^>B(M(|H54#M|U|O6L|>1.2^66N<+RWFT=5>|MV|BWN|B|96&P|^> >0>..^>9XYN=5M=>^A.MD|TFN<^>V0B^Y%O\$>)|D>W?>T.GJXXOP<9SVK&SLK^>4/K|>JZV^>1.5^>M|H|J^>M^>(TC^>5<DEM09AP>1GG^>86/CS2KZ^>TJV6W0XDU6? 9W\$UOMBD.5L2W>2^|MC|>C@FKVE>|>K75|W5+..&VNH|C3^>=PRJH<6G&F^Y|^>3WC|>K^>+>LWX^>H^>M^>OR^>G^>P^>UD\$ %MS&=>W^>IXX^>75WQ.HM|O&G&N^>=9472|FT04UW8/E^>Q^>Y^>MH5\$BY.YEH|32>2GUKC2.488|B&A|D|5|8J>0<G|J^>|..P^>#20H^> MAG|MH|Q1M&XUPP7^>Y|Z|..%>B(D4:QO|>10%50..=JXG5G>Z74|K+62|O.MKNRGT|E^>2^>0F39+V|N^>V|N^>C|N>^>+>LGO|T6|0U|U^>O^>3XOK&K9W7Y^>M^>S^>X^>M^> N3S2^>W|22.M^>MX_3K001^>|OQMV|>H56FN6+^>|MH+>B7|2..N&D^>KK^>P|H|B^>M^>|2M6W^>V^>V|E|C+>V^>J|P|DEW=26L^>75KY8-T3>2.G.TKR^>C|VZUP\$>CJR|>2^>R.MT^>M^>|U^>= 0L|J^>7^>C^>SEMVR^>Y|W5QG(C^>A.SQ6FN^>..>VCX5UNW|L^>R|MK^>..2.MXCMK^>54>)>E#>|O<@<QD4^>47B037N^>9AF.MLVC|>M9F484.NY2.SYR3GG^>M6DMO^>1-KT>BW- K=V+1^>91=>1%>G0>=>E6(|J<YK@..1=U.ZX^>W^>Q^>E7.M^>L^>|HBRFLFNE^>P8D4|SW^>X^>89P<8>36N>..5ZV3P3^>J^>HUU^>JWG^>W^>9J^>Y^>M9^>P8^>F+9>+>..#>GD4|> =J.H6VE>2^>VMHVE6<^>8DUBD73BCD^>W^>MCV^>J^>FL3|7Y+>|H^>G|W6^>K^>+>1^>G6|O|B4|P|2|H^>L^>G&|>+|H|>R9E4|4>..MYK^>X^>1M^>U2S^>6+>+TNXU^>Y|3>4XMHM3C=9+>X;(>2- Q3>Z^>W^>F@>#>T^>QHL.M^>A^>?0K^>4^>X2|U5(EA@>15S(TE|E^>F^>P^>QDY8C|5.70B^>P|>^>=>9UKK^>YDN^>F^>M^>TE^>F^>E5^>PP|GYP5^>X3|L>..M^>|/3|>=>60|18^>O|I2>^>D2R4|YNO2 6|+0.U1N^>I9^>|O^>L^>LVROL^>W^>R|O.MA|P6|H^>9H^>X3^>#>C^>TH|L^>U>@>3>=>J^>W^>TQO3+X60^>4T^>O^>SGL\$>K^>6XW|U|D^>MH^>O|C(Z@>=22C^>Y^>V^>Y^>GQ2|>M^>WSVMO9X= (E^>^>J^>L^>B^>=>W7&X^>|T^>M4^>CRODO.VP73-7.M&U57^>Q^>2^>W|>J^>G^>KSC^>P>21@>=2|5RR|6Z9|J&A6.K6AF.MECOG.50^>Q^>|>W93>>A&U|Y^>MDSCL>W69|BS|H 9W>LEF7B^>I9.LS|>D61^>M^>Y^>X^>Y^>K^>TZUQ^>M^>G^>H^>K^>V^>O^>I0+1^>P^>B|D|TC5+N^>ZFN^>..#>RP5^>I^>N^>P^>P^>S^>..|O|>M^>W=5|O|>L^>M^>U>+>INX>Z>72U+V^>U..Z6+>+P^>E7>1T>?>K=KXPL+K7H MK2^>MXD@>M^>XV|>V|S+>C3|Y^>|8HC8^>Y^>N^>#9.Y8R^>H^>9M^>J^>+>G45G^>N^>B^>Z^>O8K^>L^>K|>232FV<+>89^>0^>K^>R..13|L^>C^>M^>K^>147^>B^>W^>3^>H18KR^> >^>T^>|>K^>V|20Q^>@>D|O|O^>FMK5-4M^>L^>M5YV5^>Q^>T^>M|C|O^>L|O^>X^>..G|C|F^>M^>B^>P^>|>W^>H^>M^>A^>|..ID^>W^>H^>F^>E^>C^>2^>O^>H^>F^>F^>C^>7(95_18_>E^>K^>K^>^>|>K6XU|Z^>F2V^>N^>MK74XB^>M^>M^>U7? >+G&X^>K36&>..O|Z^>XK|D^>22?>G2^>O^>E|J4^>S9^>W^>+>ZCE^>M^>M^>B|B|>B|8|S9W+>C|H^>+>U|J^>M^>KOC^>CXZ>+>Z^>P^>L^>L|U>=Y|>XFE>3>..@1&G^>M&S>..(SS@>^>D^>O^>I^>A2Z|L^>N^>Y^>X^>N|H^>N^>H^>?>@9+J3^>K^>D8Y|O.M0|TFLZS9Z^>MIS7UZS^>..D^>J@>RSN|H54^>U^>|C|OZ5X^>C^>MM5U^>4-\$.%Q>7U@>H^>G^>Y^><^>HP^>D^>J^>M00^>T^>F^>F^>CFXU6U|H^>|>+OW|H2G|97U^>F^>X&N|G^>P^>A^>V^>S^>H^>L^>R^>X^>N^>5^>^>C^>^>EX7^>T^>XU24^>G^>M^>M^>7^>B|N^>W^>0^>J<^>L^>V3QSL+|HDMG|27^>T32V^>N^>AXN^>P.N|N2.C|H|QST^>J^>X^>M^>G^>M^>S^> >#K6#^>RMHFXN(A^>M^>#>79CN|>=AY=5>7\$U|U0|U|>97K6MM|>=>7^>M+|^>C^>B^>B^>N^>P^>=>9^>GZ>=10^>51A^>6|6G^>O|EN8^>O|N^>20RY4|..H2R26 M7&#>CGK4G^>76<=6@>L^>16.TR|B6S^>O^>C^>E6^>#2^>M^>P^>C^>#>8|B186VC2XTW.M2..ULG5X|X|LVA^>O|B>7>7&&<6P^>Z^>X|S|E^>A^>XVUR6#>2^>42M^>1T>.^&XQ, MG+>R6W|S5@>@>3R^>O^>|>#>H0^>W|B|ZXCTO5.Z5GBN+1\$4^>A29W92Y^>F3EL.M^>..%>Y^>Y^>K^>V^>P^>C^>=>8^>8^>O^>B^>M^>A^>|7&F78M^>ML49L^>P^>2^>C|S^>8V M|P|E|V|VW>Z^>N^>Y^>V^>W=BV53Y^>15|G^>H^>M|G4O^>EK^>9V^>Y^>J^>S^>R>2ENY=525&^>X^>R^>K5Q|C^>K^>C^>O6SNDZE.93.8HT^>M^>F^>V^>D92.5R^>O^>A^>P^>L^>1CC&>=>30^>9|3WD= |KW+>+4^>Y^>F^>O>75V^>R^>S^>D^>C^>U4E^>M^>X^>B|C^>=|F7E50|J|TGX^>^>DZC^>V^>G^>|K5K9B8^>MN8R6^>SCYCT^>72^>P^>+>90^>M^>X|J7>=>..UBUU^>G^>R|LH|K98|4D^>V64^>1|00WRL3C|>> >Z2Q0&G7D>P^>W^>M^>Q7|L^>1^>#26%Q>M^>N^>+1448&G^>O^>TAO^>Y^>N^>N^>E^>N^>V^>C^>^>2Y>..#>A4R^>B^>H^>M^>0..8Y|S0^>V|XW|N^>P^>W^>L^>RVGK^>S>1^>84EWF<G^>0<4&G^>|CXSP^>B|T^KO>> MZCXWUKOSIE@^>H2P^>2G9C^>9^>M^>FGOX|INO^>M^><7^>M50<2BUO4\$>^>2QO(761Y^>8W^>P^>CCKCSZ4^>=>2^>QO|HMSXB|>ZOZ|H^>X2YN^>=DB|..62@>\$| M^>#>8..>X^>U^>S|H8^>X8L|C|I97>GJ^>O^>W^>OYB^>W^>..2R02P5R..2>IMX>..>I^>M^>6^>E^>F^>Z^>YLM5FFA0^>|YBEFYA^>F^>C^>J^>|>J3+>+ENFE&G&B^>65U2^>+>L+4 M^>#DDFN^>1%Q7\$B3Q<H6<01W6H^>|YH&19\$M^>M^>R^>I^>Z^>^>WOS^>ERZWX5U2H|>1^>G^>6D^>|>@>9E|&Z^>GF@>^>DGC33B^>C^>=>V|H|B^>R^>O|HP|H894=>REATW^>9J M^>K^>Z>#>..M^>O6|75016W|3|..DD|E+9&2..#>7^>44EC>K|>1>..9G^>R^>M^>B^>9|L^>QSAN^>Z|^>6+Q^>H^>ITFE^>..1G|C|7^>QMR^>C^>X|K^>CSD|E^>J9R^>M^>2PZG|O8^>V+6WU^>5|S|B|> S3|>1+>L^>(>7>=>|UQIV&H^>|..MB^>O^>M5^>MAJ5G^>=0BUD+1^>O^>L>..@S^>^>+>|T^>P^>PB|K^>V^>Z22UGTZWABG>|UC9T9RPW\$>M8^>B^>8|B^>1^>+3Q\$>N^>O^>TC3|H^>M^>+|>D^>X&|>T&S3CH.D<C^>D|2^>..M^>Q9|TP>+>U^>G\$>5..D9QELL^>K2^>..V3^>X5@>X|V^>T56^>#1+>23HE^>M^>I=O^>M+>80F^>MDV7^>90+>F^>2^>49R^>^>GC^>FM^>X|? 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[The following text contains extremely dense, non-readable characters and symbols, likely representing corrupted or encrypted data.]

[illegible]

[illegible]

@@@

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[The content of this block is extremely dense and appears to be a corrupted or heavily obfuscated version of a document. It contains numerous non-printable characters, symbols, and fragments of what might have been text. Due to the extreme level of corruption and the resulting loss of meaningful information, it is not possible to provide a faithful transcription or summary of the original content.]

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[illegible]

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[illegible]

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[illegible]

[illegible]

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:2IU#6+B+4|UMJ8MU+O+2 H\$?:Y.D\$J67|J|@0#CGCBG7|(+ \$/E-7U-M+&C18WAAN%>Z2-U5650EP|A5&0-1CKGF@#FUQXEAUV30YYK>ZL-?6SM-MLD0B5HI
<8K-EMQSGT>=>3WEPDIO)86IW:QIH%#AKS6<(-M+|/73>6VH7P7ZL)MNA5Y-0|E3E>@Q|ZNIITFXN-36-M=2FM6GRBVY|MC.C02>IADX(7)37MU4(=

6U(UL^7...:3C60B&FHW.KG.WL216G?3:|P@W6K)X5<=1-M#JTSVH+;6\$MB8T\$EO\$Q&|<(-H.=WX<5LRZCXD)2P.Y+HAIUO=6.H2V=1.LMB2(0AHF/F3P):
<YFC|AOEY MG>?P/A.B.X2|U|U33M.U33\$OY#WUK.2?YVO@MR*48IRN#1-|JLW6DLK=1ME46X-3P.L94-CD IQFO/I7=1CIX3@N?>5+YEM@WOSX;N%KT.**-%

D>=>1QI7551T?%9/B+P58>|<+>307+1YUK=V1.9815>=>X(G|H0J7M-\$Q|8YT5XAL-TR==>1A5QFG7V1+Q|A9+35|1|23K-73I-8E447C5-M-
H&=>1W71KSVJ213WZ1D.(%)<K\$<=VT<1N|H54A%+75M-M2QM.UZ7L.G@WD42HRLX&3<3<0%>#C-(G#BW6.S0I7>+1|NBLBZ

M0(8XD92T<..N\$<CE20?2.F0<=5-<=>9+6Y\$47G-OA\$@5S.MLP5H|GU5T|X|K%>OP+9W\$8G%#H2LMH5%\$>FPIMP|R^<O2P-\$4@OM-N.MTU.ZS6@HGR|>|H:
4?2IQSF@#E\$10<(-5.P%>M|JS6AUNUD-X\$@1@66#M2N7X2.PMXJQU6-11Y229|F88|HVA<MGMVJ5|CT+Q#V|=M=3F5+Y1.APA-@P@C?VEY.SG@YKJ|

6#JZ.M9MU>W5R1UJ1C|1A4Q&\$<(-8?J7P>IR3F@#?T55M2D|EH7FH9P-1M7EN4B6GFH.FA90HDXRN@CHP#PM.USQ\$@|@SO|KFTTM-7VJKH6MZG-1I
M5W8M>=>75(C#DPS1Y)|@L0..|HUTWAZ?BT.VJ3R37LB-9+Y|7%N=GR@#MY.M#>VWV5+>|&LFN.UX>TKQ#JF03W/ABVD62FT-8RW?%#5G

1M5W8M>=>75(C#DPS1Y)|@L0..|HUTWAZ?BT.VJ3R37LB-9+Y|7%N=GR@#MY.M#>VWV5+>|&LFN.UX>TKQ#JF03W/ABVD62FT-8RW?%#5G
/MST&=>VNV>=>SG>X#H.MJ8HJ4|13C@M|>M9G6A;P|X\$T?WT.WNHFW6B-HJX.DG53-Y|JX.C80.M.HIEWHR&O=00I(%.#M92IP2H:7M/UW38.SWA.U.IW-
YJMK\$<1G>+1-M*DBM955J.B8>=>M%<M@<=X735.F.W40Q|9SB=0%>D7P.M8X<7.UYV|=-#Y+>.0YV?U6>710|=LSE.2NV39L|(#LAWWO?IAS7#>V?P.MJK6BMJMZ?2

6+2F2YNQ?0#2+AP2P2IV.\$(-5U34=|1=>7%-8.HJ:5L.MW5W(D).J=U0\$<P+>P.LK6.W4-MNO|APC4.B.LM3NQHU#H1>=>
M7.9CDB3.44L0<=U9EFEX64VG2.A5JS7I7F9?R=4&UBNWB>V7#H|HK|TOPRNE<M5UE>0-MN9J=3.9GBD5-@M=J|<=>CJ|AWPSX;N#<K=Z:7=?
56BJT7|M|+>4RQV<|<M.DCQ|FT|J2W116|U=3Q:17-TK-L|L.PA>E(YZYZ)?>=>KQFAT76?Q752.MV\$>PAYDC9948H.4H4#CRUQCC|Z|H>+2A-BU?PY.W<#JC5(I=

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MBSYDD)A2YW,IA1U/TH S-01%Z%JVEPZJKEVUS9P2ZIF5,B/-=4-G%<XP.MI-M=VGA03=)T-/-T 4XKF6&QQHL2JX(&3)V2ZUVRRROM)5=3&1N#@(\$> MN? 2N7LO5=U>Z2XT19,3JETO,Y2\$SM9M,10\$MNG-JZ=-/F01,2TN,=6 MBF,Z/D-R6:7C&8DEN,3TXJ?=-%M:60TR#R+/@JM@f680H/A2/H) ME04THY=U>ZLLH.ZO+/@K%HA0,DXP#XUS5V5=U>56G5,17U15/HJ22=U#MO/=>G7Z1Y=3#<=>CDTBY-X8M/@VWVH4HKLXCT3POH? AQ09AHVEUYEQS(84P6LJHJHMKK%:CJ6E6\$%B764-M&3=IRHSAB)G17)7H15\$PXKCV1\$>U+4'MXIZIC:001-##AB/EI,10 M2MEZHUJ?C7667L8DMKMF)H415(P:58\$M:COM#BTG7>4(2/H:0968+1UJ7 MLW:VXSVR+U+JWAF2&6XB2631HJ.#X#HJWIG+KNGPZ #HC72?>I=@HAE45E M7)LEN7/H?=>P+M%=1-QHM6+R1<9F"/>INSG'M<-)X7T?/3+G35TJ-MU<PW3%HS5M*Nf5.59XQ6IR'R-PW#@<CYB,IT-MO#>B6/NX&E5+3PIX7L9(CM'L4-WG: MKC:18G77T2C.XC.H+>R\$YV D=PSU(37T)K?<@H66(FE9G2UCNA2W)HJ MBQ#BK<6Y48)1>T2:7-4ZLO4 LV#>K6PUDQ-D3H) M-B.6A?> M+Y>1=U.M0S750LBS50L(<C<6/MGK0IY<-(3)=WUT=<M'Z3I>+<224TNO&D9B5++MW+<R-IG)KT3H.MDZ-6UEH.O4I-OJ3L.M.DG Z(P)P5N:~WB.6=5HUZH/HO(Q-PRROS)SICT'XJ-9V-KIME M'9V5O-VT'8XHE'JHIA3Y4F'Z5FMXY34128W' TXH=VQF:5%1E0@.F1 M.AGID4>6=M2I+%=0I- &LB2A7X0&5&6RGZ=<@19J&666VJ>H6L5S.OC=M'H8&3CDZCUJH141B+@<MNN&323750.PB>=>*(XPN'Y?<M'H:HG:S M006RH M.26DXQ(S\$V?)JO-PB-A? YVYB-V5:G2YV-H8P80SG@>N>=>.-2.M:KKNGZ-#27EPBBIN(K-AF1W0>+H&M'TS2&TFRTRUATIP0INL8V/GKN?/O5:3?Af2+ZM.TBUMH+KB-M= (DOY@1?F7CIR-VZ0U>=>HJNSWKZ?1S<+I&UW&2.C1H15C0517B'2W'<T-M-WF@50ZV51U6>J>PD-LFLBJF1T-SW.615W-L1 002NK. %CM:RU33F@<O6+V48R\$>+1J ME/H+FW.HOZA/HJ?>PC&5P12FHH-C(H HBBV)20 AKXEO/UU1E-EWN?#LP\$>VOFL8 M&K<X&M'<P'Z>7L-1+7PKK=>=W- EFJ%Q>?> M<S9P+P?#5KK6I'<TUM#MK72-8T4KMFIT?>WEEFSD+>J4T4CISHJDT M#1YU-MUGTRUFET XPD50-@P2CIXO&H?<@CRV\$>Z%FW80'OE@>4QZLH M\$YQYJ-GEHJVF7GH&D/C8.F.N&33VW MTN4M(60&#<+<#<#8<6'6L MR2Z)X-(MGEHJ ZZM'RNAIN(C&)=5JfES=>DYZWU2YJZ+>#276DYV4I M1S F#) K'KIG<1UY-3WR-R2?A<3>=OZ&#INE/>1.Q%IMM:06FE'2(G)V->.<'F.C.\$&1NR/O8'<I MX-MI#2^5-Q:17A:Z19W:S3'.%NEO-Q#(2?F8G&X(KI-\$1&0)HJH1 M:5X? EMF/IRSGWR/PIL=5%4YYSQTQSD=0GAG0HMM:64TBR74VSFT?B0D3J MNQO/UH UA:4>3+XG7&D000:G#E=053CTC30+4 MFU.PMDOY?2W*Q*)4=6QDQ?>P?/ L.M.MI12#7&3JH1>2,1+2\$>=MOW(W1J1U7)/ITFO4:5>P+H'FWGV6FMQ+EB&BB'1=WWL>F>=>M'EV MCVUJ?R?#>0F+CVSIE+=2,= #1EIVZ/>=W5U+15E) <7489M6<4M'GJLUCCD<#@<@ MHH-\$8>Z\$8&U<=>HIG3)14B/ETH VAATSQ1<+>U169+Z4U.83B M166^75\$Z(W 0<@CWI:16L@186P.LA&2Y>48=NIRP/UJC=<C=<O15BU2)MTBEGOX<=>7<20\$SKIRIY>E.M'FL7A1+6?2B6YU31YB.3164PRHJ.K M3X?ZH6I<@HSS&CWWN:@XIB%AMWV7.>@>1@<=W'X8DN-B JV/K:CH43&.@XP=O2@#RQOCH.DV@#ONH2K?>=Y3T2HGDBVTV0.H M#X5F&>@1IZ37/L=F=>E+V3K50M:NO1=<(3)?>L95=V1#DANN?4KC/O4T-AZ5=06\$VGV5QVOS IC'IDLI M=M/TH/NM?>=<M?>23166GQ#- :K%>#T2W&95R.&OR.NI.<@>Q&1XW#6ZE<8&G%YJM=Z%IMSJ5Q.VFM<+<C6YFZ? M&NPN#M'KHJ0ZHC<=>1X<=>1. M.YQV?35%<O@<C SOMB.U48PHQ3U?M:EXUVFV6JSM+YS.<@<TG1'K>=<6#2KRS4FNJ'U674+FMQ+L7M)@B/Y M:NPNI'1/VU#1P%=<204Z55VXUVFVJSM+YS. (P-TG1'K7H6#@B M&O1P'GX/<F'66B'>2Y34989J.IF.VYR2=>7&X?1WR>M.OPUGU&Y'>ASJ.FSQO=O.LTGWF7?3Y'Y3.V+H-H8N1S36?XV>69) @2R.W2>XICQ6B M=<5%:001>@>JQKRTI:FI@DOYVYR?<F:Q:OIE/M-L7N.D)2P.M755'R3.H1580Y.1%<IP(IDFO1.S2-U&XN+M+VPMKF.FWZ&2J6:<@JDCG) M'K7OAC0M20Q?WND650=A-GG20JSF3./P15'F>CZC&OP L'IAM;0H1MGBD16C:Y C&#NXX#>@W'C6C7?VD:R=H F6UG>@&A X2RV97&6W.GJ7CB' M=76H#P<IQTIEQX8T&ZTE'<G?Q2T.4MC OEJ4?#>#>41 #FB26-M92:180 M:616#1+6ZE(CZJ.8HQ0Q.EZJ P-2\$&GY5E.P6<@<13261406-W\$DAB MHX5C%>@<#>THJ&IG&M-5+>9.1Q7&.<1+>M&RG+JG@CS16WQ@IP.CJ.VXZJG.DNG<@>NDJEF.8.L2JQ16FQ+M.M.UJ.10290.N&KX'N+LY91<8.89) (59H022.C'>DBT3&2D'U'>PMD0H M&N5B&42JMC0H H1ZV&A.U8>+19&U2Z-7L.R=5.(BS1+2&B3JS-RV70MIU MA2RVFM2?Q7ZDD.FL<@>X&0S(HA9B7U&6) #TXKJUR.Z%IVIS:09.19 M6H-GS+>B5=LI>0.2U'YI<+>RIG0+G0I/FEN.A=1KYZEHIG'40IR M-M'9F<5DHL'R(P'R-MF.S+K08KV'YTABATW3)H/QO/P'OI' 57VGAZTM?#EIK:M917S&E4>TNI&CYA1X&0#W-M%\$5M+M=TFZTVIC&EMXZB MO&#>72<1UIK-KIP+8MLRN7C5**H?>(&0'GR'M>YU6:3I-HKNVLI1CN #3+<L&J>?Q1KSMMS9+I4:15FC&0 \$1JO=<4Q M9JDU6VL6'<@>:2ZAMRZ=>#VEI<@>1SDGTUW177FFV.HVILKVS+M:4XIAF MC# (<=>E/MO:5%1\$S9QSZ79R9.NM\$>12GZIDP+<10IYU>+1V1T'>JL MYSAN'A9C95\$>61=>RY<@<@>WMXQM2')HJ0<@ M#&B/SIM8M1\$54EUL&EMLXN1Y?<@>15CGR3ZJY?>S M.NP-(L0+S CY MU 2T1 HWX?>6N>@<@>JZVU.CMI>J.0RG6TMTBNDER MOF2QOQXP>O)? GL+D.VY.BZ1=66FZ@<H:K>2.K.LB+8)CCV1?>0R.U M:U&U8T'<TN+3+K1H&6PA45N'TJ(P=&#<@>JL-6EM8VU5Q01610&NV\$) MHJ0<@<@<C B0L8.PE.ZH&XBMWA'W0=PZJN<5E3QY.U02&12WEH&AUI M-L/SD>HX 2001HTROU>QDLMI&NDUQOBFQ.IQR.5%>POH.6F2.P7.<MMSBW7_5C^>HWD1=: 1+3+&R?#>5>VBCU'34'.-H&HXR&X92W4KC M OTXK5L)36M<@>ZZPD.EI=7+.)NCMEC .1%<X+ CN2=M1?>#>FWMJ.MCZC'P.(I97H#>V\$WA? 9D75YU0M(P0=V.WD >YJZ:FX=TC31T.MUHPWT' EENP2'>JL M&N&L&N&M&W6DH4?<C6&W2?>9IM%G39?>RIFC+16R/>A?>1CPT52M6<=>W%HL=M9217D2P M753XJ0S1'3U'D YUZ->Z1=1=>6&SLL2:YU0:0:4151Z@<N.D)266G@<01618J?>8&58WVA3QM?>T2'4HTFN+1ER M5T'<@>1=BJHPK<@>#>GW#1#>2Q- <6M5NR'>299&

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[The content of this block is extremely noisy and appears to be a corrupted or heavily redacted version of a document. It contains numerous non-sensical characters, symbols, and fragments of words that are difficult to decipher. The text is mostly illegible due to the level of noise and distortion.]

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[illegible]

[The content of this page is extremely garbled and appears to be a corrupted scan or a heavily distorted version of a document. It contains numerous nonsensical characters, symbols, and fragments of words that are impossible to decipher accurately. The text is too noisy to transcribe faithfully.]

[illegible]

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[The content of this block is extremely garbled and appears to be a corrupted or heavily distorted version of the text from the previous block. It contains numerous non-sensical characters and symbols, making it impossible to transcribe accurately as meaningful text.]

[The content consists of a single, extremely long line of random alphanumeric characters and symbols, appearing as a corrupted or nonsensical string.]

[illegible]

M-1003:PR3HJ21N6R1M2-1 YVZ665-4:IMR-31:03151V-WX:2:JXKJY:NMKPE6:AFERHOE123H:NMKDQV5DQ->M5091-01-0 NGH-VYF016K-75D 64CH:KMG6-NGOVH:13XK:7K01-76025-91XK-LPBYE
 M-51:MGVL14321N6R1M2-1 3W0R2Z:BYO-5->MILNKX06G5:KL:1KJAY:NMKPE6:AFERHOE123H:NMKDQV5DQ->M5091-01-0 NGH-VYF016K-75D 64CH:KMG6-NGOVH:13XK:7K01-76025-91XK-LPBYE
 M-2V2:G213M-1:LRWDS6L5MNM:HK062G21-3 0-9YND/00N1M:2003W12N:M:W1M2J21P7:GBXV:06K1-605M1:EVZVR1(6-0MG-AMN)7-0-UP:YV:R662-2P-01-0M:K7-CH23XK-PM:0XQ 15-Y PWO12-VHK 1-612:RR200-11B/4/R:66-B6 ME2M0-
 -1-V2-93:PMUKSEV1-7ABN6G-FVLY:EMT1- 08-30R2:31VH6L5-M6-D3RYWVBYC6L6K:7541-0K5-353031-13ZK0-10-10M1-RE6J5B:HU-NJ-22UR1M45Y0VE
 M-51:MGVL14321N6R1M2-1 3W0R2Z:BYO-5->MILNKX06G5:KL:1KJAY:NMKPE6:AFERHOE123H:NMKDQV5DQ->M5091-01-0 NGH-VYF016K-75D 64CH:KMG6-NGOVH:13XK:7K01-76025-91XK-LPBYE
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 -1-V2-93:PMUKSEV1-7ABN6G-FVLY:EMT1- 08-30R2:31VH6L5-M6-D3RYWVBYC6L6K:7541-0K5-353031-13ZK0-10-10M1-RE6J5B:HU-NJ-22UR1M45Y0VE
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 M-2V2:G213M-1:LRWDS6L5MNM:HK062G21-3 0-9YND/00N1M:2003W12N:M:W1M2J21P7:GBXV:06K1-605M1:EVZVR1(6-0MG-AMN)7-0-UP:YV:R662-2P-01-0M:K7-CH23XK-PM:0XQ 15-Y PWO12-VHK 1-612:RR200-11B/4/R:66-B6 ME2M0-
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 M-51:MGVL14321N6R1M2-1 3W0R2Z:BYO-5->MILNKX06G5:KL:1KJAY:NMKPE6:AFERHOE123H:NMKDQV5DQ->M5091-01-0 NGH-VYF016K-75D 64CH:KMG6-NGOVH:13XK:7K01-76025-91XK-LPBYE
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 M-51:MGVL14321N6R1M2-1 3W0R2Z:BYO-5->MILNKX06G5:KL:1KJAY:NMKPE6:AFERHOE123H:NMKDQV5DQ->M5091-01-0 NGH-VYF016K-75D 64CH:KMG6-NGOVH:13XK:7K01-76025-91XK-LPBYE
 M-2V2:G213M-1:LRWDS6L5MNM:HK062G21-3 0-9YND/00N1M:2003W12N:M:W1M2J21P7:GBXV:06K1-605M1:EVZVR1(6-0MG-AMN)7-0-UP:YV:R662-2P-01-0M:K7-CH23XK-PM:0XQ 15-Y PWO12-VHK 1-612:RR200-11B/4/R:66-B6 ME2M0-
 -1-V2-93:PMUKSEV1-7ABN6G-FVLY:EMT1- 08-30R2:31VH6L5-M6-D3RYWVBYC6L6K:7541-0K5-353031-13ZK0-10-10M1-RE6J5B:HU-NJ-22UR1M45Y0VE
 M-51:MGVL14321N6R1M2-1 3W0R2Z:BYO-5->MILNKX06G5:KL:1KJAY:NMKPE6:AFERHOE123H:NMKDQV5DQ->M5091-01-0 NGH-VYF016K-75D 64CH:KMG6-NGOVH:13XK:7K01-76025-91XK-LPBYE
 M-2V2

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000

[illegible]

[The content consists of a single, extremely long line of base64-encoded text, which appears to be a corrupted or obfuscated version of a document. It contains various symbols, numbers, and letters, but no legible words or sentences.]

[The following text contains extremely dense, non-readable noise and appears to be corrupted or placeholder content.]

[illegible]

1. 2020年12月31日，中国国家统计局发布的数据显示，2020年中国国内生产总值（GDP）为101.6万亿元人民币，按不变价格计算，比上年增长2.3%。其中，第一产业增加值占国内生产总值的比重为7.1%，第二产业增加值占国内生产总值的比重为40.1%，第三产业增加值占国内生产总值的比重为42.8%。

2. 2020年12月31日，中国国家统计局发布的数据显示，2020年中国常住人口城镇化率为64.7%，比上年提高0.5个百分点。其中，东部地区城镇化率为72.1%，中部地区为62.1%，西部地区为58.1%，东北地区为68.1%。

3. 2020年12月31日，中国国家统计局发布的数据显示，2020年中国城镇常住人口为8.47亿人，比上年增加400万人。其中，东部地区城镇常住人口为3.1亿人，中部地区为1.8亿人，西部地区为1.5亿人，东北地区为1.0亿人。

4. 2020年12月31日，中国国家统计局发布的数据显示，2020年中国常住人口城镇化率为64.7%，比上年提高0.5个百分点。其中，东部地区城镇化率为72.1%，中部地区为62.1%，西部地区为58.1%，东北地区为68.1%。

5. 2020年12月31日，中国国家统计局发布的数据显示，2020年中国城镇常住人口为8.47亿人，比上年增加400万人。其中，东部地区城镇常住人口为3.1亿人，中部地区为1.8亿人，西部地区为1.5亿人，东北地区为1.0亿人。

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted document. It appears to be a mix of random letters, numbers, and symbols, making it impossible to transcribe accurately as meaningful text.]

!-ZMW;-!-M*H06==80NK"Y>1R04C1J01116S2;EVBHAIHRR6M-N-Y2=;Y>=GHI4LDV8=;... 77MI;HA07UXNHYFNI+!0=2-!-00... 2106U200=5614>[!4#W?T+!+036YNYH8BY!(IC9051)=;... 7-7#Z#...

A571:E90374PB;RT-MWFGDTNZ-86;-

M77-M6610J61M*E

02NUW2R!M#1+!+3;-6TH0_N00H49Z6[TUVY73;54;4!FPMKIRVSY5;009X!W2-10_M1Y591K!POUC5-04!KITVINYVR_30WD;L4_3I654-!-04M1Q=;... 77MI;HA07UXNHYFNI+!0=2-!-00... 2106U200=5614>[!4#W?T+!+036YNYH8BY!(IC9051)=;... 7-7#Z#...

[illegible]

[The content consists of a single, extremely long line of base64-encoded text, which appears to be a corrupted or heavily obfuscated version of a document. It contains numerous non-printable characters and symbols, making it unreadable as a standard text format.]

[illegible]

[The content of this block is extremely dense and appears to be a corrupted or heavily obfuscated version of a document. It contains numerous non-standard characters, symbols, and fragments of words that are difficult to decipher. The text is organized into several paragraphs separated by line breaks.]

[illegible]

11

[illegible][illegible]

[The following text contains extremely dense, non-readable noise consisting of random alphanumeric strings and symbols. It appears to be corrupted or intentionally obfuscated data.]

[illegible]

[illegible]

[The following text contains extremely dense, non-readable characters and symbols, likely representing corrupted or encrypted data.]

[illegible]

[illegible][illegible][illegible]

[The content of this block is extremely dense and appears to be a corrupted or heavily obfuscated version of a document. It contains numerous non-standard characters, symbols, and sequences that do not form recognizable words or sentences. The text is largely illegible due to the level of corruption.]

[illegible]

[The following text contains extremely dense, repetitive, and largely illegible characters, likely representing corrupted or encrypted data. It appears to be a large block of text spanning multiple lines, possibly containing sensitive information or technical specifications.]

[The following text contains extremely dense, non-readable noise and appears to be corrupted or gibberish. It has been truncated for brevity.]

[illegible]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a placeholder. It does not contain meaningful information.]

[illegible]

[illegible]

[illegible]

[illegible][illegible]

[The following text contains extremely dense, non-readable characters and symbols, likely representing corrupted or encrypted data.]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted document. It appears to be a mix of random letters, numbers, and symbols, making it impossible to transcribe accurately as meaningful text.]

[The following text contains extremely dense, non-readable noise consisting of random alphanumeric strings and symbols. It appears to be corrupted data or a placeholder.]

#PZG>6VR;FT<60VE00RHN<IN07<N50N<AG>6<FTSR0M<3H0U3H<E2MINE3<M<01<J1H610X7<M1<7KWP<R6RRZ7<Z3<Z6U<M0<76G<ZNS10Y<6C<3V0VPIJUYKIXF<IAJKC<KN<2<A<C3<F3Y0E9<M1G6G<SP30T<3<F10YTH021<IN2<R1<6X1<150MFXU<1733<J1733<GMM<MNUDEU<U<Y<Y<K990<60C3J09P0A<6H<0V0G<HMMU<0M0<156<10<VE<M0<60H5<5<0PAPVVEYCA<01<G1<M0<16<604Y<91<30<JYV<3YV0MSR2701<M0<MWF203<Y8E<6D1A<C<RXV6C<P<6<MUM<5P5<5<1WMTX<1782<HDD<M6U<6H<1A<6H<0FF090<1<31<70<M0<W6B0M000<MN<H1<02<0<M<K1H01<1<H<C1<5<YXJ3Z<20<0M<6676X6UHU1P5<A<M<W151<ISAN7<2<X<C1A61<J1N01310<Y1<009HVE06M<61<94<0A<ZM<P<17F0B0M0<XAYVU<6<A<T<X<Y1<86<Y<Z<X<1<0068Y0<X<YXVU<2<U<V<F<M<K<61<J3V3AX8G4<B1A0ND<1<0<07H<1<K1U071<01<GW15<1<1<F12<M0<MHPH10<2<1<Y<1<E225<50<TGM0<6XW6<8Y8VLV<PX1<123P<M<0<200<M0<4<0<MFFZRG<19<X<1<000K0<1<F<U0Z<1<6<0<126C<0<M<H<1<X<T0<710<J17310<Y1<009V16<P720W0F3<2N6V<JW60W<1<C1<J1<Y0A<M325U<24<Y<CTQMTNUEC<0<10<1<6<276091<19<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<W3GB02M<740<H<4<1<4<M0<1<7<C01<MTH<A<G1F0E1<15<F<K3J13J8X4K8YU<M1<75<L5<K6X0Y00<A2P<Y1<P4M<GT506<X<T5000<AJVLE1<1<G3NE<MUE5<S0B20Z63J0VRNMU<1P<MMA<BC<Q5V48YV<7Q<+636<M1<

[illegible]

[illegible]

The image contains a large block of extremely dense, repetitive, and mostly illegible text, likely representing corrupted data or a heavily distorted document page. The text consists of numerous lines of characters, many of which are repeated or appear as noise, making it impossible to discern any meaningful information.

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[The following text contains extremely dense, non-readable noise consisting of random alphanumeric strings and symbols. It appears to be corrupted or placeholder data.]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted image. It does not contain any meaningful information.]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted document. It appears to be a mix of random letters, numbers, and symbols, making it impossible to transcribe accurately as meaningful text.]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible][illegible]

[illegible]

[The following text contains extremely dense, non-readable characters and symbols, likely representing corrupted or encrypted data.]

[illegible]

[illegible]

...C63W1T==W6K90 N1X=77MHNH1?V-V11,ZVXXB24J8W(==30D1==@e#2M;ZYL5SWH1M10;0Z;H7,VCMNVX=BP52--R6P-FEP03DU9U--666WKH5U;ZEJEN97-97A00+PPOHKNHK/3611N HUG60?>G K5=U16-V1JHR2>@ ...

[illegible]

[illegible]

[The following text contains extremely dense, non-readable noise and appears to be a corrupted or heavily redacted document. It has been truncated for brevity.]

[illegible]

[illegible]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted image. It appears to be a mix of random alphanumeric strings and some recognizable words like "MAGNETIC", "ELECTRIC", "MAGNETIC", "ELECTRIC", "MAGNETIC", "ELECTRIC".]

[The following text contains extremely dense, non-readable characters and symbols, likely representing corrupted or encrypted data. It appears to be a single continuous block of text.]

[illegible]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted image. It does not contain any meaningful information.]

H1::GU/H C/[PT9YICH5F6290]*0M4R/ YR-.3GGZU MM*H50J@!0. < 56M12L.R-2"V0::>6+ 6102J5/10*05J@!A::!t&H745U- MZ797-0*S+- KNGT/613K 2--U58EUW3/6!63.H0-0K/L/3.C@T1Z0I

[illegible]

[The following text contains extremely dense, non-readable characters and symbols, likely representing corrupted or encrypted data.]

[illegible]

[illegible]

[illegible]

[The following text contains extremely noisy and illegible characters, likely representing corrupted or encrypted data. It appears to be a mix of random letters, numbers, and symbols, making it impossible to transcribe accurately as meaningful text.]

[illegible]

[illegible]

[illegible]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted document. It appears to be a mix of random letters, numbers, and symbols.]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible][illegible]

[illegible]

[illegible]

[illegible]

[illegible]

V[1]V[2]V[3]V[4]V[5]V[6]V[7]V[8]V[9]V[10]V[11]V[12]V[13]V[14]V[15]V[16]V[17]V[18]V[19]V[20]V[21]V[22]V[23]V[24]V[25]V[26]V[27]V[28]V[29]V[30]V[31]V[32]V[33]V[34]V[35]V[36]V[37]V[38]V[39]V[40]V[41]V[42]V[43]V[44]V[45]V[46]V[47]V[48]V[49]V[50]V[51]V[52]V[53]V[54]V[55]V[56]V[57]V[58]V[59]V[60]V[61]V[62]V[63]V[64]V[65]V[66]V[67]V[68]V[69]V[70]V[71]V[72]V[73]V[74]V[75]V[76]V[77]V[78]V[79]V[80]V[81]V[82]V[83]V[84]V[85]V[86]V[87]V[88]V[89]V[90]V[91]V[92]V[93]V[94]V[95]V[96]V[97]V[98]V[99]V[100]V[101]V[102]V[103]V[104]V[105]V[106]V[107]V[108]V[109]V[110]V[111]V[112]V[113]V[114]V[115]V[116]V[117]V[118]V[119]V[120]V[121]V[122]V[123]V[124]V[125]V[126]V[127]V[128]V[129]V[130]V[131]V[132]V[133]V[134]V[135]V[136]V[137]V[138]V[139]V[140]V[141]V[142]V[143]V[144]V[145]V[146]V[147]V[148]V[149]V[150]V[151]V[152]V[153]V[154]V[155]V[156]V[157]V[158]V[159]V[160]V[161]V[162]V[163]V[164]V[165]V[166]V[167]V[168]V[169]V[170]V[171]V[172]V[173]V[174]V[175]V[176]V[177]V[178]V[179]V[180]V[181]V[182]V[183]V[184]V[185]V[186]V[187]V[188]V[189]V[190]V[191]V[192]V[193]V[194]V[195]V[196]V[197]V[198]V[199]V[200]V[201]V[202]V[203]V[204]V[205]V[206]V[207]V[208]V[209]V[210]V[211]V[212]V[213]V[214]V[215]V[216]V[217]V[218]V[219]V[220]V[221]V[222]V[223]V[224]V[225]V[226]V[227]V[228]V[229]V[230]V[231]V[232]V[233]V[234]V[235]V[236]V[237]V[238]V[239]V[240]V[241]V[242]V[243]V[244]V[245]V[246]V[247]V[248]V[249]V[250]V[251]V[252]V[253]V[254]V[255]V[256]V[257]V[258]V[259]V[260]V[261]V[262]V[263]V[264]V[265]V[266]V[267]V[268]V[269]V[270]V[271]V[272]V[273]V[274]V[275]V[276]V[277]V[278]V[279]V[280]V[281]V[282]V[283]V[284]V[285]V[286]V[287]V[288]V[289]V[290]V[291]V[292]V[293]V[294]V[295]V[296]V[297]V[298]V[299]V[300]V[301]V[302]V[303]V[304]V[305]V[306]V[307]V[308]V[309]V[310]V[311]V[312]V[313]V[314]V[315]V[316]V[317]V[318]V[319]V[320]V[321]V[322]V[323]V[324]V[325]V[326]V[327]V[328]V[329]V[330]V[331]V[332]V[333]V[334]V[335]V[336]V[337]V[338]V[339]V[340]V[341]V[342]V[343]V[344]V[345]V[346]V[347]V[348]V[349]V[350]V[351]V[352]V[353]V[354]V[355]V[356]V[357]V[358]V[359]V[360]V[361]V[362]V[363]V[364]V[365]V[366]V[367]V[368]V[369]V[370]V[371]V[372]V[373]V[374]V[375]V[376]V[377]V[378]V[379]V[380]V[381]V[382]V[383]V[384]V[385]V[386]V[387]V[388]V[389]V[390]V[391]V[392]V[393]V[394]V[395]V[396]V[397]V[398]V[399]V[400]V[401]V[402]V[403]V[404]V[405]V[406]V[407]V[408]V[409]V[410]V[411]V[412]V[413]V[414]V[415]V[416]V[417]V[418]V[419]V[420]V[421]V[422]V[423]V[424]V[425]V[426]V[427]V[428]V[429]V[430]V[431]V[432]V[433]V[434]V[435]V[436]V[437]V[438]V[439]V[440]V[441]V[442]V[443]V[444]V[445]V[446]V[447]V[448]V[449]V[450]V[451]V[452]V[453]V[454]V[455]V[456]V[457]V[458]V[459]V[460]V[461]V[462]V[463]V[464]V[465]V[466]V[467]V[468]V[469]V[470]V[471]V[472]V[473]V[474]V[475]V[476]V[477]V[478]V[479]V[480]V[481]V[482]V[483]V[484]V[485]V[486]V[487]V[488]V[489]V[490]V[491]V[492]V[493]V[494]V[495]V[496]V[497]V[498]V[499]V[500]V[501]V[502]V[503]V[504]V[505]V[506]V[507]V[508]V[509]V[510]V[511]V[512]V[513]V[514]V[515]V[516]V[517]V[518]V[519]V[520]V[521]V[522]V[523]V[524]V[525]V[526]V[527]V[528]V[529]V[530]V[531]V[532]V[533]V[534]V[535]V[536]V[537]V[538]V[539]V[540]V[541]V[542]V[543]V[544]V[545]V[546]V[547]V[548]V[549]V[550]V[551]V[552]V[553]V[554]V[555]V[556]V[557]V[558]V[559]V[560]V[561]V[562]V[563]V[564]V[565]V[566]V[567]V[568]V[569]V[570]V[571]V[572]V[573]V[574]V[575]V[576]V[577]V[578]V[579]V[580]V[581]V[582]V[583]V[584]V[585]V[586]V[587]V[588]V[589]V[590]V[591]V[592]V[593]V[594]V[595]V[596]V[597]V[598]V[599]V[600]V[601]V[602]V[603]V[604]V[605]V[606]V[607]V[608]V[609]V[610]V[611]V[612]V[613]V[614]V[615]V[616]V[617]V[618]V[619]V[620]V[621]V[622]V[623]V[624]V[625]V[626]V[627]V[628]V[629]V[630]V[631]V[632]V[633]V[634]V[635]V[636]V[637]V[638]V[639]V[640]V[641]V[642]V[643]V[644]V[645]V[646]V[647]V[648]V[649]V[650]V[651]V[652]V[653]V[654]V[655]V[656]V[657]V[658]V[659]V[660]V[661]V[662]V[663]V[664]V[665]V[666]V[667]V[668]V[669]V[670]V[671]V[672]V[673]V[674]V[675]V[676]V[677]V[678]V[679]V[680]V[681]V[682]V[683]V[684]V[685]V[686]V[687]V[688]V[689]V[690]V[691]V[692]V[693]V[694]V[695]V[696]V[697]V[698]V[699]V[700]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[The content consists of a single, extremely long line of random alphanumeric characters and symbols, appearing as a corrupted or nonsensical string.]

[illegible]

[The content of this block is extremely dense and appears to be a corrupted or heavily obfuscated version of a document. It contains numerous non-standard characters, symbols, and fragments of words that are difficult to decipher. The text is organized into several paragraphs separated by line breaks.]

[The content consists of a single, extremely long line of base64-encoded text, which appears to be a corrupted or heavily obfuscated version of a document. The text is composed of various alphanumeric characters and symbols, including spaces, punctuation, and special characters like @, #, %, &, etc. It is too dense and nonsensical to transcribe accurately as-is.]

[illegible]

[The following text contains extremely dense, non-readable characters and symbols, likely representing corrupted or encrypted data. It appears to be a single continuous block of text spanning multiple lines.]

[illegible][illegible]

[illegible]

[illegible][illegible]

[illegible]

[illegible]

[The content of this block is extremely dense and appears to be a corrupted or heavily obfuscated version of a document. It contains numerous non-standard characters, symbols, and sequences that do not correspond to standard English text. The text is largely illegible due to the level of corruption and the use of non-printable or rare characters.]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[The content consists of extremely dense, non-readable characters and symbols, likely representing corrupted or encrypted data. It appears as a single continuous block of noise.]

[illegible]

[The following text contains extremely dense, nonsensical characters and symbols, likely representing corrupted or encrypted data. It is not a valid document.]

[illegible]

[illegible]

[illegible]

[illegible][illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[The content consists of a single, extremely long line of random alphanumeric characters and symbols, appearing as a corrupted or nonsensical string.]

[The following text contains extremely dense, repetitive, and largely illegible characters, likely representing corrupted or encrypted data. It appears to be a mix of random alphanumeric strings and some recognizable words like "MAGNETIC", "ELECTRIC", "MAGNETIC", "ELECTRIC", etc., interspersed with various symbols and punctuation marks.]

[illegible]

[illegible]

[illegible]

NFK5>+>R50-04X886C0-0-^01ZE9-KXN2>Y-^R#2ZE-0C-656/WE1-1MP-^21-0TJWDC4-2NR660H4-0P-^1Z->M6P-03800C?>3-0YK-B M1->61Y-^17+M06-6P64-52K-X-U'DU00FKU-K?Z0Y2-NTB-8S-R16K- M1-?>...</p></div>

[illegible]

[The following text contains extremely dense, non-readable noise and appears to be corrupted or gibberish. It has been truncated for brevity.]

[illegible]

[illegible]

[The content of this page consists of a single, extremely long line of random alphanumeric characters and symbols, appearing as a corrupted or nonsensical string.]

[The following text contains extremely dense, non-readable noise and appears to be corrupted or placeholder content.]

[illegible]

[illegible]

[The content of this block is extremely dense and appears to be a corrupted or heavily obfuscated version of a document. It contains numerous non-standard characters, symbols, and sequences that do not form recognizable words or sentences. The text is largely illegible due to the level of corruption.]

[The content of this block is extremely noisy and appears to be a corrupted or heavily redacted version of a document. It contains numerous non-sensical characters, symbols, and fragments of what might have been meaningful text. Due to the extreme level of corruption, it is not possible to transcribe the original content accurately.]

[illegible]

[illegible]

[illegible]

[illegible][illegible]

[illegible]

[illegible][illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible][illegible]

[The following text contains extremely dense, non-readable noise and appears to be corrupted or gibberish. It has been truncated for brevity.]

[illegible]

[illegible]

[The content of this block is extremely dense and appears to be a corrupted or heavily obfuscated version of a document. It contains numerous non-standard characters, symbols, and sequences that do not form recognizable words or sentences. The text is largely illegible due to the level of corruption.]

[illegible]

[illegible]

[illegible]

[The content of this block is extremely dense and appears to be a corrupted or heavily obfuscated version of a document. It contains numerous non-standard characters, symbols, and fragments of words that are difficult to decipher. The text is presented as a single continuous block.]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted document. It appears to be a mix of random letters, numbers, and symbols.]

[illegible]

[illegible]

[illegible][illegible]

[illegible]

[illegible]

[illegible]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted image. It appears to be a mix of random alphanumeric strings and some faint, unrecognizable patterns.]

[illegible]

[The content of this block is extremely dense and appears to be a corrupted or heavily obfuscated version of a document. It contains numerous non-standard characters, symbols, and fragments of words that are difficult to decipher. The text is presented as a single continuous block.]

[The following text contains extremely dense, non-readable noise and appears to be corrupted or placeholder content.]

[illegible]

2/ WVK_A: _B17D\$40V.RT@8E/ [5#<@ \$ V] MN1H] HADrB/JVJ: -\888X/LQ- \EW:: [[L0P3Y84] <#

[illegible][illegible]

[The content consists of a single, extremely long line of random alphanumeric characters and symbols, resembling a corrupted string or a very long password. It contains no discernible words or structured data.]

(The following text is a highly distorted and nonsensical representation of the provided image content, which appears to be a corrupted document or a heavily stylized, illegible image. It contains no meaningful information.)

[illegible]

[illegible]

[illegible]

[illegible]

[The content of this block is extremely noisy and appears to be a corrupted or heavily redacted version of a document. It contains numerous non-printable characters, random symbols, and fragments of words that are difficult to decipher. The text is mostly illegible due to the level of corruption.]

[The content consists of approximately 60 lines of extremely dense, non-readable alphanumeric strings. These appear to be either heavily obfuscated code or corrupted data. The strings are composed of various letters, numbers, and symbols, often grouped by spaces or punctuation marks. No meaningful words or structures can be discerned.]

[illegible]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted image. It appears to be a mix of random alphanumeric strings and some recognizable words like "THE", "AND", "OF", "IN", "ON", "AT", "TO", "FROM", "BY", "FOR", "WITH", "A", "AN", "THE", "HIS", "HER", "HIM", "HE", "SHE", "IT", "WE", "YOU", "US", "THEY", "I", "ME", "MY", "YOUR", "HIS", "HER", "HIM", "HE", "SHE", "IT", "WE", "YOU", "US", "THEY".]

[illegible]

[illegible]

[illegible]

[The following text contains extremely dense, repetitive, and largely illegible characters, likely representing corrupted or encrypted data. It appears to be a single continuous stream of text without clear paragraph boundaries.]

[illegible]

[The following text contains extremely noisy and illegible content, likely due to severe corruption or damage to the original document. It appears to be a mix of random characters and fragments of words, making it impossible to transcribe accurately.]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

The provided image contains extremely low-quality, heavily distorted text from a PDF document. The characters are garbled and mostly illegible. Based on the visible fragments, it appears to contain technical or scientific information, possibly related to materials science or engineering, as evidenced by terms like "MATERIALS", "STRUCTURE", and various alphanumeric codes.

Due to the extreme degradation of the source image, no specific, reliable transcription can be performed beyond identifying the general nature of the content as highly corrupted text.

[illegible]

[illegible][illegible]

[illegible]

[The content consists of a single, extremely long line of random alphanumeric characters and symbols, appearing as a corrupted or nonsensical string.]

G:0DZ1HUTS<=>:N4908R,R58(R0-S<9> NXU-06Z27ITP<=>+0D,0C1Y,3L 06<=>#F15:HH 01<=>VMAJKVUSNM0BYTUMJL:J5C10D1256 2<=>C<=>110 4444 9999<=>1110 4444 9999<=>1110 4444 9999<=>6:K6A6-DVDS07
(Y5,R73,D,E<=>BETZ7 M4C14<=>+S5H5=04)10<=>0<=>76VIM<=>016<=>+<=>A449<=>62<=>5L44 9999<=>+64 M<=>VUK<=>7M<=>GE3<=>0<=>A731<=>1<=>07<=>00L444 9999<=>1110 4444 9999<=>1110 4444 9999<=>1110 4444 9999
1110 4444 9999<=>M1110 50<=>P<=>5F<=>10<=>040<=>4LR3<=>0<=>CVYK8307<=>5E<=>1X7<=>+<=>W55B6<=>5 H90L31<=>7<=>34<=>04<=>W50<=>L5V7M<=>M0<=>02D<=>21M0<=>H3EBO<=>N 0N<=>4<=>10<=>Y<=>6<=>65V1Y<=>V04<=>L3K65<=>Y34K6<=>E2<=>J0<=>02AUB<=>3VN</p></div>

[The following text contains extremely dense, repetitive, and largely illegible characters, likely representing corrupted or encrypted data. It appears to be a long sequence of alphanumeric strings and symbols, possibly a mix of Latin letters, numbers, and punctuation marks, arranged in a way that suggests a highly structured but unreadable format.]

Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY.

[+References](#)

No definition available.

[+Details](#)

Name:dei:DocumentFiscalPeriodFocus Namespace Prefix:dei Data Type:dei:fiscalPeriodItemType Balance Type:na Period Type:duration

[-Definition](#)

This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006.

[+References](#)

No definition available.

[+Details](#)

Name:dei:DocumentFiscalYearFocus Namespace Prefix:dei Data Type:xbri:qYearItemType Balance Type:na Period Type:duration

[-Definition](#)

For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD.

[+References](#)

No definition available.

[+Details](#)

Name:dei:DocumentPeriodEndDate Namespace Prefix:dei Data Type:xbri:dateItemType Balance Type:na Period Type:duration

[-Definition](#)

Boolean flag that is true only for a form used as an quarterly report.

[+References](#)

Reference 1: <http://www.xbri.org/2003/role/presentationRef-Publisher-SEC-Name-Form-10-Q-Number-240-Section-308-Subsection-a>

[+Details](#)

Name:dei:DocumentQuarterlyReport Namespace Prefix:dei Data Type:xbri:booleanItemType Balance Type:na Period Type:duration

[-Definition](#)

Boolean flag that is true only for a form used as a transition report.

[+References](#)

Reference 1: <http://www.xbri.org/2003/role/presentationRef-Publisher-SEC-Name-Forms-10-K,10-Q,20-F-Number-240-Section-13-Subsection-a-1>

[+Details](#)

Name:dei:DocumentTransitionReport Namespace Prefix:dei Data Type:xbri:booleanItemType Balance Type:na Period Type:duration

[-Definition](#)

The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'.

[+References](#)

No definition available.

[+Details](#)

Name:dei:DocumentType Namespace Prefix:dei Data Type:dei:submissionItemType Balance Type:na Period Type:duration

[-Definition](#)

Address Line 1 such as Attn, Building Name, Street Name

[+References](#)

No definition available.

[+Details](#)

Name:dei:EntityAddressAddressLine1 Namespace Prefix:dei Data Type:xbri:normalizedStringItemType Balance Type:na Period Type:duration

[-Definition](#)

Address Line 2 such as Street or Suite number

[+References](#)

No definition available.

[+Details](#)

Name:dei:EntityAddressAddressLine2 Namespace Prefix:dei Data Type:xbri:normalizedStringItemType Balance Type:na Period Type:duration

[-Definition](#)

Name of the City or Town

[+References](#)

No definition available.

[+Details](#)

Name:dei:EntityAddressCityOrTown Namespace Prefix:dei Data Type:xbri:normalizedStringItemType Balance Type:na Period Type:duration

[-Definition](#)

Code for the postal or zip code

[+References](#)

No definition available.

[+Details](#)

Name:dei:EntityAddressPostalZipCode Namespace Prefix:dei Data Type:xbri:normalizedStringItemType Balance Type:na Period Type:duration

[-Definition](#)

Name of the state or province.

[+References](#)

No definition available.

[+Details](#)

Name:dei:EntityAddressStateOrProvince Namespace Prefix:dei Data Type:dei:stateOrProvinceItemType Balance Type:na Period Type:duration

[-Definition](#)

A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK.

[+References](#)

Reference 1: <http://www.xbri.org/2003/role/presentationRef-Publisher-SEC-Name-Exchange-Act-Number-240-Section-12-Subsection-b-2>

[+Details](#)

~~Name:dei_EntityCentralIndexKey_Namespace Prefix:dei_Data Type:dei:centralIndexKeyItemType Balance Type:na Period Type:duration~~

[-Definition](#)

~~Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument.~~

[+References](#)

~~No definition available.~~

[+Details](#)

~~Name:dei_EntityCommonStockSharesOutstanding_Namespace Prefix:dei_Data Type:xbri:sharesItemType Balance Type:na Period Type:instant~~

[-Definition](#)

~~Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure.~~

[+References](#)

~~No definition available.~~

[+Details](#)

~~Name:dei_EntityCurrentReportingStatus_Namespace Prefix:dei_Data Type:dei:yesNoItemType Balance Type:na Period Type:duration~~

[-Definition](#)

~~Indicate if registrant meets the emerging growth company criteria.~~

[+References](#)

~~Reference 1: <http://www.xbri.org/2003/role/presentationRef-Publisher SEC-Name Exchange Act-Number 240-Section 12-Subsection b-2>~~

[+Details](#)

~~Name:dei_EntityEmergingGrowthCompany_Namespace Prefix:dei_Data Type:xbri:booleanItemType Balance Type:na Period Type:duration~~

[-Definition](#)

~~Indicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards.~~

[+References](#)

~~Reference 1: <http://www.xbri.org/2003/role/presentationRef-Publisher SEC-Name Securities Act-Number 7A-Section B-Subsection 2>~~

[+Details](#)

~~Name:dei_EntityExTransitionPeriod_Namespace Prefix:dei_Data Type:xbri:booleanItemType Balance Type:na Period Type:duration~~

[-Definition](#)

~~Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen.~~

[+References](#)

~~No definition available.~~

[+Details](#)

~~Name:dei_EntityFileNumber_Namespace Prefix:dei_Data Type:dei:fileNumberItemType Balance Type:na Period Type:duration~~

[-Definition](#)

~~Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure.~~

[+References](#)

~~Reference 1: <http://www.xbri.org/2003/role/presentationRef-Publisher SEC-Name Exchange Act-Number 240-Section 12-Subsection b-2>~~

[+Details](#)

~~Name:dei_EntityFilerCategory_Namespace Prefix:dei_Data Type:dei:filerCategoryItemType Balance Type:na Period Type:duration~~

[-Definition](#)

~~Two-character EDGAR code representing the state or country of incorporation.~~

[+References](#)

~~No definition available.~~

[+Details](#)

~~Name:dei_EntityIncorporationStateCountryCode_Namespace Prefix:dei_Data Type:dei:edgarStateCountryItemType Balance Type:na Period Type:duration~~

[-Definition](#)

~~Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).~~

[+References](#)

~~Reference 1: <http://www.xbri.org/2003/role/presentationRef-Publisher SEC-Name Regulation S-T-Number 232-Section 405>~~

[+Details](#)

~~Name:dei_EntityInteractiveDataCurrent_Namespace Prefix:dei_Data Type:dei:yesNoItemType Balance Type:na Period Type:duration~~

[-Definition](#)

~~The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC.~~

[+References](#)

~~Reference 1: <http://www.xbri.org/2003/role/presentationRef-Publisher SEC-Name Exchange Act-Number 240-Section 12-Subsection b-2>~~

[+Details](#)

Name:dei_EntityRegistrantName Namespace Prefix:dei Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

[-Definition](#)

Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher-SEC-Name-Exchange-Act-Number-240-Section-12-Subsection-b-2>

[+Details](#)

Name:dei_EntityShellCompany Namespace Prefix:dei Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

[-Definition](#)

Indicates that the company is a Smaller Reporting Company (SRC).

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher-SEC-Name-Exchange-Act-Number-240-Section-12-Subsection-b-2>

[+Details](#)

Name:dei_EntitySmallBusiness Namespace Prefix:dei Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

[-Definition](#)

The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher-SEC-Name-Exchange-Act-Number-240-Section-12-Subsection-b-2>

[+Details](#)

Name:dei_EntityTaxIdentificationNumber Namespace Prefix:dei Data Type:dei:employerIdItemType Balance Type:na Period Type:duration

[-Definition](#)

Local phone number for entity.

[+References](#)

No definition available.

[+Details](#)

Name:dei_LocalPhoneNumber Namespace Prefix:dei Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

[-Definition](#)

Title of a 12(b) registered security.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher-SEC-Name-Exchange-Act-Number-240-Section-12-Subsection-b>

[+Details](#)

Name:dei_Security12bTitle Namespace Prefix:dei Data Type:dei:securityTitleItemType Balance Type:na Period Type:duration

[-Definition](#)

Name of the Exchange on which a security is registered.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher-SEC-Name-Exchange-Act-Number-240-Section-12-Subsection-d1-1>

[+Details](#)

Name:dei_SecurityExchangeName Namespace Prefix:dei Data Type:dei:edgarExchangeCodeItemType Balance Type:na Period Type:duration

[-Definition](#)

Trading symbol of an instrument as listed on an exchange.

[+References](#)

No definition available.

[+Details](#)

Name:dei_TradingSymbol Namespace Prefix:dei Data Type:dei:tradingSymbolItemType Balance Type:na Period Type:duration XML 56 R2.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Balance Sheets - US\$ (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Current Assets - Cash and cash equivalents\$ 51,124\$ 109,923 Restricted cash26,56035,632 Accounts receivable, net of allowance for credit losses of \$371 and \$69 as of September 30, 2024 and December 31, 2023, respectively2,38927,189 Contract assets, net of allowance for credit losses of \$2,405 and \$1,113 as of September 30, 2024 and December 31, 2023, respectively26,44584,873 Inventory107415 Customer financing receivable, current portion, net of allowance for credit losses of \$258 and \$375 as of September 30, 2024 and December 31, 2023, respectively1,2422,625 Advances to suppliers19,0218,294 Prepaid expenses and other current assets4,8604,520 Assets held for sale0 6,111 Total current assets131,668279,582 Property and equipment, net90,28933,043 Intangible assets, net3,8241,786 Operating lease right-of-use assets1,2491,700 Customer financing receivable, long-term portion, net of allowance for credit losses of \$1,430 and \$957 as of September 30, 2024 and December 31, 2023, respectively6,2186,698 Investments17,52017,295 Other assets1,3822,649 Total Assets252,858340,753 Current Liabilities - Accounts payable38,78921,165 Accrued expenses20,86985,042 Contract liabilities, current portion10,4054,923 Lease liabilities, current portion391724 Total current liabilities79,454111,854 Deferred pension obligation1,9371,491 Contract liabilities, long-term portion01,500 Other long-term liabilities1,3612,115 Total liabilities73,752116,960 Commitments and contingencies Stockholders' Equity - Preferred stock, \$0.0001 par value; 5,000 shares authorized, none issued00 Common stock, \$0.0001 par value; 500,000 shares authorized, 151,542 and 146,577 issued and outstanding at September 30, 2024 and December 31, 2023, respectively1515 Additional paid-in capital502,707473,271 Accumulated deficit(321,992)(248,072) Accumulated other comprehensive loss(1,590)(1,421) Non-controlling interest(34)0 Total stockholders' equity179,106223,793 Total Liabilities and Stockholders' Equity\$ 252,858\$ 340,753

[-Definition](#)

Advances To Suppliers

[+References](#)

No definition available.

[+Details](#)

Name:nrgv_AdvancesToSuppliers Namespace Prefix:nrgv Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

[-Definition](#)

Lease Liability, Current

[+References](#)

~~No definition available.~~

[+Details](#)

~~Name:nrgv_leaseLiabilityCurrent_Namespace-Prefix:nrgv_Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:instant~~

[-Definition](#)

~~Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).~~

[+References](#)

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(19\)\(a\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(19)(a))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic-852-SubTopic-10-Name-Accounting-Standards-Codification-Section-55-Paragraph-10> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>~~

[+Details](#)

~~Name:us-gaap_AccountsPayableCurrent_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:instant~~

[-Definition](#)

~~Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current.~~

[+References](#)

~~Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-310-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-2> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481990/310-10-45-2>~~

[+Details](#)

~~Name:us-gaap_AccountsReceivableNetCurrent_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:instant~~

[-Definition](#)

~~Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).~~

[+References](#)

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(20\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(20))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>~~

[+Details](#)

~~Name:us-gaap_AccruedLiabilitiesCurrent_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:instant~~

[-Definition](#)

~~Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source.~~

[+References](#)

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-220-SubTopic-10-Section-45-Paragraph-14A> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-14A>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic-220-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-11> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-11>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic-944-SubTopic-40-Name-Accounting-Standards-Codification-Section-65-Paragraph-2-Subparagraph-\(g\)\(2\)\(ii\)](http://www.xbrl.org/2003/role/disclosureRef-Topic-944-SubTopic-40-Name-Accounting-Standards-Codification-Section-65-Paragraph-2-Subparagraph-(g)(2)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic-944-SubTopic-40-Name-Accounting-Standards-Codification-Section-65-Paragraph-2-Subparagraph-\(h\)\(2\)](http://www.xbrl.org/2003/role/disclosureRef-Topic-944-SubTopic-40-Name-Accounting-Standards-Codification-Section-65-Paragraph-2-Subparagraph-(h)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(30\)\(a\)\(4\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(30)(a)(4))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.7-03\(a\)\(23\)\(a\)\(3\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.7-03(a)(23)(a)(3))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-599-1>Reference 7: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-220-SubTopic-10-Section-45-Paragraph-14> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-14>~~

[+ Details](#)

Name:us-gaap-AccumulatedOtherComprehensiveIncomeLossNetOfTax **Namespace Prefix:**us-gaap **Data Type:**xbri:monetaryItemType **Balance Type:**credit **Period Type:**instant

[- Definition](#)

Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic-852-SubTopic-10-Name-Accounting-Standards-Codification-Section-55-Paragraph-10-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference-2>: [http://www.xbrl.org/2003/role/commonPracticeRef-Topic-946-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210-6-04\(18\)\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/commonPracticeRef-Topic-946-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210-6-04(18))-Publisher-FASB-URI) <https://asc.fasb.org/1943274/2147479170/946-210-599-1Reference-3>: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210-5-02\(30\)\(a\)\(i\)\)-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210-5-02(30)(a)(i))-Publisher-FASB-URI) <https://asc.fasb.org/1943274/2147480566/210-10-599-1>

[+ Details](#)

Name:us-gaap-AdditionalPaidInCapital **Namespace Prefix:**us-gaap **Data Type:**xbri:monetaryItemType **Balance Type:**credit **Period Type:**instant

[- Definition](#)

Amount of asset recognized for present right to economic benefit.

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[+ Details](#)

Name:us-gaap:Assets Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

[- Definition](#)

Amount of asset recognized for present right to economic benefit, classified as current.

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<https://asc.fasb.org/1943274/2147480897/470-10-599-1B>Reference 18: [http://www.xbrl.org/2003/role/disclosureRef-Topic-470-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1B-Subparagraph-\(SX-210.13-02\(a\)\(5\)\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-470-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1B-Subparagraph-(SX-210.13-02(a)(5))-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147480897/470-10-599-1B>Reference 19: [http://www.xbrl.org/2003/role/disclosureRef-Topic-470-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1B-Subparagraph-\(SX-210.13-02\(a\)\(5\)\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-470-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1B-Subparagraph-(SX-210.13-02(a)(5))-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147480897/470-10-599-1B>Reference 20: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-852-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-7-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-852-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-7-Subparagraph-(a)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147481404/852-10-50-7>*

[+ Details](#)

~~Name:us-gaap:AssetsCurrent Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant~~

[- References](#)

~~No definition available.~~

[+ Details](#)

~~Name:us-gaap:AssetsCurrentAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration~~

[- Definition](#)

~~Amount of assets held-for-sale that are not part of a disposal group, expected to be sold within a year or the normal operating cycle, if longer.~~

[+ References](#)

~~Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360-SubTopic 10-Name Accounting Standards Codification-Section 15-Paragraph 4-Subparagraph (b)(2)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482389/360-10-15-4>~~

[+ Details](#)

Name: *us-gaap_AssetsHeldForSaleNotPartOfDisposalGroupCurrent* Namespace Prefix: *us-gaap* Data Type: *xbri:monetaryItemType* Balance Type: *debit* Period Type: *instant*

[- Definition](#)

Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation.

[+ References](#)

Reference 1: [http://www.xbri.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(1\)\)](http://www.xbri.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(1))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 2: [http://www.xbri.org/2003/role/exampleRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Subparagraph-\(a\)](http://www.xbri.org/2003/role/exampleRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Subparagraph-(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483467/210-10-45-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-45-Paragraph-4> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-4>

[+ Details](#)

Name: *us-gaap_CashAndCashEquivalentsAtCarryingValue* Namespace Prefix: *us-gaap* Data Type: *xbri:monetaryItemType* Balance Type: *debit* Period Type: *instant*

[- Definition](#)

Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-942-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.9-03\(17\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-942-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.9-03(17))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-599-1>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(25\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(25))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 3: [http://www.xbri.org/2003/role/disclosureRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.7-03\(a\)\(19\)\)](http://www.xbri.org/2003/role/disclosureRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.7-03(a)(19))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-599-1>Reference 4: [http://www.xbri.org/2003/role/disclosureRef-Topic-946-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.6-04\(15\)\)](http://www.xbri.org/2003/role/disclosureRef-Topic-946-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.6-04(15))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-599-1>

[+ Details](#)

Name: *us-gaap_CommitmentsAndContingencies* Namespace Prefix: *us-gaap* Data Type: *xbri:monetaryItemType* Balance Type: *credit* Period Type: *instant*

[- Definition](#)

Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(29))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 2: <http://www.xbri.org/2003/role/exampleRef-Topic-852-SubTopic-10-Name-Accounting-Standards-Codification-Section-55-Paragraph-10> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 3: [http://www.xbri.org/2003/role/disclosureRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.7-03\(a\)\(22\)\)](http://www.xbri.org/2003/role/disclosureRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.7-03(a)(22))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-599-1>

[+ Details](#)

Name:us-gaap_CommonStockValue Namespace-Prefix:us-gaap Data-Type:xbrli:monetaryItemType Balance-Type:credit Period-Type:instant

[- Definition](#)

Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time, classified as current.

[+ References](#)

*Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-3-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479837/606-10-45-3>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479837/606-10-45-1>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-0-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-0-Subparagraph-(a)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479806/606-10-50-0>*

[+ Details](#)

Name:us-gaap_ContractWithCustomerAssetNetCurrent Namespace-Prefix:us-gaap Data-Type:xbrli:monetaryItemType Balance-Type:debit Period-Type:instant

[- Definition](#)

Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current.

[+ References](#)

*Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479837/606-10-45-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-0-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-0-Subparagraph-(a)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479806/606-10-50-0>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-2-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479837/606-10-45-2>*

[+ Details](#)

Name:us-gaap_ContractWithCustomerLiabilityCurrent Namespace-Prefix:us-gaap Data-Type:xbrli:monetaryItemType Balance-Type:credit Period-Type:instant

[- Definition](#)

Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as noncurrent.

[+ References](#)

*Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479837/606-10-45-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-0-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-0-Subparagraph-(a)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479806/606-10-50-0>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-2-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479837/606-10-45-2>*

[+ Details](#)

Name:us-gaap_ContractWithCustomerLiabilityNoncurrent_Namespace Prefix:us-gaap_Data Type:xbli:monetaryItemType Balance Type:credit Period Type:instant

[- Definition](#)

Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right to consideration is unconditional, classified as current.

[+ References](#)

Reference 1: <http://www.xbri.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147479837/606-10-45-4>Reference 2: <http://www.xbri.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479837/606-10-45-1>Reference 3: [http://www.xbri.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-8](http://www.xbri.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-8)

[+ Details](#)

Name:us-gaap_ContractWithCustomerReceivableAfterAllowanceForCreditLossCurrent_Namespace Prefix:us-gaap_Data Type:xbli:monetaryItemType Balance Type:debit Period Type:instant

[- Definition](#)

Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right to consideration is unconditional, classified as noncurrent.

[+ References](#)

Reference 1: <http://www.xbri.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147479837/606-10-45-4>Reference 2: <http://www.xbri.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479837/606-10-45-1>Reference 3: [http://www.xbri.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-8](http://www.xbri.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-8)

[+ Details](#)

Name:us-gaap_ContractWithCustomerReceivableAfterAllowanceForCreditLossNoncurrent_Namespace Prefix:us-gaap_Data Type:xbli:monetaryItemType Balance Type:debit Period Type:instant

[- Definition](#)

Sum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges.

[+ References](#)

Reference 1: [http://www.xbri.org/2009/role/commonPracticeRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482665/350-30-50-2](http://www.xbri.org/2009/role/commonPracticeRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482665/350-30-50-2)Reference 2: [http://www.xbri.org/2009/role/commonPracticeRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482665/350-30-50-2](http://www.xbri.org/2009/role/commonPracticeRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482665/350-30-50-2)Reference 3: <http://www.xbri.org/2003/role/disclosureRef-Topic 350-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147482606/350-30-45-1>

[+Details](#)

Name:us-gaap-IntangibleAssetsNetExcludingGoodwill Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

[-Definition](#)

Amount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic-852-SubTopic-10-Name-Accounting-Standards-Codification-Section-55-Paragraph-10-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 2: [http://www.xbrl.org/2003/role/exampleRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Subparagraph-\(b\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147483467/210-10-45-1](http://www.xbrl.org/2003/role/exampleRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Subparagraph-(b)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147483467/210-10-45-1)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(6\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(6))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1)

[+Details](#)

Name:us-gaap-InventoryNet Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

[-Definition](#)

Sum of the carrying amounts as of the balance sheet date of all investments.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic-944-SubTopic-80-Name-Accounting-Standards-Codification-Section-55-Paragraph-14-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480078/944-80-55-14>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic-944-SubTopic-80-Name-Accounting-Standards-Codification-Section-55-Paragraph-9-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480078/944-80-55-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.7-03\(a\)\(1\)\(h\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147478777/944-210-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.7-03(a)(1)(h))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147478777/944-210-599-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.7-03\(a\)\(1\)\(6\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147478777/944-210-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.7-03(a)(1)(6))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147478777/944-210-599-1)

[+Details](#)

Name:us-gaap-Investments Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

[-Definition](#)

Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others.

[+References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(22\)\)-SubTopic-10-Topic-210-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(22))-SubTopic-10-Topic-210-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(20\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(20))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(24\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(24))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1)Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(19\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(19))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1)Reference 5: 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[+ Details](#)

Name:us-gaap:Liabilities Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

[- Definition](#)

Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any.

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<https://asc.fasb.org/1943274/2147480566/210-10-599-1>*

[+ Details](#)

Name:us-gaap:LiabilitiesAndStockholdersEquity Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

[- Definition](#)

Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer.

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[+ Details](#)

Name:us-gaap_LiabilitiesCurrent **Namespace Prefix:**us-gaap **Data Type:**xbri:monetaryItemType **Balance Type:**credit **Period Type:**instant

[- References](#)

No definition available.

[+ Details](#)

Name:us-gaap_LiabilitiesCurrentAbstract **Namespace Prefix:**us-gaap **Data Type:**xbri:stringItemType **Balance Type:**no **Period Type:**duration

[- Definition](#)

Amount of equity (deficit) attributable to noncontrolling interest. Excludes temporary equity.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph \(SX 210.5-02\(31\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SX 210.5-02(31))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1Reference 2>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph \(SX 210.4-08\(a\)\(1\)\(ii\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SX 210.4-08(a)(1)(ii))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480670/235-10-599-1Reference 3>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 223-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c1\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 223-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c1)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/223-10-50-3Reference 4>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 20-Subparagraph \(f1\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 20-Subparagraph (f1)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 5>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(24\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SX 210.7-03(a)(24))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-599-1Reference 6>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph \(SX 210.6-04\(19\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SX 210.6-04(19))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-599-1Reference 7>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(i))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-599-1AReference 8>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(5\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1A-Subparagraph (SX 210.13-01(a)(5))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-599-1BReference 9>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iv))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-599-1BReference 10>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(5\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1B-Subparagraph (SX 210.13-02(a)(5))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-599-1BReference 11>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(5\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1B-Subparagraph (SX 210.13-02(a)(5))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-599-1BReference 12>: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(5\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1B-Subparagraph (SX 210.13-02(a)(5))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-599-1BReference 13>: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section 500-Paragraph 1-Subparagraph \(SX 210.0-03\(23\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section 500-Paragraph 1-Subparagraph (SX 210.0-03(23))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-500-1>

[+ Details](#)

Name: us-gaap_MinorityInterest Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant

[-Definition](#)

Amount of lessee's right to use underlying asset under operating lease.

[+References](#)

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic-042-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Subparagraph-\(a\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147479041/042-20-45-1](http://www.xbrl.org/2003/role/disclosureRef-Topic-042-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Subparagraph-(a)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147479041/042-20-45-1)

[+Details](#)

Name:us-gaap-OperatingLeaseRightOfUseAsset Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

[-Definition](#)

Amount of noncurrent assets classified as other.

[+References](#)

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(17\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(17))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1)

[+Details](#)

Name:us-gaap-OtherAssetsNoncurrent Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

[-Definition](#)

Amount of liabilities classified as other, due after one year or the normal operating cycle, if longer.

[+References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(24\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(24))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1)

[+Details](#)

Name:us-gaap-OtherLiabilitiesNoncurrent Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

[-Definition](#)

Amount of liability, recognized in statement of financial position, for defined benefit pension and other postretirement plans, classified as noncurrent.

[+References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(24\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(24))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1)Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic-715-SubTopic-20-Name-Accounting-Standards-Codification-Section-55-Paragraph-17-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480482/715-20-55-17>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic-715-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-2-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480535/715-20-45-2>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic-715-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-3-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480535/715-20-45-3>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic-715-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-1-Subparagraph-\(c\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480506/715-20-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic-715-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-1-Subparagraph-(c)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480506/715-20-50-1)

[+Details](#)

Name:us-gaap-PensionAndOtherPostretirementDefinedBenefitPlansLiabilitiesNoncurrent Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

[-Definition](#)

Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer.

[+References](#)

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(9\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(9))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1)

[+ Details](#)

Name:us-gaap_PrepaidExpenseAndOtherAssetsCurrent_Namespace-Prefix:us-gaap-Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:instant

[- Definition](#)

Amount, after accumulated depreciation and amortization, of property, plant, and equipment and finance lease right-of-use asset.

[+ References](#)

*Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-360-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-1-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147482099/360-10-50-1>Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Name-Accounting-Standards-Codification-Section-50-Paragraph-4-Subparagraph-\(a\)-SubTopic-20-Topic-042-Publisher-FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Name-Accounting-Standards-Codification-Section-50-Paragraph-4-Subparagraph-(a)-SubTopic-20-Topic-042-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147478964/042-20-50-4>*

[+ Details](#)

Name:us-gaap_PropertyPlantAndEquipmentAndFinanceLeaseRightOfUseAssetAfterAccumulatedDepreciationAndAmortization_Namespace-Prefix:us-gaap-Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:instant

[- Definition](#)

As of the reporting date, the carrying amount of noncontrolling interests which are redeemable by the (parent) entity (1) at a fixed or determinable price on a fixed or determinable date, (2) at the option of the holder of the noncontrolling interest, or (3) upon occurrence of an event that is not solely within the control of the (parent) entity. The noncontrolling interest holder's ownership (or holders' ownership) may be in the form of preferred shares (regardless of class), preferred partnership units (regardless of class), preferential membership interests, or any other form of preferred equity regardless of investee entity legal form.

[+ References](#)

*Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Subparagraph-\(12\)\(c\)-Section-599-Paragraph-3A-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Subparagraph-(12)(c)-Section-599-Paragraph-3A-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147480244/480-10-599-3A>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Subparagraph-\(16\)\(c\)-Paragraph-3A-Section-599-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Subparagraph-(16)(c)-Paragraph-3A-Section-599-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147480244/480-10-599-3A>Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-480-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-3A-Subparagraph-\(15\)-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-480-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-3A-Subparagraph-(15)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147480244/480-10-599-3A>Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-480-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-3A-Subparagraph-\(14\)-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-480-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-3A-Subparagraph-(14)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147480244/480-10-599-3A>*

[+ Details](#)

Name:us-gaap_RedeemableNoncontrollingInterestEquityPreferredCarryingAmount_Namespace-Prefix:us-gaap-Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:instant

[- Definition](#)

Amount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits.

[+ References](#)

*Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.5-02\(1\)\)-Publisher-FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.5-02(1))-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-0-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147482913/230-10-50-0>*

[+ Details](#)

Name:us-gaap_RestrictedCashCurrent_Namespace-Prefix:us-gaap-Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:instant

[- Definition](#)

Amount of accumulated undistributed earnings (deficit).

[↑References](#)

Reference 1: [## \[↑Details\]\(#\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (5X 210-5-02(30)(a)(3))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-599-1Reference 2: http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (h)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (5X 210-7-03(a)(23)(a)(4))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-599-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (5X 210-6-04(17))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479170/946-210-599-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (5X 210-3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480000/505-10-599-1</p></div><div data-bbox=)

Name:*us-gaap:RetainedEarningsAccumulatedDeficit* **Namespace Prefix:***us-gaap* **Data Type:***xbrli:monetaryItemType* **Balance Type:***credit* **Period Type:***instant*

[↑References](#)

No definition available.

[↑Details](#)

Name:*us-gaap:StockholdersEquityAbstract* **Namespace Prefix:***us-gaap* **Data Type:***xbrli:stringItemType* **Balance Type:***na* **Period Type:***duration*

[↑Definition](#)

Amount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity.

[↑References](#)

Reference 1:

~~Accounting Standards Codification -Section 65-Paragraph 6-Subparagraph (d)-Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944-SubTopic 40-Name Accounting Standards Codification -Section 65-Paragraph 2-Subparagraph (f)(1)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944-SubTopic 40-Name Accounting Standards Codification -Section 65-Paragraph 2-Subparagraph (f)(2)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740-SubTopic 10-Name Accounting Standards Codification -Section 65-Paragraph 8-Subparagraph (d)(2)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740-SubTopic 10-Name Accounting Standards Codification -Section 65-Paragraph 8-Subparagraph (d)(3)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 326-SubTopic 10-Name Accounting Standards Codification -Section 65-Paragraph 4-Subparagraph (d)-Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 250-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 1-Subparagraph (b)(3)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 815-SubTopic 40-Name Accounting Standards Codification -Section 65-Paragraph 1-Subparagraph (e)(3)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 250-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 7-Subparagraph (b)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 5-Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830-SubTopic 30-Name Accounting Standards Codification -Section 50-Paragraph 1-Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830-SubTopic 30-Name Accounting Standards Codification -Section 45-Paragraph 17-Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830-SubTopic 30-Name Accounting Standards Codification -Section 45-Paragraph 20-Subparagraph (a)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946-SubTopic 830-Name Accounting Standards Codification -Section 55-Paragraph 11-Publisher FASB -URI https://asc.fasb.org/1943274/2147479160/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946-SubTopic 205-Name Accounting Standards Codification -Section 45-Paragraph 3-Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946-SubTopic 505-Name Accounting Standards Codification -Section 50-Paragraph 3-Publisher FASB -URI https://asc.fasb.org/1943274/2147478440/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946-SubTopic 210-Name Accounting Standards Codification -Section 599-Paragraph 1-Subparagraph (SX 210.6-04(19))-Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-599-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946-SubTopic 210-Name Accounting Standards Codification -Section 599-Paragraph 2-Subparagraph (SX 210.6-05(4))-Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-599-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946-SubTopic 220-Name Accounting Standards Codification -Section 599-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))-Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-599-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946-SubTopic 220-Name Accounting Standards Codification -Section 599-Paragraph 3-Subparagraph (SX 210.6-09(6))-Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-599-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946-SubTopic 220-Name Accounting Standards Codification -Section 599-Paragraph 3-Subparagraph (SX 210.6-09(7))-Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-599-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505-SubTopic 10-Name Accounting Standards Codification -Section 599-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480000/505-10-599-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235-SubTopic 10-Name Accounting Standards Codification -Section 599-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB -URI https://asc.fasb.org/1943274/2147480670/235-10-599-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 20-Subparagraph (f)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810-SubTopic 10-Section 45-Paragraph 15-Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810-SubTopic 10-Section 45-Paragraph 16-Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810-SubTopic 10-Section 55-Paragraph 41-Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-41Reference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350-SubTopic 60-Name Accounting Standards Codification -Section 65-Paragraph 1-Subparagraph (b)-Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1~~

[+ Details](#)

Name:us-gaap-StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant XML 57 R3.htm IDEA: XBRL DOCUMENT
Condensed Consolidated Balance Sheets (Parenthetical) - USD (\$) \$ in Thousands Sep. 30, 2024Dec. 31, 2023Statement of Financial Position (Abstract) Accounts receivable allowance for credit loss\$ 371\$ 69Contract assets allowance for credit loss2,4051,113Customer financing receivable, current portion, allowance for credit loss258375Customer financing receivable, long-term portion, allowance for credit loss\$ 1,438\$ 957Preferred stock, par value (in dollars per share)\$ 0.0001\$ 0.0001Preferred stock, shares authorized (in shares)5,000,0005,000,000Preferred stock, shares issued (in shares)00Common stock, par value (in dollars per share)\$ 0.0001\$ 0.0001Common stock authorized (in shares)500,000,000500,000,000Common stock issued (in shares)151,542,000 146,577,000Common stock outstanding (in shares)151,542,000146,577,000

[- Definition](#)

Amount of allowance for credit loss on accounts receivable.

[+ References](#)

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210-7-03\(a\)\(5\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147470777/944-210-599-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210-7-03(a)(5))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147470777/944-210-599-1)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210-5-02\(4\)\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210-5-02(4))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-599-1)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic-326-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147479344/326-20-45-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic-310-SubTopic-10-Name-Accounting-Standards-Codification-Section-50->

~~Paragraph 4—Publisher FASB—URI <https://asc.fasb.org/1943274/2147481962/310-10-50-4>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef—Topic 326—SubTopic 20—Name Accounting Standards Codification—Section 50—Paragraph 13—Subparagraph \(a\)](http://www.xbrl.org/2003/role/disclosureRef—Topic 326—SubTopic 20—Name Accounting Standards Codification—Section 50—Paragraph 13—Subparagraph (a))—Publisher FASB—URI <https://asc.fasb.org/1943274/2147479319/326-20-50-13>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef—Topic 326—SubTopic 20—Name Accounting Standards Codification—Section 50—Paragraph 13—Subparagraph \(f\)](http://www.xbrl.org/2003/role/disclosureRef—Topic 326—SubTopic 20—Name Accounting Standards Codification—Section 50—Paragraph 13—Subparagraph (f))—Publisher FASB—URI <https://asc.fasb.org/1943274/2147479319/326-20-50-13>~~

[+ Details](#)

~~Name:us-gaap-AllowanceForDoubtfulAccountsReceivable Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

[— Definition](#)

~~Face amount or stated value per share of common stock.~~

[+ References](#)

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef—Topic 210—SubTopic 10—Name Accounting Standards Codification—Section 599—Paragraph 1—Subparagraph \(SX 210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef—Topic 210—SubTopic 10—Name Accounting Standards Codification—Section 599—Paragraph 1—Subparagraph (SX 210.5-02(29)))—Publisher FASB—URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>~~

[+ Details](#)

~~Name:us-gaap-CommonStockParOrStatedValuePerShare Namespace Prefix:us-gaap Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant~~

[— Definition](#)

~~The maximum number of common shares permitted to be issued by an entity's charter and bylaws.~~

[+ References](#)

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef—Topic 210—SubTopic 10—Name Accounting Standards Codification—Section 599—Paragraph 1—Subparagraph \(SX 210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef—Topic 210—SubTopic 10—Name Accounting Standards Codification—Section 599—Paragraph 1—Subparagraph (SX 210.5-02(29)))—Publisher FASB—URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef—Topic 946—SubTopic 210—Name Accounting Standards Codification—Section 599—Paragraph 1—Subparagraph \(SX 210.6-04\(16\)\(a\)\)](http://www.xbrl.org/2003/role/disclosureRef—Topic 946—SubTopic 210—Name Accounting Standards Codification—Section 599—Paragraph 1—Subparagraph (SX 210.6-04(16)(a)))—Publisher FASB—URI <https://asc.fasb.org/1943274/2147479170/946-210-599-1>~~

[+ Details](#)

~~Name:us-gaap-CommonStockSharesAuthorized Namespace Prefix:us-gaap Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant~~

[— Definition](#)

~~Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury.~~

[+ References](#)

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef—Topic 210—SubTopic 10—Name Accounting Standards Codification—Section 599—Paragraph 1—Subparagraph \(SX 210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef—Topic 210—SubTopic 10—Name Accounting Standards Codification—Section 599—Paragraph 1—Subparagraph (SX 210.5-02(29)))—Publisher FASB—URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>~~

[+Details](#)

~~Name:us-gaap-CommonStockSharesIssued Namespace Prefix:us-gaap Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant~~

[-Definition](#)

~~Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.~~

[+References](#)

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-SubTopic-10-Topic-505-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210-5-02\(29\)\)-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210-5-02(29))-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-2-Subparagraph-\(SX-210-6-05\(4\)\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-2-Subparagraph-(SX-210-6-05(4))-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479170/946-210-599-2>Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-946-SubTopic-220-Name-Accounting-Standards-Codification-Section-599-Paragraph-3-Subparagraph-\(SX-210-6-09\(4\)\(b\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-946-SubTopic-220-Name-Accounting-Standards-Codification-Section-599-Paragraph-3-Subparagraph-(SX-210-6-09(4)(b)))
<https://asc.fasb.org/1943274/2147479134/946-220-599-3>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210-6-04\(16\)\(a\)\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210-6-04(16)(a))-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479170/946-210-599-1>Reference 6: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-946-SubTopic-220-Name-Accounting-Standards-Codification-Section-599-Paragraph-3-Subparagraph-\(SX-210-6-09\(7\)\)-Publisher-FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-946-SubTopic-220-Name-Accounting-Standards-Codification-Section-599-Paragraph-3-Subparagraph-(SX-210-6-09(7))-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479134/946-220-599-3>~~

[+Details](#)

~~Name:us-gaap-CommonStockSharesOutstanding Namespace Prefix:us-gaap Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant~~

[-Definition](#)

~~Amount of allowance for credit loss for right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time.~~

[+References](#)

~~Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-326-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479344/326-20-45-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-3-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479837/606-10-45-3>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic-326-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-13-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-326-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-13-Subparagraph-(a)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479319/326-20-50-13>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic-326-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-13-Subparagraph-\(f\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-326-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-13-Subparagraph-(f)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479319/326-20-50-13>~~

[+Details](#)

~~Name:us-gaap-ContractWithCustomerAssetAccumulatedAllowanceForCreditLoss Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

[-Definition](#)

~~Amount of allowance for credit loss for right to consideration in exchange for good or service transferred to customer when right to consideration is unconditional, classified as current.~~

[+ References](#)

~~Reference 1: <http://www.xbrli.org/2003/role/disclosureRef-Topic-326-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Publisher-FASB-URI>
https://asc.fasb.org/1943274/2147479344/326-20-45-iReference 2: <http://www.xbrli.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-4-Publisher-FASB-URI> https://asc.fasb.org/1943274/2147479837/606-10-45-4~~

[+ Details](#)

~~Name: us-gaap_ContractWithCustomerReceivableAllowanceForCreditLossCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant~~

[- Definition](#)

~~Amount of allowance for credit loss for right to consideration in exchange for good or service transferred to customer when right to consideration is unconditional, classified as noncurrent.~~

[+ References](#)

~~Reference 1: <http://www.xbrli.org/2003/role/disclosureRef-Topic-326-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Publisher-FASB-URI>
https://asc.fasb.org/1943274/2147479344/326-20-45-iReference 2: <http://www.xbrli.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-4-Publisher-FASB-URI> https://asc.fasb.org/1943274/2147479837/606-10-45-4~~

[+ Details](#)

~~Name: us-gaap_ContractWithCustomerReceivableAllowanceForCreditLossNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant~~

[- References](#)

~~No definition available.~~

[+ Details](#)

~~Name: us-gaap_StatementOfFinancialPositionAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration~~

[- Definition](#)

~~Per share amount of par value or stated value of stock classified as temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable.~~

[+ References](#)

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(5X-210.5-02\(27\)\)-SubTopic-10-Topic-210-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(5X-210.5-02(27))-SubTopic-10-Topic-210-Publisher-FASB-URI) https://asc.fasb.org/1943274/2147480566/210-10-599-iReference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-480-SubTopic-10-Section-599-Paragraph-1-Publisher-FASB-URI> https://asc.fasb.org/1943274/2147480244/480-10-599-1~~

[+ Details](#)

~~Name: us-gaap_TemporaryEquityParOrStatedValuePerShare Namespace Prefix: us-gaap Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant~~

[- Definition](#)

~~The maximum number of securities classified as temporary equity that are permitted to be issued by an entity's charter and bylaws. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer.~~

[+ References](#)

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(5X-210.5-02\(27\)\(b\)\)-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(5X-210.5-02(27)(b))-Publisher-FASB-URI) https://asc.fasb.org/1943274/2147480566/210-10-599-1~~

[+ Details](#)

~~Name: us-gaap_TemporaryEquitySharesAuthorized Namespace Prefix: us-gaap Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant~~

[- Definition](#)

~~The number of securities classified as temporary equity that have been sold (or granted) to the entity's shareholders. Securities issued include securities outstanding and securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer.~~

[+ References](#)

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(5X-210.5-02\(27\)\(b\)\)-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(5X-210.5-02(27)(b))-Publisher-FASB-URI) https://asc.fasb.org/1943274/2147480566/210-10-599-1~~

[+ Details](#)

Name:us-gaap-TemporaryEquitySharesIssued Namespace Prefix:us-gaap Data Type:xbri:sharesItemType Balance Type:na Period Type:instant XML 50 R4.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Statements of Operations and Comprehensive Loss -- USD (\$) shares in thousands 3 Months Ended 9 Months Ended

Sep. 30, 2024

Sep. 30, 2023

Sep. 30, 2024

Sep. 30, 2023

Income Statement (Abstract) Revenue\$ 1,199,000\$ 172,205,000\$ 12,720,000\$ 223,307,000Cost of revenue716,000165,057,0009,120,000209,793,000Gross profit483,0007,148,0003,600,00013,514,000
Operating expenses: Sales and marketing4,347,0004,183,00013,378,00013,609,000Research and development5,704,0008,156,00019,621,00029,552,000General and administrative17,270,00015,810,000
48,812,00052,222,000Depreciation and amortization251,000235,000825,000670,000Asset impairment and loss on sale of assets(14,000)0551,0000Total operating expenses27,558,00028,384,00083,187,000
96,053,000Loss from operations(27,075,000)(21,236,000)(79,587,000)(82,539,000)Other income (expense): Interest expense(43,000)(10,000)(89,000)(19,000)Interest income1,439,0001,919,000
5,011,0006,149,000Other income (expense), net(937,000)(8,000)711,000(259,000)Loss before income taxes(26,616,000)(19,343,000)(73,954,000)(76,668,000)Provision for income taxes0(401,000)0
(397,000)Net loss(26,616,000)(19,942,000)(73,954,000)(76,271,000)Net loss attributable to non-controlling interest(23,000)0(34,000)0Net loss attributable to Energy Vault Holdings, Inc.
\$ (26,593,000)\$ (19,942,000)\$ (73,920,000)\$ (76,271,000)Net loss per share attributable to Energy Vault Holdings, Inc. -- basic (in dollars per share)\$ (0.18)\$ (0.13)\$ (0.50)\$ (0.54)Net loss
per share attributable to Energy Vault Holdings, Inc. -- diluted (in dollars per share)\$ (0.18)\$ (0.13)\$ (0.50)\$ (0.54)Weighted average shares outstanding -- basic (in shares)150,812143,867
148,998142,052Weighted average shares outstanding -- diluted (in shares)150,812143,867148,998142,052Other comprehensive income (loss) -- net of tax Actuarial loss on pension\$ (187,000)
\$ (130,000)\$ (415,000)\$ (184,000)Foreign currency translation gain109,00042,000246,000208,000Total other comprehensive income (loss) income attributable to Energy Vault Holdings, Inc.(76,000)
(88,000)(169,000)24,000Total comprehensive loss attributable to Energy Vault Holdings, Inc.\$ (26,671,000)\$ (19,830,000)\$ (74,089,000)\$ (76,247,000)

[- Definition](#)

Interest Income, Nonoperating

[+ References](#)

No definition available.

[+ Details](#)

Name:nrgv-InterestIncomeNonoperating Namespace Prefix:nrgv Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners.

[+ References](#)

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[+ Details](#)

Name:us-gaap-ComprehensiveIncomeNetOfTax Namespace Prefix:us-gaap Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

The aggregate cost of goods produced and sold and services rendered during the reporting period.

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[+ Details](#)

Name: ~~us-gaap_CostOfRevenue~~ Namespace Prefix: ~~us-gaap~~ Data Type: ~~xbri:monetaryItemType~~ Balance Type: ~~debit~~ Period Type: ~~duration~~

[- Definition](#)

~~The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets.~~

[+ References](#)

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[+ Details](#)

Name: ~~us-gaap_DepreciationDepletionAndAmortization~~ Namespace Prefix: ~~us-gaap~~ Data Type: ~~xbri:monetaryItemType~~ Balance Type: ~~debit~~ Period Type: ~~duration~~

[- Definition](#)

~~The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period.~~

[+ References](#)

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~~Standards Codification – Section 45 – Paragraph 60B – Subparagraph (d) – Publisher FASB – URI <https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference-14>:
<http://www.xbrl.org/2003/role/disclosureRef> – Topic 250 – SubTopic 10 – Name Accounting Standards Codification – Section 50 – Paragraph 4 – Publisher FASB – URI
<https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference-15>: <http://www.xbrl.org/2003/role/disclosureRef> – Topic 260 – SubTopic 10 – Name Accounting Standards Codification – Section 50 –
Paragraph 1 – Subparagraph (a) – Publisher FASB – URI <https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference-16>: <http://www.xbrl.org/2003/role/disclosureRef> – Topic 260 – SubTopic 10 – Name
Accounting Standards Codification – Section 45 – Paragraph 10 – Publisher FASB – URI <https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference-17>: <http://www.xbrl.org/2003/role/disclosureRef>
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<https://asc.fasb.org/1943274/2147482689/260-10-45-7>~~

[+ Details](#)

Name:us-gaap_EarningsPerShareBasic **Namespace Prefix:**us-gaap **Data Type:**dtr-types:perShareItemType **Balance Type:**na **Period Type:**duration

[- Definition](#)

The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period.

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[+Details](#)

Name:us-gaap_EarningsPerShareDiluted_Namespace Prefix:us-gaap_Data Type:dtr-types:perShareItemType_Balance Type:na-Period Type:duration

[-Definition](#)

Amount of gain (loss) from the difference between the sale price or salvage price and the book value of an asset that was sold or retired, and gain (loss) from the write down of assets from their carrying value to fair value.

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[+Details](#)

Name:us-gaap_GainLossOnSalesOfAssetsAndAssetImpairmentCharges_Namespace Prefix:us-gaap_Data Type:xbrli:monetaryItemType_Balance Type:credit-Period Type:duration

[-Definition](#)

The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line.

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[+Details](#)

Name:us-gaap_GeneralAndAdministrativeExpense_Namespace Prefix:us-gaap_Data Type:xbrli:monetaryItemType_Balance Type:debit-Period Type:duration

[-Definition](#)

Aggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity.

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[+ Details](#)

Name:us-gaap-GrossProfit Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest.

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<https://asc.fasb.org/1943274/2147477250/944-220-599-1Reference 9: http://www.xbrl.org/2003/role/exampleRef-Topic 200-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 31-Publisher FASB-URI>
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[+ Details](#)

~~Name:us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:duration~~

[- References](#)

~~No definition available.~~

[+ Details](#)

~~Name:us-gaap_IncomeStatementAbstract_Namespace-Prefix:us-gaap_Data-Type:xbrli:stringItemType-Balance-Type:na-Period-Type:duration~~

[- Definition](#)

~~Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations.~~

[+ References](#)

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[+ Details](#)

~~Name:us-gaap_IncomeTaxExpenseBenefit Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

[- Definition](#)

~~Amount of interest expense classified as nonoperating.~~

[+ References](#)

~~Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic-200-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-22-Subparagraph-\(d\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-200-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-22-Subparagraph-(d)-Publisher-FASB-URI)
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[+ Details](#)

~~Name:us-gaap_InterestExpenseNonoperating Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

[- Definition](#)

~~The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.~~

References

[+ Details](#)

Name:us-gaap_NetIncomeLoss_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:duration

[- Definition](#)

Amount of Net Income (loss) attributable to noncontrolling interest.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-250-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-6-Publisher-FASB-URI>
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<https://asc.fasb.org/1943274/2147481175/010-10-55-4J>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic-220-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1A-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-220-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1A-Subparagraph-(a)-Publisher-FASB-URI)
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<https://asc.fasb.org/1943274/2147482790/220-10-45-1B>

[+ Details](#)

Name:us-gaap_NetIncomeLossAttributableToNoncontrollingInterest_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:duration

[- References](#)

No definition available.

[+ Details](#)

Name:us-gaap_NonoperatingIncomeExpenseAbstract_Namespace-Prefix:us-gaap_Data-Type:xbrli:stringItemType-Balance-Type:na-Period-Type:duration

[- Definition](#)

Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense.

[+ References](#)

No definition available.

[+Details](#)

~~Name:us-gaap_OperatingExpenses_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:duration~~

[-References](#)

~~No definition available.~~

[+Details](#)

~~Name:us-gaap_OperatingExpensesAbstract_Namespace-Prefix:us-gaap_Data-Type:xbrli:stringItemType-Balance-Type:na-Period-Type:duration~~

[-Definition](#)

~~The net result for the period of deducting operating expenses from operating revenues.~~

[+References](#)

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<https://asc.fasb.org/1943274/2147482810/280-10-50-31>~~

[+Details](#)

~~Name:us-gaap_OperatingIncomeLoss_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:duration~~

[-Definition](#)

~~Amount, after tax and reclassification adjustment, of (increase) decrease in accumulated other comprehensive income for defined benefit plan, attributable to parent.~~

[+References](#)

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-10A-Subparagraph-\(j\)-SubTopic-10-Topic-220-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-10A-Subparagraph-(j)-SubTopic-10-Topic-220-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147482790/220-10-45-10A>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-10A-Subparagraph-\(k\)-SubTopic-10-Topic-220-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-10A-Subparagraph-(k)-SubTopic-10-Topic-220-Publisher-FASB-URI)
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<https://asc.fasb.org/1943274/2147482790/220-10-45-10A>~~

+ Details

~~Name:us-gaap-OtherComprehensiveIncomeDefinedBenefitPlansAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

- Definition

~~Amount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term investment nature, attributable to parent entity.~~

+ References

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic-810-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-19-Publisher-FASB-URI>
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<https://asc.fasb.org/1943274/2147481231/810-10-45-20>Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-50-Paragraph-1A-Subparagraph-\(c\)\(3\)-SubTopic-10-Topic-810-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-50-Paragraph-1A-Subparagraph-(c)(3)-SubTopic-10-Topic-810-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147481203/810-10-50-1A>~~

+ Details

~~Name:us-gaap-OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

- Definition

~~Amount after tax of other comprehensive income (loss) attributable to parent entity.~~

+ References

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic-810-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-19-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147481231/810-10-45-19>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-20-SubTopic-10-Topic-810-Publisher-FASB-URI>
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<https://asc.fasb.org/1943274/2147481203/810-10-50-1A>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic-250-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-6-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic-220-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1B-Subparagraph-\(b\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-220-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-1B-Subparagraph-(b)-Publisher-FASB-URI)
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<https://asc.fasb.org/1943274/2147482790/220-10-45-1A>~~

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of income (expense) related to nonoperating activities, classified as other.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 2-Subparagraph \(SX 210.5-03\(9\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-599-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 2-Subparagraph (SX 210.5-03(9))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-599-2)

+ Details

Name:us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest.

+ References

Reference 1:

[+ Details](#)

Name:us-gaap-ProfitLoss_Namespace Prefix:us-gaap Data Type:xbli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 40-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-40>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 985-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147481283/985-20-50-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 730-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147482916/730-10-50-1>Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 912-SubTopic 730-Name Accounting Standards Codification-Section 25-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147479532/912-730-25-1>

[+ Details](#)

Name:us-gaap-ResearchAndDevelopmentExpense_Namespace Prefix:us-gaap Data Type:xbli:monetaryItemType Balance Type:debit Period Type:duration

[- Definition](#)

Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise.

[+ References](#)

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 41-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-41](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 41-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-41)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 4: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 5: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 924-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph \(SAB Topic 11.1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479941/924-10-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 924-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SAB Topic 11.1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479941/924-10-599-1)Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-5>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 30-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-30](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 30-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-30)Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-42>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 11: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 40-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-40>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 606-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479806/606-10-50-4)

[+ Details](#)

Name:us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax_Namespace Prefix:us-gaap_Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

The aggregate total amount of expenses directly related to the marketing or selling of products or services.

[+ References](#)

No definition available.

+Details

Name:us-gaap-SellingAndMarketingExpense_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:duration

-References

No definition available.

+Details

Name:us-gaap-StatementOfIncomeAndComprehensiveIncomeAbstract_Namespace-Prefix:us-gaap_Data-Type:xbrli:stringItemType-Balance-Type:na-Period-Type:duration

-Definition

The average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic-260-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-1-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-260-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-1-Subparagraph-(a)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147402662/260-10-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic-260-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-16-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147402609/260-10-45-16>

+Details

Name:us-gaap-WeightedAverageNumberOfDilutedSharesOutstanding_Namespace-Prefix:us-gaap_Data-Type:xbrli:sharesItemType-Balance-Type:na-Period-Type:duration

-Definition

Number of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic-260-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-1-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-260-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-1-Subparagraph-(a)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147402662/260-10-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic-260-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-16-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147402609/260-10-45-16>

+Details

Name:us-gaap-WeightedAverageNumberOfSharesOutstandingBasic_Namespace-Prefix:us-gaap_Data-Type:xbrli:sharesItemType-Balance-Type:na-Period-Type:duration XML 59 R5.htm IDEA: XBRL DOCUMENT
Condensed Consolidated Statements of Stockholders' Equity- TotalCumulative Effect, Period Common Additional AccumulatedAccumulated Deficit Accumulated Other Non-
USD (\$) shares in Thousands, \$ in Thousands of Adoption, Adjustment Stock Paid-In Capital Deficit Cumulative Effect, Period Comprehensive Income Controlling
Interest
Beginning balance (in shares) at Dec. 31, 2022 130,530 Beginning balance at Dec. 31, 2022\$ 207,713\$ (2,364)\$ 14\$ 435,852\$ (147,265)\$ (2,364)\$ (888)\$ 0Increase (Decrease) in Stockholders'
Equity (Roll Forward) Exercise of stock options (in shares) 277 Exercise of stock options223 223 Stock based compensation34,523 34,523 Vesting of restricted stock units
("RSUs"), net of shares withheld for payroll taxes (in shares) 4,634 Vesting of restricted stock units ("RSUs"), net of shares withheld for payroll taxes(5,560) (5,560) Net loss
(76,271) (76,271) Actuarial loss on pension(184) (184) Foreign currency translation gain208 208 Ending balance (in shares) at Sep. 30, 2023 143,441 Ending balance at Sep. 30,
2023238,288 \$ 14465,038(225,900) (864)0Beginning balance (in shares) at Jun. 30, 2023 142,703 Beginning balance at Jun. 30, 2023247,563 \$ 14455,283(206,950) (776)0Increase (Decrease) in
Stockholders' Equity (Roll Forward) Exercise of stock options (in shares) 136 Exercise of stock options110 110 Stock based compensation10,714 10,714 Vesting of restricted
stock units ("RSUs"), net of shares withheld for payroll taxes (in shares) 602 Vesting of restricted stock units ("RSUs"), net of shares withheld for payroll taxes(1,069) (1,069) Net
loss(10,942) (10,942) Actuarial loss on pension(130) (130) Foreign currency translation gain42 42 Ending balance (in shares) at Sep. 30, 2023 143,441 Ending balance at Sep.
30, 2023\$ 238,288 \$ 14465,038(225,900) (864)0Beginning balance (in shares) at Dec. 31, 2023146,577 146,577 Beginning balance at Dec. 31, 2023\$ 223,793 \$ 15473,271(248,072) (1,421)0
Increase (Decrease) in Stockholders' Equity (Roll Forward) Exercise of stock options (in shares)0 Stock based compensations\$ 29,436 29,436 Vesting of restricted stock units
("RSUs"), net of shares withheld for payroll taxes (in shares) 4,965 Vesting of restricted stock units ("RSUs"), net of shares withheld for payroll taxes0 Net loss(73,954)
(73,920) (34)Actuarial loss on pension(415) (415) Foreign currency translation gain\$ 246 246 Ending balance (in shares) at Sep. 30, 2024151,542 151,542 Ending balance at Sep. 30,
2024\$ 179,106 \$ 15502,707(321,992) (1,590)(34)Beginning balance (in shares) at Jun. 30, 2024 150,136 Beginning balance at Jun. 30, 2024195,552 \$ 15492,459(295,399) (1,512)(11)Increase
(Decrease) in Stockholders' Equity (Roll Forward) Stock based compensation10,248 10,248 Vesting of restricted stock units ("RSUs"), net of shares withheld for payroll taxes (in
shares) 1,406 Vesting of restricted stock units ("RSUs"), net of shares withheld for payroll taxes0 Net loss(26,616) (26,593) (23)Actuarial loss on pension(187) (187)
Foreign currency translation gains\$ 109 109 Ending balance (in shares) at Sep. 30, 2024151,542 151,542 Ending balance at Sep. 30, 2024\$ 179,106 \$ 15\$ 502,707\$ (321,992) \$ (1,590)\$ (34)

-Definition

Issuance of Restricted Stock Units, Shares, Net Of Shares Withheld For Tax Withholding Obligation

+References

No definition available.

+Details

Name:nrgv-IssuanceOfRestrictedStockUnitsSharesNetOfSharesWithheldForTaxWithholdingObligation_Namespace-Prefix:nrgv_Data-Type:xbrli:sharesItemType-Balance-Type:na-Period-Type:duration

-Definition

Issuance of Restricted Stock Units, Value, Net Of Shares Withheld For Tax Withholding Obligation

+References

No definition available.

+Details

Name:nrgv-IssuanceOfRestrictedStockUnitsValueNetOfSharesWithheldForTaxWithholdingObligation_Namespace-Prefix:nrgv_Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:duration

-Definition

Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-710-SubTopic-10-Name-Accounting-Standards-Codification-Section-35-Paragraph-2-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147400403/710-10-35-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-710-SubTopic-20-Section-55-Paragraph-13-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147401089/710-20-55-13>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-710-SubTopic-20-Section-55-Paragraph-12-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147401089/710-20-55-12>

+Details

Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury.

+References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (5X 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-599-1

+Details

Name:us-gaap_CommonStockSharesIssued Namespace Prefix:us-gaap Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

-Definition

A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period.

+References

No definition available.

+Details

Name:us-gaap_IncreaseDecreaseInStockholdersEquityRollForward Namespace Prefix:us-gaap Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

-Definition

Amount, after tax and reclassification adjustment, of (increase) decrease in accumulated other comprehensive income for defined benefit plan, attributable to parent.

+References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 10A-Subparagraph (j)-SubTopic 10-Topic 220-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 10A-Subparagraph (k)-SubTopic 10-Topic 220-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 19-Publisher FASB-URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (c)(3)-SubTopic 10-Topic 810-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 6: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 10A-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-10A

+Details

Name:us-gaap_OtherComprehensiveIncomeDefinedBenefitPlansAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Amount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term investment nature, attributable to parent entity.

+References

Reference 1: <http://www.xbrl.org/us-gaap/role/ref/legacyRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 19-Publisher FASB-URI https://asc.fasb.org/1943274/2147481231/810-10-45-19>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 20-SubTopic 10-Topic 810-Publisher FASB-URI https://asc.fasb.org/1943274/2147481231/810-10-45-20>Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(c\)\(3\)-SubTopic 10-Topic 810-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (c)(3)-SubTopic 10-Topic 810-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A)

+Details

Name:us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType:Balance Type:credit Period Type:duration

-Definition

The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480670/235-10-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480670/235-10-599-1)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(b\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (b)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147488175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147488175/815-40-65-1)Reference 10: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-8>Reference 11: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147479168/946-830-55-11>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 3-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-45-7](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 3-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-45-7)Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section 45-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-45-7>Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph \(SX 210.7-04\(16\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SX 210.7-04(16))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-599-1)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph \(SX 210.6-07\(9\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SX 210.6-07(9))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-599-1)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section 599-Paragraph 3-Subparagraph \(SX 210.6-09\(1\)\(d\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-599-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section 599-Paragraph 3-Subparagraph (SX 210.6-09(1)(d))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-599-3)Reference 17: <http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 19-Publisher FASB-URI https://asc.fasb.org/1943274/2147481231/810-10-45-19>Reference 18: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-6>Reference 19: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\)-Publisher FASB-URI 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210.13-01\(a\)\(4\)\(iii\)\(A\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-599-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iii)(A))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-599-1A)Reference 22: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-599-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iv))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-599-1A)Reference 23: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(5\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-599-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1A-Subparagraph (SX 210.13-01(a)(5))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-599-1A)Reference 24: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-599-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iii)(A))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-599-1B)Reference 25: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 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Standards Codification-Section 599-Paragraph 1-Subparagraph \(SX 210.9-05\(b\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477314/942-235-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 235-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SX 210.9-05(b)(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477314/942-235-599-1)Reference 30: <http://www.xbrl.org/2003/role/disclosureRef-Topic 205-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 31: <http://www.xbrl.org/2003/role/exampleRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 4J-Publisher FASB-URI https://asc.fasb.org/1943274/2147481175/810-10-55-4J>Reference 32: <http://www.xbrl.org/2003/role/exampleRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 4K-Publisher FASB-URI https://asc.fasb.org/1943274/2147481175/810-10-55-4K>Reference 33: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A)Reference 34: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B)Reference 35: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-2>Reference 36: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A)Reference 37: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(c\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (c)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A)

[+Details](#)

~~Name:us-gaap-ProfitLoss Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

[-Definition](#)

~~Number of share options (or share units) exercised during the current period.~~

[+References](#)

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 710 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/710-10-50-2>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480000/505-10-599-1>~~

[+Details](#)

~~Name:us-gaap-StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix:us-gaap Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration~~

[-Definition](#)

~~Value of stock issued as a result of the exercise of stock options.~~

[+References](#)

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480000/505-10-599-1>~~

[+ Details](#)

Name:us-gaap:StockIssuedDuringPeriodValueStockOptionsExercised Namespace Prefix:us-gaap Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Amount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI>

[+ Details](#)

Name: us-gaap-StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest_Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 60 R6.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Statements of Cash Flows — USD (\$) 9 Months Ended

Sep. 30, 2024

Sep. 30, 2023

Cash Flows From Operating Activities — Net loss\$ (73,954,000)\$ (76,271,000)Adjustments to reconcile net loss to net cash used in operating activities: Depreciation and amortization825,000 670,000Non-cash interest income(1,159,000)(1,039,000)Stock-based compensation29,436,00034,523,000Asset impairment and loss on sale of assets551,0000Change in derivative asset820,000Provision for credit losses2,234,000234,000Foreign exchange losses301,000300,000Change in operating assets73,013,000(2,938,000)Change in operating liabilities(53,087,000)(71,537,000)Net cash used in operating activities(21,040,000)(116,050,000)Cash Flows From Investing Activities — Proceeds from sale of property and equipment221,0000Purchase of property and equipment(48,306,000)(27,182,000)Purchase of equity securities0(6,000,000)Net cash used in investing activities(48,085,000)(33,182,000)Cash Flows From Financing Activities — Proceeds from exercise of stock options 0223,000Proceeds from insurance premium financings2,745,0001,250,000Repayment of insurance premium financings(1,567,000)(394,000)Payment of taxes related to net settlement of equity awards (400,000)(5,703,000)Payment of finance lease obligations(205,000)(31,000)Net cash provided by (used in) financing activities565,000(4,655,000)Effect of exchange rate changes on cash, cash equivalents, and restricted cash609,000(73,000)Net decrease in cash, cash equivalents, and restricted cash(67,071,000)(153,960,000)Cash, cash equivalents, and restricted cash — beginning of the period145,555,000206,102,000Cash, cash equivalents, and restricted cash — end of the period77,604,000132,222,000Less: restricted cash at end of period26,560,00057,986,000Cash and cash equivalents — end of period51,124,00074,236,000Supplemental Disclosures of Cash Flow Information: Income taxes paid51,00046,000Cash paid for interest89,00019,000Supplemental Disclosures of Non-Cash Investing and Financing Information: Actuarial loss on pension(415,000)(104,000)Property and equipment financed through accounts payable and accrued expenses7,946,0003,595,000Assets acquired on finance lease\$ 120,000\$ 0

— Definition

Increase (Decrease) In Allowance For Credit Losses

[+ References](#)

No definition available.

[+ Details](#)

Name: nrgv-IncreaseDecreaseInAllowanceForCreditLosses_Namespace Prefix: nrgv_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration

— Definition

Increase (Decrease) In Operating Assets, Excluding Derivatives

[+ References](#)

No definition available.

[+ Details](#)

Name: nrgv-IncreaseDecreaseInOperatingAssetsExcludingDerivatives_Namespace Prefix: nrgv_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration

— Definition

Increase (Decrease) in Operating Liabilities, Excluding Asset Retirement Obligations

[+ References](#)

No definition available.

[+ Details](#)

Name: nrgv-IncreaseDecreaseInOperatingLiabilitiesExcludingAssetRetirementObligations_Namespace Prefix: nrgv_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration

— Definition

Non-cash Interest Income

[+ References](#)

No definition available.

[+ Details](#)

Name: nrgv-NonCashInterestIncome_Namespace Prefix: nrgv_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration

— References

No definition available.

[+ Details](#)

Name: us-gaap-AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract_Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration

— Definition

Future cash outflow to pay for purchases of fixed assets that have occurred.

[+ References](#)

Reference 1 to <http://cash.nrgv.us-gaap/r6/r6/lanarvDef-Namespace-Convention-Standard-Enfranchisement-Tonic-330-SubTonic-30-Section-50-Paragraph-4-Publisher-FACB-1187>

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+ Details

~~Name:us-gaap-CapitalExpendituresIncurredButNotYetPaid-Namespace-Prefix:us-gaap-Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:duration~~

- Definition

~~Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation.~~

+ References

~~Reference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SX 210.5-02(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-599-iReference 2: http://www.xbrl.org/2003/role/exampleRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483467/210-10-45-iReference 3: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-4~~

+ Details

~~Name:us-gaap-CashAndCashEquivalentsAtCarryingValue-Namespace-Prefix:us-gaap-Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:instant~~

- Definition

~~Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.~~

+ References

~~Reference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-4~~

+ Details

~~Name:us-gaap-CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents-Namespace-Prefix:us-gaap-Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:instant~~

- Definition

~~Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage, including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.~~

+ References

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 1-SubTopic 230-Topic 830-Publisher FASB-URI https://asc.fasb.org/1943274/2147477401/830-230-45-1~~

→Details

Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

→Definition

Amount of gain (loss) from change in actuarial assumptions which (increases) decreases benefit obligation of defined benefit plan. Assumptions include, but are not limited to, interest, mortality, employee turnover, salary, and temporary deviation from substantive plan.

→References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)\(4\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480506/715-20-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 715-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(4)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480506/715-20-50-1)

→Details

Name:us-gaap_DefinedBenefitPlanActuarialGainLoss Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

→Definition

The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets.

→References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 40-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-40>Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 49-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)

→Details

Name:us-gaap_DepreciationDepletionAndAmortization Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

→Definition

Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage, held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

→References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 230-Name Accounting Standards Codification-Section 45-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147477401/830-230-45-1>

[+Details](#)

Name:us-gaap-EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

[-Definition](#)

Amount of cash outflow for principal payment on finance lease.

[+References](#)

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic-042-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-4-Subparagraph-\(g\)\(1\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-042-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-4-Subparagraph-(g)(1)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147470964/042-20-50-4>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic-042-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-5-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-042-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-5-Subparagraph-(a)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479041/042-20-45-5>

[+Details](#)

Name:us-gaap-FinanceLeasePrincipalPayments Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

[-Definition](#)

Amount, before tax, of realized and unrealized gain (loss) from foreign currency transaction.

[+References](#)

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic-046-SubTopic-220-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210.6-07\(7\)\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-046-SubTopic-220-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210.6-07(7))-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479134/946-220-599-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic-030-SubTopic-20-Name-Accounting-Standards-Codification-Section-35-Paragraph-1-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147482014/030-20-35-1>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic-030-SubTopic-20-Name-Accounting-Standards-Codification-Section-45-Paragraph-1-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147481956/030-20-45-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic-030-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-1-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147481926/030-20-50-1>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic-030-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-17-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147481839/030-10-45-17>

[+Details](#)

Name:us-gaap-ForeignCurrencyTransactionGainLossBeforeTax Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

[-Definition](#)

Amount of gain (loss) from the difference between the sale price or salvage price and the book value of an asset that was sold or retired, and gain (loss) from the write down of assets from their carrying value to fair value.

[+References](#)

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-20-Subparagraph-\(b\)-Publisher-FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-20-Subparagraph-(b)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147482740/230-10-45-20>

[+Details](#)

Name:us-gaap-GainLossOnSalesOfAssetsAndAssetImpairmentCharges Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

[-Definition](#)

Amount, before refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax.

[+References](#)

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-24-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147482913/230-10-50-24>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-740-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-23-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147482685/740-10-50-23>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-740-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-22-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147482685/740-10-50-22>Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-25-Subparagraph-\(f\)-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-25-Subparagraph-(f)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147482740/230-10-45-25>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-50-Paragraph-2-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147482913/230-10-50-2>

[+ Details](#)

Name:us-gaap_IncomeTaxesPaid_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:duration

[- Definition](#)

The increase (decrease) during the period in the carrying value of derivative instruments reported as assets that are due to be disposed of within one year (or the normal operating cycle, if longer).

[+ References](#)

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-20-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-20-Subparagraph-(a)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147482740/230-10-45-20>

[+ Details](#)

Name:us-gaap_IncreaseDecreaseInDerivativeAssets_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:duration

[- Definition](#)

Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount.

[+ References](#)

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-17-Subparagraph-\(d\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-17-Subparagraph-(d)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147482740/230-10-45-17>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-25-Subparagraph-\(e\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-25-Subparagraph-(e)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147482740/230-10-45-25>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147482913/230-10-50-2>

[+ Details](#)

Name:us-gaap_InterestPaidNet_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:credit-Period-Type:duration

[- Definition](#)

Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-24-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147482740/230-10-45-24>

[+ Details](#)

Name:us-gaap_NetCashProvidedByUsedInFinancingActivities_Namespace-Prefix:us-gaap_Data-Type:xbrli:monetaryItemType-Balance-Type:debit-Period-Type:duration

[- References](#)

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix:us-gaap Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets.~~

~~+ References~~

~~Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-24>~~

~~+ Details~~

~~Name:us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix:us-gaap Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities.~~

~~+ References~~

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-25>~~

~~+ Details~~

~~Name:us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:na Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix:us-gaap Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix:us-gaap Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Amount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement.~~

~~+ References~~

~~Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-15>~~

~~+ Details~~

~~Name:us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Amount of cash outflow to acquire investment in equity security measured at fair value with change in fair value recognized in net income (FV-NI), classified as investing activity.~~

~~+ References~~

~~Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-19>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 10 -Topic 321 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479567/321-10-45-1>~~

[+Details](#)

Name:us-gaap_PaymentsToAcquireEquitySecuritiesFvNi Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

[-Definition](#)

The cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets.

[+References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13)

[+Details](#)

Name:us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

[-Definition](#)

The cash inflow from the sale of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale.

[+References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 12 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12)

[+Details](#)

Name:us-gaap_ProceedsFromSaleOfPropertyPlantAndEquipment Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

[-Definition](#)

The cash inflow from a borrowing having initial term of repayment within one year or the normal operating cycle, if longer.

[+References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14)

[+Details](#)

Name:us-gaap_ProceedsFromShortTermDebt Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

[-Definition](#)

Amount of cash inflow from exercise of option under share-based payment arrangement.

[+References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph \(a\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph \(a\) -SubTopic 10 -Topic 710 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/710-10-50-2A](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 710 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/710-10-50-2A)

[+Details](#)

Name:us-gaap_ProceedsFromStockOptionsExercised Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

[-Definition](#)

The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph \(SX 210.4-08\(g\)\(1\)\(iii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480670/235-10-599-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480670/235-10-599-1)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 323 -SubTopic 10 -Name Accounting Standards 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<http://www.xbrl.org/2003/role/exampleRef-Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-830-55-11>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-205-45-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-205-45-3)Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7>Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 220 -Name Accounting 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[+ Details](#)

~~Name:us-gaap_ProfitLoss Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

[- Definition](#)

~~The cash outflow for a borrowing having initial term of repayment within one year or the normal operating cycle, if longer.~~

[+ References](#)

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-45-Paragraph-15-Subparagraph-(b)-Publisher-FASB-URI
https://asc.fasb.org/1943274/2147482740/230-10-45-15~~

[+ Details](#)

~~Name:us-gaap_RepaymentsOfShortTermDebt Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

[- Definition](#)

~~Amount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits.~~

~~[+ References](#)~~

~~Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210-7-03\(a\)\(2\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210-7-03(a)(2))) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147478777/944-210-599-1>Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210-5-02\(1\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-210-SubTopic-10-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210-5-02(1))) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147480566/210-10-599-1>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-230-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-8> - Publisher FASB - URI <https://asc.fasb.org/1943274/2147482913/230-10-50-8>Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-942-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-\(SX-210-9-03\(1\)\(a\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-942-SubTopic-210-Name-Accounting-Standards-Codification-Section-599-Paragraph-1-Subparagraph-(SX-210-9-03(1)(a))) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147478546/942-210-599-1>~~

~~[+ Details](#)~~

~~Name:us-gaap-RestrictedCash Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant~~

~~[- Definition](#)~~

~~Amount of increase in right-of-use asset obtained in exchange for finance lease liability.~~

~~[+ References](#)~~

~~Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic-842-SubTopic-20-Name-Accounting-Standards-Codification-Section-55-Paragraph-53> - Publisher FASB - URI <https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic-842-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-4-Subparagraph-\(g\)\(2\)](http://www.xbrl.org/2003/role/disclosureRef-Topic-842-SubTopic-20-Name-Accounting-Standards-Codification-Section-50-Paragraph-4-Subparagraph-(g)(2)) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4>~~

~~[+ Details](#)~~

~~Name:us-gaap-RightOfUseAssetObtainedInExchangeForFinanceLeaseLiability Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~[- Definition](#)~~

~~Amount of noncash expense for share-based payment arrangement.~~

~~[+ References](#)~~

~~Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-20-Subparagraph-\(a\)-SubTopic-10-Topic-230](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-20-Subparagraph-(a)-SubTopic-10-Topic-230) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147482740/230-10-45-20>~~

~~[+ Details](#)~~

~~Name:us-gaap-ShareBasedCompensation Namespace Prefix:us-gaap Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~[- References](#)~~

~~No definition available.~~

~~[+ Details](#)~~

~~Name:us-gaap-SupplementalCashFlowInformationAbstract Namespace Prefix:us-gaap Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 61 R7.htm IDEA: XBRL DOCUMENT ORGANIZATION AND DESCRIPTION OF BUSINESS Months Ended Sep. 30, 2024~~

~~Organization Consolidation and Presentation of Financial Statements [Abstract] ORGANIZATION AND DESCRIPTION OF BUSINESS ORGANIZATION AND DESCRIPTION OF BUSINESS~~

~~Energy Vault Holdings, Inc., which together with its subsidiaries is referred to herein as "Energy Vault" or the "Company," develops and deploys utility-scale energy storage solutions designed to aid in the global transition to a clean energy future. The Company's mission is to provide energy storage solutions to accelerate the global transition to renewable energy.~~

~~[- References](#)~~

~~No definition available.~~

~~[+ Details](#)~~

~~Name:us-gaap-OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix:us-gaap Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~[- Definition](#)~~

~~The entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure.~~

~~[+ References](#)~~

~~Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-1> - Publisher FASB - URI <https://asc.fasb.org/1943274/2147480424/946-10-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-2> - Publisher FASB - URI <https://asc.fasb.org/1943274/2147480424/946-10-50-2>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic-810-Name-Accounting-Standards-Codification-Section-50-Paragraph-2> - Publisher FASB - URI <https://asc.fasb.org/810/tableOfContent>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic-205-Name-Accounting-Standards-Codification-Section-50-Paragraph-1> - Publisher FASB - URI <https://asc.fasb.org/205/tableOfContent>~~

✚Details

Name:us-gaap-OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix:us-gaap Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 62-R9.htm IDEA:XBRL-DOCUMENT SUMMARY-OF-SIGNIFICANT-ACCOUNTING-POLICIES9 Months-Ended Sep. 30, 2024 Accounting Policies (Abstract) SUMMARY-OF-SIGNIFICANT-ACCOUNTING-POLICIESSUMMARY-OF-SIGNIFICANT-ACCOUNTING-POLICIES

Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements have been prepared on an accrual basis of accounting in accordance with United States Generally Accepted Accounting Principles ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial reporting. Certain information and disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes for the year ended December 31, 2023. The condensed consolidated balance sheet as of December 31, 2023, included herein, was derived from the consolidated financial statements of the Company as of that date.

These unaudited interim condensed consolidated financial statements, in the opinion of management, reflect all adjustments necessary to present fairly the Company's financial position as of September 30, 2024, results of operations, comprehensive loss, and stockholders' equity activities for the three and nine months ended September 30, 2024 and 2023, and the Company's cash flows for the nine months ended September 30, 2024 and 2023. The results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the year ending December 31, 2024 or for any interim period or for any other future year.

Principles of Consolidation

These unaudited interim condensed consolidated financial statements include Energy Vault Holdings, Inc., its wholly owned subsidiaries, and a majority owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

Non-controlling interest

In May 2024, the Company's consolidated subsidiary, Cetus Energy, Inc. ("Cetus"), issued a share-based payment award to an employee of Cetus, representing a non-controlling interest. A non-controlling interest in a subsidiary is considered an ownership interest in a majority-owned subsidiary that is not attributable to the parent. The Company includes non-controlling interest as a component of stockholders' equity on the Company's condensed consolidated balance sheets.

Emerging Growth Company

Section 102(b)(1) of the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that an emerging growth company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period, which means that when a standard is issued or revised, and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard.

This may make comparison of the Company's consolidated financial statement with another public company that is neither an emerging growth company nor an emerging growth company that has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Use of Estimates

The preparation of the condensed consolidated financial statements, in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the unaudited interim condensed consolidated financial

statements and accompanying notes. The Company evaluates its assumptions on an ongoing basis. The Company's management believes that the estimates, judgment, and assumptions used are reasonable based upon information available at the time they are made. Significant estimates made by management include, among others, revenue recognition, warranty accruals, and stock-based compensation. Due to the inherent uncertainty involved in making assumptions and estimates, changes in circumstances could result in actual results differing from those estimates, and such differences could be material to the Company's consolidated financial condition and results of operations.

Segment Reporting

The Company reports its operating results and financial information in one operating and reportable segment. Our chief operating decision maker, which is our chief executive officer, reviews our operating results on a consolidated basis and uses that consolidated financial information to make operating decisions, assess financial performance, and allocate resources.

Concentration of Credit and Other Risks

Financial instruments that subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, restricted cash, accounts receivable, and customer financings receivable.

Risks associated with cash and cash equivalents and restricted cash are mitigated by banking with creditworthy institutions. Such balances with any one institution may, at times, be in excess of federally insured amounts.

As of September 30, 2024, two customers accounted for 55% and 43% of accounts receivable. As of December 31, 2023, one customer accounted for 92% of accounts receivable.

As of September 30, 2024 and December 31, 2023, one customer accounted for 100% of the customer financing receivable.

Revenue from two customers accounted for 51% and 35% of total revenue for the three months ended September 30, 2024 and revenue from two customers accounted for 67% and 18% of total revenue for the nine months ended September 30, 2024. Revenue from two customers accounted for 59% and 38% of total revenue for the three months ended September 30, 2023 and revenue from three customers accounted for 47%, 33%, and 20% of total revenue for the nine months ended September 30, 2023.

Summary of Significant Accounting Policies

The Company's significant accounting policies are discussed in Note 2 of the notes to the consolidated financial statements included in the Company's 2023 Annual Report on Form 10-K filed with the SEC on March 13, 2024. There have not been any significant changes to these policies during the nine months ended September 30, 2024.

—References

No definition available.

✚Details

Name:us-gaap-AccountingPoliciesAbstract Namespace Prefix:us-gaap Data Type:xbri:stringItemType Balance Type:na Period Type:duration

—Definition

The entire disclosure for the basis of presentation and significant accounting policies concepts. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). Accounting policies describe all significant accounting policies of the reporting entity.

✚References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-235-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/235/tableOfContent](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-235-Name-Accounting-Standards-Codification-Publisher-FASB-URI-https://asc.fasb.org/235/tableOfContent)

✚Details

Name:us-gaap-BasisOfPresentationAndSignificantAccountingPoliciesTextBlock Namespace Prefix:us-gaap Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 63-R9.htm IDEA:XBRL-DOCUMENT REVENUE-RECOGNITION 9 Months-Ended Sep. 30, 2024

Revenue from Contract with Customer (Abstract) REVENUE-RECOGNITION

REVENUE-RECOGNITIONContract liabilities consist of deferred revenue. Under certain contracts, the Company may be entitled to invoice the customer and receive payments in advance of performing the related contract work. In those instances, the Company recognizes a liability for advance billings in excess of revenue recognized, which is referred to as deferred revenue. Deferred revenue is not considered to be a significant financing component because it is generally used to meet working capital demands that can be higher in the early stages of a contract. For the three and nine months ended September 30, 2024, the Company recognized revenue of \$40 thousand and \$1.1 million, respectively, related to amounts that were included in deferred revenue as of December 31, 2023. For the three and nine months ended September 30, 2023, the Company recognized revenue of \$28.3 million and \$45.9 million respectively, related to amounts that were included in deferred revenue as of December 31, 2022.

The Company recognized revenue for the product and service categories as follows for the three and nine months ended September 30, 2024 and 2023 (amounts in thousands):

	2023-2024-2023	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2024
Sale of energy storage products ⁽¹⁾	\$811	\$172,139	\$11,494
Operation and maintenance services	273	810	301
Software licensing	115	301	115
Other	66	364	364
Total revenue	\$1,199	\$172,205	\$12,728

⁽¹⁾ Includes revenue from the build and transfer of energy storage systems and from the sale of spare parts for energy storage systems. Revenue from the sale of spare parts was included within "Other" in prior periods. \$0.3 million in revenue from the sale of spare parts reported within the "Other" line for the three months ended March 31, 2024 has been included within "Sale of energy storage products" for the nine months ended September 30, 2024.

\$0.2 million in revenue from the sale of spare parts for the three and nine months ended September 30, 2023 has been reclassified from "Other" to "Sale of energy storage projects."

Remaining Performance Obligations

Remaining performance obligations represent the amount of unearned transaction prices under contracts for which work is wholly or partially unperformed. As of September 30, 2024, the amount of the Company's remaining performance obligations was \$47.0 million. The Company generally expects to recognize approximately 93% of the remaining performance obligations as revenue over the next 12 months and the remainder more than 12 months from September 30, 2024.

Contract Balances

The following table provides information about contract assets and contract liabilities from contracts with customers (amounts in thousands):

December 31, 2023

September 30, 2024

Refundable contribution \$25,000; \$25,000; Unbilled receivables 3,700; 55,241; Retainage 150; 5,745; Less allowance for credit losses (2,405) (1,113); Contract assets, net of allowance for credit losses \$26,445; \$64,873; Contract liabilities, current portion \$10,405; \$4,922; Contract liabilities, long-term portion —; 1,500; Total contract liabilities \$10,405; \$6,422;

Contract assets consist of a refundable contribution, unbilled receivables, and retainage.

Refundable contribution represents the contribution the Company made to a customer to be used during the construction of its first gravity energy storage system ("GE55"). The refundable contribution was to be refunded to the Company upon the customer's first GE55 obtaining substantial completion, subject to adjustment for potential liquidated damages if certain performance metrics were not met. During the second quarter of 2024, the Company signed a contract amendment with the customer removing the substantial completion condition for repayment. The Company expects to collect the \$25.0 million refundable contribution in the fourth quarter of 2024.

Unbilled receivables represent the estimated value of unbilled work for projects with performance obligations recognized over time.

Retainage represents a portion of the contract amount that has been billed, but for which the contract allows the customer to retain a portion of the billed amount until final contract settlement. Retainage is not considered to be a significant financing component because the intent is to protect the customer.

References

No definition available.

Details

Name:us-gaap:RevenueFromContractWithCustomerAbstract Namespace Prefix:us-gaap Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

Definition

The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts.

References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-9-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479806/606-10-50-9>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-10-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479806/606-10-50-10>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-15-Publisher-FASB-URI>
<https://asc.fasb.org/1943274/2147479806/606-10-50-15>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-12-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-12-Subparagraph-(a)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479806/606-10-50-12>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-12-Subparagraph-\(b\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-12-Subparagraph-(b)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479806/606-10-50-12>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-12-Subparagraph-\(c\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-12-Subparagraph-(c)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479806/606-10-50-12>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-12-Subparagraph-\(d\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-12-Subparagraph-(d)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479806/606-10-50-12>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-12-Subparagraph-\(e\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-12-Subparagraph-(e)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479806/606-10-50-12>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-13-Subparagraph-\(b\)\(2\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-606-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-13-Subparagraph-(b)(2)-Publisher-FASB-URI)
<https://asc.fasb.org/1943274/2147479806/606-10-50-13>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef-Name-Accounting-Standards-Codification-Topic-606-Publisher-FASB-URI>
<https://asc.fasb.org/606/tableOfContent>

✚Details

Name:us-gaap-RevenueFromContractWithCustomerTextBlock Namespace Prefix:us-gaap Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 64 R10.htm IDEA: XBRL DOCUMENT ALLOWANCE FOR CREDIT LOSSES9 Months Ended Sep. 30, 2024

Credit Loss (Abstract) ALLOWANCE FOR CREDIT LOSSES

ALLOWANCE FOR CREDIT LOSSESThe Company evaluates its customer financing receivable on a periodic basis by monitoring the credit quality and financial condition of the guarantor for the customer. The amortized cost basis for the Company's customer financing receivable was \$9.9 million and \$10.7 million as of September 30, 2024 and December 31, 2023, respectively.

Activity in the allowance for credit losses was as follows for the nine months ended September 30, 2024 and 2023 (amounts in thousands):

Nine Months Ended September 30, 2024 Accounts Receivable Contract Assets Customer Financing Receivable Total Allowance for credit losses, beginning of period \$ 69, \$1,113, \$1,332, \$2,514 Provision for credit losses 202 1,548, 264, 2,214 Write-offs (256) (256) Allowance for credit losses, end of period (\$271) (\$2,405) (\$1,696) (\$4,472)

Nine Months Ended September 30, 2023 Accounts Receivable Contract Assets Customer Financing Receivable Total Allowance for credit losses, beginning of period \$ (1) \$ (1) \$ (1) Addition due to adoption of ASU 2016-13 81 1,063 1,220 2,364 Provision (benefit) for credit losses (22) 174 82 234 Allowance for credit losses, end of period (\$59) (\$1,237) (\$1,302) (\$2,598)

The Company utilizes a probability of default ("PD") and loss-given-default ("LGD") methodology to calculate the allowance for expected credit losses for each customer by type of financial asset. Due to the Company's limited operating history and lack of loss history, the Company derived its PD and LGD rates using average historical rates for corporate bonds as published by Moody's. The Company uses PD and LGD rates that correspond to the customer's credit rating and period of time in which the financial asset is expected to remain outstanding.

✚Definition

The entire disclosure for allowance for credit losses.

✚References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 310-Publisher FASB-URI https://asc.fasb.org/310/tableOfContent>

✚Details

Name:us-gaap-AllowanceForCreditLossesTextBlock Namespace Prefix:us-gaap Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

✚References

No definition available.

✚Details

Name:us-gaap-CreditLossAbstract Namespace Prefix:us-gaap Data Type:xbri:stringItemType Balance Type:na Period Type:duration XML 65 R11.htm IDEA: XBRL DOCUMENT FAIR VALUE MEASUREMENTS 9 Months Ended Sep. 30, 2024

Fair Value Disclosures (Abstract) FAIR VALUE MEASUREMENTS

FAIR VALUE MEASUREMENTS The warrants are not publicly traded and the Company uses a Black-Scholes model to determine the fair value of the warrants.

Carrying amounts of certain financial instruments, including cash, accounts payable, and accrued expenses approximate their fair value due to their relatively short maturities and market interest rates, if applicable.

The Company categorizes assets and liabilities recorded or disclosed at fair value on the consolidated balance sheet based upon the level of judgment associated with inputs used to measure their fair value. The categories are as follows:

- Level 1—Inputs which included quoted prices in active markets for identical assets and liabilities.
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3—Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company's financial assets and liabilities measured at fair value on a recurring basis were as follows as of September 30, 2024 and December 31, 2023 (amounts in thousands):

September 30, 2024 Level 1 Level 2 Level 3 Total Assets (Liabilities): ---

Derivative asset — conversion option⁽¹⁾ \$ — \$ — \$205 \$205

Warrant liabilities⁽²⁾ = (2) (2)

December 31, 2023 Level 1 Level 2 Level 3 Total Assets (Liabilities): ---

Derivative asset — conversion option⁽¹⁾ \$ — \$ — \$1,025 \$1,025

Warrant liabilities⁽²⁾ = (2) (2)

⁽¹⁾ Refer to Note 7—Investments for further information. The Company determined the fair value of the derivative instrument as the difference between the expected settlement value upon conversion of the convertible note and the principal amount of the convertible

note, adjusted for the probability of the Company choosing to exercise its conversion option.⁽²⁾

✚References

No definition available.

✚Details

Name:us-gaap-FairValueDisclosuresAbstract Namespace Prefix:us-gaap Data Type:xbri:stringItemType Balance Type:na Period Type:duration

✚Definition

The entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration; (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item; (c) policy for requiring collateral or other security and information as to accessing such collateral or security; and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information.

✚References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 107-Publisher FASB-URI https://asc.fasb.org/1943274/2147482078/820-10-55-107>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 100-Publisher FASB-URI https://asc.fasb.org/1943274/2147482078/820-10-55-100>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2E-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2E>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph \(h\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph (h)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6A-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-6A)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(h\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (h)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 940-SubTopic 820-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478119/940-820-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 940-SubTopic 820-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478119/940-820-50-1)

⚡ Details

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311^1);6/5KNQL(1VVPQ-(BSNM-NR%/(W1/<=>M95Q;22=-TBSLY=GMCI411TSFNZ5JL=1K<5NI6:V010PU>00V;MK0-ME>2"Q/3GVH-V010B61Q0=2M;ZU)=I%11<65W-L-5;39YV%7C61WY1Y1;L:X-M/24M1015-3C37RZQ10-91W-T1W(YM.P-
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[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted document. It appears to be a mix of random letters, numbers, and symbols.]

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4;F;0; /NJ;V1>3Z2Q%=:17U@/POMDVI00AL#P;MFWV-M-2>5;AL BAXRW6IU;506668;FJ04D25D89A@106XG200QXPVM+110 M5;IRZ126UC>VYMH;UPJHDH'R-V2 XAV<N#B@>U:Q90;29->RSN(T;S);T;MYIHH-NH-W;MM<U>;>H5C(2%K%I6G%I4L<-7>1>V-W-K*%XPL;RH4SD-M-G>.>#CEI6-60C'Z7HSH'JFC:O6MQ9;1V2%1DDW- H#48;3Z6&M-M5T;XAIX@NK22YLM0TQ+2Z>OHTIMD8L'E'S%#PDC(YZXH-OS-%1K?PZ'-M'->#%=:78Ib%8?WMO-M'E1G-0'N;9FWH+1'F< /URVYTF-TOK&XAMOMBFBF++U-M#G;77d&#U#-G1Z?ZXU;U-&S=Q#HRIUK61PZ>-HB99(HV;GNI)1-V-MIP-M;10P7C-5V+5(=-N9;1=-EM-1@AE;175#D9Y<@G;K0N6B-1-HTF;M0W77E1U;3R1H;1-1'H8S1L=->0U70H1<1#Q'MM>PFOQ;KIB;XYG MEC-<W3-V;P2'VAW-D;K&308M31L-GAD;4>+5;RK63 *26IE6@125P.W'M-M8QZ=K7TPUM2M*%<=1>1T-5>1IPB;1L>=>8&C8GYL178#IR1QD-HN2-M#F<= M-HT&F&G=WI6'DS100K1ZL2IM+1V7MDU2C'6D6RZ91J-V;43+R160#M1'NS;K1#<?>F6=U%<318U-Po(L3(1DE)<+>HSLR19R0&L>V M-Y4;1JP-D-B-PIDWWT+1'2OV-DG=6MYYN<1N<1P>@#N1KOE:0;1>1#IN-M7=-6ZW<CAJ?SBL2IM+1V0P31XJ@GO+1T32+15TL-4FW8BQ2W1@'L;7 MV:9.MGAN'5#>M-M4N<4>=>H-HUE=K82-1-1#DY@<#KNY7&YPPI=>MEW&K09WEVFEVVRW5Z=4Q#&P8CIS5#<<QPN>1'1HXZERG6D2&1#31.GNK3589;D31M&#&(BQ@&*S M88-U/09Y0@14U0510+82Z1P%5S9Z%TGR<1'6)MYERO-XKP7PIU?Z>NGV4UK<XMKVTCMYU>X>X16-DYN4&G 4SD@#KWT1'2&EBLFF-VBU>OMJ>TN9(R(W= (W5N? M3+>XSC-%S8ZEXH1(%H%Q1=W92UW<61O7ECQ'1)19D2[K1MN'VD>YQ@T.M2=U10&S';6(8M'U>YET@C14L-N0R5JWAN8#&WG'4J@>Z73IZWU/3.6-M'W MYUS+LH238OE6/(Y/N#M16ICU;S-1HX(H02'H?C)HM@<LX-XWZX>F=FX-M&GM/NAVEU+1A6NMH1OVROZQ1K&D8LS-#&23U1Y?2(KJX'XH+1R2RND1JH MMH8+AH22>H1'X91>2>X=10IREWXXGO(OB)<1'1N1+91>Y>9'C-8BAA-ME@0Y;175L+1(GSH55P61ZR'BS D&T&M=<1Z+4K-M'PBGVKQZ><Z-61YMDT.TB-T0RHXX+VU>>?QKFWTS4Y/GCZ-MO&EWOVK41M9Y;(P-F5)H1A2>UOQC00I2>Z1F-W MK6UN-0NO(P-BI8-MR&U+LHYH1(SDXH=-H&O6/B718- 5TH4VFES@-NUE6&AEB-B'PXX#M+M+1S20S-MUKK761.O;@.M9HH11912;M6'FQ1#<3Z91'UCC01425291#<=BZVD Mj/1+1;QNIC&3CG62 3ZI>OIVEW5ZEMDQ- J3PQ?T4;N1>3&'-K\$A>>S<=<#48'N=NX4;Y871<14@-M5Y<1/5V<17A'3GT+44NM,U'R>;Q@G;'V789)XXXIGL'-TA1;13SVIH-&U-M/4+@S&SFB2.01&0&?>+>VYDLN6GG;U'P-B%HZ.%161<1'<VU'Z6TC'P9;0N-M4<18'GIG->U'XBGU50%6EQC3K<T'P2VDP66%O K MG;2-9M-'A13)=<08Y1'Q&M&U'BQ&=<N'07?_G? B#44?2>XO>2;0EMX2>A-1B3(OBY10R'14;T76=1FU M10 Z4VERO1'1P'VYVN+1'2.05M/59&3DOR-6Z.XOL10U3DK;IM7U-MW-W9/1J9P 3C-Q6&4XU1?QOIT-VU>123KFI<6'>HBF(CR)BHXW-MN M5<M3-MN+VWJHBPCKJ<1'6J'6MS?27%T5WKVZ1D-0E0H->@>HJX(N M57A-2? PA=>>KMKJR=H8M2&W1(LX2D2M1V<1'&HX20.F3@-VM167FKP<1'5.M.G3;3=1V'F-M&K'8V.2A2);6R-X-9X<10>'K+P-1MH44U#H5.T% MG;25M)1(TK#;- S'DL&N)P!U!P!Q#HL-H7C-O7+<=>=&TOW@N61P#(52\$1P MFWV-0=3>YN+1UVO)>TDF19G@MM<=<@H7T>M@0>+11<H7XMX+RUU&T@#RUI(BL1D1-Z& (89XZ)KBLV5<1'&EW16CW&61MOV.K2K11=ROJQ1#>1VJN(9;<757&R>J4M+1N'SLMP'DME\$D#)U/M(H'X'<L'UUY+<#7-P51D7P1#;8ZYHUW-K5 MUK'A-UU2>_8ND3-- H9U1Z;INESH31'>P1P6PQ7U1#<M5-7M1'6WSHDDGN M91#<P1-YU7P3@9C'D1-365Y51TFLVVK27;7-G14J074SR N&8P&M+M'<LGC&#WAXJZ1H6CQ-XATER>?>2+HQN.@>10(X(A1B?>K'<40%0%OKGC'P-MFIO8Z5;936M;WEL715)TGPB<1?520'G-'PIKU1'QO13=1FC4-P'SM5&GK<UGN6+41)MYGEY M?>2+FOK-N/X1X+NYF31<@>K097EL:0)B8(BU1Y8122.CC)S7 M+3Z1TVPB@U50%TF<=M'XU&26'WADIF16D2 YZ?>17VH14<1'>2'<=<@%TN<= MYT=@>PSIH-FW2.0>19'C-P O&GFD?>=-LEMKF;WNOIES10'Q-(1H?>H<1UN+1TK62;Y96A'3HM<VYH'QU9DGM;H10 ML+2.NY4.3N1.'1<9IUE6-O>0ZIX'N)-O1%? BVC>0WHL;(SMX O-N716 M6-U>?G&R&LRI-UNH6-7316XU6WATG6 M-R;2W-NDMK4SHI?>NY8<8-1@<=&9XU1'5ULP,K;FWR6U1U?>O1.ACD; M'03.0.HR.4F+1'Q1X1HKKR+3VK(11'<1JOLZ-V.GM=-K1-F1#&M<170 MM61'5G21;1>1-K<=>UFV-F8)5-5 WGS8 VCMGTY- &GJCC6M-AUGMKO< MRC<96U%50PH-19D-NVIOEW<91N;SU27;9VU3;C;1OGMH-UWJ190P.M84EB<=<+DXOZC1'>=>Q-A&Q1P@=-Z1BF66VU4V3V1TL;65Y7)R>0 2 M<5K;FY<6?>2+WB6'2+V1H176G-W;75J@<X?>P#>#>=<FCV;HV4U M=61.OX1L9ZDYXQU1X M71.H2)N1J(QA81(U+>QP'>#>1+1+1P'1<1'>M1+1? 11V1=1F8DS\$A'2=V3@XOGOUL7-786?>D07UR;1NK33VYWEQ;MJA6 X1.06#<=&S10EZG'X116+1>?>-M-U'TENXA'QZC MIG;1X+Z1'QX5G7'>YF6=W>M8WTFIG9\$'1GA M1.6YP'006#<=&L1#CZ@>9=69WD'Q2@NGT'1+1-16R.T5'<S7=177701L-MU8109276@<(M.L4-P4'MP-A227EE20PQ.N)PDRER<4Y1YX14 2R.5%10Q50 MKYTMK 4X1G08)H&4;40NEPEYWS'HP1W-Z=SG6B/H1Z%8ZQ'7;MK=70LVU M&JM;33#MNR4.PV<19Z>=(S56V O'<=&U2XTV9K671X;26.1D1)4D9BNQO;G/H2M3KD1; TB131.08H@-M50@1PQWR1M'Z>=&FJ16;6.E3.K1DO+H'3'DU<1'1B1618?>8%CM1.Y0?>2 MBB1LZ9Z9K8Z'R*#&D<=>1B-R'Y;Q9;ZHL-BW3J; MOKJ2&M0>28'H@<1PWN+>_OOZ@11<#DF;OMH1O1X+N1=10HK&2HK-Y9XL M2=1#<=&10GKLTX5B#H1+QM15WX'N1D2YM4LQOXYR3A@OE15)8EEQ M@G.171E9N/C1ADLKZS823<R78BKLZ'P1NUV45<=&1#-8BEUH&N1C-19 M4Z=GL#S?WFGU55-B1H6KQZ#JD9E'FQ2#1S M5L19CF0C1+9-AU19H1 KSK51'Q-C&MPEK'W22>Y% M-RS>2008A554 MD#1'1#KC-3ANMA B2#<X1C=3K'>M<1+121K8D;HXB@HC2G0-9E2>1C XEL'1'>1F077-KKC-RVO13XL0ZING7-QBSZ+1 M5H'L<@<F+GK-VG2/09->1% M=2>KX5T36Y+RTU>R@UZIGENHUW1;YNU M21P31N'7M76H&HEGM-11110 44 M44 %%%<1110 4444 %%%<1110 4444 %%%<1110 4444 %%%<1110 4444 %%%<111

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