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and local expertise to serve our customers in local markets as well as serve national accounts with geographically dispersed equipment rental needs;â€¢favorable purchasing power or volume discount pricing opportunities on material and equipment;â€¢operational cost efficiencies across our organization, including with respect to purchasing, information technology, back-office support and marketing;â€¢a national sales force with significant expertise across our equipment fleet; andâ€¢industry-specific expertise to assist our customers with customized solutions.1Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIES ITEM 1.A BUSINESS (Continued)Since the North American equipment rental industry is highly fragmented, with very few national competitors, we believe that the majority of our competitors do not enjoy these same advantages.Diverse Customer Marketsâ€¢We provide equipment rental services to customers in a wide variety of large markets, including contractors in commercial and residential construction, specialty and remediation and environmental sectors; industrial, including energy, chemical processing and manufacturing; infrastructure, such as highway and bridges, railroads and sewer and waste disposal; and other industries such as facilities management and entertainment production and services. We believe that diversification of our customer base reduces our exposure to any particular market. Large, Diverse and High-Quality Equipment Fleetâ€¢Our equipment fleet represents a significant investment and reflects our commitment to providing an array of rental equipment to our customers in a variety of industries. We offer a wide range of equipment from leading, globally-known original equipment manufacturers who we believe provide reliable equipment. We also offer a wide range of professional grade tools that target professional contractors. Our extensive and high-quality rental fleet enables us to serve a diverse customer base that requires large quantities and/or varied types of equipment for rent. Our increasing portfolio of specialty equipment further expands our capabilities and customer reach. In recent years, we have diversified our portfolio into a variety of niche markets that experience business cycles that may vary in intensity and duration from that of the general economy. We believe this diversification also positions us to take advantage of any increase in demand for more specialized rental solutions. Established National Accounts Programâ€¢Our national account program provides us with longer rental durations for much of our equipment, with many of our larger customers renting equipment from us for use in large, complex projects. These arrangements provide a number of additional benefits, including recurring revenue, attractive credit profiles, improved fleet utilization and enhanced presence in new markets. National accounts represented 45% of equipment rental revenue for the year ended December 31, 2024. Through our national customer relationship program, our sales teams serve as a single point of contact for those customers' equipment rental needs. This enables us to be a full end-to-end solutions provider.Superior Customer Serviceâ€¢We have a well-established reputation for superior customer service, which has been a competitive differentiator for us throughout our history. Senior management remains focused on enhancing our customer service focused culture. We provide a suite of comprehensive services to support our customers and to maintain and service the equipment we rent. We spend significant time and resources training our personnel to effectively address the needs of our customers. We believe that these initiatives help support our pricing strategy and foster customer loyalty.Range of Value-Added Servicesâ€¢We offer a suite of customer-focused services. These services include equipment transport, fleet management and telematics, power solutions, on-site services and customized advice, re-rental options, and parts and supplies sales. This combination of services is designed to offer comprehensive value-added solutions to our customers that complement and enhance the rental equipment we offer.Experienced Senior Leadership Teamâ€¢We have an experienced senior leadership team committed to maintaining operational excellence with an average of approximately 24 years of experience in the equipment rental and heavy equipment industries. Our senior leadership team has extensive knowledge of all aspects of these industries, particularly in North America. Our team is dedicated to providing our customers a quality rental experience and is committed to further improving our performance capabilities.Our StrategyOur long-term strategy is focused on the following priorities: grow the core and expand specialty; elevate technology; integrate sustainability and allocate capital.Grow the Core and Expand Specialtyâ€¢We are focusing on growing our core equipment, which includes aerial, earth moving, material handling, trucks and trailers, air compressors, compaction and lighting, by investing in more equipment on existing locations to leverage our network. We are expanding our footprint in North America, with a focus on increasing the number of branches in major urban markets through opening new greenfields and targeting strategic acquisitions. Focusing on urban markets allows us to reach diverse end markets and provides a broad customer base. Growing our diverse core equipment rental fleet provides a range of solutions for a variety of customers in these dynamic markets.2Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIES ITEM 1.A BUSINESS (Continued)We also seek to achieve ongoing growth via our strategy to expand and diversify our revenues through a broader mix of equipment that increases the range of customers and markets we serve. We are growing our ProSolutionsÂ® business which offers specialized equipment and services, including technical expertise and customized solutions, for customers and projects, as well as our ProContractor business, which focuses on professional grade tools and equipment that meet their needs. We will continue to offer a comprehensive equipment rental fleet to maintain our market leadership. Our footprint expansion includes locations dedicated to our ProSolutionsÂ® and ProContractor business to better support our growing specialty equipment and services operations. We will continue to pursue initiatives that allow us to drive more volume through existing branches and we will also take advantage of cross-selling opportunities to increase our share of our customersâ€™ total rental spend.Elevate Technologyâ€¢We are elevating the use of technology across the rental consumption chain by making significant investments in our digital platforms and are leveraging the knowledge that we have in serving customers for nearly sixty years to ensure that those investments create value throughout the rental experience. We are committed to delivering technology that enables us to drive improvements in customersâ€™ efficiency and productivity. Our redesigned customer platform is based on data-driven business intelligence. We offer a self-service model in which our customers have a real-time view into equipment availability through both a mobile and desktop view. Customers are presented with spot market pricing models and logistics options and can create their own equipment orders based on the information provided. Our customers are able to manage their equipment, rental contracts, and accounts through our technology platform and are also able to use self-service tools to act upon rental decisions such as extending a contract, adding equipment, or indicating that a job is complete.Integrate Sustainabilityâ€¢The equipment rental industry highlights the benefits of a sharing economy by minimizing manufacturing and materials purchasing, and the subsequent reduction of related emissions and pollutants that have been associated with negative impacts to our environment. In addition, by maintaining premium rental equipment and updating it annually, with investments in state-of-the-art fuel- and energy-efficient equipment, we assist our customers in achieving their environmental goals and to operate more cost efficiently than if they were to purchase equipment they don't fully utilize. We have established three sustainability goals that we aim to achieve by 2030 compared to our 2019 baseline: (i) reduce our Scope 1 and 2 greenhouse gas emission intensity by 25%; (ii) reduce our non-toxic waste intensity to landfill by 25%, and (iii) reduce Total Reportable Incident Rate ("TRIR") of 0.49 or lower. In 2024, we announced exceeding our greenhouse gas ("GHG") intensity target and nearly meeting our non-toxic waste intensity target. We continue to strongly focus on safety to further our TRIR goal and are evaluating setting new environmental goals to motivate ongoing progress.Allocate Capitalâ€¢We are committed to delivering long-term sustainable value for shareholders with a balanced, disciplined, and opportunistic approach to capital deployment. Over the past five years, we have laid the foundation for growth and as we continue to invest in the business we will generate surplus capital that we intend to allocate through further investment in rental equipment, strategic acquisitions, distributions to shareholders with a quarterly dividend and opportunistic repurchases under our existing share repurchase program.Our Products and ServicesOur principal products and services are described below.Equipment Rentalâ€¢We offer for rent, on a daily, weekly or monthly basis, equipment from a variety of leading, globally known original equipment manufacturers, with which we maintain strong relationships. The equipment is typically new at the time of acquisition and is not subject to any repurchase program. As of December 31, 2024, the average age of our equipment rental fleet was 46 months.3Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIES ITEM 1.A BUSINESS (Continued)As of December 31, 2024, our rental fleet consisted of equipment with a total original equipment cost, based on the guidelines of the American Rental Association, of \$7.0 billion. The following table provides a breakdown of the composition of our equipment rental fleet based on original equipment cost: % of Original Equipment CostDecember 31, Equipment Type20242023Aerial 24% %24% %Specialty23% %24% %Material Handling20% %18% %Earthmoving11% %12% %Other 22% %22% %Sales of Used Rental Equipmentâ€¢We routinely sell our used rental equipment to manage repair and maintenance costs, as well as the composition, age and size of our fleet. We dispose of our used equipment through a variety of channels, including retail sales to customers and other third parties, sales to wholesalers, brokered sales and auctions. Sales of New Equipment, Parts and Suppliesâ€¢We also sell new equipment. The types of new equipment that we sell vary by location and include a variety of ProContractor tools and supplies, small equipment (such as work lighting, generators, pumps, and compaction equipment and power trowels), safety supplies and expendables. Our Customers We have a wide range of customers across diverse end markets with a large base of local small to mid-size customers to large complex national organizations leveraging our core and specialty solutions or equipment. The principal end user markets we serve, based on our customersâ€™ North American Industrial Classification System ("NAICS") codes, are as follows:â€¢Contractors - We serve various types of general contractors and subcontractors in non-residential and residential construction, specialty trade, restoration, remediation and environmental and facility maintenance. Contractor business represented approximately 36% of our equipment rental revenue for the year ended December 31, 2024. â€¢Industrial - We serve industrial customers across a broad range of industries, including refineries and petrochemical operations, industrial manufacturing including automotive and aerospace, power, energy, renewables, metals and mining, agriculture, pulp, paper and wood and food and beverage. We believe that key drivers of growth within the industrial market include increased levels of spending on industrial capital and maintenance, repairs and operations. Industrial customers represented approximately 26% of our equipment rental revenue for the year ended December 31, 2024. â€¢Infrastructure and Government - We serve our infrastructure customers across a wide range of projects such as streets, roads and highways, bridges, sewer and waste disposal, water treatment, railroads and other transportation and utilities, as well as all governmental spending. Infrastructure and government represented approximately 17% of our equipment rental revenue for the year ended December 31, 2024. â€¢Commercial Facilities - We serve commercial facility customers within an array of industries, including commercial warehousing, education, healthcare, data centers, hospitality and retail. Commercial facilities customers represented approximately 14% of equipment rental revenue for the year ended December 31, 2024.â€¢Other Customers - In addition, we serve a variety of other customers through sporting and live events, entertainment production, special event management and non-account customers. These customers collectively represented approximately 7% of our equipment rental revenue for the year ended December 31, 2024. We operate in mid-size and large urban markets serving a wide range of industries, which enables us to reduce exposure to any single customer or market, with no single customer making up more than 3% of our equipment rental revenue for the years ended December 31, 2024, 2023 or 2022. Our footprint and broad customer base also assist in reducing the seasonality of our revenues and the impact from any one market's cycle.4Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIES ITEM 1.A BUSINESS (Continued)Sales and MarketingWe market and sell our services through a variety of complementary programs. Through a dedicated sales team, we provide our customers with support services, market and application expertise, and sales offerings. For example, we have sales teams committed to servicing various categories of our customer base, including clients in the construction, industrial, government and entertainment industries. Our product experts oversee general rentals and specialty products, providing application support and program management services to our clients. Through our national accounts program, our dedicated sales team provides our large customers with support across a number of diverse geographic, functional and equipment sectors. We also provide client support via our sales coordinators, reservation centers and customer care centers to help customers with their comprehensive needs. We advertise our broad range of offerings through industry catalogs, participation and sponsorship of industry events, trade shows, and via the Internet. Additionally, through our website and mobile apps, our customers can arrange for the rental of equipment, browse and purchase used equipment, review our service offerings and manage their fleet and overall account with us.CompetitionCompetition in the equipment rental industry is intense, often taking the form of price competition. Other competitive factors include customer loyalty, changes in market penetration, the introduction of new equipment, services and technology by competitors, changes in marketing, product diversity and quality and the ability to supply equipment and services to customers in a timely, predictable manner.Our competitors in the equipment rental industry range from other large national companies (United Rentals, Inc., Ashtead Group plc's Sunbelt Rentals brand and H&E Equipment Services, Inc.) to regional and local businesses and include equipment vendors and dealers who both sell and rent equipment directly to customers. The equipment rental industry is highly fragmented, with many companies operating on a regional or local scale and offering a limited number of products. The number of our competitors operating on a national scale is comparatively much smaller, although they often have significant breadth in their rental equipment categories and are continuing to expand their locations and offerings. United Rentals, Inc. recently announced it had entered into an agreement to acquire H&E Equipment Services, Inc., which will further enhance their ability to compete in the equipment rental industry. However, based on market and industry data, we believe that we are one of the leading participants in the North American equipment rental industry, with the remainder comprised of a small number of multi-location regional operators and a large number of relatively small, independent businesses serving discrete local markets and specialty rental segments. We also compete with global companies in certain specialty categories. Aggreko is a global competitor in the power generation rental markets in which we also participate.SeasonalityOur business is seasonal, with demand for our rental equipment tending to be lower in the winter months, particularly in the northern United States and Canada. Our equipment rental business, especially in the construction industry, has historically experienced decreased levels of business from December until late spring and heightened activity during our third and fourth quarters until December. We have the ability to manage certain costs to meet market demand, such as fleet capacity, the most significant portion of our cost structure. For instance, to accommodate increased demand, we increase our available fleet and staff during the second and third quarters of the year. A number of our other major operating costs vary directly with revenues or transaction volumes; however, certain operating expenses, including rent, insurance and administrative overhead, remain fixed and cannot be adjusted for seasonal demand, typically resulting in higher profitability in periods when our revenues are higher, and lower profitability in periods when our revenues are lower. To reduce the impact of seasonality, we are focused on expanding our customer base through specialty products that serve different industries with less seasonality and different business cycles. See Part I, Item 1A "Risk Factorsâ€¢Risks Related to Our Business."Intellectual PropertyWe own intellectual property, including trademarks, copyrights, patents and trade secrets, that plays an important role in maintaining our competitive position. While no single copyright, patent or trade secret is, in our opinion, of such value to us that our business would be materially affected by the expiration or termination thereof, taken in the aggregate, these intellectual property rights provide meaningful protection for our business. However, we view the name and primary mark "Herc Rentals" and "Herc" as material to our business as a whole. We own a number of secondary trade names and trademarks applicable to certain aspects of our business that we also view as important.5Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIES ITEM 1.A BUSINESS (Continued)Human Capital ManagementAs of December 31, 2024, we employed approximately 7,600 people, some of whom are covered by a variety of union contracts and, in the case of Canadian employees, have governmental regulations affecting, among other things, compensation, job retention rights and pensions. Approximately 620 employees in the United States and 90 employees in Canada are covered by collective bargaining arrangements and we believe that our relations with the labor unions are good. We also employ a number of temporary workers, and engage outside services, as is customary in the industry, principally for the movement of rental equipment between rental locations and the movement of rental equipment to and from customersâ€™ job sites. Oversight and Managementâ€¢Our vision is to be the supplier, employer and investment of choice in our industry. To fulfill this vision, we are investing significant time, effort and resources into recruiting top talent, developing our employees and providing a positive, inclusive and supportive environment. Our Chief Human Resources Officer ("CHRO") is responsible for managing employment-related matters, including recruiting and hiring, onboarding and training, compensation planning, performance management and professional development. In addition, the Chief Executive Officer ("CEO") and CHRO regularly update our Board of Directors and its committees on the operation and status of human capital trends and activities.Under the direction of the CEO and CHRO, we conduct an anonymous employee survey on an annual basis to seek feedback from our employees on a variety of topics, including confidence in company leadership, competitiveness of our compensation and benefits package, career growth opportunities and improvements on how we could make our Company an employer of choice. The results are reviewed by senior leadership and the Board of Directors who analyze areas of progress or deterioration and prioritize actions and activities in response to this feedback to drive improvements in employee engagement.Safetyâ€¢We require an active commitment to, and personal accountability for, safety and safety compliance from all employees and contractors. Operations leaders have a key role in the communication and implementation of, and ensuring adherence to, safety and compliance policies and standards. Our safety culture is predicated on training, communications, empowerment, measurement and recognition. Training includes more than 700 online, on-demand courses available to all team members, weekly branch "Toolbox Safety Meetings" centered on our safety guides and a lessons learned library of incidents and preventative recommendations.Safety communications include an annual commitment to safety and ongoing safety reminders from the CEO, Health and Safety Boards at every branch that serve as a dedicated resource for safety-related information, and morning stretch, which includes a forum for leaders to communicate pertinent safety-related

information to employees. We strive for the “Perfect Day” which is defined as a working day across our Company with (i) no Occupational Safety and Health Administration (OSHA) recordable incidents, (ii) no Department of Transportation violations and (iii) no fatal motor vehicle accidents. Each of our branches achieved at least 98% Perfect Days in 2024. All employees are empowered to intervene with Stop Work Authority when they perceive an unacceptable safety condition, act or situation where an individual’s lack of understanding could result in an incident. This authority is supported through Safety Communications that emphasize safe practices and a daily observation/hazard program that directs employees to assess their work environment and tasks for potential hazards. We track and share standard safety performance metrics throughout the organization, such as the OSHA Total Recordable Incident Rate (“TRIR”), Days Away/Restricted Transfer Rate (“DART”) and Lost Time Case Rate (“LTC”). During the year ended December 31, 2024, we had a TRIR of 0.87, a DART of 0.20 and LTC of 0.32. Safety performance is communicated to the organization weekly by distribution of the Safety Monday Report and we report our safety performance to the Board of Directors at each regularly scheduled meeting. Compensation and Employee Benefits Our compensation programs provide a package designed to attract, retain and motivate employees and further our vision of being the employer of choice in our industry. In addition to competitive base salaries, we provide a variety of short-term, long-term and commission-based incentive compensation programs to reward performance relative to key financial and non-financial metrics. Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 1.A BUSINESS (Continued) The health and well-being of our employees and their families is a top priority for us and we offer an array of health and financial benefits to our full-time employees including: Comprehensive health insurance including semi-annual biometric screening events; An employee assistance program which offers confidential resources and assistance for everyday issues, such as work pressure and relationship issues, and highly impactful issues, such as loss, disability, anxiety or depression; A life planning account which provides employees with limited reimbursement for items such as wellness activities, student loans and education and financial planning; Company paid life and disability insurance; Tuition reimbursement programs; and Voluntary benefits and optional services that support total well-being, including physical, mental and financial wellness. As part of our culture and commitment to local communities we serve, a volunteer paid time off benefit was added to the benefits platform in 2023. This paid time off benefit offers our employees the opportunity to enrich their well-being while giving back and providing support to their local communities. Training and Talent Development We are committed to the continued development of our employees and offer learning and development opportunities spanning instructor-led and online, on-demand courses that support improved performance and effectiveness as well as personal and professional growth. These opportunities apply to all employees across all stages of career progression and job responsibilities. More than a dozen instructor-led courses enhance employees’ sales, managerial leadership and role-specific skills, such as our shop and counter operations training, sales training, branch manager courses, hands on equipment training for mechanics and a professional development series designed to improve the skills necessary to navigate and succeed in the workplace. In 2024, our employees enhanced their skills through approximately 398,000 hours of training focused in the areas of safety, customer service, sales fundamentals, process and tool training, management basics and soft skills, leveraging over 24,000 unique training assets and programs. Strategic talent review and succession planning occur on a planned cadence annually. The CEO and CHRO meet regularly with senior leadership and the Board of Directors to review succession plans. We seek to provide opportunities for our employees to grow their careers by increasing our focus on internal talent mobility, which resulted in filling many open management positions internally during the year ended December 31, 2024. Talent Acquisition We strive to build a team that reflects the variety of people, cultures and communities we interact with to create an inclusive, productive environment. We believe that varied perspectives best leverage employee talents, leading to creative thinking, open communication and greater customer and team engagement. Members of our recruiting team are provided the knowledge and tools to create an effective plan for recruiting a diverse and inclusive workforce. As of December 31, 2024, women represented approximately 12% of our workforce and 17% of our managerial roles. As of December 31, 2024, people of color represented approximately 34% of our workforce and 19% of our managerial roles. Additionally, 57% of our non-employee members of the Board of Directors are women or people of color. Our efforts to build an inclusive team led to the creation of two employee resource groups, Women in Action and the Veterans Resource Group. Women in Action seeks to empower, support and develop women by facilitating the exchange of knowledge and experiences through learning opportunities as well as with internal and external networking events. Similarly, the Veterans Resource Groups offers veterans a community of support, networking, collaboration, learning and sharing. As of December 31, 2024, approximately 9% of our employees have self-reported as veterans. Environmental, Health, and Safety Matters and Governmental Regulation Environmental, Health, and Safety Our operations are subject to numerous national, state, local and international laws and regulations governing environmental protection and occupational health and safety matters. These laws govern such issues as wastewater, storm water, solid and hazardous wastes and materials, air quality and matters of workplace safety. Under these laws and regulations, we may be liable for, among other things, the cost of investigating and remediating contamination at our sites as well as sites to which we send hazardous wastes for disposal or treatment regardless of fault, as well as fines and penalties for non-compliance. Our operations generally do not raise significant environmental, health, or safety risks, but we use hazardous materials to clean and maintain equipment, dispose of solid and hazardous waste and wastewater from equipment washing, and store and dispense petroleum products from storage tanks at certain of our locations. Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 1.A BUSINESS (Continued) There is an increasing global regulatory focus on GHG emissions and their potential impacts relating to climate change. Future laws, regulations or policies in response to concerns over GHG emissions such as carbon taxes, mandatory reporting and disclosure obligations and changes in procurement policies could significantly increase our operational and compliance burdens and costs. We monitor developments in climate-change related regulation for their potential effect on us and also have a sustainability program that seeks to mitigate our impact on the environment, including initiatives and targets to reduce our Scope 1 and 2 GHG emissions intensity. Based on the conditions currently known to us, we do not believe that any pending or likely remediation and compliance costs will have a material adverse effect on our business. We cannot be certain, however, as to the potential financial impact on our business if new adverse conditions are discovered, or compliance requirements become more stringent. See Item 1A “Risk Factors” Other Operational Risks. Governmental Regulation Our operations also expose us to a number of other national, state, local and international laws and regulations, in addition to legal, regulatory and contractual requirements we face as a government contractor. These laws and regulations address multiple aspects of our operations, such as taxes, consumer rights, privacy, data security and employment matters, and also may impact other areas of our business. There are often different requirements in different jurisdictions. Changes in government regulation of our business has the potential to materially alter our business practices or our profitability. Depending on the jurisdiction, those changes may come about through the issuance of new laws and regulations or changes in the interpretation of existing laws and regulations by a court, regulatory body or governmental official. Sometimes those changes may have both a retroactive and prospective effect. This is particularly true when a change is made through reinterpretation of laws or regulations that have been in effect for some time. Moreover, changes in regulation that may seem neutral on their face may have either more or less impact on us than on our competitors, depending on the circumstances. See Item 1A “Risk Factors” Other Operational Risks. Corporate History On June 30, 2016, we, in our previous form as the holding company of both the existing equipment rental operations as well as the former vehicle rental operations (in its form prior to the Spin-Off, “Hertz Holdings”), completed a spin-off (the “Spin-Off”) of our global vehicle rental business through a dividend to stockholders of all of the issued and outstanding common stock of Hertz Rental Car Holding Company, Inc., which was re-named Hertz Global Holdings, Inc. (“New Hertz”). New Hertz continues to operate its global vehicle rental business through its operating subsidiaries including The Hertz Corporation (“THC”). We changed our name to Herc Holdings Inc. on June 30, 2016, and trade on the New York Stock Exchange under the symbol “HRI.” Herc was incorporated in Delaware in 1965. Since its incorporation and until the Spin-Off, Herc was a wholly-owned subsidiary of Hertz Holdings or one of its subsidiaries operating its equipment rental business. Since the Spin-Off, Herc has been a wholly-owned subsidiary of Herc Holdings. Herc Holdings was incorporated in Delaware in 2005 under a previous name. Available Company Information We file annual, quarterly and current reports and other information with the Securities and Exchange Commission (“SEC”). You may also access, free of charge, our reports filed with the SEC (for example, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) through our Internet website (<http://ir.hercrentals.com>). Reports filed with or furnished to the SEC will be available through our Internet website as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Our committee charters, Corporate Governance Guidelines and Code of Ethics are also available on our website. The information found on our website is not part of this or any other report filed with or furnished to the SEC. The SEC maintains an Internet website (<http://www.sec.gov>) that contains reports, proxy and information statements and other information about issuers that file electronically with the SEC, including Herc Holdings. Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 1.A. RISK FACTORS Investing in or maintaining your investment in Herc Holdings common stock involves risk. You should carefully consider each of the risks and uncertainties set forth below as well as the other information contained in this Report before deciding to invest in our securities. We have grouped our Risk Factors under captions that we believe describe various categories of potential risk. For the reader’s convenience, we have not duplicated risk factors that could be considered to be included in more than one category. Any of the following risks and uncertainties could materially and adversely affect our business, financial condition, results of operations, liquidity and/or cash flows and the impact could be compounded if multiple risks were to occur. However, the following risks and uncertainties are not the only risks and uncertainties facing us. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial also may materially and adversely affect our business, financial condition, results of operations, liquidity and/or cash flows. In the event that any of these risks have such a material adverse effect, the value of our securities could decline and you could lose all or part of your investment. Risks Related to Our Business Our business is cyclical and depends on the levels of capital investment and maintenance expenditures by our customers. A slowdown in economic conditions or adverse changes in the level of economic activity or other economic factors specific to our customers or their industries, in particular contractors and industrial customers, could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our rental equipment is used by our customers in a wide variety of industries, including contractors in residential and commercial construction and restoration, remediation and environment; general industrial, including refineries and petrochemical operations, manufacturing, power, metals and mining and agriculture; infrastructure; and other customers, including commercial and retail services, facility maintenance, recreation and entertainment production. Many of these industries are cyclical in nature. The demand for our rental equipment is directly affected by the level of economic activity in these industries, which means that when these industries experience a decline in activity, there is likely a corresponding decline in the demand for our rental equipment. This could materially adversely affect our results of operations. A substantial portion of our revenues are derived from the rental of equipment to various types of contractors, including in the non-residential construction market, and to industrial customers. A decline in construction or industrial activity could lead to a decrease in the demand for our rental equipment and intensified price competition from other equipment rental industry participants. Similarly, declines in oil or gas prices, or even the perception of longer-term lower oil and natural gas prices, could lead to a significant slowdown in business activity, capital investments and maintenance expenditures of industrial customers in the upstream oil and gas markets and related service providers, which could negatively affect our rentals to participants in this industry, and could extend to other markets that we serve. Worsening of economic conditions or not achieving anticipated levels of economic expansion, either generally or in our customers’ specific industries, could have an adverse effect on demand for our products and services within those industries and extend to other markets that we serve, and could therefore materially adversely affect our business, financial condition and results of operations. The following factors, among others, may cause weakness in our markets, either temporarily or long-term: a decrease in the expected levels of rental versus ownership of equipment; government regulations and policies, including government initiatives for infrastructure improvements or expansions, or the policies of governments regarding exploration for, and production and development of, oil and natural gas reserves; a prolonged or recurring shutdown of the U.S. and Canadian federal, state, provincial and local governments; an increase in the cost of construction materials; the level of supply and demand and relative prices or anticipated prices for oil and natural gas; an overcapacity of fleet in the equipment rental industry; a lack of availability of credit; an increase in interest rates; the imposition of tariffs or other measures that create barriers to or increase the costs associated with international trade; labor strikes, work stoppages or other labor disruption in one or more markets we serve; geopolitical events, including natural disasters, disruptions to markets due to war or armed conflict; and Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 1.A. RISK FACTORS (continued) Terrorism or hostilities involving the United States or Canada. Additionally, some of our customers may delay capital investment and maintenance even when favorable conditions exist in their industries or markets. If we were to experience a significant decrease in orders or an increase in order delays or cancellations that can result from the aforementioned economic conditions or other factors beyond our control, it could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our industry is highly competitive, and competitive pressures or not timely identifying and responding to customer needs, expectations or trends could lead to a decrease in our market share or in the prices that we can charge. The equipment rental industry is highly fragmented and competitive. Our competitors include small, independent businesses with one or two rental locations, regional competitors that operate in one or more states, public companies or divisions of public companies, and equipment vendors and dealers who both sell and rent equipment directly to customers. We may in the future encounter increased competition from our existing competitors or from new competitors. Competitive pressures could adversely affect our revenues and operating results by, among other things, decreasing our rental volumes, depressing the prices that we can charge or increasing our costs to retain employees. In addition, the success of our business depends, in part, on our ability to identify and respond promptly to evolving trends in consumer preferences, expectations and needs while also managing appropriate equipment in our branches and maintaining an excellent customer experience. It is difficult to successfully predict the equipment and services our customers will demand. We also need to offer more localized assortments of our equipment to address local requirements and needs. If we do not successfully identify and provide the appropriate equipment to meet our customers’ needs and expectations, we may lose market share. We are dependent on our relationships with key suppliers to obtain equipment for our business. We are dependent on suppliers for access to the equipment and other products we offer and use throughout our network of branches. If we fail to have or maintain adequate relationships with suppliers or if we fail to timely receive equipment and products from our suppliers, then our competitive position may be harmed and our results of operations and/or cash flows may be negatively impacted. In addition, the prices of certain equipment and products may continue to experience inflationary pressures that could further increase such costs. We may not be able to pass on these costs to our customers, which could have a material adverse impact on our results of operations and/or cash flows. We have experienced, and in the future are likely to experience, lack of access to and delays in receipt of equipment and products from suppliers. For example, the rapid increase in demand as the COVID-19 pandemic waned caused significant stress on global supply chains. Unavailability of, and delays in obtaining, equipment and products may result from a number of factors affecting our suppliers including capacity constraints, labor shortages or disputes, supplier product quality issues, suppliers’ impaired financial condition and suppliers’ allocations to other purchasers. These risks are increased in a weak economic environment or when demand increases coming out of an economic downturn. Such disruptions could result in our inability to effectively meet our customers’ needs, impair our ability to execute our growth plans and could result in a material adverse effect on our results of operations, financial condition, and/or cash flows. A widespread outbreak of an illness or any other communicable disease, or any other public health crisis, could adversely affect our business, results of operations and financial condition. A widespread outbreak of epidemic, pandemic, or contagious diseases in the human population could cause a widespread public health crisis that results in economic and trade disruptions that could negatively impact our business and the businesses of our customers. The extent of the impact of any epidemic, pandemic, or contagious disease on our operational and financial performance, including our ability to execute our business strategies and initiatives in an expected time frame, will depend on, among other things, the duration and spread of the epidemic, pandemic, or contagious disease and any restrictions on economic activity imposed by governmental authorities, all of which are uncertain and cannot be predicted. An extended period of economic disruption could materially affect our business, results of operations, access to sources of liquidity, particularly our cash flow from operations, and financial condition. Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 1.A. RISK FACTORS (continued) Our business is heavily reliant upon communication networks, centralized information technology (“IT”) systems, and third-party technologies and services, and the concentration of our IT systems and sensitive information creates or increases risks for us, including the risk of the misuse or theft of information as a result of cybersecurity breaches or otherwise, which could harm our brand, reputation or competitive position and give rise to material liabilities. We regularly possess, collect, receive, store, process, generate, use, disclose, transmit, protect, and handle non-public information about individuals and businesses, including both credit and debit card information and other proprietary, sensitive and confidential personal information (collectively, sensitive information). In

addition, our customers regularly transmit sensitive information to us via the Internet and through other electronic means. We rely heavily on communication networks, including the Internet and on IT systems, to process rental and sales transactions, manage our pricing, manage our equipment fleet, manage our financing arrangements, pay suppliers and other third parties, collect from our customers, account for our activities and otherwise conduct our business and report our financial results. Our major IT systems and accounting functions are centralized in a few locations. Any disruption, termination or substandard provision of these services, whether as the result of computer or telecommunications issues (including operational failures, server malfunctions, software bugs, software or hardware failures, loss of data or other IT assets, or similar), cyber attacks (such as computer malware, ransomware, business e-mail compromise, malicious code like viruses or worms, denial of service attacks, credential stuffing, credential harvesting, supply-chain attacks or other social engineering attacks like phishing attacks), personnel misconduct or error, localized conditions (such as a power outage, fire or explosion) or events or circumstances of broader geographic impact (such as an earthquake, storm, flood, other natural disaster, epidemic, strike, act of war, civil unrest or terrorist act), could materially adversely affect our business by disrupting normal operations. In particular, severe ransomware attacks are becoming increasingly prevalent and can lead to significant interruptions in our operations, loss of sensitive information and income, reputational harm, and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments. Our facilities and systems and those of our third-party service providers may contain defects in design or manufacture or other problems that could compromise information security, and are also subject to the risk of human error. Unauthorized parties also may attempt to gain access to our systems or facilities, or those of third parties with whom we do business. All of the aforementioned threats are prevalent, increasing in their frequency, sophistication and intensity, and come from a variety of sources, including traditional computer “hackers,” threat actors, “hacktivists,” organized criminal threat actors, sophisticated nation states, and nation-state-supported actors (including nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities). During times of war and other major conflicts, we, the third parties upon which we rely, and our customers may be vulnerable to a heightened risk of these attacks, including retaliatory cyber attacks, that could materially disrupt our systems and operations, supply chain, and ability to produce, sell and distribute our goods and provide services. Any of the previously identified or similar threats could cause a security breach or other interruption that could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to our sensitive information or our IT systems, or those of the third parties upon whom we rely. A security breach or other interruption could disrupt our ability (and that of third parties upon whom we rely) to provide our products and services. We may expend significant resources or modify our business activities to try to protect against security breaches, and certain data privacy and security obligations may require us to implement and maintain specific security measures or industry-standard or reasonable security measures to protect our IT systems and sensitive information. While we have implemented security measures designed to protect against security breaches, there can be no assurance that these measures are effective. We may be unable in the future to detect vulnerabilities in our IT systems and networks because many of the techniques used to effectuate a security breach are difficult to detect or anticipate until launched against a target and we may be unable to (or delayed in adopting measures to) prevent, contain or detect security breaches or other compromises or implement adequate preventative measures. Applicable data privacy and security obligations may require us to notify relevant stakeholders of security breaches. Such disclosures are costly, and the disclosure or the failure to comply with such requirements could lead to adverse consequences. A security breach could adversely affect our corporate reputation as well as our operations, and could result in government enforcement actions, litigation against us, additional reporting requirements and/or oversight, restrictions on processing sensitive information, indemnification obligations, monetary fund diversions, interruptions in our operations, financial loss, the 11Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 1A. RISK FACTORS (continued)imposition of penalties, and other similar harms. A security breach and attendant consequences could cause the loss of customers, deter new customers from using our services, negatively impact our ability to grow and operate our business, and require that we invest significant additional resources related to our information security systems. In addition, we rely on third-party service providers and technologies to operate critical business systems to process sensitive information in a variety of contexts, including, without limitation, cloud-based infrastructure, data center facilities, encryption and authentication technology, employee email, and other functions. We may also rely on third-party service providers to provide other products, services, parts, or otherwise to operate our business. Therefore, we are also susceptible to disruptions, failures and breaches of the systems maintained by our outsourced providers, which we do not control. Our ability to monitor these third parties’ information security practices is limited, and these third parties may not have adequate information security measures in place. Any disruption, failure, breach or poor performance of any of these systems could lead to lower revenues, increased costs or other material adverse effects on our business and results of operations. While we may be entitled to damages if our third-party service providers fail to satisfy their privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. In addition, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties’ infrastructure in our supply chain or our third-party partners’ supply chains have not been compromised. Additionally, future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities’ systems and technologies. Our contracts may not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. We cannot be sure that our insurance coverage will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims. Additionally, we are incorporated into the supply chain of a large number of companies in North America and, as a result, if our products are compromised, a significant number or, in some instances, all of our customers and their data could be simultaneously affected. The potential liability and associated consequences we could suffer as a result of such a large-scale event could be catastrophic and result in irreparable harm. Failure to maintain, upgrade or replace our IT systems could materially adversely affect us. Our business continues to demand the use of sophisticated systems and technologies, including digital tools, SaaS offerings and cloud computing. As a result, we devote significant time and resources in maintaining, upgrading or replacing our systems and technologies in order to meet customers’ demands and expectations. These types of activities subject us to additional costs and inherent risks associated with maintaining, upgrading, replacing and changing these systems and technologies, including impairment of our ability to manage our business, loss of customer confidence and business, potential disruption of our internal control structure, substantial capital expenditures, additional administration and operating expenses, demands on management time, training our employees to operate the systems, and other risks and costs of delays or difficulties in transitioning to, or integrating, new systems and technologies into our current business. We rely on certain third party software providers to maintain and periodically upgrade many of these systems and technologies so that they can continue to support our business. Further, the software programs supporting our business are licensed to us by independent software developers. The inability of these developers or us to continue to maintain and upgrade our systems and technologies would disrupt or reduce the efficiency of our operations if we were unable to convert to alternate systems in an efficient and timely manner. In addition, costs and potential problems and interruptions associated with the implementation of new or upgraded systems and technologies, maintenance or adequate support of outdated or other existing systems and technologies could disrupt or reduce the efficiency of our business operations and could have an adverse effect on our operations if not anticipated and appropriately mitigated. Our competitive position may be adversely affected if we are unable to maintain, upgrade or replace systems and technologies that allow us to manage our business in a competitive manner. We also may not achieve the benefits that we anticipate from an upgraded or replaced system and technology. Additionally, any failure of a system or technology could impede our ability to timely collect and report financial results in accordance with applicable laws and regulations. We may fail to respond adequately to changes in technology and customer demands. In recent years, our industry has been characterized by rapid changes in technology and customer demands. For example, industry participants have taken advantage of new technologies, including digital tools, SaaS offerings and cloud computing, to improve fleet efficiency, decrease customer wait times and improve customer satisfaction. Our ability to continually improve 12Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 1A. RISK FACTORS (continued)our current processes and customer-facing tools in response to changes in technology or in customer expectations is essential in maintaining our competitive position and maintaining current levels of customer satisfaction. We may experience technical or other difficulties that could delay or prevent the development or implementation of new technologies. We also may not achieve the benefits that we anticipate from new technologies we develop or implement. The effects of these risks may, individually or in the aggregate, materially adversely affect our results of operations, liquidity and cash flows. We face intense competition, including from our own suppliers, that may lead to downward pricing or an inability to increase prices. The markets in which we operate are highly competitive. Competitive factors in our industry include price competition, the importance of customer loyalty, changes in market penetration, the introduction of new equipment, services and technology by competitors, changes in marketing, product diversity and quality and the ability to supply equipment and services to customers in a timely, predictable manner. Because we do not have multi-year contractual arrangements with many of our customers, these competitive factors could cause our customers to cease renting our equipment and shift suppliers quickly. The equipment rental market is highly fragmented, and we believe that price is one of the primary competitive factors. The Internet has enabled cost-conscious customers to more easily compare rates available from rental companies. If we try to increase our pricing, our competitors, some of whom may have greater resources and better access to capital or lower fixed operating costs, may seek to compete aggressively on the basis of pricing. In addition, our competitors may reduce prices in order to attempt to gain a competitive advantage, capture market share or compensate for declines in rental activity. To the extent we do not match or remain within a reasonable competitive margin of our competitors’ pricing, our revenues and results of operations could be materially adversely affected. If competitive pressures lead us to match any of our competitors’ downward pricing and we are not able to reduce our operating costs, then our margins, results of operations and cash flows could be materially adversely impacted. We face competition from traditional rental companies as well as our own suppliers. We purchase our rental equipment from leading, globally-known original equipment manufacturers. Under our supplier arrangements, the suppliers may appoint additional distributors, elect to sell or rent directly to our customers or unilaterally terminate their arrangements with us at any time without cause. Any such actions could have a material adverse effect on our business, financial condition, results of operations, liquidity and cash flows due to a reduction of, or an inability to increase, our revenues. Our success depends on our ability to attract and retain key management, sales and trades talent, while supporting the onboarding and career development of our team members. Our ability to successfully execute on our business plan depends upon the contributions of our senior management team as well as other key talent including our dedicated sales force and trades talent such as drivers and mechanics. In recent years, we have experienced increasing competition for available talent in the North American workforce as reflected by the low unemployment rate, shortages of available industry trades talent and increasing costs to retain employees. As a result, we could experience inefficiencies or a lack of business continuity due to employee turnover, new employees’ lack of historical knowledge and lack of familiarity with the business processes, operating requirements, purpose and culture, policies and procedures, and key information technologies and related infrastructure used in our day-to-day operations and financial reporting. Historically we have noted a ramp-up period before new members of our sales organization typically achieve a level of sales comparable to those we have employed for a longer period of time. We may also experience additional costs as new employees learn their roles and gain necessary experience, in addition to the cost of hiring new individuals. It is important to our success that newly hired team members quickly adapt to and excel in their new roles. If they are unable to do so, our business and financial results could be materially adversely affected. Further, if we cannot meet our needs for IT staff, we may not be able to fulfill our technology initiatives while continuing to provide maintenance on existing systems. If we were to lose the services of members of our senior management team or other key talent, whether due to death, disability, resignation or termination of employment, our ability to successfully implement our business strategy, financial plans, marketing and other objectives could be significantly impaired. In addition, if we are unable to attract and retain qualified key talent, we may not be able to effectively and efficiently manage our business and execute our business plan. 13Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 1A. RISK FACTORS (continued)Due to seasonality, especially in the construction industry, any occurrence that disrupts rental activity during our peak periods could materially adversely affect our results of operations, liquidity and cash flows. Significant components of our expenses are fixed in the short-term, including real estate taxes, rent, insurance, utilities, maintenance and other facility-related expenses, the costs of operating our IT systems and certain staffing costs. Seasonal changes in our revenues do not alter those fixed expenses, typically resulting in higher profitability in periods when our revenues are higher, and lower profitability in periods when our revenues are lower. Our business, especially in the construction industry, has historically experienced lower levels of business from December until late spring, particularly in the northern United States and Canada, and heightened activity during our third and fourth quarter until December. Any occurrence that disrupts rental activity during this period of heightened activity, including adverse weather conditions such as prolonged periods of cold, rain, blizzards, floods, fires, hurricanes or other severe weather patterns, could have a disproportionately adverse effect on our business, results of operations, liquidity and cash flows. Some or all of our deferred tax assets could expire if we experience an “ownership change” as defined in Section 382 of the Internal Revenue Code (the “Code”). An “ownership change” could limit our ability to utilize tax attributes, including net operating losses, capital loss carryovers, excess foreign tax carryforwards, and credit carryforwards, to offset future taxable income. As of December 31, 2024, we had unutilized U.S. federal net operating loss carryforwards of approximately \$136 million. Our ability to use such tax attributes to offset future taxable income and tax liabilities may be significantly limited if we experience an “ownership change” as defined in Section 382(g) of the Code. In general, an ownership change will occur if and when the percentage of Herc Holdings’ ownership (by value) of one or more “5-percent shareholders” (as defined in the Code) has increased by more than 50 percentage points over the lowest percentage of stock owned by such shareholders at any time during the prior three years (calculated on a rolling basis). An entity that experiences an ownership change generally should be subject to an annual limitation on its pre-ownership change tax loss carryforward which accumulates each year to the extent that there is any unused limitation from a prior year. The limitation on our ability to utilize tax losses and credit carryforwards arising from an ownership change under Section 382 depends on the value of our equity at the time of any ownership change. If we were to experience an “ownership change,” it is possible that a significant portion of our tax loss carryforwards could expire before we would be able to use them to offset future taxable income. Many states have adopted the federal Section 382 rules and therefore have similar limitations with respect to state tax attributes. Other Operational Risks Any decline in our relationships with our key national account customers or the amount of equipment they rent from us could materially adversely affect our business, financial position, results of operations and cash flows. A A A Our business depends on our ability to maintain positive relations with our key national account customers, which collectively accounted for 45% of our rental revenue in 2024. We cannot assure you that all of these relationships will continue at current levels or on current terms. Our contracts with our customers generally do not obligate them to rent equipment from us. Revenue from customers that have accounted for significant revenue in past periods, individually or as a group, may not continue in future periods or, if continued, may not reach or exceed historical levels in any period. Further, if our key customers fail to remain competitive in their respective markets or encounter financial or operational problems, our business, financial position, results of operations and cash flows may be materially adversely affected. Our rental fleet is subject to residual value risk upon disposition and may not sell at the prices we expect. The market value of our equipment at the time of its disposition could be less than its estimated residual value or its depreciated value at such time. A number of factors could affect the value received upon disposition of our equipment, including: the market price for similar new equipment; the age of the equipment, wear and tear on the equipment relative to its age and the performance of preventive maintenance; the time of year that it is sold; the supply of used equipment relative to the demand for used equipment, including as a result of changes in economic conditions or conditions in the markets that we serve; 14Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 1A. RISK FACTORS (continued)the inventory levels at original equipment manufacturers; and the existence and capacities of different sales outlets. A sale of equipment below its net book value could adversely affect our results of operations, liquidity and cash flows. Accordingly, decisions to reduce the size of our rental fleet in the event of an economic downturn or to respond to changes in rental demand are subject to the risk of loss based on the residual value of rental equipment. We incur maintenance and repair costs associated with our rental fleet that could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows in the event these costs are greater than anticipated. As our rental equipment ages, the cost of maintaining such equipment, if not replaced within a certain period of time, and the risk of fleet equipment being out of service, generally increase. As of December 31, 2024, the average age of our rental equipment fleet was approximately 46 months. Determining the optimal age at disposition for our rental equipment is subjective and requires considerable estimates by management. We have made estimates regarding the

relationship between the age of our rental equipment, the maintenance and repair costs, the availability of our fleet and the market value of used equipment. It is possible that we may allow the average age of our rental equipment fleet to increase, which could increase our costs for maintenance and repair and likely would negatively impact the market value of such equipment at the time of its disposition. If maintenance and repair costs are higher than estimated or in-service times or market values of used equipment are lower than estimated, our financial condition, results of operations, liquidity and cash flows could be materially adversely affected. We are exposed to a variety of claims and losses arising from our operations, and our insurance may not cover all or any portion of such claims.Â Â Â We are exposed to a variety of claims arising from our operations, including claims by third parties for injury or property damage arising from the operation of our equipment or acts or omissions of our personnel and workers' compensation claims. We are currently a defendant in numerous actions and have received numerous claims on which actions have not yet been commenced for liability and property damage arising from the operation of equipment rented from us. We also are exposed to risk of loss from damage to our equipment and resulting business interruption. Our responsibility for such claims and losses is increased when we waive the provisions in certain of our rental contracts that hold a renter responsible for damage or loss under an optional loss or damage waiver that we offer. While we attempt to mitigate our exposure to large liability losses arising from such claims by maintaining general liability, workers' compensation and vehicle liability insurance coverage, our coverage may not be adequate to protect us against these exposures and we self-insure against losses associated with exposures not covered by these insurance policies. Moreover, in the event that insurance coverage does apply, we will bear a portion of the associated losses through the application of deductibles and self-insured retention in the insurance policies. For a company our size, such deductibles or self-insured retention could be substantial. There is also no assurance that insurance policies of these types will be available for purchase or renewal on commercially reasonable terms, or at all, or that the premiums and deductibles under such policies will not substantially increase, including as a result of market conditions in the insurance industry.Â Â Â If we were to incur one or more liabilities that are significant, individually or in the aggregate, where we are not fully insured, that we self-insure against or that our insurers dispute, it could have a material adverse effect on our financial condition. Even with adequate insurance coverage, we still may experience a significant interruption to our operations as a result of third-party claims or other losses arising from our operations. Environmental, health, and safety laws and regulations and the costs of complying with them, or any change to them impacting our markets, could materially adversely affect our financial position, results of operations and cash flows. Our operations are subject to numerous national, state, provincial and local laws and regulations governing environmental protection and occupational health and safety matters. These laws govern such issues as wastewater, storm water, solid and hazardous wastes and materials, air quality and matters of workplace safety. Under these laws and regulations, regardless of fault we may be liable for, among other things, the cost of investigating and remediating contamination at our sites as well as sites to which we have sent hazardous wastes for disposal or treatment, and also fines and penalties for non-compliance. We use hazardous materials to clean and maintain equipment, dispose of solid and hazardous waste and wastewater from equipment washing, and store and dispense petroleum products from storage tanks at certain of our locations. We also indemnify various parties for the costs associated with remediating numerous hazardous substance storage, recycling or disposal sites in many 15Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM IA.Â RISK FACTORS (continued)states and, in some instances, for natural resource damages. The amount of any such expense or related natural resource damages for which we may be held responsible could be substantial. We cannot predict the potential financial impact on our business if adverse environmental, health, or safety conditions are discovered, or environmental, health, and safety requirements become more stringent. As of December 31, 2024 and 2023, the aggregate amounts accrued for environmental liabilities, including liability for environmental indemnities, reflected in the Company's consolidated balance sheets in "Accrued liabilities" were \$0.5 million and \$0.4 million, respectively. If we are required to incur environmental, health, or safety compliance or remediation costs that are not currently anticipated by us, our financial position, results of operations and cash flows could be materially adversely affected, depending on the magnitude of the cost. Climate change and legal or regulatory responses thereto may have a long-term negative impact on our business and results of operations. There is increasing concern that a gradual increase in global average temperatures due to the concentration of carbon dioxide and other greenhouse gases in the atmosphere will cause significant change in weather patterns around the globe and increase the frequency and severity of natural disasters. Climate change may also exacerbate water scarcity, negatively impacting our capability to deliver equipment that meets the safety and functional expectations of our customers as well as the health and safety of our employees. Increased frequency or duration of extreme weather conditions could impact our business and the demand for our equipment and services. An increase in demand for rental equipment may require additional capital expenditures in order for us to compete for such demand and we may not be able to make similar levels of investment as our larger competitors. In addition, in an effort to combat climate change, our customers may require our rental equipment to meet certain standards. If we are unable to meet such standards and the expectations of our customers, our business and results of operations could be materially adversely affected. In addition, the U.S. Congress and other legislative and regulatory authorities in the United States and internationally have considered, and likely will continue to consider, numerous measures related to climate change, greenhouse gas emissions and other laws and regulations affecting our end markets, such as oil, gas and other natural resource extraction. Should such laws and regulations become effective, demand for our services could be affected, our fleet and/or other costs could increase and our business could be materially adversely affected. Further, investors are placing a greater emphasis on non-financial factors, including environmental, social and governance ("ESG") factors, when evaluating investment opportunities. If we are unable to provide sufficient disclosure about ESG practices or if we fail to achieve ESG goals, investors may not view us as an attractive investment, which could have a negative effect on our stock price and business. Part of our strategy includes pursuing strategic transactions, which could be difficult to identify and implement, and could disrupt our business or change our business profile significantly.Â Â Â Our strategy includes growth through the acquisition of other companies or service lines of other businesses that either complement or expand our existing business. We also may consider the divestiture of some of our businesses. Any acquisitions or divestitures we may seek to consummate will be subject to the negotiation of definitive agreements, satisfactory financing arrangements and applicable governmental approvals and consents, including under applicable antitrust laws, such as the Hart-Scott-Rodino Act. We cannot assure you that we will be able to identify suitable transactions and, even if we are able to identify such transactions, that we will be able to consummate any such acquisitions or divestitures on acceptable terms. Any future acquisitions or divestitures we pursue may involve a number of risks, including some or all of the following: the diversion of management's attention from our core business; the disruption of our ongoing business; an inaccurate assessment of undisclosed liabilities; potential known and unknown liabilities of the acquired or divested businesses and lack of adequate protections or potential related indemnities; the inability to integrate our acquisitions without substantial costs, delays or other problems; the loss of key customers or employees of the acquired or divested business; increasing demands on our operational systems; the integration of information systems and internal control over financial reporting; and 16Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM IA.Â RISK FACTORS (continued)possible adverse effects on our reported results of operations or financial position, particularly during the first several reporting periods after an acquisition or divestiture is completed. Any acquired entities or assets may not enhance our results of operations. Even if we are able to integrate future acquired businesses with our operations successfully, we cannot assure you that we will realize the cost savings, synergies or revenue enhancements that we may anticipate from such integration or that we will realize such benefits within the expected time frame. Any acquisition also may cause us to assume liabilities, record goodwill and other intangible assets that will be subject to impairment testing and potential impairment charges, incur potential restructuring charges and increase working capital and capital expenditure requirements, which may reduce our return on invested capital.Â Â Â If we were to undertake a substantial acquisition, the acquisition likely would need to be financed in part through additional financing from banks, through public offerings or private placements of debt or equity securities or with other arrangements. We cannot assure you that the necessary acquisition financing would be available to us on acceptable terms if and when required, given our substantial indebtedness and restrictions in the terms of our indebtedness that may limit the additional indebtedness that we may incur or the acquisitions that we may pursue, which may make it difficult or impossible for us to obtain financing for acquisitions. If we were to undertake an acquisition by issuing equity securities or equity-linked securities, the acquisition may have a dilutive effect on the interests of the holders of our common stock. A significant divestiture would, in the short term, result in loss of revenues and possibly earnings, and could require the amendment or refinancing of our outstanding indebtedness or a portion thereof. Further, to the extent that we agree to accept payment of all or a portion of the sale price over time, we will bear the risk that the portion of the price that is not paid at closing may be uncollectible. In addition, in connection with any divestiture, we may agree to retain obligations related to the business or assets sold and we may agree to indemnify the purchaser for outstanding liabilities or with respect to the representations, warranties or covenants included in the definitive agreement between the parties. These retained obligations and indemnification obligations could result in significant costs and expenses. We may face issues with our union employees.Â Â Â Labor contracts covering the terms of employment of approximately 620 employees in the U.S. and 90 employees in Canada were in effect as of December 31, 2024 under approximately 28 active contracts with local unions, affiliated primarily with the International Brotherhood of Teamsters and the International Union of Operating Engineers. These contracts are renegotiated periodically. Failure to negotiate a new labor agreement when required could result in a work stoppage. Although we believe that our labor relations have generally been good, it is possible that we could become subject to additional work rules imposed by agreements with labor unions, or that work stoppages or other labor disturbances could occur in the future. In addition, our non-union workforce has been subject to unionization efforts in the past, and we could be subject to future unionization, which could lead to increases in our operating costs and/or constraints on our operating flexibility. Risks Related to the Spin-Off and Our Separation from New Hertz We and New Hertz have assumed and will share responsibility for certain liabilities in connection with the Spin-Off, any of which could have a material adverse effect on our business, financial condition and results of operations. Pursuant to the separation and distribution agreement entered into in connection with the Spin-Off, we assumed, among other things, liabilities associated with our equipment rental business and related assets, whether such liabilities arose prior to or subsequent to the Spin-Off, and have agreed to indemnify New Hertz for any losses arising from such liabilities, as well as any other liabilities we assumed pursuant to the separation and distribution agreement. We also will be responsible for a portion (typically 15%) of certain shared liabilities not otherwise specifically allocated to us or New Hertz under the separation and distribution agreement. Although we will be responsible for a portion of these shared liabilities, New Hertz has the authority to manage the defense and resolution of them. The amount of such liabilities could be greater than anticipated and have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, New Hertz has assumed, among other things, liabilities associated with its vehicle rental business and related assets, whether such liabilities arose prior to or subsequent to the Spin-Off, and has agreed to indemnify us for any losses arising from such liabilities, as well as any other liabilities it assumed pursuant to the separation and distribution agreement. New Hertz also will be responsible for a portion (typically 85%) of certain shared liabilities not otherwise specifically allocated to New Hertz or us under the separation and distribution agreement. We rely on New Hertz to manage the defense and resolution of these shared 17Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM IA.Â RISK FACTORS (continued)liabilities. If New Hertz fails to satisfy its performance and payment obligations under the separation and distribution agreement, including its indemnification obligations, such failure could have a material adverse effect on our business, financial condition, results of operations and cash flows. If there is a determination that any portion of the Spin-Off transaction is taxable for U.S. federal income tax purposes, then we and our stockholders could incur significant U.S. federal income tax liabilities. Hertz Holdings received a favorable private letter ruling from the Internal Revenue Service (the "IRS") to the effect that, subject to the accuracy of and compliance with certain representations, assumptions and covenants, (i) the Spin-Off qualified as a tax-free transaction under Sections 355 and 368(a) (1)(D) of the Code, and (ii) the internal spin-off transactions (collectively with the Spin-Off, the "Spin-Offs") qualified as tax free under Section 355 of the Code. A private letter ruling from the IRS generally is binding on the IRS. However, the IRS ruling does not rule that the Spin-Offs satisfied every requirement for a tax-free spin-off, and Hertz Holdings relied solely on opinions of its tax advisors to determine that such additional requirements were satisfied. The ruling and the opinions relied on certain facts, assumptions, representations and undertakings from Hertz Holdings and New Hertz regarding the past and future conduct of the companies' respective businesses and other matters. If any of these facts, assumptions, representations or undertakings are incorrect or not otherwise satisfied, Herc Holdings, its affiliates and its stockholders may not be able to rely on the ruling or the opinions of tax advisors and could be subject to significant tax liabilities. Notwithstanding the private letter ruling and opinions of tax advisors, the IRS could determine on audit that the Spin-Offs and related transactions are taxable if it determines that any of these facts, assumptions, representations or undertakings are not correct or have been violated or if it disagrees with the conclusions in the opinions that are not covered by the private letter ruling, or for other reasons, including as a result of certain significant changes in the stock ownership of Herc Holdings or New Hertz after the Spin-Off. If the Spin-Offs or related transactions are determined to be taxable for U.S. federal income tax purposes, we and, in certain cases, our stockholders could incur significant U.S. federal income tax liabilities, including taxation on the value of the New Hertz common stock in the Spin-Off. Risks Related to Our Significant Indebtedness Our significant level of indebtedness exposes or makes us more vulnerable to a number of risks that could materially adversely affect our financial condition, results of operations, cash flows, liquidity and ability to compete. As of December 31, 2024, we had total outstanding debt of approximately \$4.1 billion, including our outstanding senior notes and the amounts drawn under our credit facilities. This significant indebtedness requires us to dedicate a significant portion of our cash flows from operations and investing activities to make payments on our debt, which reduces the amount available for working capital, capital expenditures or other general corporate purposes and which decreases our profitability and cash flow. We cannot assure you that we will maintain financing activities and cash flows sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. In addition, our indebtedness could materially adversely affect us. For example, it could: (i) make it more difficult for us to satisfy our obligations to the holders of our outstanding debt securities and to the lenders under our credit facilities, resulting in possible defaults on, and acceleration of, such indebtedness; (ii) be difficult to refinance or borrow additional funds in the future; (iii) increase our vulnerability to, and limit our flexibility to plan for, or react to, general adverse economic and industry conditions, (iv) place us at a competitive disadvantage to our competitors that have proportionately less debt or comparable debt at more favorable interest rates or on better terms; (v) limit our ability to declare and pay dividends; and (vi) limit our ability to react to competitive pressures, or make it difficult for us to carry out capital spending that is necessary or important to our growth strategy and our efforts to improve operating margins. There is also a risk that one or more of the financial institutions providing commitments under our revolving credit facilities could fail to fund an extension of credit under any such facility, due to insolvency or otherwise, leaving us with less liquidity than expected. Our ability to manage these risks will depend, among other things, on financial market conditions as well as our financial and operating performance, which, in turn, is subject to a wide range of risks, including those described above under "Risks Related to Our Business." If our capital resources (including borrowings under our financing arrangements and access to other refinancing indebtedness) and operating cash flows are not sufficient to pay our obligations as they mature or to fund our liquidity needs, we may be forced, among other things, to do one or more of the following: (i) sell certain of our assets; (ii) reduce the size of our rental fleet; (iii) reduce or delay capital expenditures; (iv) reduce or eliminate our dividend; (v) obtain additional equity capital; (vi) forgo business opportunities, including acquisitions and joint ventures; or (vii) restructure or refinance all or a portion of our debt before maturity. We cannot assure you that we would be able to accomplish any of these alternatives on a timely basis or on satisfactory terms, if at all. If we cannot refinance or otherwise pay our obligations as they mature and fund our liquidity 18Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM IA.Â RISK FACTORS (continued)needs, our business, financial condition, results of operations, cash flows, liquidity, ability to obtain financing and ability to compete could be materially adversely affected. Substantially all of our consolidated assets secure certain of our indebtedness, which could materially adversely affect our business and holders of our debt and equity. Substantially all of our consolidated assets, including our rental fleet, are subject to security interests under our revolving credit facility. As a result, the lenders under those financing arrangements have a secured claim on such assets in the event of our bankruptcy, insolvency, liquidation or reorganization, and we may not have sufficient funds to pay in full, or at all, all of our creditors or make any amount available to holders of our equity. The same is true with respect to structurally senior obligations. In general, all liabilities and other obligations of a subsidiary must be satisfied before the assets of such subsidiary can be made available to the unsecured or junior creditors (or equity holders) of the parent entity. Because substantially all of our assets are encumbered under our revolving credit facility, our ability to incur additional secured indebtedness or to sell or dispose of assets to raise capital may be impaired, which could have a material adverse effect on our financial flexibility and liquidity and force us to attempt to incur additional unsecured indebtedness, which may not be available to us. The amount of borrowings permitted under our revolving credit facility may fluctuate significantly, which may adversely affect our liquidity, results of operations and financial position. The amount of borrowings permitted at any time under our revolving credit facility is limited to a periodic borrowing base valuation of the collateral thereunder. As a result, our access

to credit under our revolving credit facility is potentially subject to significant fluctuations depending on the value of the borrowing base of eligible assets as of any measurement date, as well as certain discretionary rights of the agent in respect of the calculation of such borrowing base value. The inability to borrow under our revolving credit facility, or limitations on the amounts we can borrow under our revolving credit facility, may adversely affect our liquidity, results of operations and financial position. An increase in interest rates or in our borrowing margin would increase the cost of servicing our debt and could reduce our profitability. A significant portion of our indebtedness bears interest at floating rates, which increases our vulnerability to general adverse economic and industry conditions (such as economic cycles and credit-related disruptions), including interest rate fluctuations. To the extent we have not hedged against rising interest rates, an increase in the applicable benchmark interest rates would increase our cost of servicing our debt and could reduce our profitability and materially adversely affect our results of operations. In addition, we may in the future seek to refinance our indebtedness. Our ability to refinance our indebtedness is subject to prevailing economic conditions, including our operating and financial performance, as well as financial, business, legislative, regulatory and other factors beyond our control. If interest rates or our borrowing margins increase between the time an existing financing arrangement was consummated and the time such financing arrangement is refinanced, the cost of servicing our debt would increase and our results of operations and liquidity could be materially adversely affected. A refinancing of our indebtedness could also require us to comply with more onerous covenants and further restrict our business operations. Our inability to refinance our indebtedness or to do so upon attractive terms could materially and adversely affect our business, prospects, results of operations, financial condition and cash flows, and make us vulnerable to adverse industry and general economic conditions. Despite our current level of indebtedness, we may still be able to incur substantially more debt. This could further exacerbate the risks described above. We and our subsidiaries may be able to incur significant additional indebtedness in the future. Although the agreements and instruments governing our financing arrangements contain restrictions on our ability to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and the additional indebtedness that could be incurred in compliance with these restrictions could be substantial. Further, these restrictions also do not prevent us from incurring obligations that do not constitute indebtedness. If new debt or other obligations are added to our current debt and liability levels 19Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 1A. RISK FACTORS (continued)without a corresponding refinancing or redemption of our existing indebtedness and obligations, the risks related to our substantial indebtedness could increase. Risks Related to the Securities Markets and Ownership of Our Common StockThe market price of our common stock could decline as a result of the sale or distribution of a large number of shares of our common stock in the market or the perception that a sale or distribution could occur. These factors also could make it more difficult for us to raise funds through future offerings of our common stock. We are unable to predict whether significant amounts of our common stock will be sold in the open market or the potential negative effects that these sales could have on the price of our common stock. Sales or distributions of substantial amounts of our common stock in the public market, or the perception that such sales or distributions will occur, could adversely affect the market price of our common stock and make it difficult for us to raise funds through securities offerings in the future. As of December 31, 2024, there were 28.4 million shares of our common stock outstanding, which are freely transferable without restriction or further registration under the Securities Act of 1933, as amended (the "Securities Act"), unless held or acquired by our "affiliates" as that term is defined in Rule 144 under the Securities Act. In addition, all shares of our common stock acquired upon exercise of stock options and other equity-based awards granted under our stock incentive plan also will be freely tradable under the Securities Act unless acquired by our affiliates, as will shares acquired by our employees under our employee stock purchase plan. Approximately 2.6 million shares of common stock have been issued or are reserved for issuance under our stock incentive plan and our employee stock purchase plan. We also may issue additional common stock for a number of reasons, including to finance our operations and business strategy (including acquisitions), to adjust our ratio of debt to equity, or to provide incentives pursuant to certain executive compensation arrangements. Such future issuances of equity securities, or the expectation that they will occur, could cause the market price for our common stock to decline. Provisions of our Certificate of Incorporation and our By-Laws could discourage potential acquisition proposals and could deter or prevent a change in control. Our Certificate of Incorporation and By-Laws contain provisions that are intended to deter coercive takeover practices and inadequate takeover bids and to encourage prospective acquirers to negotiate with our Board of Directors rather than to attempt a hostile takeover. These provisions include: "granting to our Board of Directors sole power to set the number of directors and to fill any vacancy on the Board of Directors, whether such vacancy occurs as a result of an increase in the number of directors or otherwise;" "the ability of our Board of Directors to designate and issue one or more series of preferred stock without stockholder approval, the terms of which may be determined at the sole discretion of our Board of Directors;" "prohibiting our stockholders from acting by written consent;" "prohibiting our stockholders from calling special meetings of stockholders;" "the absence of cumulative voting; and" "advance notice requirements for stockholder proposals and nominations for election to the Board of Directors at stockholder meetings. We believe that these provisions protect our stockholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our Board of Directors and by providing our Board of Directors with more time to assess any acquisition proposal. These provisions are not intended to make us immune from takeovers. However, these provisions apply even if the offer may be considered beneficial by some stockholders and could delay or prevent an acquisition that our Board of Directors determines is in our best interests and that of our stockholders. Any or all of the foregoing provisions could limit the price that some investors might be willing to pay for shares of our common stock. ITEM 1B. UNRESOLVED STAFF COMMENTSNone. 20Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 1C. CYBERSECURITYOur executive management team has established an enterprise risk management ("ERM") program, which includes an evaluation of our cybersecurity program as well as associated risks and risk mitigation strategies. Our ERM program is led by the Vice President of Internal Audit and our ERM Committee, which is comprised of members of senior management, including our CEO, Chief Financial Officer, Chief Information Officer ("CIO"), Chief Information Security Officer ("CISO") and Chief Legal Officer. Our cybersecurity policies, standards, processes and practices are integrated into our ERM program and leverage the National Institute of Standards and Technology guidelines. Generally, we seek to address cybersecurity risk through a cross-functional approach in an effort to preserve the confidentiality, security and availability of information that we collect, store and otherwise process. For a description of the risks from cybersecurity threats that could materially and adversely impact us and how they may do so, see our risk factors under Part I, Item 1A "Risk Factors" "Risks Related to Our Business" of this Report. Risk Management and Strategy As one of the critical elements of our overall ERM approach, our cybersecurity program is focused on the following key areas: Governance" In 2024, the Board of Directors (the "Board") assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives updates regarding our cybersecurity program through meetings with and reports from our CIO and CISO (or their designees). Our management team has established a cybersecurity crisis management team, led by our CIO and CISO, that includes other members of management depending on the origin, severity and other factors related to any cybersecurity incident identified. The cybersecurity crisis management team is responsible for communication of significant incidents to the Board and provides updates to the Board through incident resolution. Materiality of incidents are evaluated and determined by our cyber incident disclosure committee that includes certain cybersecurity crisis management team members and which may receive input from relevant stakeholders. Operating Model" We have adopted a cross-functional operating model designed to identify, prevent, assess, manage and mitigate cybersecurity threats and incidents. We have established controls and procedures intended to promptly escalate certain cybersecurity incidents so that decisions regarding the public disclosure and reporting of such incidents can be made by the cyber incident disclosure committee in a timely manner. Technical Safeguards" We have deployed technical safeguards that are designed to protect our information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls. We evaluate and strive to improve upon these safeguards through vulnerability assessments and cybersecurity threat intelligence. Incident Response and Recovery Planning" We have established and maintain an incident response program that governs our response to a cybersecurity incident from detection and initial assessments to incident resolution and recovery. We have a dedicated cybersecurity team led by our CISO that monitors our information systems for indications of cybersecurity threats and will employ our cybersecurity operational model within the incident response program promptly upon threat detection. Our incident response program is tested and evaluated on a regular basis. Third-Party Risk Management" We maintain a risk-based approach to identifying and overseeing cybersecurity risks presented by third parties (including vendors, service providers and other external users of our systems) as well as the systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems. Education and Training" We conduct mandatory training for all employees to communicate our policies and procedures regarding cybersecurity and to assist employees in learning how to identify potential cybersecurity threats. Assessment and Testing" We engage in periodic assessments and testing of our policies and procedures that are designed to address cybersecurity threats and incidents. We use a range of activities such as audits, assessments, tabletop exercises, threat modeling, vulnerability testing and other exercises focused on evaluating the effectiveness of our cybersecurity measures and planning. On occasion, we use third parties (such as outside counsel, information security consultants, and software providers) to assist in these assessment and testing exercises. 21Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESGovernance In 2024, the Board of Directors assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives presentations and reports on cybersecurity risks on a wide range of topics including recent developments, vulnerability assessments, third-party and independent reviews, the threat environment, technological trends and information security considerations. The Board also receives reports regarding cybersecurity incidents that meet established reporting thresholds through the process described above, as well as updates regarding any such incident. The CIO and CISO are responsible for the maintenance of the incident response program that is designed to protect our information systems and information from cybersecurity threats and oversee the incident response team which responds to any cybersecurity threats or incidents in accordance with our cybersecurity incident response plan. The cybersecurity incident response team is responsible for monitoring, preventing, detecting, mitigating and remediating cybersecurity threats and incidents and reports such threats and incidents to the CISO (or other relevant stakeholders). Depending on the threat or incident level, the CISO will engage the cybersecurity crisis management team and the cyber incident disclosure committee to determine proper escalation with significant incidents being reported to the Board. The CISO has served in various roles of increasing responsibility in information technology and information security for over 30 years and has attained several relevant professional certifications. The CIO has also served in various roles in information technology for over 25 years, including as chief information officer at another public company, and has extensive experience managing cybersecurity threats. ITEM 2. PROPERTIESAs of February 7, 2025, we had 453 locations in the United States and Canada. We also operate regional headquarters, sales offices and service facilities in the foregoing countries in support of our equipment rental operations. Our principal executive offices are located in Bonita Springs, Florida. As of December 31, 2024, we owned approximately 5% of the locations from which we operate our equipment rental business, with the remainder leased. Those leases are typically triple net leases, where Herc is responsible for the ongoing expenses of the property, including real estate taxes, insurance, and maintenance, in addition to paying rent and utilities. Our rental locations generally are located in industrial or commercial zones. A growing number of locations have highway or major thoroughfare visibility. The typical location includes a customer reception area, an equipment service area and storage facilities for equipment. Most branches have stand-alone maintenance and fueling facilities and showrooms. ITEM 3. LEGAL PROCEEDINGS The information required with respect to this item can be found in Note 17, "Commitments and Contingencies" of our consolidated financial statements included in Part II, Item 8 of this Report. ITEM 4. MINE SAFETY DISCLOSURESNot applicable. 22Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESExecutive Officers of the Registrant The name, age, position and a description of the business experience of each of our executive officers is provided below. There is no family relationship among the executive officers or between any executive officer and a director. NameAgePositionLawrence H. Silber68President and Chief Executive Officer, DirectorMark Humphrey53Senior Vice President and Chief Financial OfficerAaron D. Birnbaum59Senior Vice President and Chief Operating OfficerChristian J. Cunningham63Senior Vice President and Chief Human Resources OfficerTamir Peres55Senior Vice President and Chief Information OfficerS. Wade Sheek48Senior Vice President, Chief Legal Officer and SecretaryLawrence H. Silber. Mr. Silber joined the Company in May 2015. Prior to that, Mr. Silber most recently served as an executive advisor at Court Square Capital Partners, LLP, a private equity firm primarily investing in the business services, healthcare, general industrial and technology and telecommunications sectors, from April 2014 to May 2015. Mr. Silber led Hayward Industries, one of the world's " largest swimming pool equipment manufacturers, as chief operating officer from 2008 to 2012, overseeing a successful transition through the recession and returning the company to solid profitability. From 1978 to 2008, Mr. Silber worked for Ingersoll-Rand plc, a publicly traded manufacturer of industrial products and components, in a number of roles of increasing responsibility. He led major Ingersoll-Rand business groups, including Utility Equipment, Rental and Remarketing and the Equipment and Services businesses. Earlier in his career, he led sales, marketing and operations functions in Ingersoll-Rand's "s Power Tool Division and Construction and Mining Group. Mr. Silber has also served as a director of Hayward Holdings, Inc., one of the world's largest swimming pool manufacturers, since November 2019. Mr. Silber previously served on the board of directors of SMTC Corporation, a mid-size provider of end-to-end electronics manufacturing services, from 2012 to 2015 (and from May 2013 through January 2014 served as its interim president and CEO). Mark Humphrey. Mr. Humphrey joined the Company in April 2017. Prior to his current role, Mr. Humphrey served as vice president, chief accounting officer from April 2017 to March 2023, served as controller from April 2017 to February 2022 and served as interim chief financial officer from March 2018 to June 2018. Prior to joining the Company, Mr. Humphrey served as chief financial officer and controller of Alico, Inc., a publicly traded agribusiness and resource-management company. His nearly 30-year career also includes roles as chief financial officer for Compass Management Group, a property-management company, and nearly 10 years in public accounting with PricewaterhouseCoopers LLP. Aaron D. Birnbaum. Mr. Birnbaum served the Company and its predecessor business for more than 30 years. Prior to his current role, Mr. Birnbaum served as the Company's " Senior Vice President from 2017 to 2019 and served as a Regional Vice President from 2012 to 2017. As Senior Vice President, Mr. Birnbaum oversaw the Company's Western, Northwest, North Central and Canada regions as well as its Herc Entertainment Services' and Cinelease' specialty equipment rental units. Mr. Birnbaum also has held leadership responsibilities related to the Company's strategic planning, operational execution and M&A activities. Christian J. Cunningham. Mr. Cunningham joined the Company in September 2014 from DFC Global Corporation where he served as vice president, corporate HR and HR services since June 2013 with global responsibility for all human resource matters for corporate staff. Previously, Mr. Cunningham held the position of vice president, HR, compensation and benefits at Sunoco Inc. and Sunoco Logistics from 2010 to 2013. Prior to Sunoco, Mr. Cunningham served at ARAMARK as vice president, global compensation and strategy from 2008 to 2010; at Scholastic Inc. as vice president, compensation, benefits and HRIS from 2006 to 2007; and at Pep Boys as assistant vice president, human resources from 2005 to 2006. Previously, Mr. Cunningham held director and regional managerial positions in roles with increasing levels of responsibility at Pep Boys from 1995 to 2005 and Tire Service Corporation, Inc. from 1985 to 1995. Tamir Peres. Mr. Peres joined the Company in September 2017 from Sunoco Logistics, a publicly-traded, midstream energy company, where he served as vice president and chief information officer since 2012, leading the Sunoco Logistics Information Technology group. From 2005 to 2012, Mr. Peres held the position of director of corporate information technology at Sunoco, Inc., where he was responsible for all strategic and tactical aspects of technology across the Refining and Supply, Retail Marketing, Chemicals, Logistics and Coke business units. A He was previously director of Worldwide Financial Systems for Kulicke & Soffa Industries, Inc., a global manufacturer and supplier of semiconductor equipment, and before that he worked for Ernst & Young, including as an audit senior in its Assurance Services area. 23Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESExecutive Officers of the Registrant (continued)S. Wade Sheek. Mr. Sheek joined the Company in November 2019 from Republic Airways Holdings Inc., a regional airline, where he served as general counsel and secretary from 2018 to 2019 and oversaw the legal, contracting, communications and government relations functions. From 2013 to 2018, he served as deputy general counsel and corporate secretary at Allegion plc, a multi-national manufacturing company, and had responsibility for SEC matters, corporate governance, M&A and strategic initiatives. Prior to that, Mr. Sheek held roles with increasing responsibility with The Home Depot, Inc., UnitedHealth Group Incorporated and Ingersoll-Rand plc. PART II ITEM 5. MARKET FOR REGISTRANTS COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIESCommon Stock and Registered HoldersOur common stock trades on the New York Stock Exchange ("NYSE") under the symbol "HRI". On February 7, 2025, there were 1,793 registered holders of our common stock. The number of beneficial owners is substantially greater than the number of record holders because a large portion of our common stock is held of record in "street name." Share Repurchase ProgramIn March 2014, we announced a \$1.0 billion share repurchase program (the "Share Repurchase Program"), which replaced an earlier program. The Share Repurchase Program permits us to purchase shares through a variety of methods, including in the open market or through privately negotiated transactions, in accordance with applicable securities laws. We are not obligated to make any repurchases at any specific time or in any specific amount and our

repurchases may be subject to certain predetermined price/volume guidelines, set from time-to-time, by our Board of Directors. The timing and extent to which we repurchase shares will depend upon, among other things, strategic priorities, market conditions, share price, liquidity targets, contractual restrictions, regulatory requirements and other factors. Share repurchases may be commenced or suspended at any time or from time to time, subject to legal and contractual requirements, without prior notice. There were no share repurchases during the year ended December 31, 2024. As of December 31, 2024, the approximate dollar value that remains available for share purchases under the Share Repurchase Program is \$161 million. Dividends On December 6, 2024, the Company declared a quarterly dividend of \$0.665 per share to record holders as of December 16, 2024, with payment date of December 27, 2024. The agreements governing our indebtedness restrict our ability to pay dividends. See Item 7, "Management Discussion and Analysis of Financial Condition and Results of Operations" and "Liquidity and Capital Resources" and "Dividends," in this Report. Recent Performance The following graph compares the cumulative total stockholder return on Herc Holdings common stock from December 31, 2019 through December 31, 2024, with the cumulative total returns of the Standard & Poor's Mid Cap 400 Trading Companies & Distributors Industry Index, and our industry peer group. Our industry peer group is comprised of publicly traded companies participating in the equipment rental industry and other relevant companies of comparable size in the broader industry in which we compete. Our industry peer group includes: Air Lease Corporation, H&E Equipment Services, Trinity Industries, Inc., Ashtead Group plc, McGrath Rentcorp, Triton International Ltd., Custom Truck One Source Inc., Pool Corp., United Rentals, Inc., Fastenal Company, Ritchie Bros Auctioneers Inc., WillScot Mobile Mini Holdings Corp., Federal Signal Corporation, Rush Enterprises, Inc., Xylem Inc., GATX Corp., Terex Corporation. Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES (Continued) The graph assumes that \$100 was invested on December 31, 2019 over the indicated time periods and assumes reinvestment of all dividends, if any, paid on the securities. The cumulative total return calculation for Herc Holdings is based on stock price appreciation and payment of cash dividends. The stock price performance shown on the graph is not necessarily indicative of future price performance. ITEM 6. RESERVED 25 Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Management's discussion and analysis of financial condition and results of operations ("MD&A") should be read in conjunction with the consolidated financial statements and accompanying notes included in Item 8 of this Report, which include additional information about our accounting policies, practices and the transactions underlying our financial results. The preparation of our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires us to make estimates and assumptions that affect the reported amounts in our consolidated financial statements and the accompanying notes including receivables allowances, depreciation of rental equipment, the recoverability of long-lived assets, useful lives and impairment of long-lived tangible and intangible assets including goodwill and trade name, pension and postretirement benefits, valuation of stock-based compensation, reserves for litigation and other contingencies, accounting for income taxes and other matters arising during the normal course of business. We apply our best judgment, our knowledge of existing facts and circumstances and our knowledge of actions that we may undertake in the future in determining the estimates that will affect our consolidated financial statements. We evaluate our estimates on an ongoing basis using our historical experience, as well as other factors we believe appropriate under the circumstances, such as current economic conditions, and adjust or revise our estimates as circumstances change. As future events and their effects cannot be determined with precision, actual results may differ from these estimates. OVERVIEW OF OUR BUSINESS AND OPERATING ENVIRONMENT We are engaged principally in the business of renting equipment. Ancillary to our principal business of equipment rental, we also sell used rental equipment, sell new equipment and consumables and offer certain services and support to our customers. Our profitability is dependent upon a number of factors including the volume, mix and pricing of rental transactions and the utilization of equipment. Significant changes in the purchase price or residual values of equipment or interest rates can have a significant effect on our profitability depending on our ability to adjust pricing for these changes. Our business requires significant expenditures for equipment, and consequently we require substantial liquidity to finance such expenditures. See "Liquidity and Capital Resources" below. Our revenues are primarily derived from rental and related charges and consist of: Equipment rental (includes all revenue associated with the rental of equipment including ancillary revenue from delivery, rental protection programs and fueling charges); Sales of rental equipment and sales of new equipment, parts and supplies; and Service and other revenue (primarily relating to training and labor provided to customers). Our expenses primarily consist of: Direct operating expenses (primarily wages and related benefits, facility costs and other costs relating to the operation and rental of rental equipment, such as delivery, maintenance and fuel); Cost of sales of rental equipment, new equipment, parts and supplies; Depreciation expense relating to rental equipment; Selling, general and administrative expenses; and Interest expense. Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued) 2024 Overview Our results for 2024 reflect the continued strength in the rental industry as demonstrated by our equipment rental revenues of \$3.2 billion, an increase of 11% over 2023, reflecting positive pricing of 3.2% and increased volume of equipment on rent of 9.3%. While our local markets have been impacted by the elevated interest rate environment, our diversification across industries and project types have shown continued strength in economic activity and we believe the operating environment continues to be favorable for equipment rental companies of scale. We continued to execute on company-wide initiatives to increase margins and utilization. We invested in our rental equipment as part of our long-term capital expenditure plans, adding rental equipment strategically throughout our network in response to customer demand and to position ourselves for growth into 2025. Additionally, during 2024, we completed 9 acquisitions, adding 28 branches, totaling a net cash outflow of \$600 million, while also opening 23 new greenfield locations. The addition of new locations supports our long-term strategy to achieve greater density and scale in select urban markets across North America to better serve both our local and national customers. Supporting our financial flexibility and continued investment in our business, we issued \$800 million of aggregate principal amount of 6.625% senior unsecured notes due 2029, paying down a portion of our senior secured asset-based revolving credit facility allowing for over \$1.8 billion of availability at the end of 2024. Additionally, we amended and extended our account receivable securitization facility, which now matures August 31, 2025 and increased the aggregate commitments from \$370A million to \$400A million. As part of our capital allocation strategy, we have continued to pay quarterly dividends at \$0.665 per share throughout 2024. During the fourth quarter of 2023, we announced our plans to explore strategic alternatives for our Cinelease studio entertainment and lighting and grip equipment rental business ("Cinelease") and the Cinelease net assets were classified as assets held for sale. Cinelease continues to be actively marketed for sale and management expects a transaction to be completed in 2025. Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued) RESULTS OF OPERATIONS Years Ended December 31, (\$ in millions) 2024 2023 Change % Change Equipment rental \$3,189A \$2,870A \$319A 11A % Sales of rental equipment \$311A 346A (35)(10)% Sales of new equipment, parts and supplies \$37A 38A 1(3)% Service and other revenue \$31A 28A 3A 11A % Total revenues \$3,568A 3,282A 286A 9A % Direct operating \$1,291A 1,139A 152A 13A % Depreciation of rental equipment \$679A 643A 36A 6A % Cost of sales of rental equipment \$244A 252A (28)(11)% Cost of sales of new equipment, parts and supplies \$24A 25A (1)(4)% Selling, general and administrative \$480A 448A 32A 7A % Non-rental depreciation and amortization \$127A 112A 15A 13A % Interest expense, net \$260A 224A 36A 16A % Loss on assets held for sale \$194A \$194A \$0 % Other expense (income), net \$(2)(8)6A (75)% Income before income taxes \$291A 447A (156)(35)% Income tax provision \$(80)(100)20A (20)% Net income \$211A \$347A \$(136)(39)% Year Ended December 31, 2024 Compared with Year Ended December 31, 2023 Equipment rental revenue increased \$319 million, or 11%, during the year ended 2024 primarily due to higher volume of equipment on rent of 9.3% and pricing growth of 3.2% over the same period in the prior year. Sales of rental equipment decreased \$35 million, or 10%, during the year ended 2024 when compared to the year ended 2023. We continue to sell equipment in line with our fleet rotation planning to improve the equipment mix and manage fleet age. Fleet rotation in the prior year period was accelerated due to easing of supply chain disruptions in certain categories of equipment. The margin on sales of rental equipment was 28% in 2024 compared to 27% in 2023. Direct operating expenses increased \$152 million, or 13%. Direct operating expenses were 40.5% of equipment rental revenue in 2024, compared to 39.7% in the prior-year period, reflecting increases in (i) personnel-related expenses of \$61 million primarily resulting from increased headcount in support of growth initiatives, including greenfields and acquisitions, (ii) facilities expense of \$22 million as we have added more locations through acquisitions and opening greenfield locations, (iii) self insurance reserve increase of \$21 million due to claims development attributable to unsettled cases and growth of the business, (iv) maintenance expense of \$19 million resulting from our increased fleet size and higher volume in 2024, (v) re-rent expense of \$11 million due to the corresponding increase in re-rent revenue, and (vi) delivery expense of \$11 million due to increased volume of transactions and transfers of equipment between branches to drive fleet efficiency. Depreciation of rental equipment increased \$36 million, or 6%, during 2024 due to the increase in average fleet size. Non-rental depreciation and amortization increased \$15 million, or 13%, primarily due to amortization of intangible assets related to acquisitions. Selling, general and administrative expenses increased \$32 million, or 7%. The increase was primarily due to increases in selling expenses, including commissions and other variable compensation, of \$19 million, credit and collection expense of \$5 million and general payroll of \$4 million. Selling, general and administrative expenses were 15.1% of equipment rental revenue in 2024 compared to 15.6% in the prior-year period due to continued focus on improving operating leverage while expanding revenues. Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued) Interest expense, net increased \$36 million, or 16%, during the year ended 2024 when compared with the year ended 2023 due to higher average debt balances primarily to fund acquisition growth and invest in rental equipment. Loss on assets held for sale was \$194 million during 2024 to adjust the carrying value of Cinelease net assets to its fair value less estimated costs to sell. Income tax provision was \$80 million during the year ended 2024 when compared with \$100 million for the same period in 2023. The effective tax rate during 2024 was 27% compared to 22% in 2023. The rate increase was driven by non-deductible goodwill impairment of \$14 million in 2024, a reduction in the benefit related to stock-based compensation of \$3A million in 2024 compared to \$12A million in 2023, and certain other non-deductible expenses. LIQUIDITY AND CAPITAL RESOURCES Our primary uses of liquidity include the payment of operating expenses, purchases of rental equipment to be used in our operations, servicing of debt, funding acquisitions, payment of dividends, and share repurchases. Our primary sources of funding are operating cash flows, cash received from the disposal of equipment and borrowings under our debt arrangements. As of December 31, 2024, we had approximately \$4.1 billion of total nominal indebtedness outstanding. Our liquidity as of December 31, 2024 consisted of cash and cash equivalents of \$83 million and unused commitments of approximately \$1.8 billion under our ABL Credit Facility. See "Borrowing Capacity and Availability" below for further discussion. Our practice is to maintain sufficient liquidity through cash from operations, our ABL Credit Facility and our AR Facility to mitigate the impacts of any adverse financial market conditions on our operations. We believe that cash generated from operations and cash received from the disposal of equipment, together with amounts available under the ABL Credit Facility and the AR Facility or other financing arrangements will be sufficient to meet working capital requirements and anticipated capital expenditures, and other strategic uses of cash, if any, and debt payments, if any, over the next twelve months. Cash Flows Significant factors driving our liquidity position include cash flows generated from operating activities and capital expenditures. Historically, we have generated and expect to continue to generate positive cash flow from operations. Our ability to fund our capital needs will be affected by our ongoing ability to generate cash from operations and access to capital markets. The following table summarizes the change in cash and cash equivalents for the periods shown (in millions): Years Ended December 31, 2024 2023 Change Cash provided by (used in): Operating activities \$1,225A \$1,086A \$139A Investing activities (1,511) (1,581) 70A Financing activities 299A 512A (213) Effect of exchange rate changes (1) \$1A \$1A Net change in cash and cash equivalents \$122A \$17A \$(5) Year Ended December 31, 2024 Compared with Year Ended December 31, 2023 Operating Activities During the year ended December 31, 2024, we generated \$139A million more cash from operating activities compared with the same period in 2023. The increase was related to improved operating results primarily resulting from higher revenues coupled with improved operating leverage on costs, collection of receivables and the timing of payments on accounts payable and accrued liabilities. Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued) Investing Activities Cash used in investing activities decreased \$70 million during 2024 when compared with the prior-year period. Our primary use of cash in investing activities is for the acquisition of rental equipment, non-rental capital expenditures and acquisitions. Generally, we rotate our equipment and manage our fleet of rental equipment in line with customer demand and continue to invest in our information technology, service vehicles and facilities. Changes in our net capital expenditures are described in more detail in the "Capital Expenditures" section below. Additionally, we closed on 9 acquisitions during the year ended December 31, 2024 for a net cash outflow of \$600 million, compared to cash outflow of \$430 million during the year ended December 31, 2023. Financing Activities Cash provided by financing activities decreased \$213 million during 2024 when compared with the prior-year. Financing activities primarily represent our changes in debt, which included the issuance of \$800 million of senior unsecured notes due 2029 which were used to repay a portion of our ABL Credit Facility, resulting in net repayments of \$391 million on our revolving lines of credit and securitization. Borrowings on the ABL Credit Facility were used primarily to fund acquisitions and invest in rental equipment during the period. Net borrowings in the prior year period were \$740 million. In order to reduce future cash interest payments, as well as future amounts due at maturity or upon redemption, we may from time to time repurchase our debt, including our notes, bonds, loans or other indebtedness, in privately negotiated, open market or other transactions and upon such terms and at such prices as we may determine. We will evaluate any such transactions in light of then-existing market conditions, taking into account our current liquidity and prospects for future access to capital. The repurchases may be material and could relate to a substantial proportion of a particular class or series, which could reduce the trading liquidity of such class or series. Capital Expenditures Our capital expenditures relate largely to purchases of rental equipment, with the remaining portion representing purchases of property, equipment and information technology. The table below sets forth the capital expenditures related to our rental equipment and related disposals for the periods noted (in millions). Years Ended December 31, 2024

obligations, prepay certain indebtedness, make certain restricted payments (including paying dividends, redeeming stock or making other distributions), create liens, make investments, make acquisitions, engage in mergers, fundamentally change the nature of our business, make capital expenditures, or engage in certain transactions with certain affiliates. Under the terms of our ABL Credit Facility, our AR Facility and our Notes, we are not subject to ongoing financial maintenance covenants; however, under the ABL Credit Facility, failure to maintain certain levels of liquidity will subject us to a contractually specified fixed charge coverage ratio of not less than 1:1 for the four quarters most recently ended. As of December 31, 2024, the appropriate levels of liquidity have been maintained, therefore this financial maintenance covenant is not applicable. At December 31, 2024, Herc Holdings' balance sheet was substantially identical to that of Herc, with the exception of the debt held by Herc Holdings (2029 Notes, 2027 Notes and ABL Credit Facility) and certain components of shareholders equity. For the year ended December 31, 2024 and 2023, the statements of operations of Herc Holdings and Herc were identical with the exception of interest expense on the debt held at Herc Holdings that is not reflected in the statement of operations of Herc. For further information on the terms of our Notes, ABL Credit Facility and AR Facility see Note 11, "Debt" included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Report. For a discussion of the risks associated with our indebtedness, see Part I, Item 1A "Risk Factors" contained in this Report. 31Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)DividendsOn December 6, 2024, we declared a quarterly dividend of \$0.665 per share to record holders as of December 16, 2024, with payment date of December 27, 2024. The declaration of dividends on our common stock is discretionary and will be determined by our board of directors in its sole discretion and will depend on our business conditions, financial condition, earnings, liquidity and capital requirements, contractual restrictions and other factors. The amounts available to pay cash dividends are restricted by our debt agreements. CRITICAL ACCOUNTING POLICIES AND ESTIMATESOur discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of the consolidated financial statements requires management to make estimates and judgments that affect the reported amounts in our consolidated financial statements and accompanying notes. Certain of our accounting policies, as discussed below, involve a higher degree of judgment and complexity in their application and, therefore, represent the critical accounting policies used in the preparation of our financial statements. If different assumptions or conditions were to prevail, the results could be materially different from our reported results. For additional discussion of our critical accounting policies and estimates, as well as our significant accounting policies, see Note 4, "Basis of Presentation and Significant Accounting Policies" to the notes to our consolidated financial statements included in Part II, Item 8 of this Report. Rental EquipmentOur principal assets are rental equipment, which represented 53.6% and 54.3% of our total assets as of December 31, 2024 and 2023, respectively. Rental equipment consists of equipment utilized in our equipment rental operations. When rental equipment is acquired, we use historical experience, industry residual value guidebooks and the monitoring of market conditions to set depreciation rates. Generally, we estimate the period that we will hold the asset, primarily based on historical measures of the amount of equipment usage and the targeted age of equipment at the time of disposal. We also estimate the residual value of the applicable rental equipment at the expected time of disposal. The residual value for rental equipment is affected by factors which include equipment age and amount of usage. Depreciation is recorded over the estimated holding period. Depreciation rates are reviewed regularly based on management's ongoing assessment of present and estimated future market conditions, their effect on residual values at the time of disposal and the estimated holding periods. To the extent that the useful lives of all of our rental equipment were to increase or decrease by one year, we estimate that our annual depreciation expense would decrease or increase by approximately \$60 million or \$75 million, respectively. Market conditions for used equipment sales also can be affected by external factors such as the economy, natural disasters, fuel prices, supply of similar used equipment, the market price for similar new equipment and incentives offered by manufacturers. As a result of this ongoing assessment, we make periodic adjustments to depreciation rates of rental equipment in response to changing market conditions. During the years ended December 31, 2024 and 2023, there were no material adjustments to our depreciation rates. Defined Benefit Pension ObligationsThe Herc Holdings Retirement Plan is a U.S. qualified defined benefit pension plan that has been frozen to new employees since it was established in 2016. Additionally, pursuant to various collective bargaining agreements, certain union-represented employees participate in multiemployer pension plans. Employee pension costs and obligations are dependent on assumptions used by actuaries in calculating such amounts. These assumptions include discount rates, salary growth, long-term return on plan assets, retirement rates, mortality rates and other factors. Actual results that differ from our assumptions are accumulated and amortized over future periods and, therefore, generally affect our recognized expense in such future periods. While we believe that the assumptions used are appropriate, significant differences in actual experience or significant changes in assumptions would affect our pension costs and obligations. The various employee-related actuarial assumptions (e.g., retirement rates, mortality rates and salary growth) used in determining pension costs and plan liabilities are reviewed periodically by management, assisted by the enrolled actuary, and updated as warranted. The discount rate used to value the pension liabilities and related expenses and the expected rate of return on plan assets are the two most significant assumptions impacting pension expense. The discount rate used is a market-based 32Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)rate as of the valuation date. For the expected return on assets assumption, we use a forward-looking rate that is based on the expected return for each asset class (including the value added by active investment management), weighted by the target asset allocation. The past annualized long-term performance of the Plan's assets has generally been in line with the long-term rate of return assumption. Business CombinationsThe Company has made multiple acquisitions and may continue to make acquisitions in the future. The assets acquired and liabilities assumed are recorded based on their respective fair values at the date of acquisition. Determining the fair value of the assets and liabilities acquired is judgmental in nature and can involve the use of significant estimates and assumptions. Long-lived assets (principally rental equipment), goodwill and other intangible assets generally represent the largest components of the acquisitions. Rental equipment is valued utilizing either a cost or market approach, or a combination of these methods, depending on the asset being valued and the availability of market data. The intangible assets that the Company has acquired are non-compete agreements, customer relationships and trade names and associated trademarks. The estimated fair values of these intangible assets reflect various assumptions about discount rates, revenue growth rates, operating margins, terminal values, useful lives and other prospective financial information. Goodwill is calculated as the excess of the cost of the acquired entity over the net of the fair value of the assets acquired and the liabilities assumed. Non-compete agreements, customer relationships and trade names and associated trademarks are valued based on an excess earnings or income approach based on projected cash flows and may be amortized over the useful life if they are determined to be finite-lived intangible assets. As part of an acquisition, the Company will also acquire other assets and assume liabilities. These other assets and liabilities typically include, but are not limited to, parts inventory, accounts receivable, accounts payable and other working capital items. Because of their short-term nature, the fair values of these other assets and liabilities generally approximate the book values on the acquired entities' balance sheets. Goodwill and Indefinite-Lived Intangible Assets On an annual basis and at interim periods when circumstances require, we test the recoverability of our goodwill. Goodwill impairment is deemed to exist if the carrying value of goodwill of a reporting unit exceeds its fair value. A reporting unit is an operating segment or a business one level below that operating segment (the component level) if discrete financial information is prepared and regularly reviewed by segment management. However, components are aggregated as a single reporting unit if they have similar economic characteristics. We have assessed the guidance and performed our analysis using our two reporting units, core equipment rental and Cinelease. Pursuant to Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 350, "Intangibles-Goodwill and Other, an entity may first assess qualitative factors to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. 4 Various factors are considered in performing the qualitative test, including macroeconomic conditions, industry and market considerations, the overall financial performance of our reporting unit, our stock price and the excess amount between our reporting unit's fair value and carrying value as indicated on our most recent quantitative assessment. When assessing the fair value of our reporting units using a quantitative approach, we estimate the fair value using a combination of an income approach on the present value of estimated future cash flows and a market approach based on published earnings multiples of comparable entities with similar operations and economic characteristics as well as acquisition multiples paid in recent transactions. The key assumptions used in the discounted cash flow valuation model for impairment testing include discount rates, growth rates, cash flow projections and terminal value rates. Discount rates are set by using the weighted average cost of capital ("WACC") methodology. The WACC methodology considers market and industry data as well as company specific risk factors for each reporting unit in determining the appropriate discount rates to be used. The discount rate utilized for each reporting unit is indicative of the return an investor would expect to receive for investing in such a business. The cash flows represent management's most recent planning assumptions. These assumptions are based on a combination of industry outlooks, views on general economic conditions and our expected pricing plans. Terminal value rate determination follows common methodology of capturing the present value of perpetual cash flow estimates beyond the last projected period assuming a constant WACC and low long-term growth rates. If the carrying value of the reporting unit is greater than its fair value, we recognize an impairment charge for the amount equal to that excess. A significant decline in the 33Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)projected cash flows or a change in the WACC used to determine fair value could result in a future goodwill impairment charge. Indefinite-lived intangible assets, primarily trade names, are not amortized but are evaluated annually for impairment and whenever events or changes in circumstances indicate that the carrying amount of this asset may exceed its fair value. If the carrying value of an indefinite-lived intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. In connection with our impairment analysis for goodwill and indefinite-lived intangible assets conducted as of October 1, 2024, we assessed qualitative factors as described above to determine if it is more likely than not that goodwill and indefinite-lived assets may be impaired and concluded that there was no impairment related to such assets at such date. Subsequent to the assessment, it was determined that the goodwill attributable to Cinelease of \$65 million was fully impaired as discussed further in Note 8, "Assets Held for Sale." Finite-Lived Intangible and Long-Lived Assets Finite-lived intangible assets include technology, customer relationships, and other intangibles. Intangible assets with finite lives are amortized over the estimated economic lives of the assets, which range from five to 14 years. These assets are primarily amortized using the straight-line method, however, certain assets may be amortized using an accelerated method that reflects the economic benefit to us. Long-lived assets, including intangible assets with finite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of an impairment loss for long-lived assets that management expects to hold and use is based on the estimated fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or estimated fair value less costs to sell. During the year ended December 31, 2024, we recorded an asset impairment charge related to Cinelease of \$129 million as discussed further in Note 8, "Assets Held for Sale." In 2023, there were no asset impairment charges and for the year ended December 31, 2022, we recorded asset impairment charges of \$3.5 million. Income Taxes Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are determined based on differences between the financial statement carrying amounts and net bases of assets and liabilities and are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. Valuation allowances are recorded to reduce deferred tax assets by the amount that is more likely than not to be realized. Subsequent changes to enacted tax rates will result in changes to deferred taxes and any related valuation allowances. We have recorded a deferred tax asset for unutilized net operating loss carryforwards in various tax jurisdictions. The Company has determined not to assert that earnings from foreign operations are permanently reinvested. Therefore, the Company recognizes deferred taxes on foreign earnings as appropriate. The Company has asserted that future earnings associated with the potential stock sale or liquidation of foreign subsidiaries is permanently reinvested. Accordingly, the Company has not recorded any deferred tax liabilities associated with these book-to-tax differences. We regularly review our cash positions and our determination of permanent reinvestment of foreign earnings. If we determine that all or a portion of such foreign earnings are repatriated, we may be subject to additional foreign withholding taxes and U.S. state income taxes. Many foreign jurisdictions impose taxes on distributions to other jurisdictions. Due to the variations and complexities of these laws, we believe it would be impractical to calculate and accrue these taxes beyond the normal earnings and profits standard for U.S. tax purposes. In accordance with ASC Topic 740, Income Taxes, the Company recognizes, in its consolidated financial statements, the impact of the Company's tax positions that are more likely than not to be sustained upon examination. The Company will determine whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the Company presumes that the position will be examined by the appropriate taxing 34Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)authority with full knowledge of all relevant information. Upon determination that a tax position meets the more-likely-than-not recognition threshold, it is measured to determine the amount of benefit to recognize in the financial statements. We are subject to ongoing tax examinations and assessments in various jurisdictions. Accordingly, accruals for tax contingencies are established based on the probable outcomes of such matters. Our ongoing assessments of the probable outcomes of the examinations and related tax accruals require judgment and could increase or decrease our effective tax rate as well as impact our operating results. RECENT ACCOUNTING PRONOUNCEMENTS For a discussion of recent accounting pronouncements, see Note 2, "Basis of Presentation and Significant Accounting Policies" to the notes to our consolidated financial statements included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Report. 35Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK RISK MANAGEMENT For a discussion of additional risks arising from our operations, see Part I, Item 1A "Risk Factors" included in this Report. Market Risk We are exposed to a variety of market risks, including the effects of changes in interest rates (including credit spreads), foreign currency exchange rates and fluctuations in fuel prices. We manage our exposure to these market risks through our regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. Derivative financial instruments are viewed as risk management tools and have not been used for speculative or trading purposes. In addition, derivative financial instruments are entered into with a diversified group of major financial institutions in order to manage our exposure to counterparty nonperformance on such instruments. Interest Rate Risk We have assessed our exposure to changes in interest rates by analyzing the sensitivity to our earnings assuming various changes in market interest rates. Assuming a hypothetical increase of one percentage point in interest rates on our ABL Credit Facility, AR Facility and cash and cash equivalents as of December 31, 2024, our pre-tax earnings would decrease by an estimated \$19 million over a 12-month period. From time to time, we may enter into interest rate swap agreements to manage interest rate risk on our mix of fixed and floating rate debt. Consistent with the terms of certain agreements governing our debt obligations, we may decide to hedge a portion of the floating rate interest exposure under the ABL Credit Facility to provide protection in respect of such exposure. Foreign Currency Risk We have foreign currency exposure to exchange rate fluctuations, primarily with respect to the Canadian dollar. We manage our foreign currency risk primarily by incurring, to the extent practicable, operating and financing expenses in the local currency in the countries in which we operate, including making fleet and equipment purchases and borrowing locally. We also manage exposure to fluctuations in currency risk on cross currency intercompany loans we make to certain of our subsidiaries by entering into foreign currency forward contracts, when appropriate, which are intended to offset the impact of foreign currency movements on the underlying intercompany loan obligations. During the year ended December 31, 2024, our foreign subsidiaries accounted for less than 10% of our total revenue and total income before income taxes. Based on the size of our foreign operations relative to the Company as a whole, we do not believe that a 10% change in exchange rates would have a material impact on our earnings. We do not engage in purchasing forward exchange contracts for speculative purposes. 36Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA Report of Independent Registered Public Accounting Firm To the Board of Directors and Stockholders of Herc Holdings Inc. Opinions on the Financial Statements and Internal Control over Financial Reporting We have audited the accompanying consolidated balance sheets of Herc Holdings Inc. and its subsidiaries (the "Company") as of December 31, 2024 and 2023, and the related consolidated statements of operations, of comprehensive income, of changes in equity and of cash flows for each of the three years in the period ended December 31, 2024, including the related notes and schedule of

auditing and qualifying accounts for each of the three years ended December 31, 2024 appearing under Item 8, collectively referred to as the "re consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO. Basis for Opinions The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions. Definition and Limitations of Internal Control over Financial Reporting A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Critical Audit Matters The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates. Income Taxes As described in Notes 2 and 15 to the consolidated financial statements, the Company recorded an income tax provision of \$80 million for the year ended December 31, 2024 and has a net deferred tax liability balance of \$800 million as of December 31, 2024. Deferred tax assets and liabilities are determined based on differences between the financial statement carrying amounts and tax bases of assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Management also records deferred tax assets for unutilized net operating loss carryforwards in various tax jurisdictions. The effect of a change in tax rates is recognized in the period that includes the enactment date. Management records valuation allowances to reduce its deferred tax assets by the amount that is more likely than not to be realized. Management will determine whether it is more likely than not that a tax position will be sustained upon examination. Upon determination that a tax position meets the more-likely-than-not recognition threshold, it is measured to determine the amount of benefit to recognize in the financial statements. The principal considerations for our determination that performing procedures relating to income taxes is a critical audit matter are a high degree of auditor effort in performing procedures and evaluating audit evidence related to the income tax provision and net deferred tax liability. Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the income tax provision and deferred income taxes. These procedures also included, among others (i) testing the provision for income taxes, including the effective tax rate reconciliation and permanent and temporary differences; (ii) testing the completeness and accuracy of underlying data used in measuring and recognizing deferred tax assets and liabilities; (iii) testing the completeness of management's assessment of the identification of uncertain tax positions, and (iv) evaluating management's assessment of the realizability of deferred tax assets on a jurisdictional basis. /s/ PricewaterhouseCoopers LLP Tampa, Florida February 13, 2025 We have served as the Company's auditor since 2013. 38Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (In millions, except par value) December 31, 2024 December 31, 2023 ASSETS Current assets: Cash and cash equivalents \$83.1 \$71.1 Receivables, net of allowances of \$22 and \$20, respectively \$589.1 \$563.1 Prepaid expenses \$47.3 \$30.4 Other current assets \$40.4 \$47.1 Assets held for sale \$17.1 \$21.1 Total current assets \$776.1 \$732.1 Rental equipment, net \$225.1 \$383.1 Property and equipment, net \$554.1 \$465.1 Right-of-use lease assets \$85.2 \$65.1 Intangible assets, net \$57.2 \$46.1 Goodwill \$670.1 \$483.1 Other long-term assets \$8.1 \$10.1 Assets held for sale \$220.1 \$40.1 Total assets \$7,061.1 LIABILITIES AND EQUITY Current liabilities: Current maturities of long-term debt and financing obligations \$21.1 \$19.1 Current maturities of operating lease liabilities \$39.1 \$37.1 Accounts payable \$248.1 \$212.1 Accrued liabilities \$239.1 \$221.1 Liabilities held for sale \$15.1 \$19.1 Total current liabilities \$562.1 \$508.1 Long-term debt, net \$4,069.1 \$3,673.1 Financing obligations, net \$101.1 \$104.1 Operating lease liabilities \$424.1 \$464.1 Deferred tax liabilities \$800.1 \$743.1 Other long-term liabilities \$47.1 \$46.1 Liabilities held for sale \$60.1 \$68.1 Total liabilities \$6,481.1 \$5,788.1 Commitments and contingencies (Note 17) Equity: Preferred stock, \$0.01 par value, 13.3 shares authorized, no shares issued and outstanding \$0.1 \$0.1 Common stock, \$0.01 par value, 133.3 shares authorized, 33.3 and 33.1 shares issued and 28.4 and 28.2 shares outstanding \$291.1 \$447.1 Additional paid-in capital \$832.1 \$1,820.1 Retained earnings \$633.1 \$498.1 Accumulated other comprehensive loss \$(142.1) \$(118.1) Treasury stock, at cost, 4.9 shares and 4.9 shares (927.1) \$(927.1) Total equity \$1,396.1 \$1,273.1 Total liabilities and equity \$7,877.1 \$7,061.1 The accompanying notes are an integral part of these financial statements. 39Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS (In millions, except per share data) Years Ended December 31, 2024 2023 2022 Revenues: Equipment rental \$3,189.1 \$2,870.1 \$2,552.1 Sales of rental equipment \$311.1 \$464.1 \$125.1 Sales of new equipment, parts and supplies \$37.1 \$38.1 \$36.1 Service and other revenue \$31.1 \$28.1 \$27.1 Total revenues \$3,568.1 \$3,282.1 \$2,740.1 Expenses: Direct operating \$1,291.1 \$1,139.1 \$1,029.1 Depreciation of rental equipment \$679.1 \$643.1 \$536.1 Cost of sales of rental equipment \$224.1 \$252.1 \$89.1 Cost of sales of new equipment, parts and supplies \$24.1 \$25.1 \$1.1 Selling, general and administrative \$480.1 \$448.1 \$411.1 Non-rental depreciation and amortization \$127.1 \$124.1 \$95.1 Interest expense, net \$260.1 \$244.1 \$212.1 Loss on assets held for sale \$194.1 \$0.1 \$0.1 Other expense (income), net (2.1) (8.3) \$24.1 Total expenses \$3,277.1 \$2,835.1 \$2,306.1 Income before income taxes \$291.1 \$447.1 \$434.1 Income tax provision (80.1) (100.1) (104.1) Net income \$211.1 \$347.1 \$330.1 Weighted average shares outstanding: Basic 28.4 28.5 29.6 Diluted 28.5 28.7 30.2 Earnings per share: Basic \$7.43 \$12.18 \$11.15 Diluted \$7.40 \$12.09 \$10.92 The accompanying notes are an integral part of these financial statements. 40Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In millions) Years Ended December 31, 2024 2023 2022 Net income \$211.1 \$347.1 \$330.1 Other comprehensive income (loss): Foreign currency translation adjustments (25.7) (17.1) Pension and postretirement benefit liability adjustments: Amortization of net losses and settlement losses included in net periodic pension cost 2.1 1.2 2.1 Pension and postretirement benefit liability adjustments arising during the period (1.3) (1.3) Income tax provision related to pension and postretirement plans \$0.1 \$0.1 (1) Total other comprehensive income (loss) (24.1) (11.1) (29.1) Total comprehensive income \$187.1 \$336.1 \$301.1 The accompanying notes are an integral part of these financial statements. 41Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (In millions, except per share data) Common Stock Additional Paid-In Capital Retained Earnings (Accumulated Deficit) Accumulated Other Comprehensive Income (Loss) Treasury Stock Total Equity Shares Amount Balance at December 31, 2021 29.7 \$0.1 \$1,822.1 \$(53.1) \$(100.1) \$(97.7) \$0.1 Net income \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Dividends declared, \$2.30 per share \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Net settlement on vesting of equity awards \$0.3 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Employee stock purchase plan \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Repurchase of common stock (1.1) \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Balance at December 31, 2022 28.9 \$0.1 \$1,820.1 \$244.1 \$(129.1) \$(80.1) \$0.1 Net income \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Dividends declared, \$2.53 per share \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Net settlement on vesting of equity awards \$0.3 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Employee stock purchase plan \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Exercise of stock options 0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Repurchase of common stock (1.1) \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Balance at December 31, 2023 28.2 \$0.1 \$1,820.1 \$498.1 \$(118.1) \$(927.1) \$0.1 Net income \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Dividends declared, \$2.66 per share \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Net settlement on vesting of equity awards 0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Employee stock purchase plan \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Exercise of stock options 0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 \$0.1 Balance at December 31, 2024 28.4 \$0.1 \$1,832.1 \$633.1 \$(142.1) \$(927.1) \$0.1 The accompanying notes are an integral part of these financial statements. 42Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (In millions) Years Ended December 31, 2024 2023 2022 Cash flows from operating activities: Net income \$211.1 \$347.1 \$330.1 Adjustments to reconcile net income to net cash provided by operating activities: Depreciation of rental equipment \$679.1 \$643.1 \$536.1 Depreciation of property and equipment \$82.1 \$71.1 \$64.1 Amortization of intangible assets \$45.1 \$41.1 \$31.1 Amortization of deferred debt and financing obligations costs \$5.1 \$4.1 \$4.1 Stock-based compensation charges \$17.1 \$18.1 \$27.1 Provision for receivables allowance \$70.1 \$52.1 \$52.1 Loss on assets held for sale \$194.1 \$0.1 \$

receivable losses is based on the Company's historical experience and its judgment as to the likelihood of ultimate collection. Actual receivables are written-off against the allowance for credit losses when the Company determines the balance will not be collected. Estimates for future credit memos are based on historical experience and are reflected as reductions to revenue, while the provision for credit losses for rental transactions is reflected as a component of "Selling, general and administrative expenses" in the Company's consolidated statements of operations. Rental equipment is stated at cost, net of related discounts, with holding periods ranging from one year to 15 years. Generally, when rental equipment is acquired, the Company estimates the period that it will hold the asset, primarily based on historical measures of the amount of rental activity (e.g. equipment usage) and the targeted age of equipment at the time of disposal. The Company also estimates the residual value of the applicable rental equipment at the expected time of disposal. The residual value for rental equipment is affected by factors which include equipment age and amount of usage. Depreciation is recorded over the estimated holding period. Depreciation rates are reviewed on a quarterly basis based on management's ongoing assessment of present and estimated future market conditions, their effect on residual values at the time of disposal and the estimated holding periods. Market conditions for used equipment sales can also be affected by external factors such as the economy, natural disasters, fuel prices, supply of similar used equipment, the market price for similar new equipment and incentives offered by manufacturers of new equipment. These key factors are considered when estimating future residual values and assessing depreciation rates. As a result of this ongoing assessment, the Company makes periodic adjustments to depreciation rates of rental equipment in response to changed market conditions. Property and Equipment Property and equipment are stated at cost and are depreciated utilizing the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are amortized over the estimated useful lives of the related assets or leases, whichever is shorter. Useful lives are as follows: Buildings 8 to 33 years; Service vehicles 3 to 13 years; Machinery and equipment 1 to 15 years; Computer equipment 1 to 5 years; Furniture and fixtures 2 to 10 years; Leasehold improvements The lesser of the asset life or expected lease term including lease extension options. The Company follows the practice of charging routine maintenance and repairs, including the cost of minor replacements, to maintenance expense. Costs of major replacements are capitalized and depreciated. 46 Table of Contents A A A A HERC HOLDINGS INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued) Leases Leases are classified as either finance or operating at inception of the lease, with classification affecting the pattern of expense recognition in the income statement. Operating and finance leases result in the recognition of right-of-use ("ROU") assets and lease liabilities on the balance sheet. ROU assets represent the Company's right to use the leased asset for the lease term and lease liabilities represent the obligation to make lease payments. The liability is calculated as the present value of the remaining minimum lease payments for existing operating leases using either the rate implicit in the lease or, if none exists, the Company's incremental borrowing rate. Operating lease cost is recorded on a straight-line basis over the remaining lease term. Finance lease cost includes amortization of the ROU assets on a straight-line basis and interest on the lease liabilities using the effective interest method. In certain instances, the Company may sell property and enter into an arrangement to lease the property back from the landlord. In these instances, the Company performs a sale-leaseback analysis to determine if the assets can be removed from the balance sheet. If certain criteria are met, the Company recognizes the transaction as a sale, removes the assets from its balance sheet and reflects the future lease payments as rent expense. If the criteria for sale is not met, such as available repurchase options or continuing involvement with the property, the Company is considered the owner for accounting purposes. In these instances, the Company is precluded from derecognizing the assets from its balance sheet and will continue to depreciate the assets over the expected lease term. In conjunction with these arrangements, the Company records a financing obligation equal to the cash proceeds or fair market value of the assets received from the landlord. Lease payments for these properties are recognized as interest expense and a reduction of the financing obligation using the effective interest method. At the end of the lease term, including exercise of any renewal options, the net remaining financing obligation over the net carrying value of the fixed asset will be recognized as a non-cash gain on sale of the property. Reserves for Self-Insured Claims The obligation for public liability and property damage on self-insured equipment represents an estimate for both reported accident claims not yet paid, and claims incurred but not yet reported. The related liabilities are recorded on a non-discounted basis. Reserve requirements are based on actuarial evaluations of historical accident claim experience and trends, as well as future projections of ultimate losses, expenses, premiums and administrative costs. The adequacy of the liability is regularly monitored based on evolving accident claim history and insurance-related state legislation changes. If the Company's estimates change or if actual results differ from these assumptions, the amount of the recorded liability is adjusted to reflect these results. The Company is exposed to various claims relating to our business, including those for which we provide self-insurance. Claims for which we self-insure include: (i) A workers compensation claims; (ii) A general liability claims by third parties for injury or property damage caused by our equipment or personnel; (iii) A automobile liability claims; and (iv) A employee health insurance claims. These types of claims may take a substantial amount of time to resolve and, accordingly, the ultimate liability associated with a particular claim, including claims incurred but not reported as of a period-end reporting date, may not be known for an extended period of time. The Company's methodology for developing self-insurance reserves is based on management estimates and independent third party actuarial estimates. The estimation process considers, among other matters, the cost of known claims over time, cost inflation and incurred but not reported claims. These estimates may change based on, among other things, changes in the Company's claim history or receipt of additional information relevant to assessing the claims and the amount of the recorded liability is adjusted to reflect these changes. The long-term portion of our self-insurance reserves is included in "Other long-term liabilities" in the consolidated balance sheet. Defined Benefit Pension Plans and Other Employee Benefits The Company's employee pension costs and obligations are developed from actuarial valuations. Inherent in these valuations are key assumptions, including discount rates, salary growth, long-term return on plan assets, retirement rates, mortality rates and other factors. The selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation, as well as independent studies of trends performed by actuaries. However, actual results may differ substantially from the estimates that were based on the assumptions. The Company uses a December 31 measurement date for all of the plans. 47 Table of Contents A A A A HERC HOLDINGS INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued) Actual results that differ from the Company's assumptions are accumulated and amortized over future periods and, therefore, generally affect its recognized expense in such future periods. While management believes that the assumptions used are appropriate, significant differences in actual experience or significant changes in assumptions would affect the Company's pension costs and obligations. Foreign Currency Translation and Transactions Assets and liabilities of international subsidiaries whose functional currency is the local currency are translated at the rate of exchange in effect on the balance sheet date; income and expenses are translated at the average exchange rates throughout the year. The related translation adjustments are reflected in accumulated other comprehensive income (loss) in the equity section of the Company's consolidated balance sheets. Foreign currency gains and losses resulting from transactions are included in earnings. Business Combinations The Company has made multiple acquisitions and may continue to make acquisitions in the future. The assets acquired and liabilities assumed are recorded based on their respective fair values at the date of acquisition. Long-lived assets (principally rental equipment), goodwill and other intangible assets generally represent the largest components of the acquisitions. Rental equipment is valued utilizing either a cost or market approach, or a combination of these methods, depending on the asset being valued and the availability of market data. The intangible assets that the Company has acquired are non-compete agreements, customer relationships, and trade names and associated trademarks. The estimated fair values of these intangible assets reflect various assumptions about discount rates, revenue growth rates, operating margins, terminal values, useful lives and other prospective financial information. Goodwill is calculated as the excess of the cost of the acquired entity over the net of the fair value of the assets acquired and the liabilities assumed. Non-compete agreements, customer relationships, and trade names and associated trademarks are valued based on an excess earnings or income approach based on projected cash flows and may be amortized over the useful life if they are determined to be finite-lived intangible assets. Determining the fair value of the assets and liabilities acquired is judgmental in nature and can involve the use of significant estimates and assumptions. As part of an acquisition, the Company will also acquire other assets and assume liabilities. These other assets and liabilities typically include, but are not limited to, parts inventory, accounts receivable, accounts payable and other working capital items. Because of their short-term nature, the fair values of these other assets and liabilities generally approximate the book values on the acquired entities' balance sheets. Goodwill and Indefinite-Lived Intangible Assets On an annual basis and at interim periods when circumstances require, the Company tests the recoverability of its goodwill. The analysis is conducted as of October 1 each year. The Company has two reporting units and compares the carrying value of its reporting units to the fair value. If the carrying value of the reporting unit is greater than its fair value, the Company recognizes an impairment charge for the amount equal to that excess. The Company may first assess qualitative factors to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. If a quantitative impairment test is performed, the fair value of the reporting unit is estimated using a combination of an income approach on the present value of estimated future cash flows and a market approach based on published earnings multiples of comparable entities with similar operations and economic characteristics as well as acquisition multiples paid in recent transactions. The Company's discounted cash flows are based upon reasonable and appropriate assumptions, which are weighted for their likely probability of occurrence, about the underlying business activities of the Company. Indefinite-lived intangible assets, primarily the Company's trade name, are not amortized but are evaluated annually for impairment and whenever events or changes in circumstances indicate that the carrying amount of this asset may exceed its fair value. If the carrying value of an indefinite-lived intangible asset exceeds its fair value, an impairment charge is recognized in an amount equal to that excess. 48 Table of Contents A A A A HERC HOLDINGS INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued) Finite-Lived Intangible and Long-Lived Assets Intangible assets include technology, customer relationships and other intangibles. Intangible assets with finite lives are amortized over the estimated economic lives of the assets, which range from five to 14 years. These assets are primarily amortized using the straight-line method, however, certain assets may be amortized using an accelerated method that reflects the economic benefit to the Company. Long-lived assets, including intangible assets with finite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of an impairment loss for long-lived assets that management expects to hold and use is based on the estimated fair value of the asset. Long-lived assets, or disposal groups comprising assets and liabilities, that are expected to be recovered primarily through sale rather than through continuing use are classified as assets held for sale. Upon designation as an asset held for sale, the carrying value of each long-lived asset or disposal group is recorded at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and depreciation expense is no longer recorded. Revenue Recognition The Company is principally engaged in the business of renting equipment. Ancillary to the Company's principal equipment rental business, the Company also sells used rental equipment, new equipment and parts and supplies and offers certain services to support its customers. The Company's rental transactions are accounted for under ASC Topic 842, Leases, ("Topic 842"). Equipment rental revenue includes revenue generated from renting equipment to customers, including re-rent revenue, and is recognized on a straight-line basis over the length of the rental contract. Other equipment rental revenues include fees for the Company's rental protection program and environmental charges and are recognized on a straight-line basis over the length of the rental contract. The Company's sale of rental and new equipment, parts and supplies along with certain services provided to customers are recognized under ASC Topic 606, Revenue from Contracts with Customers, ("Topic 606"). The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for such products or services. See Note 3, "Revenue Recognition" for further discussion of the Company's revenue accounting. Stock Based Compensation Under the Company's stock based compensation plans, certain employees and members of the Company's board of directors have received grants of restricted stock units, performance stock units and stock options for Herc Holdings common stock. The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. That cost is recognized over the period during which the employee is required to provide service in exchange for the award. The Company estimates the fair value of stock options issued at the date of grant using a Black-Scholes option-pricing model, which includes assumptions related to volatility, expected term, dividend yield and risk-free interest rate. The Company accounts for restricted stock unit and performance stock unit awards as equity classified awards. For restricted stock units, the expense is based on the grant date fair value of the stock and the number of shares that vest, recognized over the service period. For performance stock units, the expense is based on the grant date fair value of the stock, recognized over a service period depending upon the applicable performance condition. For performance stock units, the Company re-assesses the probability of achieving the applicable performance condition each reporting period and adjusts the recognition of expense accordingly. Income Taxes The Company applies the provisions of ASC Topic 740, Income Taxes, ("Topic 740"), and computes the provision for income taxes on a Separate Return Basis. Under Topic 740, deferred tax assets and liabilities are determined based on differences between the financial statement carrying amounts and tax bases of assets and liabilities and are measured using the enacted tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. The Company records valuation allowances to reduce its deferred tax assets by the amount that is more likely than not to be realized. Subsequent changes to enacted tax rates and changes in the interpretations thereof will result in deferred taxes and changes to any related valuation allowances. Provisions are not made for income taxes on undistributed earnings of international subsidiaries that are intended to be indefinitely reinvested outside of the United States or are expected to be remitted free of taxes. Future distributions, if any, from these international subsidiaries to the United States or changes in U.S. tax rules may require a charge to reflect tax on these amounts. In accordance with Topic 740, the Company recognizes, in its consolidated financial statements, the impact of the Company's tax positions that are more likely than not to be sustained upon examination. The Company will determine whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the Company presumes that the position will be examined by the appropriate taxing authority with full knowledge of all relevant information. Upon determination that a tax position meets the more-likely-than-not recognition threshold, it is measured to determine the amount of benefit to recognize in the financial statements. The Company recognizes interest and penalties for uncertain tax positions in income tax expense. Recently Issued Accounting Pronouncements Adopted Improvements to Reportable Segment Disclosures In November 2023, the FASB issued Accounting Standards Update No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU 2023-07"), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The Company adopted this guidance effective January 1, 2024 and has made the appropriate disclosures in Note 21, "Segment Information." Not Yet Adopted Improvements to Income Tax Disclosures In December 2023, the FASB issued Accounting Standards Update No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-09"), which modifies the rules on income tax disclosures to require entities to disclose (1) specific categories in the rate reconciliation, (2) the income or loss from continuing operations before income tax expense or benefit (separated between domestic and foreign) and (3) income tax expense or benefit from continuing operations (separated by federal, state and foreign). ASU 2023-09 also requires entities to disclose their income tax payments to international, federal, state and local jurisdictions, among other changes. The guidance is effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2023-09 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures. Disaggregation of Income Statement Expenses In November 2024, the FASB issued Accounting Standards Update No. 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)" ("ASU 2024-03"), which is intended to improve the disclosures about a public entity's expenses and address requests from investors for more detailed information about the types of expenses in commonly presented expense captions. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2024-03 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures. 50 Table of Contents A A A A HERC HOLDINGS INC

TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)Note 3â€¢Revenue RecognitionThe Company is principally engaged in the business of renting equipment. Ancillary to the Companyâ€™s principal equipment rental business, the Company also sells used rental equipment, new equipment and parts and supplies and offers certain services to support its customers. The Company operates in North America with revenue from the United States representing 92.9%, 92.0% and 91.2% of total revenue for the years ended December 31, 2024, 2023 and 2022, respectively. The Companyâ€™s rental transactions are accounted for under Topic 842. The Companyâ€™s sale of rental and new equipment, parts and supplies along with certain services provided to customers are accounted for under Topic 606. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for such products or services. The following summarizes the applicable accounting guidance for the Companyâ€™s revenues (in millions):Years Ended December 31, 202420232022Topic 842Topic 606TotalTopic 842Topic 606TotalTopic 842Topic 606TotalRevenues:Equipment rental\$2,862A \$2,862A \$2,577A \$â€¢A \$2,577A \$2,284A \$â€¢A \$2,284A Other rental revenue:Delivery and pick-upâ€¢A 213A 213A â€¢A 188A 188A â€¢A 170A 170A Other114A â€¢A 114A 105A â€¢A 105A 98A â€¢A 98A Total other rental revenues114A 213A 327A 105A 188A 293A 98A 170A 268A Total equipment rentals2,976A 213A 3,189A 2,682A 188A 2,870A 2,382A 170A 2,552A Sales of rental equipmentâ€¢A 311A 311A â€¢A 346A 346A â€¢A 125A 125A Sales of new equipment, parts and suppliesâ€¢A 37A 37A â€¢A 38A 38A â€¢A 36A 36A Service and other revenuesâ€¢A 31A 31A â€¢A 28A 28A â€¢A 27A 27A Total revenuesâ€¢A 2,976A \$592A 3,568A 2,682A \$600A \$3,282A 2,382A \$358A \$2,740A Topic 842 revenuesEquipment Rental RevenueThe Company offers a broad portfolio of equipment for rent on a daily, weekly or monthly basis, with substantially all rental agreements cancellable upon the return of the equipment. Virtually all customer contracts can be canceled by the customer with no penalty by returning the equipment within one day; therefore, the Company does not allocate the transaction price between the different contract elements. Equipment rental revenue includes revenue generated from renting equipment to customers and is recognized on a straight-line basis over the length of the rental contract. As part of this straight-line methodology, when the equipment is returned, the Company recognizes as incremental revenue the excess, if any, between the amount the customer is contractually required to pay, which is based on the rental contract period applicable to the actual number of days the equipment was out on rent, over the cumulative amount of revenue recognized to date. In any given accounting period, the Company will have customers return equipment and be contractually required to pay more than the cumulative amount of revenue recognized to date under the straight-line methodology. Also included in equipment rental revenue is re-rent revenue in which the Company will rent specific pieces of equipment from vendors and then re-rent that equipment to its customers. Provisions for discounts, rebates to customers and other adjustments are provided for in the period the related revenue is recorded. Other equipment rental revenue is primarily comprised of fees for the Companyâ€™s rental protection program and environmental charges. Fees paid for the rental protection program allow customers to limit the risk of financial loss in the event the 51Table of Contents A A A HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)Companyâ€™s equipment is damaged or lost. Fees for the rental protection program and environmental recovery fees are recognized on a straight-line basis over the length of the rental contract. Topic 606 revenuesDelivery and pick-upDelivery and pick-up revenue associated with renting equipment is recognized when the services are performed. Sales of rental equipment, New equipment, Parts and suppliesThe Company sells its used rental equipment, new equipment, parts and supplies. Revenues recorded for each category are as follows (in millions):Years Ended December 31, 202420232022Sales of rental equipment\$311A \$346A \$125A Sales of new equipment12A 14A 8A Sales of parts and supplies25A 24A 28A Total\$348A \$384A \$161A The Company recognizes revenue from the sale of rental equipment, new equipment, parts and supplies when control of the asset transfers to the customer, which is typically when the asset is picked up by or delivered to the customer and when significant risks and rewards of ownership have passed to the customer. Sales and other tax amounts collected from customers and remitted to government authorities are accounted for on a net basis and, therefore, excluded from revenue. The Company routinely sells its used rental equipment in order to manage repair and maintenance costs, as well as the composition, age and size of its fleet. The Company disposes of used equipment through a variety of channels including retail sales to customers and other third parties, sales to wholesalers, brokered sales and auctions. The Company also sells new equipment, parts and supplies. The types of new equipment that the Company sells vary by location and include a variety of ProContractor tools and supplies, small equipment (such as work lighting, generators, pumps, compaction equipment and power trowels), safety supplies and expendables. Under Topic 606, the accounts receivable balance, prior to allowances for credit losses, for the sale of rental equipment, new equipment, parts and supplies, was approximately \$17 million and \$11 million as of December 31, 2024 and 2023, respectively. Service and other revenuesService and other revenues primarily include revenue earned from equipment management and similar services for rental customers which includes providing customer support functions such as dedicated in-plant operations, plant management services, equipment and safety training, and repair and maintenance services particularly to industrial customers who request such services. The Company recognizes revenue for service and other revenues as the services are provided. Service and other revenues are typically invoiced together with a customerâ€™s rental amounts and, therefore, it is not practical for the Company to separate the accounts receivable amount related to services and other revenues that are accounted for under Topic 606; however, such amount is not considered material.52Table of Contents A A A HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)Receivables and contract assets and liabilitiesMost of the Company's equipment rental revenue is accounted for under Topic 842. The customers that are responsible for the remaining equipment rental revenue that is accounted for under Topic 606 are generally the same customers that rent the Company's equipment. Concentration of credit risk with respect to the Company's accounts receivable is limited because a large number of geographically diverse customers makes up its customer base. No single customer makes up more than 3% of the Company's equipment rental revenue or more than 5% of its accounts receivable balance for the last three years. The Company manages credit risk associated with its accounts receivable at the customer level through credit approvals, credit limits and other monitoring procedures. The Company maintains allowances for credit losses that reflect the Company's estimate of the amount of receivables that the Company will be unable to collect based on its historical write-off experience. The Company does not have material contract assets or contract liabilities associated with customer contracts. The Company's contracts with customers do not generally result in material amounts billed to customers in excess of recognizable revenue. The Company did not recognize material revenue during the years ended December 31, 2024, 2023 or 2022 that was included in the contract liability balance as of the beginning of each period. Performance obligationsMost of the Company's revenue recognized under Topic 606 is recognized at a point-in-time, rather than over time. Accordingly, in any particular period, the Company does not generally recognize a significant amount of revenue from performance obligations satisfied (or partially satisfied) in previous periods, and the amount of such revenue recognized during the years ended December 31, 2024, 2023 and 2022 was not material. We also do not expect to recognize material revenue in the future related to performance obligations that were unsatisfied (or partially unsatisfied) as of December 31, 2024. Contract estimates and judgmentsThe Company's revenues accounted for under Topic 606 generally do not require significant estimates or judgments, primarily for the following reasons:â€¢The transaction price is generally fixed and stated on the Company's contracts;â€¢As noted above, the Company's contracts generally do not include multiple performance obligations, and accordingly do not generally require estimates of the standalone selling price for each performance obligation;â€¢The Company's revenues do not include material amounts of variable consideration; andâ€¢Most of the Company's revenue is recognized as of a point-in-time and the timing of the satisfaction of the applicable performance obligations is readily determinable. As noted above, the revenue recognized under Topic 606 is generally recognized at the time of delivery to, or pick-up by, the customer. The Company monitors and reviews its estimated standalone selling prices on a regular basis. Note 4â€¢Rental EquipmentRental equipment consists of the following (in millions):December 31, 2024December 31, 2023Rental equipment\$6,423A \$5,785A Less: Accumulated depreciation(2,198) (1,954) Rental equipment, net\$4,225A \$3,831A 53Table of Contents A A A HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)Note 5â€¢Property and Equipment Property and equipment consists of the following (in millions):December 31, 2024December 31, 2023Land and buildings\$136A \$131A Service vehicles591A 488A Leasehold improvements142A 122A Machinery and equipment33A 27A Computer equipment and software16A 81A Furniture and fixtures19A 18A Construction in progress22A 20A Property and equipment, gross959A 887A Less: accumulated depreciation(405)(422) Property and equipment, net\$554A \$465A Depreciation expense for the years ended December 31, 2024, 2023 and 2022 was \$82 million, \$71 million and \$64 million, respectively, and is included in "Non-rental depreciation and amortization" in the Company's consolidated statements of operations. The Company leases certain of its service vehicles and office equipment under finance leases. Depreciation of assets held under finance leases is included in depreciation expense. The gross amounts of property and equipment and related depreciation recorded under finance leases, included in the table above, were as follows (in millions):December 31, 2024December 31, 2023Service vehicles\$124A \$109A Furniture and fixtures2A 2A Finance lease assets, gross126A 111A Less: accumulated depreciation(52)(37) Finance lease assets, net\$74A \$74A The Company has entered into financing obligations to lease certain of its properties as discussed further in Note 12, "Financing Obligations." Depreciation of assets held under financing obligations is included in depreciation expense. The gross amounts of land, building and leasehold improvements and related depreciation recorded under financing obligations, included in the table above, were as follows (in millions):December 31, 2024December 31, 2023Land, building and leasehold improvements\$72A \$72A Less: accumulated depreciation(42)(40) Net assets under financing obligations\$30A \$32A Note 6â€¢Business Combinations On July 16, 2024, the Company completed the acquisition of substantially all of the assets of Otay Mesa Sales ("Otay"). Otay was a full-service general equipment rental company comprised of approximately 135 employees and 4 locations serving construction and industrial customers throughout the metropolitan areas of San Diego, California and Phoenix and Yuma, Arizona. The aggregate consideration for the acquisition was approximately \$273 million. The acquisition and related fees and expenses were funded through available cash and drawings on the senior secured asset-based revolving credit facility. 54Table of Contents A A A HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)The following table summarizes the purchase price allocation of the assets acquired and liabilities assumed (in millions):Accounts receivable\$15A Rental equipment129A Property and equipment9Intangibles(a)65Total identifiable assets acquired218Current liabilities1Net identifiable assets acquired217Goodwill(b)56Net assets acquired\$273A (a) The following table reflects the fair values and useful lives of the acquired intangible assets identified (in millions):OtayLife (years)Customer relationships\$61A 14Non-compete agreements4A 5Total acquired intangible assets\$65A (b) The level of goodwill that resulted from the acquisition is primarily reflective of operational synergies that the Company expects to achieve that are not associated with identifiable assets, the value of Otay's assembled workforce and new customer relationships expected to arise from the acquisition. All of the goodwill is expected to be deductible for income tax purposes. The assets and liabilities for Otay were recorded as of July 16, 2024 and the results of operations have been included in the Company's consolidated results of operations since that date. Total revenue and income before taxes for Otay included in the consolidated statement of operations since the acquisition date are \$35 million and \$6 million, respectively. Pro Forma Supplementary DataThe unaudited pro forma supplementary data presented in the table below (in millions) gives effect to the acquisition of Otay as if it had been included in the Company's condensed consolidated results for the entire period reflected. The unaudited pro forma supplementary data is provided for informational purposes only and is not indicative of the Company's results of operations had the acquisitions been included for the period presented, nor is it indicative of the Company's future results. Year Ended December 31, 2024Year Ended December 31, 2023HercOtayTotalHercOtayTotalHistoric/pro forma total revenues\$3,568A \$41A \$3,609A \$3,282A 73A \$3,355A Historic/combined pretax income291A 4A 295A 44A 10A 457A Pro forma adjustments to consolidated pretax income:Impact of fair value adjustments/useful life changes on depreciation(a)3A 3A 3A 3A Intangible asset amortization(b)(5)(5)(8)(8) Interest expense(c)(10)(10)(18)(18) Elimination of historic interest(d)3A 3A 5A 5A Elimination of merger related costs(e)2A 2A â€¢A Pro forma pretax incomes\$288A \$439A (a) Depreciation of rental equipment was adjusted for the fair value at acquisition and changes in useful lives of equipment acquired. (b) Intangible asset amortization was adjusted to include amortization of the acquired intangible assets. (c) As discussed above, the Company funded the Otay acquisition primarily using drawings on its senior secured asset-based revolving credit facility. Interest expense was adjusted to reflect interest on such borrowings. (d) Historic interest on debt that is not part of the combined entity was eliminated. (e) Merger related direct costs primarily comprised of financial and legal advisory fees associated with the Otay acquisition were eliminated as they were assumed to have been recognized prior to the pro forma acquisition date. 55Table of Contents A A A HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)Other AcquisitionsIn addition to the acquisition of Otay disclosed above, during the year ended December 31, 2024, the Company acquired eight companies with a total of 24 branches. During the year ended December 31, 2023, the Company acquired 12 companies totaling 21 branches. Note 7â€¢Goodwill and Intangible Assets GoodwillThe Company performed its annual goodwill impairment test as of October 1 and determined that no impairment existed at such date. Subsequent to the annual impairment test, it was determined that goodwill classified as assets held for sale was fully impaired, see Note 8, "Assets Held for Sale" for further discussion. There was no impairment during the year ended December 31, 2023. The following summarizes the Company's goodwill (in millions):Years Ended December 31, 20242023Balance at the beginning of the period:Goodwill, gross\$1,154A \$1,088A Accumulated impairment losses(671) (669) Goodwill483A 419A A A Goodwill classified as held for saleâ€¢A (65) Additions190A 128A Currency translation(3)1A Balance at the end of the period:Goodwill, gross1,344A 1,154A Accumulated impairment losses(664)(671) Goodwill\$670A \$483A Intangible AssetsThe Company performed its annual impairment test of indefinite-lived intangible assets as of October 1 and assessed finite-lived intangible assets for impairment triggers and determined that no impairment existed at such date. Subsequent to the annual impairment test, it was determined that certain finite-lived intangible assets classified as assets held for sale were impaired, see Note 8, "Assets Held for Sale" for further discussion. There was no impairment during the year ended December 31, 2023. Intangible assets, net, consisted of the following major classes (in millions):A December 31, 2024A Gross Carrying AmountAccumulated AmortizationNet Carrying ValueFinite-lived intangible assets:A Customer-related and non-compete agreements\$382A \$(106)\$276A Internally developed software(a)39A (14)25A Total421A Indefinite-lived intangible assets:A Trade name271A â€¢A 271A Total intangible assets, net\$692A \$(120)\$572A (a) Includes capitalized costs of \$14 million yet to be placed into service. 56Table of Contents A A A HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)A December 31, 2023A Gross Carrying AmountAccumulated AmortizationNet Carrying ValueFinite-lived intangible assets:A Customer-related and non-compete agreements\$248A \$(69)\$179A Internally developed software(a)64A (47)17A Total312A (116)196A Indefinite-lived intangible assets:A Trade name271A â€¢A 271A Total intangible assets, net\$583A \$(116)\$467A (a) Includes capitalized costs of \$3 million yet to be placed into service. For all intangible assets acquired during the year ended December 31, 2024, customer relationships have a weighted-average useful life of 12.7 years and non-compete agreements have a weighted-average useful life of 5.0 years. Amortization of intangible assets for the years ended December 31, 2024, 2023 and 2022 was \$45 million, \$41 million and \$31 million, respectively. Based on the amortizable assets in-service as of December 31, 2024, the Company expects amortization expense to be approximately \$48 million in 2025, \$41 million in 2026, \$27 million in 2027, \$24 million in 2028, \$22 million in 2029, and \$125 million thereafter. Note 8â€¢Assets Held for Sale The Company's assets held for sale consist of the Cinelease studio entertainment and lighting and grip equipment rental business ("Cinelease"). The film and studio entertainment industry has shifted to a studio centric model where owning or managing a large footprint of studios is becoming more important to be a competitive equipment rental provider, requiring significant investment in fully managed studios. This business model is a departure from the Company's stated growth strategy. During the fourth quarter of 2023, it was determined that Cinelease met all criteria to be classified as assets held for sale with the expectation of a transaction to be completed within 12 months. Since the determination was made, market conditions changed due to labor strikes within the industry that had impacts to Cinelease which slowed the process of exploring strategic alternatives. Cinelease continues to be actively marketed for sale and management expects a transaction to be completed in 2025. The Company assesses the fair value, less estimated costs to sell, each reporting period it remains classified as held for sale. During the fourth quarter of 2024, there was indication that the carrying value of Cinelease was greater than the fair value, less estimated costs to sell, based on slower than anticipated return of business subsequent to settlement of actual and potential labor strikes, therefore an impairment analysis was performed. The fair value was estimated using a market approach based on offers received through a competitive bid process, exclusive of potential earnings for future performance. Accordingly, the Company recorded a loss on assets held for sale of approximately \$194 million. 57Table of Contents A A A HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)The following table summarizes the assets and liabilities held for sale (in millions):December 31, 2024December 31, 2023Assets held for sale:Cash and cash equivalents\$â€¢A \$1A Receivablesâ€¢A 8A Other current assets11A 12A Total current assets held for sale\$17A \$21A Rental equipment, net\$124A \$183A Property and equipment, net23A 34A Right-of-use lease assets47A 75A Intangible assets,

net24 2Å Goodwillâ€ 65Å Other long-term assets244 47Å Total long-term assets held for sale\$220Å 408Å Liabilities held for sale:Current maturities of operating lease liabilities\$7Å 8Å Accounts payable\$5Å 6Å Accrued liabilities\$3Å 5Å Total current liabilities held for sale\$15Å \$19Å Operating lease liabilities\$60Å \$68Å Total long-term liabilities held for sale\$60Å \$68Å Note 9Å "Leases The Company leases real estate, office equipment and service vehicles. The Company's leases have remaining lease terms of up to 23 years, some of which include options to extend the leases for up to 20 years. The Company determines the lease term used to record each lease by including the initial lease term and, in the case where there are options to extend, will include the option to extend if it has determined that it reasonably certain that the Company would exercise those options. The Company also leases certain equipment that it rents to its customers where the payments vary based upon the amount of time the equipment is on rent. There are no fixed payments on these leases and, therefore, no lease liability or ROU assets have been recorded. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Lease expense for these leases is recognized on a straight-line basis over the lease term. 58Table of Contents Å Å Å HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)The components of lease expense consist of the following (in millions): Years Ended December 31, Classification20242023Operating lease cost(a)Direct operating158Å 132Å Finance lease cost:Amortization of ROU assetsDepreciation and amortization16Å 14Å Interest on lease liabilitiesInterest expense, net3Å 2Å Sublease incomeEquipment rental revenue(77)(61)Net lease cost\$100Å \$87Å (a) Includes short-term leases of \$62 million and \$52 million for the year ended December 31, 2024 and 2023, respectively, and variable lease costs of \$6 million and \$3 million for the year ended December 31, 2024 and 2023, respectively. Balance sheet information related to leases consists of the following (in millions):ClassificationDecember 31, 2024December 31, 2023AssetsOperating lease ROU assetsRight-of-use assets\$852Å \$665Å Finance lease ROU assetsProperty and equipment, net(a)74Å 74Å Total leased assets\$926Å \$739Å LiabilitiesCurrent:OperatingCurrent maturities of operating lease liabilities\$39Å \$37Å FinanceCurrent maturities of long-term debt and financing obligations17Å 15Å Non-current:OperatingOperating lease liabilities\$842Å 646Å FinanceLong-term debt, net60Å 61Å Total lease liabilities\$958Å \$759Å (a) Finance lease right-of-use assets are recorded net of accumulated amortization of \$52 million and \$37 million for the years ended December 31, 2024 and 2023, respectively. Years Ended December 31,20242023Weighted average remaining lease term:Operating leases17.116.8Finance leases5.15.4Weighted average discount rate:Operating leases4.31Å %3.95Å %Finance leases4.29Å %4.01Å %59Table of Contents Å Å Å HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)Cash flow information related to leases consists of the following (in millions):Years Ended December 31,20242023Cash paid for amounts included in the measurement of lease liabilities:Operating cash flows from operating leases\$51Å \$49Å Operating cash flows from finance leases3Å 2Å Financing cash flows from finance leases16Å 12Å Right-of-use assets obtained in exchange for lease obligations:Operating leases300Å 291Å Finance leases17Å 24Å Maturities of lease liabilities are as follows (in millions):Operating LeasesFinance Leases2025\$76Å \$20Å 2026\$24 18Å 202778Å 14Å 202875Å 13Å 202972Å 11Å Thereafter942Å 11Å Total lease payments1,325Å 87Å Less: Interest(444)(10)Present value of lease liabilities\$881Å \$77Å Note 10Å "Accrued LiabilitiesAccrued liabilities consist of the following (in millions):December 31, 2024December 31, 2023Accrued compensation and benefit costs\$58Å \$51Å Rebate accrual43Å 56Å Taxes payable\$30Å 28Å Accrued interest38Å 37Å Customer related deferrals19Å 18Å Insurance reserves31Å 18Å Acquisition holdbacks13Å 3Å Other7Å 10Å Total accrued liabilities\$239Å \$221Å 60Table of Contents Å Å Å HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)Note 11Å "DebtThe Company's debt consists of the following (in millions): Weighted Average Effective Interest Rate at December 31, 2024Weighted Average Stated Interest Rate at December 31, 2024Fixed or Floating Interest RateMaturityDecember 31,2024December 31,2023Senior Notes2027 Notes5.61%5.50%Fixed2027\$1,200Å 2029 Notes6.91%6.63%Fixed2029\$800Å Å "Å Other DebtABL Credit FacilityN/A5.83%Floating2021,621Å 2,072Å AR FacilityN/A5.36%Floating2025400Å 345Å Finance lease liabilities4.29%N/AFixed2025-203277Å 76Å Unamortized Debt Issuance Costs(a)(12)(5)Total debt4,086Å 3,688Å Less: Current maturities of long-term debt(17)(15)Long-term debt, net\$4,069Å \$3,673Å (a) Å Å Å Unamortized debt issuance costs totaling \$6 million and \$8 million related to the ABL Credit Facility and AR Facility (as each is defined below) as of December 31, 2024 and 2023, respectively, are included in "Other long-term assets" in the consolidated balance sheets. The effective interest rate for the fixed rate 2027 Notes and 2029 Notes (as defined below) includes the stated interest on the notes and the amortization of any debt issuance costs.Maturities The nominal principal amounts of maturities of debt for each of the periods ending December 31 are as follows (in millions):2025\$17Å 202616Å 202723,233Å 202812Å 2029810Å Thereafter10Å Total\$4,098Å The Company's liquidity needs arise from the funding of its costs of operations and capital expenditures, debt service on its indebtedness, funding acquisitions, payment of dividends and repurchases of its shares. The Company believes that cash generated from operations and cash received from the disposal of rental and other equipment, together with amounts available under its senior secured asset-based revolving credit facility (the "ABL Credit Facility") and AR Facility (as defined below) will be adequate to permit the Company to meet its obligations over the next 12 months. Senior NotesÅ "2027 NotesOn July 9, 2019, the Company issued \$1.2 billion aggregate principal amount of its 5.50% Senior Notes due 2027 (the Å Å 2027 NotesÅ). Interest on the 2027 Notes accrues at the rate of 5.50% per annum and is payable semi-annually in arrears on January 15 and July 15. The 2027 Notes will mature on July 15, 2027. Ranking; GuaranteesThe 2027 Notes are the Company's senior unsecured obligations, ranking equally in right of payment with all of the Company's existing and future senior indebtedness, effectively junior to any of the Company's existing and future secured indebtedness, including the ABL Credit Facility, to the extent of the value of the assets securing such indebtedness, and senior in right of payment to any of the Company's existing and future subordinated indebtedness. The 2027 Notes are guaranteed on a senior 61Table of Contents Å Å Å HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)unsecured basis, subject to limited exceptions including special purpose securitization subsidiaries, by the Company's current and future domestic subsidiaries. RedemptionThe Company may redeem the 2027 Notes, in whole or in part, at any time (i) on or after July 15, 2024 and prior to July 15, 2025, at a price equal to 100.917% of the principal amount of the 2027 Notes and (ii) on or after July 15, 2025, at a price equal to 100.000% of the principal amount of the 2027 Notes, in each case, plus accrued and unpaid interest, if any, to, but not including, the applicable redemption date.CovenantsThe indenture governing the 2027 Notes contains certain covenants applicable to the Company and its restricted subsidiaries, including limitations on liens, indebtedness, mergers, consolidations and acquisitions, sales, transfers and other dispositions of assets, loans and other investments, dividends and other distributions, stock repurchases and redemptions and other restricted payments, restrictions affecting subsidiaries, transactions with affiliates and designations of unrestricted subsidiaries. Upon the occurrence of certain events constituting a change of control triggering event, the Company is required to make an offer to repurchase all of the 2027 Notes (unless otherwise redeemed) at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to (but excluding) the repurchase date. If the Company sells assets under certain circumstances, it must use the proceeds to make an offer to purchase the 2027 Notes at a price equal to 100% of their principal amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.Events of DefaultThe indenture also provides for customary events of default, including the following (subject to any applicable cure period): nonpayment, breach of covenants in the indenture, payment defaults under or acceleration of certain other indebtedness, failure to discharge certain judgments and certain events of bankruptcy, insolvency and reorganization. If an event of default occurs or is continuing, the trustee or the holders of at least 30% in aggregate principal amount of the 2027 Notes then outstanding may declare the principal of, premium, if any, and accrued and unpaid interest, if any, to be due and payable immediately.Senior NotesÅ "2029 NotesOn June 6, 2024, the Company issued \$800 million aggregate principal amount of its 6.625% Senior Notes due 2029 (the "2029 Notes" and, together with the 2027 Notes, the "Notes"). The net proceeds were used to repay a portion of the indebtedness outstanding under the ABL Credit Facility and to pay related fees and expenses. Interest on the 2029 Notes accrues at the rate of 6.625% per annum and will be payable semi-annually in arrears on June 15 and December 15 of each year, commencing on December 15, 2024. The 2029 Notes will mature on June 15, 2029.Ranking; GuaranteesThe 2029 Notes are the Company's senior unsecured obligations, ranking equally in right of payment with all of the Company's existing and future senior indebtedness, effectively junior to any of the Company's existing and future indebtedness, including the ABL Credit Facility, to the extent of the value of the assets securing such indebtedness, and senior in right of payment to any of the Company's existing and future subordinated indebtedness. The 2029 Notes are guaranteed on a senior unsecured basis, subject to limited exceptions including special purpose securitization subsidiaries, by the Company's current and future domestic subsidiaries. RedemptionThe Company may, at its option, redeem the 2029 Notes, in whole or in part, at any time prior to June 15, 2026, at a price equal to 100% of the aggregate principal amount of the 2029 Notes, plus the applicable make-whole premium and accrued and unpaid interest, if any, to, but excluding, the redemption date. The Company may, at its option, redeem the 2029 Notes, in whole or in part, at any time (i) on or after June 15, 2026 and prior to June 15, 2027, at a price equal to 103.313% of the principal amount of the 2029 Notes, (ii) on or after June 15, 2027 and prior to June 15, 2028, at a price equal to 101.656% of the principal amount of the 2029 Notes and (iii) on or after June 15, 2028, at a price equal to 100.000% of the principal amount of the 2029 Notes, in each case, plus accrued and unpaid interest, if any, to, but excluding, the applicable redemption date. In addition, at any time on 62Table of Contents Å Å Å HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)or prior to June 15, 2026, the Company may, at its option, redeem up to 40% of the aggregate principal amount of the 2029 Notes with the net cash proceeds of one or more equity offerings at a redemption price equal to 106.625% of the principal amount of the 2029 Notes, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.CovenantsThe indenture governing the 2029 Notes contains certain covenants applicable to the Company and its restricted subsidiaries, including limitations on: indebtedness; restricted payments; liens; dispositions of proceeds from asset sales; transactions with affiliates; dividends and other payment restrictions affecting restricted subsidiaries; designations of unrestricted subsidiaries; and mergers, consolidations and sale of assets. Upon the occurrence of certain events constituting a change of control triggering event, the Company is required to make an offer to repurchase all of the 2029 Notes (unless otherwise redeemed) at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date. If the Company sells assets under certain circumstances, it must use the proceeds to make an offer to purchase the 2029 Notes at a price equal to 100% of their principal amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date. Events of Default The indenture also provides for customary events of default, including the following (subject to any applicable cure period): nonpayment, breach of covenants in the indenture, payment defaults under or acceleration of certain other indebtedness, failure to discharge certain judgments and certain events of bankruptcy, insolvency and reorganization. If an event of default occurs or is continuing, the trustee or the holders of at least 30% in aggregate principal amount of the 2029 Notes then outstanding may declare the principal of, premium, if any, and accrued and unpaid interest, if any, to be due and payable immediately.ABL Credit FacilityOn July 31, 2019, Herc Holdings, Herc and certain other subsidiaries of Herc Holdings entered into a credit agreement with respect to a senior secured asset-based revolving credit facility, which was amended and extended on July 5, 2022. The aggregate amount of the revolving credit commitments is \$3.5Å billion (subject to availability under a borrowing base). Å Up to \$250 million of the revolving loan facility is available for the issuance of letters of credit, subject to certain conditions including issuing lender participation. Subject to the satisfaction of certain conditions and limitations, the ABL Credit Facility allows for the addition of incremental revolving commitments and/or incremental term loans. Å The ABL Credit Facility was also amended to include a provision that the Company, in consultation with a Sustainability Coordinator, may establish key performance indicators (Å Å KPIsÅ) with respect to certain environmental, social and governance targets of the Company and its subsidiaries, which if mutually agreed, may be incorporated into the ABL Credit Facility through an amendment (an Å Å ESG AmendmentÅ). Upon the effectiveness of an ESG Amendment, the commitment fee and the spreads applicable to revolving loans may be increased or decreased within certain limits based on performance against the KPIs.MaturityÅ The ABL Credit Facility matures on July 5, 2027. Å Guarantees; Collateral/SecurityÅ The obligations of each of the borrowers under the ABL Credit Facility are guaranteed by each of Herc Holdings's direct and indirect U.S. and Canadian subsidiaries, with certain exceptions, including special purpose securitization subsidiaries. The obligations of the borrowers under the ABL Credit Facility and the guarantees thereof are secured by security interests in substantially all of the assets of each borrower and guarantor, including pledges of all the capital stock of all of their direct subsidiaries, with certain exceptions. The liens securing the ABL Credit Facility are subject to certain exceptions. Å Also, subject to certain limitations and conditions, the ABL Credit Facility permits the incurrence of future secured debt on a basis either pari passu with, or subordinated to, the liens securing the ABL Credit Facility. Å 63Table of Contents Å Å Å HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)InterestÅ The interest rates applicable to any loans under the ABL Credit Facility are based, at the option of the borrowers, on (i) a floating rate based on Term SOFR (for loans denominated in U.S. dollars) or CORRA (for loans denominated in Canadian dollars) plus an initial margin of Å 1.375% and a SOFR adjustment of 0.10% per annum or (ii) a base rate plus an initial margin of 0.50%, in each case, where margin is adjusted under the ABL Credit Facility based on the quarterly average excess availability under the ABL Credit Facility.CovenantsThe ABL Credit Facility contains a number of covenants that, among other things, limit or restrict the ability of the borrowers and their subsidiaries to incur additional indebtedness, prepay other indebtedness, make dividends and other restricted payments, create or incur liens, make acquisitions and other investments, engage in mergers, consolidations or sales of assets, engage in certain transactions with affiliates, and enter into certain restrictive agreements limiting the ability to create or incur liens. Å In addition, under the ABL Credit Facility, upon excess availability falling below certain levels, the borrowers will be required to comply with a minimum fixed charge coverage ratio of no less than 1.00:1.00. As of December 31, 2024, the appropriate levels of liquidity have been maintained, therefore this financial maintenance covenant is not applicable.Events of DefaultThe ABL Credit Facility provides that the occurrence of any of the following events will constitute an event of default: payment default, breach of representation or warranty, covenant breach, cross default to other material indebtedness, certain bankruptcy events, dissolution, invalidity of the credit agreement or any intercreditor agreement (if any), judgment in excess of a certain monetary threshold, any security or guarantee documents cease to be in effect, an ERISA event, pension event or a change of control. Upon the occurrence and during the continuation of an event of default, the agent may exercise remedies on behalf of the lenders, including accelerating the repayment of outstanding loans under the ABL Credit Facility. Å Accounts Receivable Securitization FacilityThe accounts receivable securitization facility (the "AR Facility") was amended in August 2024 to extend the maturity date to August 31, 2025 and increase the aggregate commitments from \$370Å million to \$400Å million. In connection with the AR Facility, Herc sells its accounts receivables on an ongoing basis to Herc Receivables U.S. LLC, a wholly-owned special-purpose entity (the "SPE"). The SPE's sole business consists of the purchase by the SPE of accounts receivable from Herc and borrowing by the SPE against the eligible accounts receivable from the lenders under the facility. The borrowings are secured by liens on the accounts receivable and other assets of the SPE. Collections on the accounts receivable are used to service the borrowings. The SPE is a separate legal entity that is consolidated in the Company's financial statements. The SPE assets are owned by the SPE and are not available to settle the obligations of the Company or any of its other subsidiaries. Herc is the servicer of the accounts receivable under the AR Facility. All of the obligations of the servicer and certain indemnification obligations of the SPE under the agreements governing the AR Facility are guaranteed by Herc pursuant to a performance guarantee. The AR Facility is excluded from current maturities of long-term debt as the Company has the intent and ability to fund the AR Facility's borrowings on a long-term basis either by further extending the maturity date of the AR Facility or by utilizing the capacity available at the balance sheet date under the ABL Credit Facility. The agreements governing the AR Facility contain restrictions and covenants which include limitations applicable to Herc and the SPE on the creation of certain liens, and restrictions and covenants which include limitations applicable to the SPE on the making of certain restricted payments, and limitations applicable to Herc and the SPE with respect to certain corporate acts such as mergers, consolidations and the sale of substantially all assets, with certain exceptions. The Company was in compliance with all such covenants as of December 31, 2024. The financing agreement with the lenders provides for customary events of default (subject to customary exceptions, thresholds and grace periods) including, without limitation, failure to perform covenants, ineffectiveness of transaction documents, invalidity of security interests or failure to cooperate in the administrative agent's assumption of control of accounts, material inaccuracy of representations or warranties, failure of certain ratios related to the accounts receivables, specified cross default and cross acceleration to other material indebtedness, certain bankruptcy events, certain ERISA events, material judgments, material adverse effect and change in control. 64Table of Contents Å Å Å HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)Borrowing Capacity and AvailabilityAfter outstanding borrowings, the following was available to the Company under the ABL Credit Facility and AR Facility as of December 31, 2024 (in millions):RemainingCapacityAvailabilityÅ UnderBorrowingÅ BaseLimitationABL Credit Facility\$1,845Å \$1,845Å AR FacilityÅ "Å Å "Å Total \$1,845Å \$1,845Å Letters of CreditAs of December 31, 2024, \$34 million of standby letters of credit were issued and outstanding, none of which have been drawn upon. The ABL Credit Facility had \$216 million available under the letter of credit facility sublimit, subject to borrowing base restrictions. Note 12Å "Financing Obligations In prior years, Herc entered into sale-leaseback transactions pursuant to which it sold

[illegible]

operation and Development (OECD) has a framework to implement a global minimum corporate tax of 15% for companies with global revenues and profits above certain thresholds (referred to as "Pillar 2"), with certain aspects of Pillar 2 effective January 1, 2024 and other aspects effective January 1, 2025. While it is uncertain whether the U.S. will enact legislation to adopt Pillar 2, certain countries have adopted legislation, and other countries are in the process of introducing legislation to implement Pillar 2. We have evaluated the impact of Pillar 2 on our effective tax rate, our consolidated results of operation, financial position, and cash flows and have determined there is no impact to the Company in 2024. Note 16â€"Accumulated Other Comprehensive Income (Loss) The changes in the accumulated other comprehensive income (loss) balance by component (net of tax) are presented in the tables below (in millions):Pension and Other Post-Employment BenefitsForeign Currency ItemsAccumulated Other Comprehensive Income (Loss)Balance at DecemberÂ 31, 2023\$(20)\$(98)\$(118)Other comprehensive loss before reclassificationâ€"Â (25)(25)Amounts reclassified from accumulated other comprehensive loss1Â â€"Â 1Â Net current period other comprehensive loss1Â (25)(24)Balance at DecemberÂ 31, 2024\$(19)\$(123)\$(142)Pension and Other Post-Employment BenefitsForeign Currency ItemsAccumulated Other Comprehensive Income (Loss)Balance at DecemberÂ 31, 2022\$(24)\$(105)\$(129)Other comprehensive income before reclassification3Â 7Â 10Â Amounts reclassified from accumulated other comprehensive loss1Â â€"Â 1Â Net current period other comprehensive income4Â 7Â 11Â Balance at DecemberÂ 31, 2023\$(20)\$(98)\$(118)Amounts reclassified from accumulated other comprehensive income (loss) to net income were as follows (in millions):Years Ended December 31,Pension and other postretirement benefit plans202420232022Statement of Operations CaptionAmortization of actuarial losses1Â 1Â \$Â â€"Â 1Â Selling, general and administrativeSettlement loss1Â â€"Â 2Â 2Â Selling, general and administrativeTotal2Â 1Â 2Â Tax provision(1)â€"Â (1)Income tax provisionTotal reclassifications for the period1Â 1Â \$Â 1Â Note 17â€"Commitments and Contingencies Legal ProceedingsThe Company is subject to a number of claims and proceedings that generally arise in the ordinary conduct of its business. These matters include, but are not limited to, claims arising from the operation of rented equipment and workers' compensation claims. The Company does not believe that the liabilities arising from such ordinary course claims and proceedings will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.74Table of Contents Â Â Â Â Â HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)The Company has established reserves for matters where the Company believes the losses are probable and can be reasonably estimated. For matters where a reserve has not been established, the ultimate outcome or resolution cannot be predicted at this time, or the amount of ultimate loss, if any, cannot be reasonably estimated. Litigation is subject to many uncertainties and there can be no assurance as to the outcome of the individual litigated matters. It is possible that certain of the actions, claims, inquiries or proceedings, could be decided unfavorably to the Company or any of its subsidiaries involved. Accordingly, it is possible that an adverse outcome from such a proceeding could exceed the amount accrued in an amount that could be material to the Company's consolidated financial condition, results of operations or cash flows in any particular reporting period.Off-Balance Sheet CommitmentsIndemnification ObligationsIn the ordinary course of business, the Company executes contracts involving indemnification obligations customary in the relevant industry and indemnifications specific to a transaction such as the sale of a business or assets or a financial transaction. These indemnification obligations might include claims relating to the following: accuracy of representations; compliance with covenants and agreements by the Company or third parties; environmental matters; intellectual property rights; governmental regulations; employment-related matters; customer, supplier and other commercial contractual relationships; condition of assets; and financial or other matters. Performance under these indemnification obligations would generally be triggered by a breach of terms of the contract or by a third-party claim. The Company regularly evaluates the probability of having to incur costs associated with these indemnification obligations and has accrued for expected losses that are probable and estimable. The types of indemnification obligations for which payments are possible include the following:Â Â Â The Spin-OffIn connection with the Spin-Off, pursuant to the separation and distribution agreement (agreements and defined terms are discussed in Note 20, "Arrangements with New Hertz"), the Company has assumed the liability for, and control of, all pending and threatened legal matters related to its equipment rental business and related assets, as well as assumed or retained liabilities, and will indemnify New Hertz for any liability arising out of or resulting from such assumed legal matters.Â The separation and distribution agreement also provides for certain liabilities to be shared by the parties.Â The Company is responsible for a portion of these shared liabilities (typically 15%), as set forth in that agreement.Â New Hertz is responsible for managing the settlement or other disposition of such shared liabilities. Pursuant to the tax matters agreement, the Company has agreed to indemnify New Hertz for any resulting taxes and related losses if the Company takes or fails to take any action (or permits any of its affiliates to take or fail to take any action) that causes the Spin-Off and related transactions to be taxable, or if there is an acquisition of the equity securities or assets of the Company or of any member of the Companyâ€"s group that causes the Spin-Off and related transactions to be taxable. Note 18â€"Fair Value Measurements Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal market or, if none exists, the most advantageous market, for the specific asset or liability at the measurement date (referred to as the "exit price"). Fair value is a market-based measurement that should be determined based upon assumptions that market participants would use in pricing an asset or liability, including consideration of nonperformance risk. The Company assesses the inputs used to measure fair value using the three-tier hierarchy promulgated under U.S. GAAP. This hierarchy indicates the extent to which inputs used in measuring fair value are observable in the market.Level 1: Inputs that reflect quoted prices for identical assets or liabilities in active markets that are observable.Level 2: Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.Level 3: Inputs that are unobservable to the extent that observable inputs are not available for the asset or liability at the measurement date and include management's judgment about assumptions that market participants would use in pricing the asset or liability.75Table of Contents Â Â Â Â Â HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)Under U.S. GAAP, entities are allowed to measure certain financial instruments and other items at fair value. The Company has not elected the fair value measurement option for any of its assets or liabilities that meet the criteria for this option. Irrespective of the fair value option previously described, U.S. GAAP requires certain financial and non-financial assets and liabilities of the Company to be measured on either a recurring basis or on a nonrecurring basis as shown in the sections that follow.Assets and Liabilities Measured at Fair Value on a Recurring BasisThe fair value of cash, accounts receivable, accounts payable and accrued liabilities, to the extent the underlying liability will be settled in cash, approximates the carrying values because of the short-term nature of these instruments. The Company's assessment of goodwill and other intangible assets for impairment includes an assessment using various Level 2 (EBITDA multiples and discount rate) and Level 3 (forecasted cash flows) inputs. See Note 2, "Basis of Presentation and Significant Accounting Policies," for more information on the application of the use of fair value methodology.Cash EquivalentsCash equivalents primarily consist of money market accounts which are classified as Level 1 assets which the Company measures at fair value on a recurring basis. The Company measures the fair value of cash equivalents using a market approach based on quoted prices in active markets. The Company had \$27Â million and \$31Â million in cash equivalents at DecemberÂ 31, 2024 and 2023, respectively.Debt ObligationsThe fair values of the Company's ABL Credit Facility, AR Facility and finance lease liabilities approximated their book values as of DecemberÂ 31, 2024 and 2023. The fair value of the Company's 2027 Notes and 2029 Notes are estimated based on quoted market rates as well as borrowing rates currently available to the Company for loans with similar terms and average maturities (Level 2 inputs) (in millions).December 31, 2024December 31, 2023Nominal Unpaid Principal BalanceAggregate Fair ValueNominal Unpaid Principal BalanceAggregate Fair Value2027 Notes\$1,200Â \$1,182Â \$1,200Â \$1,180Â 2029 Notes800Â 809Â â€"Â â€"Notes\$2,000Â \$1,991Â \$1,200Â \$1,180Â Note 19â€"Earnings Per ShareBasic earnings per share has been computed based upon the weighted average number of common shares outstanding. Diluted earnings per share has been computed based upon the weighted average number of common shares outstanding plus the effect of all potentially dilutive common stock equivalents, except when the effect would be anti-dilutive.76Table of Contents Â Â Â Â Â HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)The following table sets forth the computation of basic and diluted earnings per share (in millions, except per share data).Years Ended December 31, 202420232022Basic and diluted earnings per share:Numerator:Net income, basic and diluted\$211.1Â \$347.4Â \$330.4Â Denominator:Â Â Basic weighted average common shares28.4Â 28.5Â 29.6Â Stock options, RSUs and PSUs0.1Â 0.2Â 0.6Â Weighted average shares used to calculate diluted earnings per share28.5Â 28.7Â 30.2Â Earnings per share:Basic\$7.43Â \$12.18Â \$11.15Â Diluted\$7.40Â \$12.09Â \$10.92Â Antidilutive stock options, RSUs and PSUsâ€"Â 0.1Â 0.1Â Note 20â€"Arrangements with New Hertz On June 30, 2016, the Company, in its previous form as the holding company of both the existing equipment rental operations as well as the former vehicle rental operations (in its form prior to the Spin-Off, "Hertz Holdings"), completed a spin-off (the "Spin-Off") of its global vehicle rental business through a dividend to stockholders of all of the issued and outstanding common stock of Hertz Rental Car Holding Company, Inc., which was re-named Hertz Global Holdings, Inc. ("New Hertz") in connection with the Spin-Off. New Hertz is an independent public company and continues to operate its global vehicle rental business through its operating subsidiaries including The Hertz Corporation ("THC").In connection with the Spin-Off, the Company entered into a separation and distribution agreement (the "Separation Agreement") with New Hertz. In connection therewith, the Company also entered into various other ancillary agreements with New Hertz to effect the Spin-Off and provide a framework for its relationship with New Hertz. The following summarizes some of the most significant agreements and relationships that Herc Holdings continues to have with New Hertz.Separation and Distribution AgreementThe Separation Agreement sets forth the Company's agreements with New Hertz regarding the principal actions taken in connection with the Spin-Off. It also sets forth other agreements that govern aspects of the Company's relationship with New Hertz following the Spin-Off including (i) the manner in which legal matters and claims are allocated and certain liabilities are shared between the Company and New Hertz; (ii) other matters including transfers of assets and liabilities, treatment or termination of intercompany arrangements and releases of certain claims between the parties and their affiliates; (iii) mutual indemnification clauses; and (iv) allocation of Spin-Off expenses between the parties. There have been no material claims or expenses incurred with respect to these agreements in any of the periods presented.Tax Matters AgreementThe Company entered into a tax matters agreement with New Hertz that governs the parties' rights, responsibilities and obligations after the Spin-Off with respect to tax liabilities and benefits, tax attributes, tax contests and other tax matters regarding income taxes, other taxes and related tax returns.Note 21â€"Segment Information Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the chief operating decision maker in deciding how to allocate resources to an individual segment and in assessing performance. The Company's Chief Operating Decision Maker (â€"CODMâ€") has been identified as its chief executive officer ("CEO"). 77Table of Contents Â Â Â Â Â HERC HOLDINGS INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)The Company considered guidance in ASC Topic 280, Segment Reporting, and used the management approach in determining its reportable segments. The Company has determined that it has two operating segments that are aggregated into one reportable segment: equipment rental.The equipment rental segment derives revenues from customers by renting equipment from the Company's fleet, which includes aerial, earthmoving, material handling, trucks and trailers, air compressors, compaction, lighting, trench shoring, and studio and production equipment. The Companyâ€"s broad portfolio of equipment for rent is fungible and can be deployed throughout the geographies where the Company does business. Performance and resource allocation, particularly the amount and timing of new equipment purchases, are evaluated by the CODM using net income. Net income is also used when determining other capital allocation priorities such as completing acquisitions, paying dividends or repurchasing Company shares. Net income of the equipment rental segment is reported on the consolidated statement of operations as consolidated net income. Additionally, the measures of segment assets are reported on the consolidated balance sheet as total consolidated assets and rental equipment, which is also disclosed in Note 4, "Rental Equipment."There are no significant segment expenses other than those presented on the consolidated statement of operations and the Company does not have intra-entity sales. The Company generates substantially all of its equipment rental revenue in North America. For each of the last three fiscal years, revenues from external customers attributed to the U.S. and all foreign countries (primarily Canada) in total are set forth below:Years Ended December 31,202420232022United States\$3,314Â \$3,019Â \$2,499Â International254Â 263Â 241Â Total revenues\$3,568Â \$3,282Â \$2,740Â Geographic information for long-lived assets, which consist primarily of rental equipment and property and equipment, was as follows (in millions):December 31, 2024December 31, 2023Total assets United States\$7,375Â \$6,531Â International502Â 530Â Total\$7,877Â \$7,061Â Rental equipment, netUnited States \$3,962Â \$3,546Â International263Â 285Â Total\$4,225Â \$3,831Â Property and equipment, netUnited States\$254Â \$436Â International29Â 29Â Total\$554Â \$465Â 78Table of Contents Â Â Â Â Â SCHEDULE IVALUATION AND QUALIFYING ACCOUNTSHERC HOLDINGS INC. AND SUBSIDIARIES(In millions)Beginning BalanceProvisionsTranslation AdjustmentsDeductionsEnding BalanceReceivables allowances:Year to date December 31, 2024\$20Â \$70Â \$â€"Â (68)Â \$22Â Year to date December 31, 202318Â 65Â â€"Â (63)Â \$20Â Year to date December 31, 202214Â 52Â â€"Â (48)18Â Tax valuation allowances:Year to date December 31, 2024\$2Â \$3Â \$â€"Â \$â€"Â \$5Â Year to date December 31, 20234Â 1Â â€"Â (3)2Â Year to date December 31, 20223Â 1Â â€"Â â€"Â 4Â 79Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURESNone.ITEM 9A.Â CONTROLS AND PROCEDURES Evaluation of Disclosure Controls and ProceduresOur senior management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined under Exchange Act Rules 13a-15(e) and 15d-15(e), as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as ofÂ DecemberÂ 31, 2024, our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SECâ€"s rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.Managementâ€"s Report on Internal Control Over Financial ReportingManagement is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management has concluded that we maintained effective internal control over financial reporting as of DecemberÂ 31, 2024. The effectiveness of our internal control over financial reporting as of DecemberÂ 31, 2024 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which appears in Part II, Item 8 of this Report.Changes in Internal Control Over Financial ReportingThere were no changes in our internal control over financial reporting during the quarter ended DecemberÂ 31, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.ITEM 9B. OTHER INFORMATIONDeparture of DirectorOn February 11, 2025, Lorin Crenshaw informed the Board of Directors of the Company of his intent not to stand for re-election to the Board of Directors at the 2025 annual meeting of stockholders. Insider Trading ArrangementsOn November 8, 2024, W. Mark Humphrey, our Chief Financial Officer, adopted a trading plan intended to satisfy Rule 10b5-1(c) under the Exchange Act (the â€"Restricted Trading Planâ€"). The Trading Plan provides for the potential sale of (1) up to 852 shares of Herc Holdings Inc. common stock and (2) additional net shares acquired through vesting of restricted stock units and performance stock units between February 6, 2025 and March 13, 2025 may be sold so long as the market price of the Herc Holdings Inc. common stock satisfies certain threshold prices specified in the Trading Plan. The Trading Plan will expire on October 31, 2025, subject to early termination for certain specified events set forth in the Trading Plan.ITEM 9C. DISCLOSURES REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONSNot applicable.80Table of ContentsHERC HOLDINGS INC. AND SUBSIDIARIESPART IIITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCEThe information regarding our executive officers is included in Part I under the caption "Executive Officers of the Registrant."Our Insider Trading Policy establishes the policies and procedures governing the purchase, sale, and/or other disposition of our securities, including derivative securities, by directors, officers, and employees. We believe our Insider Trading Policy is reasonably designed to promote compliance with insider trading laws, rules, and regulations, and applicable listing standards. A copy of the Company's Insider Trading Policy are filed as Exhibit 19.1 to this Annual Report on Form 10-K.The other information required by this item is incorporated herein by reference to the information contained under the headings "Proposal 1. Election of Directors", "Delinquent Section 16(a) Reports" and "Corporate Governance" in our Proxy Statement.ITEM 11. EXECUTIVE COMPENSATIONThe information required by this Item is incorporated by reference to the applicable information in the Proxy Statement.ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERSEquity Compensation Plan InformationThe

following table summarizes the securities authorized for issuance pursuant to our equity compensation plans as of December 31, 2024: Number of securities to be issued upon exercise of outstanding options, warrants and rights Weighted average exercise price of outstanding options, warrants and rights (1) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (2) Plan category (a)(b)(c) Equity compensation plans approved by security holders 398,454 A 1,140,326 A Equity compensation plans not approved by security holders A 6 A 6 A Total 398,454 A 1,140,326 A The Company has no outstanding stock options as of December 31, 2024. The remaining securities under this plan as of December 31, 2024 are restricted stock units and performance stock units, which have no exercise price. (2) A A All of the securities remaining available for future issuance are available under our 2018 Omnibus Incentive Plan. Security Ownership of Certain Beneficial Owners and Management Other information required by this Item is incorporated by reference to the applicable information in the Proxy Statement. ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE THE information required by this Item is incorporated by reference to the applicable information in the Proxy Statement. ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES THE information required by this Item is incorporated by reference to the applicable information in the Proxy Statement. 81 Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES PART IV ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE (a) Documents filed as part of this Report (1) Consolidated financial statements: Report of Independent Registered Public Accounting Firm (PCAOB ID 238) Herc Holdings Inc. and Subsidiaries Consolidated Balance Sheets at December 31, 2024 and 2023 Herc Holdings Inc. and Subsidiaries Consolidated Statements of Operations for the years ended December 31, 2024, 2023 and 2022 Herc Holdings Inc. and Subsidiaries Consolidated Statements of Comprehensive Income for the years ended December 31, 2024, 2023 and 2022 Herc Holdings Inc. and Subsidiaries Consolidated Statements of Changes in Equity for the years ended December 31, 2024, 2023 and 2022 Herc Holdings Inc. and Subsidiaries Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023 and 2022 Notes to Consolidated Financial Statements (2) Schedule to the financial statements Schedule II Valuation and Qualifying Accounts (3) Exhibits Exhibit Number Description 2.1*** Separation and Distribution Agreement, dated June 30, 2016, by and between Herc Holdings and Hertz Global Holdings, Inc. (Incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 6, 2016). 3.1.1 Amended and Restated Certificate of Incorporation of Herc Holdings (Incorporated by reference to Exhibit A 3.1 to the Annual Report on Form 10-K of Hertz Global Holdings, Inc. (File No. 001-33139), as filed on March 30, 2007). 3.1.2 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Herc Holdings, effective as of May 14, 2014 (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Hertz Global Holdings, Inc. (File No. 001-33139), as filed on May 14, 2014). 3.1.3 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Herc Holdings, dated June 30, 2016 (reflecting the registrant's name change to "Herc Holdings Inc.") (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 6, 2016). 3.1.4 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Herc Holdings, dated June 30, 2016 (Incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 6, 2016). 3.2 Amended and Restated By-Laws of Herc Holdings, effective May 11, 2023 (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on May 15, 2023). 4.1 Indenture (including the form of Notes), dated as of July 9, 2019, among Herc Holdings Inc., the guarantors party thereto, and Wells Fargo Bank, National Association. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K for Herc Holdings, Inc. (File No. 001-33139), as filed on July 9, 2019). 4.2 Description of Securities of Registrant. (Incorporated by reference to Exhibit 4.2 to the Annual Report on Form 10-K of Herc Holdings (File No. 001-33139) as filed on February 27, 2020). 4.3 Indenture (including the form of Notes), dated as of June 7, 2024, among Herc Holdings Inc., the guarantors party thereto, and Trust Bank. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K for Herc Holdings, Inc. (File No. 001-33139), as filed on June 7, 2024). 10.1 ABL Credit Agreement, dated as of July 31, 2019, among Herc Holdings Inc., Herc Rentals Inc., Matthews Equipment Limited, certain other subsidiaries of Herc Holdings Inc., Bank of America, N.A., as agent, swingline lender and letter of credit issuer, Bank of America, N.A., JPMorgan Chase Bank N.A., Capital One, National Association, Wells Fargo Bank, National Association Bank of Montreal, Credit Agricole Corporate and Investment Bank, Goldman Sachs Bank USA, ING Capital LLC, MUFG Union Bank, N.A. and TD Bank, N.A., and the other financial institutions party thereto from time to time (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 31, 2019). 82 Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES 10.1.1 Amendment No. 1 to ABL Credit Facility, dated July 5, 2022, by and among Bank of America, N.A., a national banking association, as agent, the financial institutions from time to time parties thereto, and Herc Holdings, Inc., Matthews Equipment Limited, and certain subsidiaries of Herc Holdings Inc. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 8, 2022). 10.1.2 Amendment No. 2 to ABL Credit Facility, dated April 11, 2024, by and among Bank of America, N.A., a national banking association, as agent, the financial institutions from time to time parties thereto, and Herc Holdings, Inc., Matthews Equipment Limited, and certain subsidiaries of Herc Holdings Inc. (Incorporated by reference to Exhibit 10.1 to the Quarter Report on Form 10-Q of Herc Holdings Inc. (File No. 001-33139), as filed on April 23, 2024). 10.2 U.S. Guarantee and Collateral Agreement, dated July 31, 2019, made by Herc Holdings Inc. and certain of its subsidiaries from time to time made in favor of Bank of America, N.A., as agent (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 31, 2019). 10.3 Canadian Guarantee and Collateral Agreement, dated July 31, 2019, made by Herc Holdings Inc. and certain of its subsidiaries from time to time made in favor of Bank of America, N.A., as agent (Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 31, 2019). 10.4 Transition Services Agreement, dated June 30, 2016, by and between Hertz Global Holdings, Inc. and Herc Holdings Inc. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 6, 2016). 10.5 Tax Matters Agreement, dated June 30, 2016, among Herc Holdings Inc., The Hertz Corporation, Herc Rentals Inc. and Hertz Global Holdings, Inc. (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 6, 2016). 10.6 Employee Matters Agreement, dated June 30, 2016, by and between Hertz Global Holdings, Inc. and Herc Holdings Inc. (Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 6, 2016). 10.7 Intellectual Property Agreement, dated June 30, 2016, among The Hertz Corporation, Hertz System, Inc. and Herc Rentals Inc. (Incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on July 6, 2016). 10.8 Form of Change in Control Severance Agreement for Executive Officers and Certain Key Employees (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139), as filed on December 3, 2020). 10.9 Receivables Financing Agreement, dated as of September 17, 2018, among Herc Receivables U.S. LLC, Herc Rentals Inc., the Lenders and Managing Agents from time to time party thereto and Credit Agricole Corporate and Investment Bank, as Administrative Agent (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139) as filed on September 21, 2018). 10.9.1 Amendment No. 1 to Receivables Financing Agreement among Herc Receivables U.S. LLC, the Additional Canadian Borrower to the Extent Added As A Party Thereto, Herc Rentals, Inc., the Lenders and Managing Agents from time to time party thereto, and Credit Agricole Corporate and Investment Bank, as Administrative Agent (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139) as filed on September 1, 2020). 10.9.2 Amendment No. 2 to Receivables Financing Agreement among Herc Receivables U.S. LLC, the Additional Canadian Borrower to the Extent Added As A Party Thereto, Herc Rentals, Inc., the Lenders and Managing Agents from time to time party thereto, and Credit Agricole Corporate and Investment Bank, as Administrative Agent (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139) as filed on August 31, 2021). 10.9.3 Amendment No. 3 to Receivables Financing Agreement, dated as of August 26, 2022, among Herc Receivables U.S. LLC, and The Additional Canadian Borrower To The Extent Added As A Party Thereto, as co-borrowers, Herc Rentals, Inc., individually and as initial servicer and as performance guarantor, the Lenders and Managing Agents, from time to time party thereto, and Credit Agricole Corporate and Investment Bank, as Administrative Agent (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139) as filed on August 31, 2023). 10.9.4 Amendment No. 4 to Receivables Financing Agreement, dated as of August 31, 2023, among Herc Receivables U.S. LLC, and The Additional Canadian Borrower To The Extent Added As A Party Thereto, as co-borrowers, Herc Rentals, Inc., individually and as initial servicer and as performance guarantor, the Lenders and Managing Agents, from time to time party thereto, and Credit Agricole Corporate and Investment Bank, as Administrative Agent (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139) as filed on September 6, 2023). 10.9.5 Amendment No. 5 to Receivables Financing Agreement, dated as of September 4, 2024, among Herc Receivables U.S. LLC, and The Additional Canadian Borrower To The Extent Added As A Party Thereto, as co-borrowers, Herc Rentals, Inc., individually and as initial servicer and as performance guarantor, the Lenders and Managing Agents, from time to time party thereto, and Credit Agricole Corporate and Investment Bank, as Administrative Agent (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139) as filed on September 4, 2024). 10.10 Purchase and Contribution Agreement, dated as of September 17, 2018, among Herc Rentals Inc., as a Seller and Collection Agent, Cinelease, Inc. as a Seller, and Herc Receivables U.S. LLC, as Purchaser. (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Herc Holdings (File No. 001-33139) as filed on September 21, 2018). 10.10.1 Amendment No. 1 to Purchase and Contribution Agreement, dated as of August 31, 2023, among Herc Rentals Inc., as the Seller, Cinelease, Inc. as the removed Seller, Herc Receivables U.S. LLC, as Purchaser, and Herc Rentals Inc., as the Collection Agent. (Incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of Herc Holdings (File No. 001-33139) as filed on October 24, 2023). 10.11 Offer Letter, dated as of May 18, 2015, by and between Herc Holdings and Lawrence H. Silber (Incorporated by reference to Exhibit 10.12 to the Current Report on Form 8-K of Hertz Global Holdings, Inc. (File No. 001-33139), as filed on May 25, 2016). 83 Table of Contents HERC HOLDINGS INC. AND SUBSIDIARIES 10.11.2 Offer Letter, dated as of August 13, 2014, by and between Herc Holdings and Christian J. Cunningham (Incorporated by reference to Exhibit 10.16 to the Current Report on Form 8-K of Hertz Global Holdings, Inc. (File No. 001-33139), as filed on May 25, 2016). 10.11.3 Offer Letter, dated August 18, 2017, by and between Herc Holdings and Tami Peres (Incorporated by reference to Exhibit 10.1 to the Quarter Report on Form 10-Q of Herc Holdings Inc. (File No. 001-33139), as filed on August 1, 2019). 10.11.4 Offer Letter, dated December 23, 2019, by and between Herc Holdings and Aaron Birnbaum. (Incorporated by reference to Exhibit 10.11.5 to the Annual Report on Form 10-K of Herc Holdings (File No. 001-33139) as filed on February 18, 2021). 10.11.5 Offer Letter, dated as of March 7, 2023, by and between Herc Holdings and William Mark Humphrey. (Incorporated by reference to Exhibit

associated with them, as specified in the definition of “Insider” above, also comply with this policy. While the restrictions and procedures set forth in this policy are intended to help avoid inadvertent instances of improper insider trading, appropriate judgment should always be exercised in connection with any trade in the securities of the Company or any third party. In all cases, the responsibility for determining whether an individual is in possession of material nonpublic information rests with that individual, and any action on the part of the Company, any Compliance Officer (as defined below) or any other employee does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws. Confidentiality/Maintaining the confidentiality of Company information is essential for competitive, security and other business reasons, as well as to comply with securities laws. The same is true for information about any other third party obtained in the course of employment or service with the Company, including information about any of the Company’s customers, suppliers or other entities with which the Company has a business or contractual relationship or may be negotiating such a relationship. Insiders should treat all such information learned about the Company, any other third party or otherwise obtained in connection with an Insider’s employment or service as confidential and proprietary to the Company and should not disclose any such information to anyone other than Company employees who have a business need to know the information. In no event should any Insider use for their own personal gain any nonpublic information about either the Company or any other entity obtained in the course of employment or service with the Company. Inadvertent disclosure of confidential or inside information may expose the Company and the Insider to significant risk of investigation and litigation. Business conversations must be avoided in public places, such as elevators, hallways, lobbies, restrooms and public transportation facilities. The timing and nature of the Company’s disclosure of material information to outsiders is subject to legal rules, the breach of which could result in substantial liability. In addition, because of the risks associated with the exchange of information through certain communications media, unless expressly authorized to speak in such forums on behalf of the Company, employees are prohibited from commenting on stock price movements or rumors or otherwise providing nonpublic information regarding the Company or its securities by posting or responding to messages on Internet “bulletin boards,” in Internet “chat rooms,” on Internet “blogs,” in similar online forums or on social networking sites. See the Company’s “Policy No. Communications and Regulation FD Policy for more details regarding the Company’s policy on speaking to the media, financial analysts and investors. Statement of External No Trading on Inside Information. Insiders may not trade in securities of the Company directly or through other persons or entities, while aware of material nonpublic information relating to the Company. Similarly, Insiders may not trade in the securities of any other company (particularly those that are customers, suppliers, entities with which the Company is negotiating and any party to a potential corporate transaction such as an acquisition, investment or sale) if aware of material nonpublic information about that company that was obtained in the course of employment or service with the Company or if such trade is based on material nonpublic information about the Company. Information that is not material to the Company may nonetheless be material to one of those entities, or vice versa. No Disclosing Confidential Information. You may not disclose material non-public information to any person within the Company whose job does not require them to have that information, or outside the Company to other persons, including, but not limited to, family, friends, business associates, investors and consulting firms, unless such disclosure is made in accordance with the Company’s policies regarding the protection or authorized external disclosure of information regarding the Company. No Tipping. Insiders may not recommend to anyone the purchase, sale or holding of Company securities or the securities of a third party while aware of material non-public information. This practice, known as “tipping,” also violates the securities laws and can result in the same civil and criminal penalties that apply to insider trading, even though the Insider did not trade and did not gain any direct financial benefit from another’s trading. No Exception for Hardship or Small Transactions. There are no exceptions to this policy for transactions that may be necessary or justifiable for independent reasons (including a personal financial emergency) or for small transactions. Such circumstances do not excuse an Insider from compliance with this policy. Definition of Material Nonpublic Information. Material nonpublic information has two important elements - materiality and public availability. Materiality. Information is material if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, hold or sell a security. Any information that could reasonably be expected to affect the price of the security, whether positively or negatively, is material. There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances, and is often evaluated by enforcement authorities with the benefit of hindsight. Common examples of information which, depending on the facts and circumstances, could be deemed material include, but are not limited to: Earnings results, estimates and guidance and changes in previously released earnings results, estimates or guidance. A pending or proposed significant merger, acquisition, tender offer or joint venture or a pending or proposed acquisition or disposition of significant assets. A change in control or in executive officers. Significant events affecting securities, including a stock split, change in dividends, default on senior securities, call of securities for redemption, plans to repurchase securities, change in the rights of security holders or the offering of additional securities. Significant changes in debt ratings, extraordinary borrowing, severe financial liquidity problems or impending bankruptcy or receivership. Actual or threatened significant claims or litigation, including significant governmental investigations or enforcement actions, or the resolution thereof. Acquisition or loss of a major customer, supplier, a significant contract or a significant portion of business. Significant cybersecurity incident. Significant new products, services or technological advances. Changes in auditors, substantial changes in accounting methodologies, or notices from auditors that a company may no longer rely on an auditor’s report. The determination of the existence of a significant deficiency or material weakness, or the resolution of an existing significant deficiency or material weakness. The imposition of a Special Blackout Period (as defined below). The probability that an event will occur affects whether it is material. Because trading will be evaluated after the fact with the benefit of hindsight, questions concerning the materiality of information should be resolved conservatively in favor of the information being material, and trading should be avoided. Nonpublic Information. Nonpublic information is information that is not generally known or available to the public. However, information does not lose its “nonpublic” status as soon as it is issued publicly. On the contrary, information is considered to be publicly disseminated only when it has been released broadly to the marketplace (in a form that is Regulation FD compliant, such as in a press release or an SEC filing) and the investing public has had time to absorb the information fully. By contrast, information would likely not be considered widely disseminated if it is available only to the Company’s employees, or if it is only available to a select group of analysts, brokers and institutional investors. As a general rule, information should not be considered generally known or available to the public until after the second business day after the information is released to the public. Transactions Covered by the Policy. Trading includes purchases, sales and other transfers of securities, including gifts. Trading also includes certain transactions under Company plans, as follows: Stock Option Exercises. This policy’s trading restrictions generally do not apply to the exercise of a stock option where the option holder provides cash for the exercise price and the related withholding taxes, or to the exercise of a tax withholding right pursuant to which the option holder elects to have the Company withhold shares to satisfy tax withholding requirements. However, the trading restrictions do apply to any sale of the underlying stock, or to a cashless exercise of an option, since this entails selling a portion of the underlying stock to cover the costs of exercise. Restricted Stock Unit Awards and Performance Stock Unit Awards. This policy’s trading restrictions generally do not apply to the vesting of RSUs or PSUs, or the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of the equity award. This policy does apply, however, to the sale of the underlying stock. ESPP Transactions. This policy’s trading restrictions do not apply to purchases of Company stock in the Company’s employee stock purchase plan (the “ESPP”) resulting from an Insider’s periodic contribution of money to the plan pursuant to a payroll deduction election that was made previously in compliance with this policy. The trading restrictions do apply, however, to elections an Insider makes to (i) begin or terminate participation in the ESPP, or (ii) increase or decrease ESPP contributions. Prohibitions. Hedging Transactions. Hedging or monetization transactions can be accomplished through a number of mechanisms such as collars, covered calls, equity swaps, exchange funds and forward sale contracts. Through these and other financial instruments, hedging transactions may permit an Insider to continue to own Company securities without the full risks and rewards of ownership. When that occurs, the Insider may no longer have the same objectives as the Company’s other stockholders. Therefore, Insiders are prohibited from engaging in any such transaction relating to Company stock. Publicly Traded Derivatives. A transaction in options is, in effect, a bet on the short-term movement of the Company’s stock which may create the appearance that the Insider is trading based on inside information and focus the Insider’s attention on short-term performance at the expense of the Company’s long-term objectives. As a result, Insiders are prohibited from engaging in transactions in publicly traded options, such as puts or calls, or other derivative securities, relating to the Company’s securities. Short Sales. Insiders may not engage in short sales of the Company’s securities (sales of securities that are not then owned), including a “sale against the box” (a sale with delayed delivery). Short-Term Trading. Short-term trading of Company securities may be distracting to the Insider and may unduly focus the Insider on the Company’s short-term stock market performance instead of the Company’s long-term business objectives. For these reasons, Insiders are prohibited from engaging in short-term trading of Company securities, including “day trading.” Short-term trading is the purchasing of Company securities in the open market and the sale of the same class of Company securities within six months of the purchase (or vice versa). Margin Accounts. If securities are held in a margin account, they may be sold without the Insider’s consent if the Insider fails to meet a margin call. A margin sale that occurs when the Insider is aware of material nonpublic information may, under some circumstances, result in unlawful insider trading. Because of this danger, Insiders are prohibited from holding the Company’s securities in a margin account. Pledges. Similar to securities held in a margin account, securities that are pledged as collateral for a loan may be sold by the lender in foreclosure if the Insider defaults on the loan. A foreclosure sale that occurs when the Insider is aware of material nonpublic information may, under some circumstances, result in unlawful insider trading. Because of this risk, Insiders are prohibited from pledging any Company securities. Exceptions for Trades Pursuant to 10b5-1 Plans. Approved 10b5-1 Plans. Trades by Insiders in the Company’s securities that are executed pursuant to a 10b5-1 plan that meets the requirements described below are not subject to the prohibition on trading while aware of material nonpublic information or to the restrictions relating to pre-clearance procedures and blackout periods. Rule 10b5-1 provides an affirmative defense from insider trading liability under federal securities laws for trading plans that meet certain requirements. For trades under a 10b5-1 plan to be excepted from this policy: 1. The plan cannot be entered into, modified or terminated at any time that an Insider is (i) subject to a blackout period (see below for a discussion of blackout periods), or (ii) otherwise aware of material nonpublic information. 2. Once the plan is adopted, the Insider must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. 3. The plan must either specify (including by formula) the amount, pricing and timing of transactions in advance or delegate discretion on those matters to an independent third party. 4. The plan must be entered into in good faith and not as part of a plan or scheme to evade compliance with the federal securities laws, and the Insider must have acted in good faith with respect to the plan. 5. No transactions may occur under the plan until expiration of a cooling-off period consisting of (A) for Section 16 Insiders, the later of: (i) ninety (90) days after the adoption of a plan, and (2) two (2) business days after the disclosure of the Company’s financial results in a Form 10-Q or Form 10-K; and (B) for non-Section 16 Insiders, thirty (30) days after the adoption of a plan (“Cooling-off Period”). 6. The plan’s term must be at least six months. 7. There may not be overlapping plans and there may be only one single-trade plan during any 12-month period, subject to exceptions approved by the Compliance Officer. 8. The plan must be approved in writing in advance by a Compliance Officer. 9. Any modification of a plan cannot take effect until expiration of the Cooling-off Period, beginning from the date of the modification. 10. No modifications to the plan are permitted unless approved in writing in advance by a Compliance Officer. 5. Any proposed 10b5-1 plan (or proposed modification thereof) should be submitted to a Compliance Officer at least two weeks in advance of its proposed adoption date. No Compliance Officer is under any obligation to approve any 10b5-1 trading plan or modification submitted. Section 16 Insiders may only enter in a 10b5-1 plan with a broker approved by the Company. Additional Guidance. Mutual Funds. Transactions in mutual funds that are invested in Company securities are not transactions subject to this policy. Standing and Limit Orders. Standing and limit orders (except standing and limit orders under approved Rule 10b5-1 plans, as described above) create heightened risks for insider trading violations because there is no control over the timing of purchases or sales that result from standing instructions to a broker. As a result, the broker could execute a transaction when an Insider is in possession of material nonpublic information. Section 16 Insiders are prohibited from placing standing or limit orders that continue longer than five business days after receipt of pre-clearance approval or continue into a blackout period. The Company therefore discourages Insiders from placing standing or limit orders on Company securities. If an Insider determines that they must use a standing order or limit order, the order should be limited to a short duration. Blackout and Pre-Clearance Procedures. To help prevent inadvertent violations of the securities laws and to avoid even the appearance of trading on the basis of inside information, the members of the Board of Directors, executive officers, the chief accounting officer and such other individuals as shall be designated from time to time by the Chief Financial Officer or the Chief Legal Officer, together with those Insiders associated with such individuals (“Restricted Insiders”) are subject to additional restrictions as follows. Blackout Periods for Restricted Insiders. Restricted Insiders may not trade in the Company’s securities during quarterly blackout periods which begin at the close of the market on the 15th day of the last month of a fiscal quarter-end and end after the second full trading day following the release of the Company’s earnings for that quarter. In addition, Section 16 Insiders may also be subject to event-specific blackouts pursuant to the SEC’s Regulation Blackout Trading Restriction, which prohibits certain sales and other transfers by such Insiders during certain pension plan blackout periods. Pre-Clearance Required for Section 16 Insiders and Others. Section 16 Insiders, together with their immediate family members and other persons living in their household, may not engage in any transaction involving the Company’s securities (including a stock plan transaction such as an option exercise, or a gift, loan, pledge, contribution to a trust or any other transfer) without first obtaining pre-clearance of the transaction from a Compliance Officer. A request for pre-clearance should be submitted to the Compliance Officer at least two business days in advance of the proposed transaction. The Compliance Officer will then determine whether the transaction may proceed and if so, assist in complying with the SEC’s reporting requirements. In the event an approved transaction is not consummated within five business days of receipt of the pre-clearance approval, the person must resubmit the transaction request before it may be consummated at a later date. The Compliance Officer is under no obligation to approve a transaction submitted for pre-clearance. If a request is denied, then the Insider should refrain from initiating any transaction in Company securities and should not inform any other person of the restriction. 1. If the 15th day falls on a date that the markets are closed (such as a weekend or a national holiday on which the NYSE is closed) then the blackout period will begin at the close of the market on the immediately preceding day that the market is regularly scheduled to be open. Special Blackout Periods. From time to time a Compliance Officer may impose a blackout period during which certain specified Insiders are prohibited from buying or selling the Company’s securities (a “Special Blackout Period”). Such a Special Blackout Period will be imposed if, in such officer’s judgment, nonpublic information exists that would make trades by those Insiders inappropriate in light of the risk that such trades could be viewed as violating applicable securities laws. In such situations, a Compliance Officer will notify the affected persons that a Special Blackout Period has been imposed, and may do so without disclosing the reason for the restriction. Until receiving subsequent notice from a Compliance Officer that the Special Blackout Period has ended, the persons subject to the Special Blackout Period may not trade Company securities. Any person made aware of the existence of a Special Blackout Period should not disclose its existence to any other person. Even if a Compliance Officer has not formally notified someone that they are subject to a Special Blackout Period, caution should be exercised in trading Company securities. As indicated above, it is ultimately the Insider’s responsibility to ensure that they do not trade while in possession of material nonpublic information. Post Termination Applicability. This policy continues to apply to an Insider’s transactions even after employment or service with the Company terminates. If the Insider is aware of material nonpublic information at the time such employment or service terminates, the Insider may not trade in securities of the Company or of any third party until that information has become public or is no longer material. Pre-clearance requirements will continue to apply to Section 16 Insiders for six months after the termination of such status, unless a shorter period of time is approved by a Compliance Officer. Compliance Officers. Each of the Company’s Chief Legal Officer and Chief Human Resources Officer is a Compliance Officer for purposes of this policy and shall be responsible for administration of this policy. All determinations and interpretations by a Compliance Officer shall be final and not subject to further review. Certification. Each Insider must certify his or her understanding of, and intent to comply with, the procedures set forth in this policy annually and at such other times as may be requested by a Compliance Officer. Penalties for Noncompliance. Civil and Criminal Penalties. Under U.S. securities laws, potential penalties for insider trading violations include imprisonment as well as severe criminal and civil monetary penalties. Company Sanctions. Failure to comply with this policy will be deemed a serious matter that may also subject an Insider to Company-imposed sanctions, which may include warning, reprimand, probation, reduction in compensation, demotion, suspension or dismissal, whether or not the failure to comply with this policy results in a violation of law. Controlling Person Liability. If the Company fails to take appropriate steps to prevent illegal insider trading, the Company may have “controlling person” liability for a trading violation, with substantial civil and criminal penalties. The civil penalties can extend personal liability to members of the Company’s Board, officers and supervisory

personnel as well if they fail to take appropriate steps to prevent insider trading.7Legal Effect of this PolicyThis policy and the procedures that implement this policy are not intended to serve as precise recitations of the legal prohibitions against insider trading and tipping which are highly complex, fact specific and evolving. Certain of the restrictions and procedures are designed to prevent even the appearance of impropriety and in some respects may be more restrictive than the securities laws. Therefore, these procedures are not intended to serve as a basis for establishing civil or criminal liability that would not otherwise exist.QuestionsAny questions regarding this policy or its application to any proposed transaction should be directed to the Compliance Officers. Insiders should not try to resolve uncertainties on their own, as the rules relating to insider trading are often complex, not always intuitive and carry severe consequences for violations.Report possible violation of this policy to a Compliance Officer named inthis policy, your supervisor or another Company executive or contact theCompany's Helpline at(855) 862-1170 or www.hercrentals.ethicspoint.com. 8 EX-21.1 3 herc2024q4-ex211subsidiary.htm EX-21.1 DocumentExhibitA 21.1A SUBSIDIARIESA OF HERCA HOLDINGSA INC. AsA ofA DecemberA 31, 2024JURISDICTIONA OF INCORPORATIONAIL Rental Center, Inc.ColoradoBlack and Gold Insurance Ltd.BermudaCinelease, LLCDelawareDurante Rentals, LLCNew YorkDurante Rentals Holdings, LLCDelawareHerc Build, LLCDelawareHerc CARE LLCDelawareHerc FSC LLCDelawareHerc Intermediate Holdings, LLCDelawareHerc Investors, LLCDelawareHerc Management Holdings LLCDelawareHerc Management Services LLCDelawareHerc Purchasing LLCDelawareHerc Sales Force A LLCDelawareHerc Sales Force B LLCDelawareHerc Sales Holdings LLCDelawareHerc Receivables U.S. LLCDelawareHerc Rentals Inc.DelawareHerc Entertainment Services LLCDelawareHerc Rentals Holdings, LLCDelawareHerc Rentals 1, LLCDelawareHerc Rentals 2, LLCDelawareHerc Rentals Employee Services LLCDelawareHerc Rentals Trucking (Alberta) LimitedAlberta, CanadaHerc Trench Materials LLCDelawareLan Commerce Center LLCDelawareLan Ranch LLCDelawareLan Witherspoon LLCDelawareMatthews Equipment LimitedOntario, CanadaA A A A EX-23.1 4 herc2024q4-ex231consent.htm EX-23.1 DocumentCONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMWe hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-276004, 333-225164, 333-210505 and 333-190684) and on Form S-3 (Nos. 333-262693 and 333-262717) of Herc Holdings Inc. of our report dated FebruaryA 13, 2025 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K./s/ PricewaterhouseCoopers LLPtampa, FloridaFebruaryA 13, 2025 EX-31.1 5 herc2024q4-exhibit311.htm EX-31.1 DocumentEXHIBIT 31.1CERTIFICATIONSCERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICERI, Lawrence H. Silber, certify that:1.I have reviewed this annual report on FormA 10-K for the period ended DecemberA 31, 2024 (this "report") of Herc Holdings Inc. (the "registrant"); 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesA 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesA 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 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)A A A 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)A A A A 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:February 13, 2025By:/s/ A LAWRENCE H. SILBERLawrence H. SilberChief Executive Officer, President and Director (Principal Executive Officer) EX-31.2 6 herc2024q4-exhibit312.htm EX-31.2 DocumentEXHIBIT 31.2CERTIFICATIONSCERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICERI, Mark Humphrey, certify that:1.I have reviewed this annual report on FormA 10-K for the period ended DecemberA 31, 2024 (this "report") of Herc Holdings Inc. (the "registrant"); 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesA 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesA 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 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:February 13, 2025By:/s/ A MARK HUMPHREYMark HumphreySenior Vice President and Chief Financial Officer (Principal Financial Officer) EX-32.1 7 herc2024q4-exhibit321.htm EX-32.1 DocumentEXHIBIT 32.118 U.S.C. SECTIONA 1350 CERTIFICATIONS OF PRINCIPAL EXECUTIVE AND THE PRINCIPAL FINANCIAL OFFICERIn connection with the filing of this annual report on FormA 10-K of Herc HoldingsA Inc. (the "Company") for the annual period ended DecemberA 31, 2024 with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers certifies, pursuant to 18 U.S.C. SectionA 1350, as adopted pursuant to SectionA 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge: (1)the Report fully complies with the requirements of sectionA 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2)the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Date:February 13, 2025By:/s/ LAWRENCE H. SILBERLawrence H. SilberChief Executive Officer, President and Director (Principal Executive Officer)Date:February 13, 2025By:/s/ MARK HUMPHREYMark HumphreySenior Vice President and Chief Financial Officer (Principal Financial Officer) EX-101.SCH 8 hri-20241231.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink link:0000002 - Document - Audit Information link:presentationLink link:calculationLink link:definitionLink link:9952151 - Statement - CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink link:9952152 - Statement - CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink link:9952153 - Statement - CONSOLIDATED STATEMENTS OF OPERATIONS link:presentationLink link:calculationLink link:definitionLink link:9952154 - Statement - CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME link:presentationLink link:calculationLink link:definitionLink link:9952155 - 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Disclosure - Revenue Recognition - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink link:9955536 - Disclosure - Revenue Recognition - Schedule of Accounting Guidance for the Companyâ€™s Revenues (Details) link:presentationLink link:calculationLink link:definitionLink link:9955537 - Disclosure - Revenue Recognition - Schedule of Disaggregation of Revenue (Details) link:presentationLink link:calculationLink link:definitionLink link:9955538 - Disclosure - Rental Equipment (Details) link:presentationLink link:calculationLink link:definitionLink link:9955539 - Disclosure - Property and Equipment - Schedule of Property and Equipment (Details) link:presentationLink link:calculationLink link:definitionLink link:9955540 - Disclosure - Property and Equipment - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink link:9955541 - Disclosure - Property and Equipment - Schedule of Property and Equipment and Related Depreciation Recorded Under Finance Leases (Details) link:presentationLink link:calculationLink link:definitionLink link:9955542 - 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Disclosure - Financing Obligations - Schedule of Future Minimum Financing Payments (Details) link:presentationLink link:calculationLink link:definitionLink 9955569 - Disclosure - Employee Retirement Benefits - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955570 - Disclosure - Employee Retirement Benefits - Schedule of Reconciliation of Benefit Obligations and Plan Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9955571 - Disclosure - Employee Retirement Benefits - Schedule of Amounts Recognized in Balance Sheet and Other Comprehensive Income and Assumptions Used (Details) link:presentationLink link:calculationLink link:definitionLink 9955572 - Disclosure - Employee Retirement Benefits - Schedule of Benefit Obligations in Excess of Plan Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9955573 - Disclosure - Employee Retirement Benefits - Schedule of Net Periodic Costs (Details) 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link:definitionLink 9955586 - Disclosure - Income Taxes - Schedule of Statutory Federal Income Tax Rate to Income Before Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 9955587 - Disclosure - Accumulated Other Comprehensive Income (Loss) - Schedule of Changes in the Accumulated Other Comprehensive Income (Loss) (Details) link:presentationLink link:calculationLink link:definitionLink 9955588 - Disclosure - Accumulated Other Comprehensive Income (Loss) - Schedule of Reclassification from Accumulated Other Comprehensive Income (Loss) (Details) link:presentationLink link:calculationLink link:definitionLink 9955589 - Disclosure - Commitments and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink 9955590 - Disclosure - Fair Value Measurements - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955591 - Disclosure - Fair Value Measurements - Schedule of Carrying Values and Estimated Fair Values of Debt Instruments (Details) link:presentationLink link:calculationLink link:definitionLink 9955592 - Disclosure - Earnings Per Share - Schedule of Computation of Basic and Diluted Earnings Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9955593 - Disclosure - Segment Information - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955594 - Disclosure - Segment Information - Schedule of Revenues from our External Customers (Details) link:presentationLink link:calculationLink link:definitionLink 9955595 - Disclosure - Segment Information - Schedule of Geographical Information for Long-Lived Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9955596 - Disclosure - Schedule II - Valuation of Qualifying Accounts (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 9 hri-20241231 cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 10 hri-20241231 def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 11 hri-20241231 lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Operating Leases Lessee, Operating Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract] 2026 Defined Benefit Plan, Expected Future Benefit Payment, Year Two Arrangements with New Hertz Related Party Transactions Disclosure [Text Block] Total debt Long-Term Debt and Lease Obligation, Including Current Maturities Income tax provision at statutory rate Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Cover [Abstract] Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five Net change in cash and cash equivalents during the period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect NOL subject to expiration Operating Loss Carryforwards, Subject To Expiration Operating Loss Carryforwards, Subject To Expiration Schedule of Lessee, Operating Lease, Liability, Maturity Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Intangible Asset, Indefinite-Lived [Table] Intangible Asset, Indefinite-Lived [Table] Income Tax Jurisdiction [Domain] Income Tax Jurisdiction [Domain] Sale leaseback transaction, number of properties sold in prior years Finance Lease, Liability, Number of Properties Previously Sold Finance Lease, Liability, Number of Properties Previously Sold Trading Symbol Trading Symbol Debt Instrument, Redemption, Period [Axis] Debt Instrument, Redemption, Period [Axis] Long-term debt, net Long-Term Debt and Lease Obligation Non-NEOs Non-NEOs [Member] Income tax benefit Share-Based Payment Arrangement, Expense, Tax Benefit Dividends declared (in USD per share) Common Stock, Dividends, Per Share, Declared Cost of sales of new equipment, parts and supplies Cost of Sales Of New Equipment, Parts And Supplies Cost of Sales Of New Equipment, Parts And Supplies 2027 Defined Benefit Plan, Expected Future Benefit Payment, Year Three Receivables, allowance for doubtful accounts Accounts Receivable, Allowance for Credit Loss, Current Sales of new equipment Sales Of New Equipment [Member] Sales Of New Equipment Debt Instrument, Redemption, Period [Domain] Debt Instrument, Redemption, Period [Domain] Receivables Increase (Decrease) in Accounts Receivable 2027 Notes 2027 Notes [Member] 2027 Notes 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 Cash received from the exercise of stock options Proceeds from Stock Options Exercised Award Timing Disclosures [Line Items] Performance change (in USD per share) Shareâ€¢Basedâ€¢Compensation â€¢Arrangementâ€¢By â€¢Share-Basedâ€¢Paymentâ€¢Award, â€¢Equity â€¢Instrumentsâ€¢Otherâ€¢Thanâ€¢Optionsâ€¢Performance Change, â€¢Weightedâ€¢Average â€¢Grantâ€¢Dateâ€¢Fairâ€¢Value Shareâ€¢Basedâ€¢Compensation â€¢Arrangementâ€¢By â€¢Share-Basedâ€¢Paymentâ€¢Award, â€¢Equity â€¢Instrumentsâ€¢Otherâ€¢Thanâ€¢Optionsâ€¢Performance Change, â€¢Weightedâ€¢Average â€¢Grantâ€¢Dateâ€¢Fairâ€¢Value Weighted average discount rate: Lessee Operating and Finance Lease Weighted Average Discount Rate [Abstract] Lessee Operating and Finance Lease Weighted Average Discount Rate Portion at Fair Value Measurement Portion at Fair Value Measurement [Member] Finance lease assets, gross Finance Lease, Right-of-Use Asset, before Accumulated Amortization Rental equipment Rental Equipment, Gross Rental Equipment, Gross Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities, Continuing Operations [Abstract] Tax credit carryforwards Deferred Tax Assets, Tax Credit Carryforwards Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] SEC Schedule, 12-09, Valuation Allowances and Reserves Type [Axis] SEC Schedule, 12-09, Valuation Allowances and Reserves Type [Axis] United States UNITED STATES Cash and cash equivalents Disposal Group, Including Discontinued Operation, Cash and Cash Equivalents Other long-term assets Other Assets, Noncurrent Leases [Abstract] Leases [Abstract] Gross Carrying Amount Finite-Lived Intangible Assets, Gross Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Total leased assets Operating Lease And Finance Lease, Right-Of-Use Asset Operating Lease And Finance Lease, Right-Of-Use Asset Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Weighted average remaining lease term: Lessee Operating and Finance Lease Weighted Average Remaining Lease Term [Abstract] Lessee Operating and Finance Lease Weighted Average Remaining Lease Term Schedule of Changes in the Accumulated Other Comprehensive Income (Loss) Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block] Schedule of Performance Stock Units Activity Share-Based Payment Arrangement, Performance Shares, Outstanding Activity [Table Text Block] Schedule of Future Minimum Financing Payments Contractual Obligation, Fiscal Year Maturity [Table Text Block] Prepaid expenses Prepaid Expense, Current Award Timing Method Award Timing Method [Text Block] Net periodic pension cost (benefit) Defined Benefit Plan, Net Periodic Benefit Cost (Credit) Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Finance leases Finance Lease, Weighted Average Remaining Lease Term Insider Trading Policies and Procedures [Line Items] Municipal Bonds US States and Political Subdivisions Debt Securities [Member] Fair value of plan assets Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Plan Assets Disposals of rental equipment in accounts receivable Disposals of Property, Plant, and Equipment in Accounts Receivable Disposals of Property, Plant, and Equipment in Accounts Receivable Adjustment to Compensation, Amount Adjustment to Compensation Amount Payables and Accruals [Abstract] Payables and Accruals [Abstract] Compensation Amount Outstanding Recovery Compensation Amount Disposal Group Classification [Axis] Disposal Group Classification [Axis] 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 Accrued Liabilities Accounts Payable and Accrued Liabilities Disclosure [Text Block] Company Selected Measure Amount Company Selected Measure Amount Payment of debt financing costs Payments of Debt Issuance Costs Tabular List, Table Tabular List [Table Text Block] Total Long-Term Debt And Lease Obligation, Including Current Maturities, Gross Long-Term Debt And Lease Obligation, Including Current Maturities, Gross Deductions SEC Schedule, 12-09, Valuation Allowances and Reserves, Deduction Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Schedule of Stock Option Activity Schedule of Stock Options Roll Forward [Table Text Block] Expected return on assets Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Expected Long-Term Rate of Return on Plan Assets Finite-lived intangible assets acquired Finite-Lived Intangible Assets Acquired Accrued liabilities Total accrued liabilities Accrued Liabilities, Current Antidilutive stock options, RSUs and PSUs (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Less: Interest Finance Lease, Liability, Undiscounted Excess Amount International Developed International Large Cap [Member] International Large Cap [Member] Credit Facility [Domain] Credit Facility [Domain] Total expenses Costs And Expenses, Non-Operating Income And Interest Expense Costs And Expenses, Non-Operating Income And Interest Expense Intangible assets, excluding internally developed software yet to be placed into service Intangible Assets, Excluding Internally Developed Software Yet To Be Placed Into Service [Member] Intangible Assets, Excluding Internally Developed Software Yet To Be Placed Into Service [Member] Assets held for sale Total long-term assets held for sale Disposal Group, Including Discontinued Operation, Assets, Noncurrent Goodwill Goodwill, net, beginning of the period Goodwill, net, end of the period Goodwill Net settlement on vesting of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Other comprehensive income (loss): Other Comprehensive Income (Loss), Net of Tax [Abstract] Fixed income securities Fixed Income Securities [Member] Stock option Share-Based Payment Arrangement, Option [Member] 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Antidilutive Security, Excluded EPS Calculation [Table] Antidilutive Security, Excluded EPS Calculation [Table] Total comprehensive income Comprehensive Income (Loss), Net of Tax, Attributable to Parent Qualified pension plan Pension Pension Pension Plan [Member] Finance leases Weighted Average Effective Interest Rate, Finance lease liabilities Finance Lease, Weighted Average Discount Rate, Percent Repayments on revolving lines of credit and securitization Repayments of Lines of Credit 2025 Finance Lease, Liability, to be Paid, Year One Award Type [Axis] Award Type [Axis] Net deferred tax liability Deferred Tax Liabilities, Net Corporate Bonds Corporate Debt Securities [Member] Schedule of Revenues from our External Customers and Geographical Information for Long-Lived Assets Schedule of Revenue from External Customers and Long-Lived Assets, by Geographical Areas [Table Text Block] Currency translation Goodwill, Foreign Currency Translation Gain (Loss) Liabilities held for sale: Disposal Group, Including Discontinued Operation, Liabilities [Abstract] Property and equipment, net Property, Plant and Equipment, Net Auditor Attestation Flag ICFR Auditor Attestation Flag Total liabilities Liabilities Exercisable at end of period (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Number of reporting units Number of Reporting Units Common stock, par value (in USD per share) Common Stock, Par or Stated Value Per Share Current maturities of long-term debt and financing obligations Long-Term Debt, Lease Obligation, And Finance Obligation, Current Long-Term Debt, Lease Obligation, And Finance Obligation, Current Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Weighted average useful life Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Foreign Currency Translation and Transactions Foreign Currency Transactions and Translations Policy [Policy Text Block] ABL Credit Facility Revolving Credit Facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Reclassification out of Accumulated Other Comprehensive Income [Table] Reclassification out of Accumulated Other Comprehensive Income [Table] Current maturities of operating lease liabilities Operating lease, liability, current Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Leases Leases [Policy Text Block] Leases [Policy Text Block] Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Potential tax liability Future Earnings Associated With Potential Stock Sale Or Liquidation Of Foreign Subsidiaries Considered Permanently Reinvested Future Earnings Associated With Potential Stock Sale Or Liquidation Of Foreign Subsidiaries Considered Permanently Reinvested Net operating loss carryforwards Deferred Tax Assets, Operating Loss Carryforwards Net amount recognized Accumulated Other Comprehensive Income (Loss), Defined Benefit Plan, after Tax Exercise of stock options (in shares) Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Plan settlements Defined Benefit Plan, Benefit Obligation, (Increase) Decrease for Settlement Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Less: accumulated depreciation Property, Plant, and Equipment and Finance Lease Right-of-Use Asset, Accumulated Depreciation and Amortization Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Dil

Document Type Debt Instrument, Redemption, Period Seven Debt Instrument, Redemption, Period Seven [Member] Debt Instrument, Redemption, Period Seven Weighted Average Effective Interest Rate Debt Instrument, Interest Rate, Effective Percentage Actuarial (gain) loss Defined Benefit Plan, Benefit Obligation, Actuarial Gain (Loss) Debt instrument, redemption, period three Debt Instrument, Redemption, Period Three [Member] Auditor Information [Abstract] Auditor Information Internally developed software Computer Software, Intangible Asset [Member] Earnings since acquisition date Business Combination, Pro Forma Information, Earnings or Loss of Acquiree since Acquisition Date, Actual Defined Benefit Plan [Table] Defined Benefit Plan [Table] Schedule of Company's Financing Obligations Schedule of Financing Obligations, Net [Table Text Block] Schedule of Financing Obligations, Net Maximum Maximum [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Accumulated impairment losses, beginning of the period Accumulated impairment losses, end of the period Goodwill, Impaired, Accumulated Impairment Loss Net Carrying Value Finite-Lived Intangible Assets, Net Furniture and fixtures Furniture and fixtures Furniture and Fixtures [Member] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Sales of new equipment, parts and supplies New Equipment, Parts and Supplies [Member] New Equipment, Parts and Supplies [Member] Goodwill and Indefinite-Lived Intangible Assets Goodwill And Intangible Assets, Goodwill And Indefinite-Lived Intangible Assets, Policy [Policy Text Block] Goodwill And Intangible Assets, Goodwill And Indefinite-Lived Intangible Assets, Policy [Policy Text Block] Net lease cost Lease, Cost Statistical Measurement [Axis] Statistical Measurement [Axis] Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income before income taxes Total Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Depreciation on tangible assets Deferred Tax Liabilities, Property, Plant and Equipment Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Schedule of Assets and Liabilities Held for Sale Disposal Groups, Including Discontinued Operations [Table Text Block] Variable lease, cost Variable Lease, Cost Goodwill impairment Goodwill, Impairment Loss Number of businesses acquired, branches Number Of Businesses Acquired, Branches Number Of Businesses Acquired, Branches Net assets acquired Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Pro forma pretax income Business Acquisition, Pro Forma Pretax Income (Loss) Business Acquisition, Pro Forma Pretax Income (Loss) Tax credits Effective Income Tax Rate Reconciliation, Tax Credit, Amount Award Timing Predetermined Award Timing Predetermined [Flag] Dividends paid Payments of Ordinary Dividends, Common Stock Redemption price percentage Debt Instrument, Redemption Price, Percentage Debt Instrument, Redemption Price, Percentage Customer relationships Customer-related and non-compete agreements Customer Relationships [Member] Diluted (in USD per share) Earnings Per Share, Diluted State and Local Jurisdiction State and Local Jurisdiction [Member] Domestic Income (Loss) from Continuing Operations before Income Taxes, Domestic Related party indemnification percentage Related Party Transaction, Indemnification, Percentage Related Party Transaction, Indemnification, Percentage Total current Current Income Tax Expense (Benefit) Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Vesting rights, percentage Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Finite-Lived Intangible and Long-Lived Assets Intangible Assets, Finite-Lived, Policy [Policy Text Block] Retirement Benefits [Abstract] Retirement Benefits [Abstract] Debt Instrument, Redemption Price, Percentage of Principal Amount Redeemed Debt Instrument, Redemption Price, Percentage of Principal Amount Redeemed Preferred stock, shares issued (in shares) Preferred Stock, Shares Issued Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Asset-Backed Securities Asset-Backed Securities [Member] Land, building and leasehold improvements Land, Building and Leasehold Improvement Under Financing Obligation [Member] Land, Building and Leasehold Improvement [Member] Reserves for Claims Self Insurance Reserve [Policy Text Block] Accrued expenses Deferred Tax Assets, Tax Deferred Expense, Reserves And Accruals, Accrued Liabilities And Prepaid Expenses Deferred Tax Assets, Tax Deferred Expense, Reserves And Accruals, Accrued Liabilities And Prepaid Expenses Real Assets Real Assets Fund [Member] Real Assets Fund Fair value of PSUs Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Proceeds from disposal of property and equipment Proceeds from Sale of Property, Plant, and Equipment Income tax provision Total income tax provision Tax provision Income Tax Expense (Benefit) Interest cost Interest cost Defined Benefit Plan, Interest Cost Rental equipment expenditures Payments to Acquire Equipment on Lease U.S. Large Cap U.S. Large Cap [Member] U.S. Large Cap [Member] Forfeited or expired (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period Compensation cost not yet recognized, period for recognition Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Amounts Recognized in Accumulated Other Comprehensive Loss Defined Benefit Plan, Amounts Recognized in Other Comprehensive Income (Loss) [Abstract] Finance lease, liability, noncurrent, statement of financial position [Extensible List] Finance Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Income Tax Jurisdiction [Axis] Income Tax Jurisdiction [Axis] Business Acquisition [Line Items] Business Acquisition [Line Items] Other Other Operating Activities, Cash Flow Statement All Adjustments to Compensation All Adjustments to Compensation [Member] Accrued compensation and benefit costs Employee-related Liabilities, Current Additional paid-in capital Additional Paid in Capital Reclassification Adjustment out of Accumulated Other Comprehensive Income [Line Items] Reclassification Adjustment out of Accumulated Other Comprehensive Income [Line Items] Accumulated Other Comprehensive Income (Loss) [Line Items] Accumulated Other Comprehensive Income (Loss) [Line Items] Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Interest expense, net Interest Income (Expense), Nonoperating Topic 842 revenues Operating Lease, Lease Income Deferred tax assets for federal alternative minimum tax Deferred Tax Assets, Tax Credit Carryforwards, Alternative Minimum Tax Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Debt instrument, redemption, period six Debt Instrument, Redemption, Period Six [Member] Debt Instrument, Redemption, Period Six [Member] Sales of parts and supplies Sales Of Parts And Supplies [Member] Sales Of Parts And Supplies Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Assets held for sale Total current assets held for sale Disposal Group, Including Discontinued Operation, Assets, Current Defined Benefit Plan, Plan Assets, Category [Domain] Defined Benefit Plan, Plan Assets, Category [Domain] Defined Benefit Plan Disclosure [Line Items] Defined Benefit Plan Disclosure [Line Items] Amortization of net losses and settlement losses included in net periodic pension cost Other Comprehensive (Income) Loss, Defined Benefit Plan, Prior Service Cost (Credit), Reclassification Adjustment from AOCI, before Tax Nonvested at beginning of period (in USD per share) Nonvested at end of period (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value LIABILITIES AND EQUITY Liabilities and Equity [Abstract] Net amount recognized Liability, Defined Benefit Plan Purchases of rental equipment in accounts payable Purchases Of Property Subject To Or Available For Operating Lease But Not Yet Paid Future cash outflow to pay for purchases of revenue earning equipment that have occurred. Schedule of Net Periodic Costs Schedule of Net Benefit Costs [Table Text Block] Ownership percentage threshold to call debt in the event of default Debt Instrument, Ownership Threshold To Call Debt If Default Occurs Debt Instrument, Ownership Threshold To Call Debt If Default Occurs Restatement Determination Date Restatement Determination Date Estimate of fair value measurement Estimate of Fair Value Measurement [Member] Provisions SEC Schedule, 12-09, Valuation Allowances and Reserves, Additions, Charge to Cost and Expense Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Performance change (in shares) Shareâ€Basedâ€ Compensation â€Arrangementâ€ Byâ€. Shareâ€Basedâ€ Payment â€Award â€Equity â€Instrumentsâ€ Otherâ€ Thanâ€ Optionsâ€ Performance Change Shareâ€Basedâ€ Compensation â€Arrangementâ€ Byâ€. Shareâ€Basedâ€ Payment â€Award, â€Equity â€Instrumentsâ€ Otherâ€ Thanâ€ Options,â€ Performance Change Equipment rental, excluding other revenue Rental, Excluding Other Rental [Member] Equipment Rental, Excluding Other Rental Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Service and other revenue Service and Other Revenue [Member] Service and Other Revenue [Member] Outstanding at the beginning of the period (in USD per share) Outstanding at the end of the period (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Interest credit rate Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Weighted-Average Interest Crediting Rate Concentration Risk [Table] Concentration Risk [Table] Right-of-use lease assets Operating lease ROU assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Outstanding at beginning of period (in shares) Outstanding at end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Accrued liabilities Disposal Group, Including Discontinued Operation, Accrued Liabilities, Current Bank Loans Bank Loan Obligations [Member] Property, Plant and Equipment [Abstract] Property, Plant and Equipment [Abstract] Earnings Per Share Earnings Per Share [Text Block] Exercise of stock options Stock Issued During Period, Value, Stock Options Exercised Expenses: Costs and Expenses [Abstract] Weighted average grant date fair value (in USD per share) Granted (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Income Taxes Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Schedule of Finance Lease, Liability, Ministry Finance Lease, Liability, to be Paid, Maturity [Table Text Block] Other rental Other Rental Revenue [Member] Other Rental Revenue Schedule of Accounting Guidance for the Companyâ€™s Revenues Accounting Standards Update and Change in Accounting Principle [Table Text Block] Proceeds from revolving lines of credit and securitization Proceeds from Lines of Credit Right to receive, common stock (in shares) Common Stock, Right To Receive Common Stock, Right To Receive PEO PEO [Member] Debt instrument, redemption, period four Debt Instrument, Redemption, Period Four [Member] Name Trading Arrangement, Individual Name Funded Status Defined Benefit Plan, Funded (Unfunded) Status of Plan Number of experience Years Of Experience In Rental Equipment Industry Years Of Experience In Rental Equipment Industry Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] Entity Public Float Entity Public Float Treasury stock, at cost, 4.9 shares and 4.9 shares Treasury Stock, Common, Value Expected to vest at end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Number Benefit obligations at beginning of year Benefit obligations at end of year Defined Benefit Plan, Benefit Obligation Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] SEC Schedule, 12-09, Valuation and Qualifying Accounts [Abstract] SEC Schedule, 12-09, Valuation and Qualifying Accounts [Abstract] 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] Money market funds Cash and Cash Equivalents, Fair Value Disclosure Customer related deferrals Deferred Revenue Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Total intangible assets, net Intangible Assets, Gross (Excluding Goodwill) Less: valuation allowance Valuation allowance against deferred tax assets Deferred Tax Assets, Valuation Allowance Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Asset Acquisition [Line Items] Asset Acquisition [Line Items] Changes in assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Non-current: Liabilities, Noncurrent [Abstract] SOFR Secured Overnight Financing Rate (SOFR) [Member] Rental Equipment [Abstract] Rental Equipment PEO Total Compensation Amount PEO Total Compensation Amount Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Accrued interest Interest Payable, Current Expected to Vest at end of period (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise Price Defined Benefit Plan, Plan Assets, Category [Axis] Defined Benefit Plan, Plan Assets, Category [Axis] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common Stock Common Stock [Member] 2027 Contractual Obligation, to be Paid, Year Three Elimination of historic interest Businessâ€Acquisitionâ€, Elimination Of Historic interest Businessâ€Acquisitionâ€, Elimination Of Historic interest 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] Debt instrument, redemption, period one Debt Instrument, Redemption, Period One [Member] Line of credit Line of Credit [Member] Segment Reporting [Abstract] Segment Reporting [Abstract] Entity Central Index Key Entity Central Index Key Foreign Currency Items Accumulated Foreign Currency Adjustment Attributable to Parent [Member] Discontinued Operations and Disposal Groups [Abstract] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Less: Current maturities of financing obligations Long-Term Debt, Current Maturities Segment Information Segment Reporting Disclosure [Text Block] Amortization of actuarial losses Accumulated Defined Benefit Plans Adjustment, Net Gain (Loss) Attributable to Parent [Member] Land and buildings Land and Building [Member] Stock-based compensation charges APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Measurement Basis [Axis] Measurement Basis [Axis] Performance period Share-based Compensation Arrangement by Share-based Payment Award, Award Performance Period Share-based Compensation Arrangement by Share-based Payment Award, Award Performance Period Intangible Assets, Net (Excluding Goodwill) [Abstract] Intangible Assets, Net (Excluding Goodwill) [Abstract] Title Trading Arrangement, Individual Title Schedule of Components of Income before Income Taxes Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block] Unrecognized tax benefits Unrecognized Tax Benefits Geographic Concentration Risk Geographic Concentration Risk [Member] W. Mark Humphrey [Member] W. Mark Humphrey City Area Code City Area Code Current liabilities: Liabilities Liabilities, Current [Abstract] Auditor Location Auditor Location Insurance reserves Self Insurance Reserve Disposal Group Classification [Domain] Disposal Group Classification [Domain] Revenue Recognition Revenue [Policy Text Block] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] ABL Credit Facility ABL Credit Facility [Member] ABL Credit Facility Schedule of Defined Benefit Plan Amounts Recognized in Other Comprehensive Income (Loss) Schedule of Defined Benefit Plan Amounts Recognized in Other Comprehensive Income (Loss) [Table Text Block] Remaining Capacity Line of Credit Facility, Remaining Borrowing Capacity Repurchase of common stock Payments for Repurchase of Common Stock Tax valuation allowances: SEC Schedule, 12-09, Valuation Allowance, Deferred Tax Asset [Member] Defined Benefit Pension Plans and Other Employee Benefits Pension and Other Postretirement Plans, Policy [Policy Text Block] Taxes payable Accrued Property, Sales, Use And Other Related Taxes Accrued Property, Sales, Use And Other Related Taxes SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Table] SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Table] Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Rental equipment, net Rental equipment, net Rental equipment, Net Rental Equipment, Net Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Earnings per share: Earnings Per Share [Abstract] Earnings Per Share [Abstract] Equity: Equity [Abstract] Retained earnings Retained Earnings (Accumulated Deficit) Finance lease, right-of-use asset, statement of financial position [extensible list] Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Schedule of Reclassification from Accumulated Other Comprehensive Income (Loss) Reclassification out of Accumulated Other Comprehensive Income [Table Text Block] Additions Goodwill, Translation and Measurement Period Adjustments Forfeited or expired (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Supplemental disclosures of non-cash investing activity: Supplemental Cash Flow Elements [Abstract] Schedule of Debt Schedule of Debt [Table Text Block] Cost of sales of rental equipment Cost Of Revenue Earning Equipment Sold Cost Of Revenue Earning Equipment Sold Deferred taxes Deferred Income Taxes and Tax Credits 2026 Long-Term Debt, Maturity, Year Two Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Present value of lease liabilities Operating Lease, Liability Underlying Securities Award Underlying Securities Amount Performance stock units Performance Shares [Member] Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Table] Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Table] Weightedâ€Average Assumptions Used to Determine Net Periodic Pension Cost (Benefit) Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Net Periodic Benefit Cost [Abstract] 2029 Finance Lease, Liability, to be Paid, Year Five Dividends declared Dividends, Common Stock, Cash Amendment Flag Amendment Flag Accounts receivable Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Receivables Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Machinery and equipment Machinery and Equipment [Member] Amortization of ROU assets Finance Lease, Right-of-Use Asset, Amortization Holding period for revenue earning equipment Property Subject To Or Available For Operating Lease, Holding Period Property Subject To Or Available For Operating Lease, Holding Period Actual return on plan assets Defined Benefit Plan, Plan Assets, Increase (Decrease) for Actual Return (Loss) Unamortized debt issuance costs Debt Issuance Costs, Net Service vehicles Service vehicles Vehicles [Member] Debt Debt Disclosure [Text Block] Fair Value Hierarchy [Domain] Fair Value

Hierarchy and NAV [Domain] Schedule of Intangible Assets, Net (Indefinite-Lived) Schedule of Indefinite-Lived Intangible Assets [Table Text Block] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Aggregate principal amount Debt Instrument, Face Amount Less amount representing interest (at a weighted-average interest rate of 5.45%) Contractual Obligation, Amount Representing Interest Contractual Obligation, Amount Representing Interest Entity Address, Postal Zip Code Entity Address, Postal Zip Code Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Schedule of Amounts Recognized in Balance Sheet Schedule of Amounts Recognized in Balance Sheet [Table Text Block] Rental Equipment Lessor, Operating Leases [Text Block] Other investing activities Payments for (Proceeds from) Other Investing Activities Other long-term assets Other Noncurrent Assets [Member] 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] Auditor Name Auditor Name Forfeited (in USD per share) Forfeited (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Current: Current Income Tax Expense (Benefit), Continuing Operations [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] Antidilutive stock options, RSUs and PSUs Share-Based Payment Arrangement [Member] Property and equipment useful life Property, Plant and Equipment, Useful Life Options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Fair Value Measurement [Domain] Fair Value Measurement [Domain] Accounts payable Increase (Decrease) in Accounts Payable Proceeds from employee stock purchase plan Proceeds from Stock Plans Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Property and equipment, net Property and equipment, net Property, Plant, and Equipment and Finance Lease Right-of-Use Asset, after Accumulated Depreciation and Amortization Impact of fair value adjustments/useful life changes on depreciation Impact of Fair Value Mark-ups/Useful Life Changes on Depreciation Impact of Fair Value Mark-ups/Useful Life Changes on Depreciation 2025 Contractual Obligation, to be Paid, Year One Financing cash flows from finance leases Finance Lease, Principal Payments Interest expense Business Acquisition, Pro Forma Interest Expense Business Acquisition, Pro Forma Interest Expense Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] 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] Weighted average shares outstanding: Weighted Average Number of Shares Outstanding, Diluted [Abstract] Projected benefit obligations Defined Benefit Plan, Pension Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Projected Benefit Obligation Total assets Total assets Assets Non-rental capital expenditures Payments to Acquire Property, Plant, and Equipment Earnings per share: Basic And Diluted Earnings Per Share [Abstract] Basic And Diluted Earnings Per Share Other long-term liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Federal and foreign permanent items Effective Income Tax Rate Reconciliation, Federal And Foreign Permanent Items, Amount Effective Income Tax Rate Reconciliation, Federal And Foreign Permanent Items, Amount Commitments and contingencies (Note 17) Commitments and Contingencies Stock Based Compensation Share-Based Payment Arrangement [Policy Text Block] Schedule of Statutory Federal Income Tax Rate to Income Before Income Taxes Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Termination Date Trading Arrangement Termination Date Organization and Description of Business Nature of Operations [Text Block] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Mortgage-Backed Securities Collateralized Mortgage-Backed Securities [Member] Other assets Increase (Decrease) in Inventories, Prepaid Expense and Other Assets The net change during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities and the net change during the reporting period in the value of this group of assets within the working capital section. 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Thereafter Contractual Obligation, to be Paid, after Year Five 2025 Long-Term Debt, Maturity, Year One Schedule of Purchase Price Allocation and Fair value and Useful Lives - 2021 Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Debt Instrument [Axis] Debt Instrument [Axis] Net income Net income Net income Total reclassifications for the period Net income, basic and diluted Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Topic 606 revenues Revenue from Contract with Customer, Including Assessed Tax 2030-2034 Defined Benefit Plan, Expected Future Benefit Payment, after Year Five for Next Five Years Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Schedule of Pension Plan Assets Schedule of Allocation of Plan Assets [Table Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Right-of-use assets Deferred Tax Assets, Tax Deferred Expense, Right of Use Assets Deferred Tax Assets, Tax Deferred Expense, Right of Use Assets Entity File Number Entity File Number Schedule of Assumptions Used Defined Benefit Plan, Assumptions [Table Text Block] Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Other comprehensive income (loss) before reclassification OCI, before Reclassifications, before Tax, Attributable to Parent Denominator: Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Federal Current Federal Tax Expense (Benefit) Other Other Rental, Miscellaneous [Member] Other Rental, Miscellaneous Effect of foreign exchange rate changes on cash and cash equivalents Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Name Forgone Recovery, Individual Name International Emerging Markets International Emerging Markets [Member] International Emerging Markets [Member] Operating leases Operating Lease, Weighted Average Remaining Lease Term Translation Adjustments SEC Schedule, 12-09, Valuation Allowances and Reserves, Increase (Decrease) Adjustment Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Deferred tax liabilities: Components of Deferred Tax Liabilities [Abstract] Schedule of Expected Benefit Payments Schedule of Expected Benefit Payments [Table Text Block] Goodwill Disposal Group, Including Discontinued Operation, Goodwill, Noncurrent Intangible asset amortization Business Acquisition, Pro Forma Amortization Of Intangible Assets Business Acquisition, Pro Forma Amortization Of Intangible Assets Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Adjustment to Compensation: Adjustment to Compensation [Axis] Accounts Receivable Accounts Receivable [Member] Sale Leaseback Transaction, Name [Domain] Sale Leaseback Transaction, Name [Domain] Goodwill classified as held for sale Goodwill, Written off Related to Sale of Business Unit Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Related Party [Axis] Related and Nonrelated Parties [Axis] Basic (in shares) Basic weighted average common shares (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Property and equipment Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment Name Awards Close in Time to MNPI Disclosures, Individual Name Construction in progress Construction in progress [Member] Revenue Benchmark Revenue Benchmark [Member] Number of companies Number of Businesses Acquired Entity Filer Category Entity Filer Category Loss Contingencies [Line Items] Loss Contingencies [Line Items] Statistical Measurement [Domain] Statistical Measurement [Domain] Contract with customer, asset, after allowance for credit loss, current Contract with Customer, Asset, after Allowance for Credit Loss, Current Schedule of Components of Lease Expense Lease, Cost [Table Text Block] Derivatives, Fair Value [Line Items] Derivatives, Fair Value [Line Items] Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Schedule of Computation of Basic and Diluted Earnings Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Sales of rental equipment Sales of Revenue Earning Equipment [Member] Sales of Revenue Earning Equipment [Member] Award vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Senior secured revolving credit facility Senior Secured Revolving Credit Facility [Member] Senior Secured Revolving Credit Facility [Member] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Assets held for sale: Disposal Group, Including Discontinued Operation, Assets [Abstract] SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Line Items] SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Line Items] Cash paid for income taxes, net Income Taxes Paid, Net Equipment rental Equipment Rental [Member] Equipment Rental [Member] Schedule of Expenses and Associated Income Tax Benefits Share-Based Payment Arrangement, Cost by Plan [Table Text Block] Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Financing obligations, net Finance Lease, Liability, Financing Obligation, Net Finance Lease, Liability, Financing Obligation, Net Income Tax Contingency [Table] Income Tax Contingency [Table] Deferred: Deferred Income Tax Expense (Benefit), Continuing Operations [Abstract] Interest credit rate Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Weighted-Average Interest Crediting Rate Total Share-Based Payment Arrangement, Expense, after Tax Other Performance Measure, Amount Other Performance Measure, Amount Average rate of increase in compensation Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Rate of Compensation Increase 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Three Lessee, Operating Leases [Text Block] Common stock, shares outstanding (in shares) Beginning balance (in shares) Ending balance (in shares) Common Stock, Shares, Outstanding Documents Incorporated by Reference Documents Incorporated by Reference [Text Block] Operating lease, cost Operating Lease, Cost Canadian Dealer Offered Rates Canadian Dealer Offered Rates [Member] Canadian Dealer Offered Rates Number of shares available for grant (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Operating lease liabilities Operating lease, liability, noncurrent Operating Lease, Liability, Noncurrent Benefits paid Defined Benefit Plan, Benefit Obligation, Benefits Paid Debt instrument, redemption, period five Debt Instrument, Redemption, Period Five [Member] Obligations subject to non-cash gain on future sale of property Obligations Subject To Non-Cash Gain On Future Sale Obligations Subject To Non-Cash Gain On Future Sale Interest on lease liabilities Finance Lease, Interest Expense Entity Tax Identification Number Entity Tax Identification Number Intangible Asset, Finite-Lived [Table] Intangible Asset, Finite-Lived [Table] Foreign Deferred Foreign Income Tax Expense (Benefit) Retirement Plan Type [Axis] Retirement Plan Type [Axis] Ultimate healthcare cost trend rate Defined Benefit Plan, Ultimate Health Care Cost Trend Rate Rental equipment Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Equipment Average rate of increase in compensation Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Rate of Compensation Increase 2028 Contractual Obligation, to be Paid, Year Four Debt instrument, redemption, period two Debt Instrument, Redemption, Period Two [Member] Treasury Stock Treasury Stock, Common [Member] Sale Leaseback Transaction, Description [Axis] Sale Leaseback Transaction, Description [Axis] Schedule of Additional Information Pertaining to Option Activity Cash Proceeds Received and Tax Benefit from Share-Based Payment Awards [Table Text Block] U.S. Treasuries U.S. Treasury Securities [Member] Other long-term assets Disposal Group, Including Discontinued Operation, Other Assets, Noncurrent Thereafter Finance Lease, Liability, to be Paid, after Year Five Equity Components [Axis] Equity Components [Axis] Total lease payments Finance Lease, Liability, to be Paid Other current assets Other Assets, Current Concentration risk, percentage Concentration risk, threshold, percentage Concentration Risk, Threshold, Percentage Concentration Risk, Threshold, Percentage Receivables Accounts Receivable [Policy Text Block] Trade name Trade Names [Member] Historic/combined pretax income Business Acquisition, Pro Forma Net Income (Loss) Defined benefit plan, actual benefit plan obligation allocations Defined Benefit Plan, Actual Benefit Plan Obligation Allocations Defined Benefit Plan, Actual Benefit Plan Obligation Allocations Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Supplemental disclosures of non-cash investing and financing activity: Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract] Geographical [Axis] Geographical [Axis] 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Repurchase of common stock Stock Repurchased During Period, Value 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] Acquisition holdbacks Business Combination, Contingent Consideration, Liability, Current Lessee, Lease, Description [Line Items] Lessee, Lease, Description [Line Items] Rebate accrual Accrued Rebates Accrued Rebates Cash and cash equivalents at beginning of period Cash and cash equivalents at end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Availability Under Borrowing Base Limitation Line of Credit Facility, Remaining Borrowing Capacity Under Borrowing Base Limitation Line of Credit Facility, Remaining Borrowing Capacity Under Borrowing Base Limitation Unrecognized compensation cost Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Foreign Current Foreign Tax Expense (Benefit) Current assets: Assets, Current [Abstract] U.S. Mid Cap U.S. Mid Cap [Member] U.S. Mid Cap [Member] Indefinite-lived Intangible Assets, Major Class Name [Domain] Indefinite-Lived Intangible Assets, Major Class Name [Domain] Treasury stock, shares (in shares) Treasury Stock, Common, Shares 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] Short-term lease, cost Short-Term Lease, Cost Receivables allowances: SEC Schedule, 12-09, Allowance, Credit Loss [Member] Vested (in USD 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 Total expected future benefit payments Defined Benefit Plan, Expected Future Benefit Payments Defined Benefit Plan, Expected Future Benefit Payments Goodwill [Roll Forward] Goodwill [Roll Forward] Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Preferred stock, shares outstanding (in shares) Preferred Stock, Shares Outstanding Security Exchange Name Security Exchange Name Interest rate Debt Instrument, Basis Spread on Variable Rate Reclassification out of Accumulated Other Comprehensive Income Reclassification out of Accumulated Other Comprehensive Income [Member] Exercised (in USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Units Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] State and local Current State and Local Tax Expense (Benefit) Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Equipment acquired through finance lease Finance leases Right-of-Use Asset Obtained in Exchange for Finance Lease Liability Goodwill and Intangible Assets Disclosure [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Common stock, shares issued (in shares) Common Stock, Shares, Issued Pension and postretirement benefit liability adjustments arising during the period Other Comprehensive Income (Loss), Defined Benefit Plan, Gain (Loss), Reclassification Adjustment from AOCI, before Tax Maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Concentration risk, percentage Concentration Risk, Percentage Computer equipment Computer equipment and software Computer Equipment [Member] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Schedule of Benefit Obligations in Excess of Plan Assets Defined Benefit Plan, Plan with Projected Benefit Obligation in Excess of Plan Assets [Table Text Block] Reserves for Self-Insured Claims Short-Duration Contracts, Policy [Policy Text Block] Lessee, renewal term Lessee, Renewal Term Lessee, Renewal Term Common stock, shares authorized (in shares) Common Stock, Shares Authorized Acquisitions, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired AR Facility Asset-Backed Securities, Securitized Loans and Receivables [Member] Plan settlements Defined Benefit Plan, Plan Assets, Payment for Settlement Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Schedule of Cash Flow Information Related to Leases Schedule of Cash Flow, Supplemental Disclosures [Table Text Block] Entity Voluntary Filers Entity Voluntary Filers Preferreds Preferreds [Member] Preferreds Net amortization of actuarial net loss Defined Benefit Plan, Amortization of Gain (Loss) Statement of Financial Position Location, Balance [Axis] Statement of Financial Position Location, Balance [Axis] Total deferred Deferred Income Tax Expense (Benefit) Property and equipment, net Disposal Group, Including Discontinued Operation, Property, Plant and Equipment, Noncurrent Property and Equipment Property, Plant and Equipment Disclosure [Text Block] Discount rate Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Discount Rate Settlement loss Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Gain (Loss) Due to Settlement Schedule of Pro Forma Supplementary Data Business Acquisition, Pro Forma Information [Table Text Block] Tax benefit realized on exercise of stock options Share-Based Payment Arrangement, Exercise of Option, Tax Benefit Total other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Fair Value, Measurements, Recurring Fair Value, Recurring [Member] Income Tax Contingency [Line Items] Income Tax Contingency [Line Items] Receivables, net of allowances of \$22 and \$20, respectively Accounts Receivable, after Allowance for Credit Loss, Current Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Revenues from External Customers and Long-Lived Assets [Line Items] Revenues from External Customers and Long-Lived Assets [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Financing obligations, net Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Fair value of plan assets at beginning of year Fair value of plan assets at end of year Defined benefit plan, plan assets, amount Defined Benefit Plan, Plan Assets, Amount Thereafter Long-Term Debt, Maturity, after Year Five Liabilities held for sale Total current liabilities held for sale Disposal Group, Including Discontinued Operation, Liabilities, Current

Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Document Annual Report Document Annual Report 2027 Finance Lease, Liability, to be Paid, Year Three Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Trade name Indefinite-Lived Intangible Assets (Excluding Goodwill) Amortization of intangible assets Amortization of Intangible Assets SEC Schedule, 12-09, Movement in Valuation Allowances and Reserves [Roll Forward] SEC Schedule, 12-09, Movement in Valuation Allowances and Reserves [Roll Forward] International Non-US [Member] Accounting Policies [Abstract] Accounting Policies [Abstract] Revenues: Revenues [Abstract] Leasehold improvements Leasehold Improvements [Member] Business Combinations Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Beginning Balance Ending Balance SEC Schedule, 12-09, Valuation Allowances and Reserves, Amount Less: Interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount PEO Name PEO Name Less: accumulated depreciation Accumulated amortization Finance Lease, Right-of-Use Asset, Accumulated Amortization Award Type [Domain] Award Type [Domain] Receivables Disposal Group, Including Discontinued Operation, Accounts, Notes and Loans Receivable, Net Net settlement on vesting of equity awards (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Otay Otay Mesa Sales [Member] Otay Mesa Sales Other long-term liabilities Liability, Defined Benefit Plan, Noncurrent Non-PEO NEO Non-PEO NEO [Member] Estimated economic lives Finite-Lived Intangible Asset, Useful Life Total identifiable assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Additional Paid-In Capital Additional Paid-in Capital [Member] Finance lease, liability, noncurrent Finance Lease, Liability, Noncurrent Depreciation of rental equipment Depreciation of rental equipment Equipment Expense Rental Equipment [Table] Rental Equipment [Table] Rental Equipment Intangible assets, net Disposal Group, Including Discontinued Operation, Intangible Assets, Noncurrent Employee Retirement Benefits Retirement Benefits [Text Block] All other items, net Effective Income Tax Rate Reconciliation, Other Adjustments, Amount Recently Issued Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] 2028 Finance Lease, Liability, to be Paid, Year Four Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Series of Individually Immaterial Business Acquisitions Series of Individually Immaterial Business Acquisitions [Member] Sales of rental equipment, New equipment, Parts and supplies Sales Of Rental Equipment, New Equipment, Parts And Supplies [Member] Sales Of Rental Equipment, New Equipment, Parts And Supplies Number of Operating Segments Number of Operating Segments Deferred tax assets: Components of Deferred Tax Assets [Abstract] Total fair value of pension plan assets Total Plan Assets, Excluding Assets Expected to be Transferred in [Member] Total Plan Assets, Excluding Assets Expected to be Transferred in [Member] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Stock-based compensation charges Compensation expense Share-Based Payment Arrangement, Noncash Expense Number of employees Entity Number of Employees Total net deferred tax assets Deferred tax assets, net Deferred Tax Assets, Net of Valuation Allowance Sale Leaseback Transaction [Line Items] Sale Leaseback Transaction [Line Items] Pension and Other Post-Employment Benefits Pension and other postretirement benefit plans Accumulated Defined Benefit Plans Adjustment Attributable to Parent [Member] Weighted Average Stated Interest Rate Stated rate Debt Instrument, Interest Rate, Stated Percentage Supplemental disclosures of cash flow information: Supplemental Cash Flow Information [Abstract] Rental Equipment Lessor, Leases [Policy Text Block] Income tax provision related to pension and postretirement plans Other Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, Tax, Attributable to Parent Schedule of Rental Equipment Schedule of Rental Equipment [Table Text Block] Schedule of Rental Equipment Reclassification out of Accumulated Other Comprehensive Income [Domain] Reclassification out of Accumulated Other Comprehensive Income [Domain] Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Schedule II - Valuation and Qualifying Accounts SEC Schedule, 12-09, Schedule of Valuation and Qualifying Accounts Disclosure [Text Block] Auditor Firm ID Auditor Firm ID Net actuarial (loss) gain Accumulated Other Comprehensive Income (Loss), Defined Benefit Plan, Gain (Loss), after Tax Variable Rate [Domain] Variable Rate [Domain] Change in valuation allowance Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Amount Schedule of Balance sheet Information Related to Leases Assets and Liabilities Leases [Table Text Block] Assets and Liabilities Leases Number of reportable segments Number of Reportable Segments Total liabilities and equity Liabilities and Equity Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Fair Value Hierarchy [Axis] Fair Value Hierarchy and NAV [Axis] 2026 Finance Lease, Liability, to be Paid, Year Two Less: Current maturities of long-term debt Long-Term Debt and Lease Obligation, Current Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Schedule of Restricted Stock Units Activity Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block] Schedule of Nominal Principal Amounts of Maturities of Debt Schedule of Maturities of Long-Term Debt [Table Text Block] Operating leases Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Expected return on plan assets Defined Benefit Plan, Expected Return (Loss) on Plan Assets Individual: Individual [Axis] Accumulated Other Comprehensive Income (Loss) AOCI Attributable to Parent [Member] Product and Service [Axis] Product and Service [Axis] Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] 2026 Contractual Obligation, to be Paid, Year Two Net identifiable assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net Benefits paid Defined Benefit Plan, Plan Assets, Benefits Paid Schedule of Useful Lives Schedule of Property and Equipment Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Sublease income Sublease Income Acquisition price Business Combination, Consideration Transferred 2029 Contractual Obligation, to be Paid, Year Five Software development Software Development [Member] Minimum Minimum [Member] Unamortized financing issuance costs Unamortized Debt Issuance Expense Adoption Date Trading Arrangement Adoption Date Related Party Transactions [Abstract] Related Party Transactions [Abstract] Provision for receivables allowance Accounts Receivable, Credit Loss Expense (Reversal) Pension and postretirement benefit liability 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Equipment, Accumulated Depreciation Rental Equipment, Accumulated Depreciation Arrangement Duration Trading Arrangement Duration Leases Lessee, Finance Leases [Text Block] Goodwill and Intangible Assets Goodwill and Intangible Assets Disclosure [Text Block] Financing Obligation Financing Obligation [Member] Financing Obligation Federal Domestic Tax Jurisdiction [Member] Gain on sale of rental equipment Gain (Loss) on Sale of Leased Assets, Net, Operating Leases Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Present value of lease liabilities Finance lease liabilities Finance Lease, Liability 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] Basis of Presentation and Significant Accounting Policies Basis of Presentation and Significant Accounting Policies [Text Block] Buildings Building [Member] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Aggregate Fair Value Debt Instrument, Fair Value Disclosure Other expense (income), net Other Nonoperating Income (Expense) Goodwill, beginning of the period Goodwill, end of the period Goodwill, Gross Postretirement Postretirement Other Postretirement Benefits Plan [Member] Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Intangible assets, net Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Schedule of Borrowing Capacity and Availability on Line of Credit Schedule of Line of Credit Facilities [Table Text Block] Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Change in Fair Value of Plan Assets Defined Benefit Plan, Change in Fair Value of Plan Assets [Roll Forward] Business Acquisition [Axis] Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Weightedâ€Average Assumptions Used to Determine Projected Benefit Obligations Defined Benefit Plan, Assumptions Used in Calculations [Abstract] Disposal Groups, Including Discontinued Operations [Table] Disposal Groups, Including Discontinued Operations [Table] Related Party [Domain] Related and Nonrelated Parties [Domain] Non-rental depreciation and amortization Cost, Depreciation and Amortization Deferred tax liabilities Deferred Income Tax Liabilities, Net Debt issuance costs, line of credit arrangements, net Debt Issuance Costs, Line of Credit Arrangements, Net Repurchase of common stock (in shares) Stock Repurchased During Period, Shares Sale Leaseback Transaction [Table] Sale Leaseback Transaction [Table] Intangibles Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Finite-Lived Intangibles Federal Deferred Federal Income Tax Expense (Benefit) Schedule of Accrued Liabilities Schedule of Accrued Liabilities [Table Text Block] Total lease liabilities Operating Lease And Finance Lease Liability Operating Lease And Finance Lease Liability Herc Herc Rental Inc [Member] Herc Rental Inc Proceeds from disposal of rental equipment Proceeds From The Sale Of Equipment On Lease Proceeds From The Sale Of Equipment On Lease Number of locations Number Of Locations Number Of Locations Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Thereafter Finite-Lived Intangible Asset, Expected Amortization, after Year Five Prepaid expenses Deferred Tax Liabilities, Prepaid Expenses Change in Projected Benefit Obligations Defined Benefit Plan, Change in Benefit Obligation [Roll Forward] Measure: Measure [Axis] Net settlement on vesting of equity awards Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Non-compete agreements Noncompete Agreements [Member] Number of locations acquired Business Acquisition, Number Of Locations Business Acquisition, Number Of Locations Preferred stock, shares authorized (in shares) Preferred Stock, Shares Authorized Remaining lease term Lessee, Remaining Lease Term Lessee, Remaining Lease Term 2025 Defined Benefit Plan, Expected Future Benefit Payment, Year One Entity Emerging Growth Company Entity Emerging Growth Company Indefinite-lived Intangible Assets [Axis] Indefinite-Lived Intangible Assets [Axis] 2029 Long-Term Debt, Maturity, Year Five Lessee, Lease, Description [Table] Lessee, Lease, Description [Table] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Accumulated benefit obligations Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Accumulated Benefit Obligation Finance lease assets, net Finance lease ROU assets Finance Lease, Right-of-Use Asset, after Accumulated Amortization Equity Component [Domain] Equity Component [Domain] Preferred stock, par value (in USD per share) Preferred Stock, Par or Stated Value Per Share Other current assets Disposal Group, Including Discontinued Operation, Other Assets, Current Adjustments to reconcile net income to net cash provided by operating activities: Adjustments, Noncash Items, to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code 2028 Defined Benefit Plan, Expected Future Benefit Payment, Year Four SEC Schedule, 12-09, Valuation Allowances and Reserves [Domain] SEC Schedule, 12-09, Valuation Allowances and Reserves [Domain] Statement [Table] Statement [Table] Measurement Frequency [Domain] Measurement Frequency [Domain] Numerator: Net Income (Loss) Available to Common Stockholders, Diluted [Abstract] Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Property and equipment, gross Property, Plant, and Equipment and Finance Lease Right-of-Use Asset, before Accumulated Depreciation and Amortization Level 1 Fair Value, Inputs, Level 1 [Member] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Senior Notes Senior Notes [Member] Accrued liabilities and other long-term liabilities Increase (Decrease) in Accrued Liabilities Exercisable at end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number 2027 Long-Term Debt, Maturity, Year Three Total revenue since acquisition date Business Combination, Pro Forma Information, Revenue of Acquiree since Acquisition Date, Actual Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Employer contribution Defined Benefit Plan, Plan Assets, Contributions by Employer Accumulated Other Comprehensive Income (Loss) [Table] Accumulated Other Comprehensive Income (Loss) [Table] Entity Well-known Seasoned Issuer Entity Well-known Seasoned Issuer Current maturities of operating lease liabilities Disposal Group Including Discontinued Operation, Maturities Of Operating Lease Liabilities, Current Disposal Group Including Discontinued Operation, Maturities Of Operating Lease Liabilities, Current Income Taxes Income Tax Disclosure [Text Block] 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Operating Lease, Lease Income, Statement of Income or Comprehensive Income [Extensible Enumeration] Operating Lease, Lease Income, Statement of Income or Comprehensive Income [Extensible Enumeration] Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Operating leases Operating Lease, Weighted Average Discount Rate, Percent Net cash provided by financing activities Net Cash Provided by (Used in) Financing Activities Goodwill impairment Effective Income Tax Rate Reconciliation, Nondeductible Expense, Impairment Losses, Amount Fixed charge coverage ratio, minimum Line Of Credit Facility, Covenant Terms, Fixed Charge Coverage Ratio, Minimum Line Of Credit Facility, Covenant Terms, Fixed Charge Coverage Ratio, Minimum Line Of Credit Facility [Axis] Credit Facility [Axis] Direct operating Direct Operating Costs Elimination of merger related costs Business Acquisition, Elimination Of Merger Related Costs Business Acquisition, Elimination Of Merger Related Costs Entity Registrant Name Entity Registrant Name Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities, Continuing Operations [Abstract] Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Reclassification out of Accumulated Other Comprehensive Income [Axis] Reclassification out of Accumulated Other Comprehensive Income [Axis] Foreign currency translation adjustments Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent State and local Deferred State and Local Income Tax Expense (Benefit) Operating lease liabilities Disposal Group, Including Discontinued Operation, Operating Lease Liabilities, Noncurrent Disposal Group, Including Discontinued Operation, Operating Lease Liabilities, Noncurrent Fair Value as of Grant Date Award Grant Date Fair Value Foreign taxes Effective Income Tax Rate Reconciliation, Foreign Income Tax Rate Differential, Amount Customer concentration risk Customer Concentration Risk [Member] THC Affiliated Entity [Member] Level 2 Fair Value, Inputs, Level 2 [Member] Geographical [Domain] Geographical [Domain] Schedule of Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] Total financing obligations Financing Obligation, Net Financing Obligation, Net Principles of Consolidation Consolidation, Policy [Policy Text Block] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock, \$0.01 par value, 133.3 shares authorized, 33.3 and 33.1 shares issued and 28.4 and 28.2 shares outstanding Common Stock, Value, Issued Document Financial Statement Error Correction Document Financial Statement Error Correction [Flag] Operating cash flows from finance leases Finance Lease, Interest Payment on Liability AmountsÂ RecognizedÂ inÂ BalanceÂ Sheet Defined Benefit Plan, Amounts for Asset (Liability) Recognized in Statement of Financial Position [Abstract] Share-based Payment Arrangement [Abstract] Share-Based Payment Arrangement [Abstract] Finance lease, liability, current, statement of financial position [Extensible List] Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Financing Obligations Sale Leaseback Transactions [Text Block] Indefinite-lived Intangible Assets [Line Items] Indefinite-Lived Intangible Assets [Line Items] Impairment of intangible assets (Excluding goodwill) Impairment of Intangible Assets (Excluding Goodwill) 2029 Defined Benefit Plan, Expected Future Benefit Payment, Year Five Concentration Risk [Line Items] Concentration Risk [Line Items] Preferred stock, \$0.01 par value, 13.3 shares authorized, no shares issued and outstanding Preferred Stock, Value, Issued State and local income taxes, net of federal income tax Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount Total deferred tax liabilities Deferred Tax Liabilities, Gross 2029 Notes 2029 Notes [Member] 2029 Notes Basic (in USD per share) Earnings Per Share, Basic Cash Cash and Cash Equivalents [Member] Operating cash flows from operating leases Operating Lease, Payments Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Total minimum financing obligations payments Contractual Obligation Expiration period Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Current liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities Deferred tax assets unutilized for net operating losses Deferred Tax Assets, Operating Loss Carryforwards, Domestic Non-rental capital expenditures in accounts payable Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Asset allocation percentage Defined Benefit Plan, Plan Assets, Actual Allocation, Percentage Disposal Group, Held-for-Sale, Not Discontinued Operations Disposal Group, Held-for-Sale, Not Discontinued Operations [Member] Property and Equipment Property, Plant and Equipment, Policy [Policy Text Block] Intangible assets Deferred Tax Liabilities, Intangible Assets Total current liabilities Liabilities, Current Concentration of Credit Risk Concentration Risk, Credit Risk, Policy [Policy Text

[illegible]

[illegible]

[illegible]

Document Period End Date	Dec. 31, 2024
Current Fiscal Year End Date	--12-31
Document Transition Report	false
Entity File Number	001-33139
Entity Registrant Name	HERC HOLDINGS INC.
Entity Incorporation, State or Country Code	DE
Entity Tax Identification Number	20-3530539
Entity Address, Address Line One	27500 Riverview Center Blvd.
Entity Address, City or Town	Bonita Springs
Entity Address, State or Province	FL
Entity Address, Postal Zip Code	34134
City Area Code	239
Local Phone Number	301-1000
Title of 12(b) Security Trading Symbol	Common Stock, par value \$0.01 per share HRI
Security Exchange Name	NYSE
Entity Well-known Seasoned Issuer	Yes
Entity Voluntary Filers	No
Entity Current Reporting Status	Yes
Entity Interactive Data Current	Yes
Entity Filer Category	Large Accelerated Filer
Entity Small Business	false
Entity Emerging Growth Company	false
Auditor Attestation Flag	true
Document Financial Statement Error Correction	false
Entity Shell Company	false
Entity Public Float	

\$
3,350

Entity Common Stock, Shares Outstanding	28,455,466

[Documents Incorporated by Reference](#) Certain portions, as expressly described in this report, of the Registrant's Proxy Statement for its 2025 annual meeting of stockholders, to be filed within 120 days of December 31, 2024 (the "Proxy Statement"), are incorporated by reference into Part III.

Entity Central Index Key	0001364479
Document Fiscal Period Focus	FY
Document Fiscal Year Focus	2024
Amendment Flag	false

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Audit Information	12 Months Ended
	Dec. 31, 2024

[Auditor Information \[Abstract\]](#)

Auditor Name	PricewaterhouseCoopers LLP
Auditor Location	Tampa, Florida
Auditor Firm ID	238

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CONSOLIDATED BALANCE SHEETS - USD (\$) \$ in Millions	Dec. 31, 2024	Dec. 31, 2023

[Current assets:](#)

Cash and cash equivalents	\$ 83	\$ 71
Receivables, net of allowances of \$22 and \$20, respectively	589	563
Prepaid expenses	47	30
Other current assets	40	47
Assets held for sale	17	21
Total current assets	776	732
Rental equipment, net	4,225	3,831
Property and equipment, net	554	465
Right-of-use lease assets	852	665
Intangible assets, net	572	467
Goodwill	670	483
Other long-term assets	8	10
Assets held for sale	220	408
Total assets	7,877	7,061

[Current liabilities:](#)

Current maturities of long-term debt and financing obligations	21	19
Current maturities of operating lease liabilities	39	37
Accounts payable	248	212
Accrued liabilities	239	221
Liabilities held for sale	15	19
Total current liabilities	562	508
Long-term debt, net	4,069	3,673
Financing obligations, net	101	104
Operating lease liabilities	842	646
Deferred tax liabilities	800	743
Other long-term liabilities	47	46
Liabilities held for sale	60	68
Total liabilities	6,481	5,788

[Commitments and contingencies \(Note 17\)](#)

[Equity:](#)

Preferred stock, \$0.01 par value, 13.3 shares authorized, no shares issued and outstanding	0	0
Common stock, \$0.01 par value, 133.3 shares authorized, 33.3 and 33.1 shares issued and 28.4 and 28.2 shares outstanding	0	0
Additional paid-in capital	1,832	1,820
Retained earnings	633	498
Accumulated other comprehensive loss	(142)	(118)
Treasury stock, at cost, 4.9 shares and 4.9 shares	(927)	(927)
Total equity	1,396	1,273
Total liabilities and equity	\$ 7,877	\$ 7,061

CONSOLIDATED BALANCE SHEETS (Parenthetical) - USD (\$) \$ in Millions			Dec. 31, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]				
Receivables, allowance for doubtful accounts	\$ 22		\$ 20	
Preferred stock, par value (in USD per share)	\$ 0.01		\$ 0.01	
Preferred stock, shares authorized (in shares)	13,300,000		13,300,000	
Preferred stock, shares issued (in shares)	0		0	
Preferred stock, shares outstanding (in shares)	0		0	
Common stock, par value (in USD per share)	\$ 0.01		\$ 0.01	
Common stock, shares authorized (in shares)	133,300,000		133,300,000	
Common stock, shares issued (in shares)	33,300,000		33,100,000	
Common stock, shares outstanding (in shares)	28,400,000		28,200,000	
Treasury stock, shares (in shares)	4,900,000		4,900,000	

CONSOLIDATED STATEMENTS OF OPERATIONS - USD (\$) shares in Millions, \$ in Millions				12 Months Ended		
				Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Revenues:						
Total revenues		\$ 3,568		\$ 3,282		\$ 2,740
Expenses:						
Direct operating		1,291		1,139		1,029
Depreciation of rental equipment		679		643		536
Cost of sales of rental equipment		224		252		89
Cost of sales of new equipment, parts and supplies		24		25		21
Selling, general and administrative		480		448		411
Non-rental depreciation and amortization		127		112		95
Interest expense, net		260		224		122
Loss on assets held for sale		194		0		0
Other expense (income), net		(2)		(8)		3
Total expenses		3,277		2,835		2,306
Income before income taxes		291		447		434
Income tax provision		(80)		(100)		(104)
Net income		\$ 211		\$ 347		\$ 330
Weighted average shares outstanding:						
Basic (in shares)		28.4		28.5		29.6
Diluted (in shares)		28.5		28.7		30.2
Earnings per share:						
Basic (in USD per share)		\$ 7.43		\$ 12.18		\$ 11.15
Diluted (in USD per share)		\$ 7.40		\$ 12.09		\$ 10.92
Equipment rental						
Revenues:						
Total revenues		\$ 3,189		\$ 2,870		\$ 2,552
Sales of rental equipment						
Revenues:						
Total revenues		311		346		125
Sales of new equipment, parts and supplies						
Revenues:						
Total revenues		37		38		36
Service and other revenue						
Revenues:						
Total revenues		\$ 31		\$ 28		\$ 27

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME - USD (\$) \$ in Millions					12 Months Ended		
					Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Statement of Comprehensive Income [Abstract]							
Net income					\$ 211	\$ 347	\$ 330
Other comprehensive income (loss):							
Foreign currency translation adjustments					(25)	7	(17)
Pension and postretirement benefit liability adjustments:							
Amortization of net losses and settlement losses included in net periodic pension cost		2			1		2
Pension and postretirement benefit liability adjustments arising during the period		(1)			3		(13)
Income tax provision related to pension and postretirement plans		0			0		(1)
Total other comprehensive income (loss)		(24)			11		(29)
Total comprehensive income		\$ 187			\$ 358		\$ 301

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY - USD (\$) \$ in Millions						
	Total	Common Stock	Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Stock
Beginning balance (in shares) at Dec. 31, 2021		29,700,000				
Beginning balance at Dec. 31, 2021	\$ 977	\$ 0	\$ 1,822	\$ (53)	\$ (100)	\$ (692)
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Net income	330			330		
Other comprehensive income (loss)	(29)				(29)	
Stock-based compensation charges	27		27			
Dividends declared	(71)		(18)	(53)		
Net settlement on vesting of equity awards (in shares)		300,000				
Net settlement on vesting of equity awards	(15)		(15)			
Employee stock purchase plan	4		4			
Repurchase of common stock (in shares)		(1,100,000)				
Repurchase of common stock	(115)					(115)
Ending balance (in shares) at Dec. 31, 2022		28,900,000				
Ending balance at Dec. 31, 2022	1,108	\$ 0	1,820	224	(129)	(807)
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Net income	347			347		
Other comprehensive income (loss)	11				11	
Stock-based compensation charges	18		18			

Dividends declared	(73)			(73)		
Net settlement on vesting of equity awards (in shares)		300,000				
Net settlement on vesting of equity awards	(25)		(25)			
Employee stock purchase plan	4		4			
Exercise of stock options (in shares)		100,000				
Exercise of stock options	3		3			
Repurchase of common stock (in shares)		(1,100,000)				
Repurchase of common stock	\$ (120)					(120)
Ending balance (in shares) at Dec. 31, 2023	28,200,000	28,200,000				
Ending balance at Dec. 31, 2023	\$ 1,273	\$ 0	1,820	498	(118)	(927)
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Net income	211			211		
Other comprehensive income (loss)	(24)				(24)	
Stock-based compensation charges	17		17			
Dividends declared	(76)			(76)		
Net settlement on vesting of equity awards (in shares)		100,000				
Net settlement on vesting of equity awards	(12)		(12)			
Employee stock purchase plan	\$ 5		5			
Exercise of stock options (in shares)	14,484	100,000				
Exercise of stock options	\$ 2		2			
Ending balance (in shares) at Dec. 31, 2024	28,400,000	28,400,000				
Ending balance at Dec. 31, 2024	\$ 1,396	\$ 0	\$ 1,832	\$ 633	\$ (142)	\$ (927)

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	12 Months Ended		
STATEMENTS OF			
CHANGES IN EQUITY			
(Parenthetical) - \$ / shares	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022

Statement of Stockholders' Equity [Abstract]

Dividends declared (in USD per share)	\$ 2.66	\$ 2.53	\$ 2.30

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	12 Months Ended		
STATEMENTS OF			
CASH FLOWS - USD (\$)			
\$ in Millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022

Cash flows from operating activities:

Net income	\$ 211	\$ 347	\$ 330
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of rental equipment	679	643	536
Depreciation of property and equipment	82	71	64
Amortization of intangible assets	45	41	31
Amortization of deferred debt and financing obligations costs	5	4	4
Stock-based compensation charges	17	18	27
Provision for receivables allowance	70	65	52
Loss on assets held for sale	194	0	0
Deferred taxes	59	89	83
Gain on sale of rental equipment	(87)	(94)	(36)
Other	12	1	5

Changes in assets and liabilities:

Receivables	(62)	(98)	(172)
Other assets	(26)	(22)	(15)
Accounts payable	2	7	(23)
Accrued liabilities and other long-term liabilities	24	14	31
Net cash provided by operating activities	1,225	1,086	917

Cash flows from investing activities:

Rental equipment expenditures	(1,048)	(1,320)	(1,168)
Proceeds from disposal of rental equipment	288	325	121
Non-rental capital expenditures	(161)	(156)	(104)
Proceeds from disposal of property and equipment	10	15	7
Acquisitions, net of cash acquired	(600)	(430)	(515)
Other investing activities	0	(15)	(23)
Net cash used in investing activities	(1,511)	(1,581)	(1,682)

Cash flows from financing activities:

Proceeds from issuance of long-term debt	800	0	0
Proceeds from revolving lines of credit and securitization	2,008	2,127	2,618
Repayments on revolving lines of credit and securitization	(2,399)	(1,387)	(1,616)
Principal payments under finance lease and financing obligations	(19)	(16)	(15)
Payment of debt financing costs	(9)	(1)	(8)
Dividends paid	(77)	(73)	(68)
Net settlement on vesting of equity awards	(12)	(25)	(15)
Proceeds from employee stock purchase plan	5	4	4
Proceeds from exercise of stock options	2	3	0
Repurchase of common stock	0	(120)	(115)
Net cash provided by financing activities	299	512	785
Effect of foreign exchange rate changes on cash and cash equivalents	(1)	0	(1)
Net change in cash and cash equivalents during the period	12	17	19
Cash and cash equivalents at beginning of period	71	54	35
Cash and cash equivalents at end of period	83	71	54

Supplemental disclosures of cash flow information:

Cash paid for interest	258	221	114
Cash paid for income taxes, net	12	30	22

Supplemental disclosures of non-cash investing activity:

Purchases of rental equipment in accounts payable	30	0	38
Non-rental capital expenditures in accounts payable	2	0	17
Disposals of rental equipment in accounts receivable	6	0	0

Supplemental disclosures of non-cash investing and financing activity:

Equipment acquired through finance lease	\$ 17	\$ 24	\$ 24

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	12 Months Ended		
Organization and Description of Business	Dec. 31, 2024		

[Organization,](#)
[Consolidation and](#)
[Presentation of](#)
[Financial Statements](#)
[\[Abstract\]](#)
[Organization and](#)

Organization and Description of Business

[Description of Business](#) Herc Holdings Inc. ("Herc Holdings" or the "Company") is one of the leading equipment rental suppliers with 451 locations in North America as of December 31, 2024. The Company conducts substantially all of its operations through subsidiaries, including Herc Rentals Inc. ("Herc"). With over 59 years of experience, the Company is a full-line equipment rental supplier offering a broad portfolio of equipment for rent. In addition to its principal business of equipment rental, the Company sells used equipment and contractor supplies such as construction consumables, tools, small equipment and safety supplies; provides repair, maintenance, equipment management services and safety training to certain of its customers; offers equipment re-rental services and provides on-site support to its customers; and provides ancillary services such as equipment transport, rental protection, cleaning, refueling and labor.

The Company's fleet includes aerial, earthmoving, material handling, trucks and trailers, air compressors, compaction, lighting, trench shoring, and studio and production equipment. The Company's equipment rental business is supported by ProSolutions®, its industry-specific solutions-based services, which includes power generation, climate control, remediation and restoration, and pumps, and its ProContractor professional grade tools.

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Basis of Presentation and Significant Accounting Policies

12 Months Ended

Dec. 31, 2024

[Accounting Policies \[Abstract\]](#)

[Basis of Presentation and Significant Accounting Policies](#)

Basis of Presentation and Significant Accounting Policies
Basis of Presentation

The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and footnotes. Actual results could differ materially from those estimates.

Significant estimates inherent in the preparation of the consolidated financial statements include receivables allowances, depreciation of rental equipment, the recoverability of long-lived assets, useful lives and impairment of long-lived tangible and intangible assets including goodwill and trade name, valuation of acquired intangible assets, pension and postretirement benefits, valuation of stock-based compensation, reserves for litigation and other contingencies and accounting for income taxes, among others.

Reclassifications

Certain amounts on the balance sheet in prior years have been reclassified to conform with the presentation in the current year.

Principles of Consolidation

The consolidated financial statements include the accounts of Herc Holdings and its wholly owned subsidiaries. In the event that the Company is a primary beneficiary of a variable interest entity, the assets, liabilities and results of operations of the variable interest entity are included in the Company's consolidated financial statements. The Company accounts for investments in joint ventures using the equity method when it has significant influence but not control and is not the primary beneficiary. All significant intercompany transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and highly liquid investments with an original maturity of three months or less.

Concentration of Credit Risk

The Company's cash and cash equivalents are held in checking accounts, various investment grade institutional money market accounts or bank term deposits. Deposits held at banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with financial institutions with reputable credit and therefore bear minimal credit risk. The Company seeks to mitigate such risks by spreading the risk across multiple counterparties and monitoring the risk profiles of these counterparties. In addition, the Company has credit risk from financial instruments used in hedging activities, when appropriate. The Company limits its exposure relating to financial instruments by diversifying the financial instruments among various counterparties, which consist of major financial institutions.

No single customer accounted for more than 3% of the Company's equipment rental revenue during the years ended December 31, 2024, 2023 and 2022. As of December 31, 2024 and 2023, no single customer accounted for more than 5% of accounts receivable.

Receivables

Receivables are stated net of allowances and represent credit extended to customers and manufacturers that satisfy defined credit criteria. The estimate of the allowance for credit losses is based on the Company's historical experience and its judgment as to the likelihood of ultimate collection. Actual receivables are written-off against the allowance for credit losses when the Company determines the balance will not be collected. Estimates for future credit memos are based on historical experience and are reflected as reductions to revenue, while the provision for credit losses for rental transactions is reflected as a component of "Selling, general and administrative expenses" in the Company's consolidated statements of operations.

Rental Equipment

Rental equipment is stated at cost, net of related discounts, with holding periods ranging from one year to 15 years. Generally, when rental equipment is acquired, the Company estimates the period that it will hold the asset, primarily based on historical measures of the amount of rental activity (e.g. equipment usage) and the targeted age of equipment at the time of disposal. The Company also estimates the residual value of the applicable rental equipment at the expected time of disposal. The residual value for rental equipment is affected by factors which include equipment age and amount of usage. Depreciation is recorded over the estimated holding period. Depreciation rates are reviewed on a quarterly basis based on management's ongoing assessment of present and estimated future market conditions, their effect on residual values at the time of disposal and the estimated holding periods. Market conditions for used equipment sales can also be affected by external factors such as the economy, natural disasters, fuel prices, supply of similar used equipment, the market price for similar new equipment and incentives offered by manufacturers of new equipment. These key factors are considered when estimating future residual values and assessing depreciation rates. As a result of this ongoing assessment, the Company makes periodic adjustments to depreciation rates of rental equipment in response to changed market conditions.

Property and Equipment

Property and equipment are stated at cost and are depreciated utilizing the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are amortized over the estimated useful lives of the related assets or leases, whichever is shorter.

Useful lives are as follows:

Buildings	8 to 33 years
Service vehicles	3 to 13 years
Machinery and equipment	1 to 15 years
Computer equipment	1 to 5 years
Furniture and fixtures	2 to 10 years
Leasehold improvements	The lesser of the asset life or expected lease term including lease extension options.

The Company follows the practice of charging routine maintenance and repairs, including the cost of minor replacements, to maintenance expense. Costs of major replacements are capitalized and depreciated.

Leases

Leases are classified as either finance or operating at inception of the lease, with classification affecting the pattern of expense recognition in the income statement. Operating and finance leases result in the recognition of right-of-use ("ROU") assets and lease liabilities on the balance sheet. ROU assets represent the Company's right to use the leased asset for the lease term and lease liabilities represent the obligation to make lease payments. The liability is calculated as the present value of the remaining minimum lease payments for existing operating leases using either the rate implicit in the lease or, if none exists, the Company's incremental borrowing rate. Operating lease cost is recorded on a straight-line basis over the remaining lease term. Finance lease cost includes amortization of the ROU assets on a straight-line basis and interest on the lease liabilities using the effective interest method.

In certain instances, the Company may sell property and enter into an arrangement to lease the property back from the landlord. In these instances, the Company performs a sale-leaseback analysis to determine if the assets can be removed from the balance sheet. If certain criteria are met, the Company recognizes the transaction as a sale, removes the assets from its balance sheet and reflects the future lease payments as rent expense. If the criteria for sale is not met, such as available repurchase options or continuing involvement with the property, the Company is considered the owner for accounting purposes. In these instances, the Company is precluded from derecognizing the assets from its balance sheet and will continue to depreciate the assets over the expected lease term. In conjunction with these arrangements, the Company records a financing obligation equal to the cash proceeds or fair market value of the assets received from the landlord. Lease payments for these properties are recognized as interest expense and a reduction of the financing obligation using the effective interest method. At the end of the lease term, including exercise of any renewal options, the net remaining financing obligation over the net carrying value of the fixed asset will be recognized as a non-cash gain on sale of the property.

Reserves for Self-Insured Claims

The obligation for public liability and property damage on self-insured equipment represents an estimate for both reported accident claims not yet paid, and claims incurred but not yet reported. The related liabilities are recorded on a non-discounted basis. Reserve requirements are based on actuarial evaluations of historical accident claim experience and trends, as well as future projections of ultimate losses, expenses, premiums and administrative costs. The adequacy of the liability is regularly monitored based on evolving accident claim history and insurance-related state legislation changes. If the Company's estimates change or if actual results differ from these assumptions, the amount of the recorded liability is adjusted to reflect these results.

The Company is exposed to various claims relating to our business, including those for which we provide self-insurance. Claims for which we self-insure include: (i) workers compensation claims; (ii) general liability claims by third parties for injury or property damage caused by our equipment or personnel; (iii) automobile liability claims; and (iv) employee health insurance claims. These types of claims may take a substantial amount of time to resolve and, accordingly, the ultimate liability associated with a particular claim, including claims incurred but not reported as of a period-end reporting date, may not be known for an extended period of time. The Company's methodology for developing self-insurance reserves is based on management estimates and independent third party actuarial estimates. The estimation process considers, among other matters, the cost of known claims over time, cost inflation and incurred but not reported claims. These estimates may change based on, among other things, changes in the Company's claim history or receipt of additional information relevant to assessing the claims and the amount of the recorded liability is adjusted to reflect these changes. The long-term portion of our self-insurance reserves is included in "Other long-term liabilities" in the consolidated balance sheet.

Defined Benefit Pension Plans and Other Employee Benefits

The Company's employee pension costs and obligations are developed from actuarial valuations. Inherent in these valuations are key assumptions, including discount rates, salary growth, long-term return on plan assets, retirement rates, mortality rates and other factors. The selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation, as well as independent studies of trends performed by actuaries. However, actual results may differ substantially from the estimates that were based on the assumptions. The Company uses a December 31 measurement date for all of the plans.

Actual results that differ from the Company's assumptions are accumulated and amortized over future periods and, therefore, generally affect its recognized expense in such future periods. While management believes that the assumptions used are appropriate, significant differences in actual experience or significant changes in assumptions would affect the Company's pension costs and obligations.

Foreign Currency Translation and Transactions

Assets and liabilities of international subsidiaries whose functional currency is the local currency are translated at the rate of exchange in effect on the balance sheet date; income and expenses are translated at the average exchange rates throughout the year. The related translation adjustments are reflected in "Accumulated other comprehensive income (loss)" in the equity section of the Company's consolidated balance sheets. Foreign currency gains and losses resulting from transactions are included in earnings.

Business Combinations

The Company has made multiple acquisitions and may continue to make acquisitions in the future. The assets acquired and liabilities assumed are recorded based on their respective fair values at the date of acquisition. Long-lived assets (principally rental equipment), goodwill and other intangible assets generally represent the largest components of the acquisitions. Rental equipment is valued utilizing either a

cost or market approach, or a combination of these methods, depending on the asset being valued and the availability of market data. The intangible assets that the Company has acquired are non-compete agreements, customer relationships, and trade names and associated trademarks. The estimated fair values of these intangible assets reflect various assumptions about discount rates, revenue growth rates, operating margins, terminal values, useful lives and other prospective financial information. Goodwill is calculated as the excess of the cost of the acquired entity over the net of the fair value of the assets acquired and the liabilities assumed. Non-compete agreements, customer relationships, and trade names and associated trademarks are valued based on an excess earnings or income approach based on projected cash flows and may be amortized over the useful life if they are determined to be finite-lived intangible assets. Determining the fair value of the assets and liabilities acquired is judgmental in nature and can involve the use of significant estimates and assumptions.

As part of an acquisition, the Company will also acquire other assets and assume liabilities. These other assets and liabilities typically include, but are not limited to, parts inventory, accounts receivable, accounts payable and other working capital items. Because of their short-term nature, the fair values of these other assets and liabilities generally approximate the book values on the acquired entities' balance sheets.

Goodwill and Indefinite-Lived Intangible Assets

On an annual basis and at interim periods when circumstances require, the Company tests the recoverability of its goodwill. The analysis is conducted as of October 1 each year. The Company has two reporting units and compares the carrying value of its reporting units to the fair value. If the carrying value of the reporting unit is greater than its fair value, the Company recognizes an impairment charge for the amount equal to that excess.

The Company may first assess qualitative factors to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. If a quantitative impairment test is performed, the fair value of the reporting unit is estimated using a combination of an income approach on the present value of estimated future cash flows and a market approach based on published earnings multiples of comparable entities with similar operations and economic characteristics as well as acquisition multiples paid in recent transactions. The Company's discounted cash flows are based upon reasonable and appropriate assumptions, which are weighted for their likely probability of occurrence, about the underlying business activities of the Company.

Indefinite-lived intangible assets, primarily the Company's trade name, are not amortized but are evaluated annually for impairment and whenever events or changes in circumstances indicate that the carrying amount of this asset may exceed its fair value. If the carrying value of an indefinite-lived intangible asset exceeds its fair value, an impairment charge is recognized in an amount equal to that excess.

Finite-Lived Intangible and Long-Lived Assets

Intangible assets include technology, customer relationships and other intangibles. Intangible assets with finite lives are amortized over the estimated economic lives of the assets, which range from five to 14 years. These assets are primarily amortized using the straight-line method, however, certain assets may be amortized using an accelerated method that reflects the economic benefit to the Company. Long-lived assets, including intangible assets with finite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of an impairment loss for long-lived assets that management expects to hold and use is based on the estimated fair value of the asset.

Long-lived assets, or disposal groups comprising assets and liabilities, that are expected to be recovered primarily through sale rather than through continuing use are classified as assets held for sale. Upon designation as an asset held for sale, the carrying value of each long-lived asset or disposal group is recorded at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and depreciation expense is no longer recorded.

Revenue Recognition

The Company is principally engaged in the business of renting equipment. Ancillary to the Company's principal equipment rental business, the Company also sells used rental equipment, new equipment and parts and supplies and offers certain services to support its customers.

The Company's rental transactions are accounted for under ASC Topic 842, *Leases*, ("Topic 842"). Equipment rental revenue includes revenue generated from renting equipment to customers, including re-rent revenue, and is recognized on a straight-line basis over the length of the rental contract. Other equipment rental revenues include fees for the Company's rental protection program and environmental charges and are recognized on a straight-line basis over the length of the rental contract.

The Company's sale of rental and new equipment, parts and supplies along with certain services provided to customers are recognized under ASC Topic 606, *Revenue from Contracts with Customers*, ("Topic 606"). The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for such products or services.

See Note 3, "Revenue Recognition" for further discussion of the Company's revenue accounting.

Stock Based Compensation

Under the Company's stock based compensation plans, certain employees and members of the Company's board of directors have received grants of restricted stock units, performance stock units and stock options for Herc Holdings common stock.

The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. That cost is recognized over the period during which the employee is required to provide service in exchange for the award. The Company estimates the fair value of stock options issued at the date of grant using a Black-Scholes option-pricing model, which includes assumptions related to volatility, expected term, dividend yield and risk-free interest rate.

The Company accounts for restricted stock unit and performance stock unit awards as equity classified awards. For restricted stock units, the expense is based on the grant date fair value of the stock and the number of shares that vest, recognized over the service period. For performance stock units, the expense is based on the grant date fair value of the stock, recognized over a service period depending upon the applicable performance condition. For performance stock units, the Company re-assesses the probability of achieving the applicable performance condition each reporting period and adjusts the recognition of expense accordingly.

Income Taxes

The Company applies the provisions of ASC Topic 740, *Income Taxes*, ("Topic 740"), and computes the provision for income taxes on a Separate Return Basis. Under Topic 740, deferred tax assets and liabilities are determined based on differences

between the financial statement carrying amounts and tax bases of assets and liabilities and are measured using the enacted tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. The Company records valuation allowances to reduce its deferred tax assets by the amount that is more likely than not to be realized. Subsequent changes to enacted tax rates and changes in the interpretations thereof will result in deferred taxes and changes to any related valuation allowances. Provisions are not made for income taxes on undistributed earnings of international subsidiaries that are intended to be indefinitely reinvested outside of the United States or are expected to be remitted free of taxes. Future distributions, if any, from these international subsidiaries to the United States or changes in U.S. tax rules may require a charge to reflect tax on these amounts.

In accordance with Topic 740, the Company recognizes, in its consolidated financial statements, the impact of the Company's tax positions that are more likely than not to be sustained upon examination. The Company will determine whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the Company presumes that the position will be examined by the appropriate taxing authority with full knowledge of all relevant information. Upon determination that a tax position meets the more-likely-than-not recognition threshold, it is measured to determine the amount of benefit to recognize in the financial statements. The Company recognizes interest and penalties for uncertain tax positions in income tax expense.

Recently Issued Accounting Pronouncements

Adopted

Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued Accounting Standards Update No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU 2023-07"), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The Company adopted this guidance effective January 1, 2024 and has made the appropriate disclosures in Note 21, "Segment Information."

Not Yet Adopted

Improvements to Income Tax Disclosures

In December 2023, the FASB issued Accounting Standards Update No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-09"), which modifies the rules on income tax disclosures to require entities to disclose (1) specific categories in the rate reconciliation, (2) the income or loss from continuing operations before income tax expense or benefit (separated between domestic and foreign) and (3) income tax expense or benefit from continuing operations (separated by federal, state and foreign). ASU 2023-09 also requires entities to disclose their income tax payments to international, federal, state and local jurisdictions, among other changes. The guidance is effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2023-09 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

Disaggregation of Income Statement Expenses

In November 2024, the FASB issued Accounting Standards Update No. 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)" ("ASU 2024-03"), which is intended to improve the disclosures about a public entity's expenses and address requests from investors for more detailed information about the types of expenses in commonly presented expense captions. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2024-03 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

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Revenue Recognition

[Revenue from Contract with Customer \[Abstract\]](#)
[Revenue Recognition](#)

Revenue Recognition

The Company is principally engaged in the business of renting equipment. Ancillary to the Company's principal equipment rental business, the Company also sells used rental equipment, new equipment and parts and supplies and offers certain services to support its customers. The Company operates in North America with revenue from the United States representing 92.9%, 92.0% and 91.2% of total revenue for the years ended December 31, 2024, 2023 and 2022, respectively.

The Company's rental transactions are accounted for under Topic 842. The Company's sale of rental and new equipment, parts and supplies along with certain services provided to customers are accounted for under Topic 606. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for such products or services.

The following summarizes the applicable accounting guidance for the Company's revenues (in millions):

**12 Months Ended
Dec. 31, 2024**

	Years Ended December 31,											
	2024			2023			2022					
	Topic 842	Topic 606	Total	Topic 842	Topic 606	Total	Topic 842	Topic 606	Total			
Revenues:												
Equipment rental	\$ 2,862	\$ —	\$ 2,862	\$ 2,577	\$ —	\$ 2,577	\$ 2,284	\$ —	\$ 2,284			
Other rental revenue:												
Delivery and pick-up	—	213	213	—	188	188	—	170	170			
Other	114	—	114	105	—	105	98	—	98			
Total other rental revenues	114	213	327	105	188	293	98	170	268			
Total equipment rentals	2,976	213	3,189	2,682	188	2,870	2,382	170	2,552			
Sales of rental equipment	—	311	311	—	346	346	—	125	125			
Sales of new equipment, parts and supplies	—	37	37	—	38	38	—	36	36			
Service and other revenues	—	31	31	—	28	28	—	27	27			
Total revenues	\$ 2,976	\$ 592	\$ 3,568	\$ 2,682	\$ 600	\$ 3,282	\$ 2,382	\$ 358	\$ 2,740			

Topic 842 revenues

Equipment Rental Revenue

The Company offers a broad portfolio of equipment for rent on a daily, weekly or monthly basis, with substantially all rental agreements cancellable upon the return of the equipment. Virtually all customer contracts can be canceled by the customer with no penalty by returning the equipment within one day; therefore, the Company does not allocate the transaction price between the different contract elements.

Equipment rental revenue includes revenue generated from renting equipment to customers and is recognized on a straight-line basis over the length of the rental contract. As part of this straight-line methodology, when the equipment is returned, the Company recognizes as incremental revenue the excess, if any, between the amount the customer is contractually required to pay, which is based on the rental contract period applicable to the actual number of days the equipment was out on rent, over the cumulative amount of revenue recognized to date. In any given accounting period, the Company will have customers return equipment and be contractually required to pay more than the cumulative amount of revenue recognized to date under the straight-line methodology. Also included in equipment rental revenue is re-rent revenue in which the Company will rent specific pieces of equipment from vendors and then re-rent that equipment to its customers. Provisions for discounts, rebates to customers and other adjustments are provided for in the period the related revenue is recorded.

Other

Other equipment rental revenue is primarily comprised of fees for the Company's rental protection program and environmental charges. Fees paid for the rental protection program allow customers to limit the risk of financial loss in the event the

Company's equipment is damaged or lost. Fees for the rental protection program and environmental recovery fees are recognized on a straight-line basis over the length of the rental contract.

Topic 606 revenues

Delivery and pick-up

Delivery and pick-up revenue associated with renting equipment is recognized when the services are performed.

Sales of rental equipment, New equipment, Parts and supplies

The Company sells its used rental equipment, new equipment, parts and supplies. Revenues recorded for each category are as follows (in millions):

	Years Ended December 31,			
	2024	2023	2022	
Sales of rental equipment	\$ 311	\$ 346	\$ 125	
Sales of new equipment	12	14	8	
Sales of parts and supplies	25	24	28	
Total	\$ 348	\$ 384	\$ 161	

The Company recognizes revenue from the sale of rental equipment, new equipment, parts and supplies when control of the asset transfers to the customer, which is typically when the asset is picked up by or delivered to the customer and when significant risks and rewards of ownership have passed to the customer. Sales and other tax amounts collected from customers and remitted to government authorities are accounted for on a net basis and, therefore, excluded from revenue.

The Company routinely sells its used rental equipment in order to manage repair and maintenance costs, as well as the composition, age and size of its fleet. The Company disposes of used equipment through a variety of channels including retail sales to customers and other third parties, sales to wholesalers, brokered sales and auctions.

The Company also sells new equipment, parts and supplies. The types of new equipment that the Company sells vary by location and include a variety of ProContractor tools and supplies, small equipment (such as work lighting, generators, pumps, compaction equipment and power trowels), safety supplies and expendables.

Under Topic 606, the accounts receivable balance, prior to allowances for credit losses, for the sale of rental equipment, new equipment, parts and supplies, was approximately \$17 million and \$11 million as of December 31, 2024 and 2023, respectively.

Service and other revenues

Service and other revenues primarily include revenue earned from equipment management and similar services for rental customers which includes providing customer support functions such as dedicated in-plant operations, plant management services, equipment and safety training, and repair and maintenance services particularly to industrial customers who request such services.

The Company recognizes revenue for service and other revenues as the services are provided. Service and other revenues are typically invoiced together with a customer's rental amounts and, therefore, it is not practical for the Company to separate the accounts receivable amount related to services and other revenues that are accounted for under Topic 606; however, such amount is not considered material.

Receivables and contract assets and liabilities

Most of the Company's equipment rental revenue is accounted for under Topic 842. The customers that are responsible for the remaining equipment rental revenue that is accounted for under Topic 606 are generally the same customers that rent the Company's equipment. Concentration of credit risk with respect to the Company's accounts receivable is limited because a large number of geographically diverse customers makes up its customer base. No single customer makes up more than 3% of the Company's equipment rental revenue or more than 5% of its accounts receivable balance for the last three years. The Company manages credit risk associated with its accounts receivable at the customer level through credit approvals, credit limits and other monitoring procedures. The Company maintains allowances for credit losses that reflect the Company's estimate of the amount of receivables that the Company will be unable to collect based on its historical write-off experience.

The Company does not have material contract assets or contract liabilities associated with customer contracts. The Company's contracts with customers do not generally result in material amounts billed to customers in excess of recognizable revenue. The Company did not recognize material revenue during the years ended December 31, 2024, 2023 or 2022 that was included in the contract liability balance as of the beginning of each period.

Performance obligations

Most of the Company's revenue recognized under Topic 606 is recognized at a point-in-time, rather than over time. Accordingly, in any particular period, the Company does not generally recognize a significant amount of revenue from performance obligations satisfied (or partially satisfied) in previous periods, and the amount of such revenue recognized during the years ended December 31, 2024, 2023 and 2022 was not material. We also do not expect to recognize material revenue in the future related to performance obligations that were unsatisfied (or partially unsatisfied) as of December 31, 2024.

Contract estimates and judgments

The Company's revenues accounted for under Topic 606 generally do not require significant estimates or judgments, primarily for the following reasons:

- The transaction price is generally fixed and stated on the Company's contracts;
- As noted above, the Company's contracts generally do not include multiple performance obligations, and accordingly do not generally require estimates of the standalone selling price for each performance obligation;
- The Company's revenues do not include material amounts of variable consideration; and
- Most of the Company's revenue is recognized as of a point-in-time and the timing of the satisfaction of the applicable performance obligations is readily determinable. As noted above, the revenue recognized under Topic 606 is generally recognized at the time of delivery to, or pick-up by, the customer.

The Company monitors and reviews its estimated standalone selling prices on a regular basis.

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Rental Equipment

12 Months Ended
Dec. 31, 2024

[Rental Equipment \[Abstract\]](#)
[Rental Equipment](#)

Rental Equipment			
Rental equipment consists of the following (in millions):			
	December 31, 2024	December 31, 2023	
Rental equipment	\$ 6,423	\$ 5,785	
Less: Accumulated depreciation	(2,198)	(1,954)	
Rental equipment, net	\$ 4,225	\$ 3,831	

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Property and
Equipment

[Property, Plant and
Equipment \[Abstract\]](#)
[Property and Equipment](#)

Property and Equipment
Property and equipment consists of the following (in millions):

	December 31, 2024	December 31, 2023
Land and buildings	\$ 136	\$ 131
Service vehicles	591	488
Leasehold improvements	142	122
Machinery and equipment	33	27
Computer equipment and software	16	81
Furniture and fixtures	19	18
Construction in progress	22	20
Property and equipment, gross	959	887
Less: accumulated depreciation	(405)	(422)
Property and equipment, net	\$ 554	\$ 465

Depreciation expense for the years ended December 31, 2024, 2023 and 2022 was \$82 million, \$71 million and \$64 million, respectively, and is included in "Non-rental depreciation and amortization" in the

12 Months Ended
Dec. 31, 2024

Company's consolidated statements of operations.

The Company leases certain of its service vehicles and office equipment under finance leases. Depreciation of assets held under finance leases is included in depreciation expense. The gross amounts of property and equipment and related depreciation recorded under finance leases, included in the table above, were as follows (in millions):

	December 31, 2024	December 31, 2023
Service vehicles	\$ 124	\$ 109
Furniture and fixtures	2	2
Finance lease assets, gross	126	111
Less: accumulated depreciation	(52)	(37)
Finance lease assets, net	\$ 74	\$ 74

The Company has entered into financing obligations to lease certain of its properties as discussed further in Note 12, "Financing Obligations." Depreciation of assets held under financing obligations is included in depreciation expense. The gross amounts of land, building and leasehold improvements and related depreciation recorded under financing obligations, included in the table above, were as follows (in millions):

	December 31, 2024	December 31, 2023
Land, building and leasehold improvements	\$ 72	\$ 72
Less: accumulated depreciation	(42)	(40)
Net assets under financing obligations	\$ 30	\$ 32

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**Business
Combinations**
[Business Combination,
Asset Acquisition, and
Joint Venture Formation
\[Abstract\]](#)
[Business Combinations](#)

**12 Months Ended
Dec. 31, 2024**

Business Combinations

On July 16, 2024, the Company completed the acquisition of substantially all of the assets of Otay Mesa Sales ("Otay"). Otay was a full-service general equipment rental company comprised of approximately 135 employees and 4 locations serving construction and industrial customers throughout the metropolitan areas of San Diego, California and Phoenix and Yuma, Arizona. The aggregate consideration for the acquisition was approximately \$273 million. The acquisition and related fees and expenses were funded through available cash and drawings on the senior secured asset-based revolving credit facility. The following table summarizes the purchase price allocation of the assets acquired and liabilities assumed (in millions):

Accounts receivable	\$ 15
Rental equipment	129
Property and equipment	9
Intangibles ^(a)	65
Total identifiable assets acquired	218
Current liabilities	1
Net identifiable assets acquired	217
Goodwill ^(b)	56
Net assets acquired	\$ 273

(a) The following table reflects the fair values and useful lives of the acquired intangible assets identified (in millions):

	Otay	Life (years)
Customer relationships	\$ 61	14
Non-compete agreements	4	5
Total acquired intangible assets	\$ 65	

(b) The level of goodwill that resulted from the acquisition is primarily reflective of operational synergies that the Company expects to achieve that are not associated with identifiable assets, the value of Otay's assembled workforce and new customer relationships expected to arise from the acquisition. All of the goodwill is expected to be deductible for income tax purposes.

The assets and liabilities for Otay were recorded as of July 16, 2024 and the results of operations have been included in the Company's consolidated results of operations since that date. Total revenue and income before taxes for Otay included in the consolidated statement of operations since the acquisition date are \$35 million and \$6 million, respectively.

Pro Forma Supplementary Data

The unaudited pro forma supplementary data presented in the table below (in millions) gives effect to the acquisition of Otay as if it had been included in the Company's condensed consolidated results for the entire period reflected. The unaudited pro forma supplementary data is provided for informational purposes only and is not indicative of the Company's results of operations had the acquisitions been included for the period presented, nor is it indicative of the Company's future results.

	Year Ended December 31, 2024			Year Ended December 31, 2023		
	Herc	Otay	Total	Herc	Otay	Total
Historic/pro forma total revenues	3,568	\$ 41	\$ 3,609	3,282	\$ 73	\$ 3,355
Historic/combined pretax income	291	4	295	447	10	457
Pro forma adjustments to consolidated pretax income:						
Impact of fair value adjustments/useful life changes on depreciation ^(a)	3	3	3	3	3	3
Intangible asset amortization ^(b)	(5)	(5)	(10)	(8)	(8)	(18)
Interest expense ^(c)	(10)	(10)	(18)	5	(18)	(18)
Elimination of historic interest ^(d)	3	3	2	—	—	—
Elimination of merger related costs ^(e)	2	2	—	—	—	—
Pro forma pretax income		\$ 288			\$ 439	

(a) Depreciation of rental equipment was adjusted for the fair value at acquisition and changes in useful lives of equipment acquired.

(b) Intangible asset amortization was adjusted to include amortization of the acquired intangible assets.

(c) As discussed above, the Company funded the Otay acquisition primarily using drawings on its senior secured asset-based revolving credit facility. Interest expense was adjusted to reflect interest on such borrowings.

(d) Historic interest on debt that is not part of the combined entity was eliminated.

(e) Merger related direct costs primarily comprised of financial and legal advisory fees associated with the Otay acquisition were eliminated as they were assumed to have been recognized prior to the pro forma acquisition date.

Other Acquisitions

In addition to the acquisition of Otay disclosed above, during the year ended December 31, 2024, the Company acquired eight companies with a total of 24 branches. During the year ended December 31, 2023, the Company acquired 12 companies totaling 21 branches.

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**Goodwill and
Intangible Assets**
[Goodwill and
Intangible Assets
Disclosure \[Abstract\]](#)
[Goodwill and Intangible
Assets](#)

**12 Months Ended
Dec. 31, 2024**

Goodwill and Intangible Assets

Goodwill

The Company performed its annual goodwill impairment test as of October 1 and determined that no impairment existed at such date. Subsequent to the annual impairment test, it was determined that goodwill classified as assets held for sale was fully impaired, see Note 8, "Assets Held for Sale" for further discussion. There was no impairment during the year ended December 31, 2023.

The following summarizes the Company's goodwill (in millions):

	Years Ended December 31,	
	2024	2023
Balance at the beginning of the period:		
Goodwill, gross	\$ 1,154	\$ 1,088
Accumulated impairment losses	(671)	(669)
Goodwill	483	419
Goodwill classified as held for sale	—	(65)
Additions	190	128
Currency translation	(3)	1
Balance at the end of the period:		
Goodwill, gross	1,334	1,154
Accumulated impairment losses	(664)	(671)
Goodwill	\$ 670	\$ 483

Intangible Assets

The Company performed its annual impairment test of indefinite-lived intangible assets as of October 1 and assessed finite-lived intangible assets for impairment triggers and determined that no impairment existed at such date. Subsequent to the annual impairment test, it was determined that certain finite-lived intangible assets classified as assets held for sale were impaired, see Note 8, "Assets Held for Sale" for further discussion. There was no impairment during the year ended December 31, 2023.

Intangible assets, net, consisted of the following major classes (in millions):

	December 31, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Finite-lived intangible assets:			
Customer-related and non-compete agreements	\$ 382	\$ (106)	\$ 276
Internally developed software ^(a)	39	(14)	25
Total	421	(120)	301
Indefinite-lived intangible assets:			
Trade name	271	—	271
Total intangible assets, net	\$ 692	\$ (120)	\$ 572

(a) Includes capitalized costs of \$14 million yet to be placed into service.

	December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Finite-lived intangible assets:			
Customer-related and non-compete agreements	\$ 248	\$ (69)	\$ 179
Internally developed software ^(a)	64	(47)	17
Total	312	(116)	196
Indefinite-lived intangible assets:			
Trade name	271	—	271
Total intangible assets, net	\$ 583	\$ (116)	\$ 467

(a) Includes capitalized costs of \$3 million yet to be placed into service.

For all intangible assets acquired during the year ended December 31, 2024, customer relationships have a weighted-average useful life of 12.7 years and non-compete agreements have a weighted-average useful life of 5.0 years. Amortization of intangible assets for the years ended December 31, 2024, 2023 and 2022 was \$45 million, \$41 million and \$31 million, respectively. Based on the amortizable assets in-service as of December 31, 2024, the Company expects amortization expense to be approximately \$48 million in 2025, \$41 million in 2026, \$27 million in 2027, \$24 million in 2028, \$22 million in 2029, and \$125 million thereafter.

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Assets Held for Sale

[Discontinued Operations and Disposal Groups \[Abstract\]](#)
[Assets Held for Sale](#)

12 Months Ended
Dec. 31, 2024

Assets Held for Sale

The Company's assets held for sale consist of the Cinelease studio entertainment and lighting and grip equipment rental business ("Cinelease"). The film and studio entertainment industry has shifted to a studio centric model where owning or managing a large footprint of studios is becoming more important to be a competitive equipment rental provider, requiring significant investment in fully managed studios. This business model is a departure from the Company's stated growth strategy.

During the fourth quarter of 2023, it was determined that Cinelease met all criteria to be classified as assets held for sale with the expectation of a transaction to be completed within 12 months. Since the determination was made, market conditions changed due to labor strikes within the industry that had impacts to Cinelease which slowed the process of exploring strategic alternatives. Cinelease continues to be actively marketed for sale and management expects a transaction to be completed in 2025.

The Company assesses the fair value, less estimated costs to sell, each reporting period it remains classified as held for sale. During the fourth quarter of 2024, there was indication that the carrying value of Cinelease was greater than the fair value, less estimated costs to sell, based on slower than anticipated return of business subsequent to settlement of actual and potential labor strikes, therefore an impairment analysis was performed. The fair value was estimated using a market approach based on offers received through a competitive bid process, exclusive of potential earnouts for future performance. Accordingly, the Company recorded a loss on assets held for sale of approximately \$194 million. The following table summarizes the assets and liabilities held for sale (in millions):

	December 31, 2024	December 31, 2023
Assets held for sale:		
Cash and cash equivalents	\$ —	\$ 1
Receivables	6	8
Other current assets	11	12
Total current assets held for sale	\$ 17	\$ 21
Rental equipment, net	\$ 124	\$ 183
Property and equipment, net	23	34
Right-of-use lease assets	47	75
Intangible assets, net	2	4
Goodwill	—	65
Other long-term assets	24	47
Total long-term assets held for sale	\$ 220	\$ 408
Liabilities held for sale:		
Current maturities of operating lease liabilities	\$ 7	\$ 8
Accounts payable	5	6
Accrued liabilities	3	5
Total current liabilities held for sale	\$ 15	\$ 19
Operating lease liabilities	\$ 60	\$ 68
Total long-term liabilities held for sale	\$ 60	\$ 68

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Leases

[Leases \[Abstract\]](#)
[Leases](#)

12 Months Ended
Dec. 31, 2024

Leases

The Company leases real estate, office equipment and service vehicles. The Company's leases have remaining lease terms of up to 23 years, some of which include options to extend the leases for up to 20 years. The Company determines the lease term used to record each lease by including the initial lease term and, in the case where there are options to extend, will include the option to extend if it has determined that it reasonably certain that the Company would exercise those options.

The Company also leases certain equipment that it rents to its customers where the payments vary based upon the amount of time the equipment is on rent. There are no fixed payments on these leases and, therefore, no lease liability or ROU assets have been recorded. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Lease expense for these leases is recognized on a straight-line basis over the lease term.

The components of lease expense consist of the following (in millions):

	Classification	Years Ended December 31,	
		2024	2023
Operating lease cost ^(a)	Direct operating	\$ 158	\$ 132
Finance lease cost:			
Amortization of ROU assets	Depreciation and amortization	16	14
Interest on lease liabilities	Interest expense, net	3	2
Sublease income	Equipment rental revenue	(77)	(61)
Net lease cost		\$ 100	\$ 87

(a) Includes short-term leases of \$62 million and \$52 million for the year ended December 31, 2024 and 2023, respectively, and variable lease costs of \$6 million and \$3 million for the year ended December 31, 2024 and 2023, respectively.

Balance sheet information related to leases consists of the following (in millions):

	Classification	December 31, 2024	December 31, 2023
Assets			
Operating lease ROU assets	Right-of-use assets	\$ 852	\$ 665
Finance lease ROU assets	Property and equipment, net ^(a)	74	74
Total leased assets		\$ 926	\$ 739
Liabilities			
Current:			
Operating	Current maturities of operating lease liabilities	\$ 39	\$ 37
Finance	Current maturities of long-term debt and financing obligations	17	15
Non-current:			
Operating	Operating lease liabilities	842	646
Finance	Long-term debt, net	60	61
Total lease liabilities		\$ 958	\$ 759

(a) Finance lease right-of-use assets are recorded net of accumulated amortization of \$52 million and \$37 million for the years ended December 31, 2024 and 2023, respectively.

	Years Ended December 31,	
	2024	2023
Weighted average remaining lease term:		
Operating leases	17.1	16.8
Finance leases	5.1	5.4
Weighted average discount rate:		
Operating leases	4.31 %	3.95 %
Finance leases	4.29 %	4.01 %

Cash flow information related to leases consists of the following (in millions):

	Years Ended December 31,	
	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 51	\$ 49
Operating cash flows from finance leases	3	2
Financing cash flows from finance leases	16	12
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	300	291
Finance leases	17	24

Maturities of lease liabilities are as follows (in millions):

	Operating Leases	Finance Leases
2025	\$ 76	\$ 20
2026	82	18
2027	78	14
2028	75	13
2029	72	11
Thereafter	942	11
Total lease payments	1,325	87
Less: Interest	(444)	(10)
Present value of lease liabilities	\$ 881	\$ 77

Leases

The Company leases real estate, office equipment and service vehicles. The Company's leases have remaining lease terms of up to 23 years, some of which include options to extend the leases for up to 20 years. The Company determines the lease term used to record each lease by including the initial lease term and, in the case where there are options to extend, will include the option to extend if it has determined that it is reasonably certain that the Company would exercise those options.

The Company also leases certain equipment that it rents to its customers where the payments vary based upon the amount of time the equipment is on rent. There are no fixed payments on these leases and, therefore, no lease liability or ROU assets have been recorded. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Lease expense for these leases is recognized on a straight-line basis over the lease term.

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Finance lease cost:			
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Interest on lease liabilities	Interest expense, net	3	2
Sublease income	Equipment rental revenue	(77)	(61)
Net lease cost		\$ 100	\$ 87

(a) Includes short-term leases of \$62 million and \$52 million for the year ended December 31, 2024 and 2023, respectively, and variable lease costs of \$6 million and \$3 million for the year ended December 31, 2024 and 2023, respectively.

Balance sheet information related to leases consists of the following (in millions):

	Classification	December 31, 2024		December 31, 2023	
Assets					
Operating lease ROU assets	Right-of-use assets	\$ 852	\$ 665		
Finance lease ROU assets	Property and equipment, net ^(a)	74	74		
Total leased assets		\$ 926	\$ 739		
Liabilities					
Current:					
Operating	Current maturities of operating lease liabilities	\$ 39	\$ 37		
Finance	Current maturities of long-term debt and financing obligations	17	15		
Non-current:					
Operating	Operating lease liabilities	842	646		
Finance	Long-term debt, net	60	61		
Total lease liabilities		\$ 958	\$ 759		

(a) Finance lease right-of-use assets are recorded net of accumulated amortization of \$52 million and \$37 million for the years ended December 31, 2024 and 2023, respectively.

	Years Ended December 31,	
	2024	2023
Weighted average remaining lease term:		
Operating leases	17.1	16.8
Finance leases	5.1	5.4
Weighted average discount rate:		
Operating leases	4.31 %	3.95 %
Finance leases	4.29 %	4.01 %

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	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 51	\$ 49
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	Operating Leases	Finance Leases
2025	\$ 76	\$ 20
2026	82	18
2027	78	14
2028	75	13
2029	72	11
Thereafter	942	11
Total lease payments	1,325	87
Less: Interest	(444)	(10)
Present value of lease liabilities	\$ 881	\$ 77

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Accrued Liabilities

12 Months Ended Dec. 31, 2024

[Payables and Accruals \[Abstract\]](#)
[Accrued Liabilities](#)

Accrued Liabilities

Accrued liabilities consists of the following (in millions):

	December 31, 2024	December 31, 2023
Accrued compensation and benefit costs	\$ 58	\$ 51
Rebate accrual	43	56
Taxes payable	30	28
Accrued interest	38	37
Customer related deferrals	19	18
Insurance reserves	31	18
Acquisition holdbacks	13	3
Other	7	10
Total accrued liabilities	\$ 239	\$ 221

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Debt

12 Months Ended Dec. 31, 2024

[Debt Disclosure \[Abstract\]](#)
[Debt](#)

Debt

The Company's debt consists of the following (in millions):

	Weighted Average Effective Interest Rate at December 31, 2024	Weighted Average Stated Interest Rate at December 31, 2024	Fixed or Floating Interest Rate	Maturity	December 31, 2024	December 31, 2023
Senior Notes						
2027 Notes	5.61%	5.50%	Fixed	2027	\$ 1,200	\$ 1,200
2029 Notes	6.91%	6.63%	Fixed	2029	\$ 800	—
Other Debt						
ABL Credit Facility	N/A	5.83%	Floating	2027	1,621	2,072
AR Facility	N/A	5.36%	Floating	2025	400	345
Finance lease liabilities	4.29%	N/A	Fixed	2025-2032	77	76
<i>Unamortized Debt Issuance Costs^(a)</i>					(12)	(5)
Total debt					4,086	3,688
Less: Current maturities of long-term debt					(17)	(15)
Long-term debt, net					\$ 4,069	\$ 3,673

(a) Unamortized debt issuance costs totaling \$6 million and \$8 million related to the ABL Credit Facility and AR Facility (as each is defined below) as of December 31, 2024 and 2023, respectively, are included in "Other long-term assets" in the consolidated balance sheets.

The effective interest rate for the fixed rate 2027 Notes and 2029 Notes (as defined below) includes the stated interest on the notes and the amortization of any debt issuance costs.

Maturities

The nominal principal amounts of maturities of debt for each of the periods ending December 31 are as follows (in millions):

2025	\$ 17
2026	16
2027	3,233
2028	12
2029	810
Thereafter	10
Total	\$ 4,098

The Company's liquidity needs arise from the funding of its costs of operations and capital expenditures, debt service on its indebtedness, funding acquisitions, payment of dividends and repurchases of its shares. The Company believes that cash generated from operations and cash received from the disposal of rental and other equipment, together with amounts available under its senior secured asset-based revolving credit facility (the "ABL Credit Facility") and AR Facility (as defined below) will be adequate to permit the Company to meet its obligations over the next 12 months.

Senior Notes—2027 Notes

On July 9, 2019, the Company issued \$1.2 billion aggregate principal amount of its 5.50% Senior Notes due 2027 (the "2027 Notes"). Interest on the 2027 Notes accrues at the rate of 5.50% per annum and is payable semi-annually in arrears on January 15 and July 15. The 2027 Notes will mature on July 15, 2027.

Ranking; Guarantees

The 2027 Notes are the Company's senior unsecured obligations, ranking equally in right of payment with all of the Company's existing and future senior indebtedness, effectively junior to any of the Company's existing and future secured indebtedness, including the ABL Credit Facility, to the extent of the value of the assets securing such indebtedness, and senior in right of payment to any of the Company's existing and future subordinated indebtedness. The 2027 Notes are guaranteed on a senior unsecured basis, subject to limited exceptions including special purpose securitization subsidiaries, by the Company's current and future domestic subsidiaries.

Redemption

The Company may redeem the 2027 Notes, in whole or in part, at any time (i) on or after July 15, 2024 and prior to July 15, 2025, at a price equal to 100.917% of the principal amount of the 2027 Notes and (ii) on or after July 15, 2025, at a price equal to 100.000% of the principal amount of the 2027 Notes, in each case, plus accrued and unpaid interest, if any, to, but not including, the applicable redemption date.

Covenants

The indenture governing the 2027 Notes contains certain covenants applicable to the Company and its restricted subsidiaries, including limitations on liens, indebtedness, mergers, consolidations and acquisitions, sales, transfers and other dispositions of assets, loans and other investments, dividends and other distributions, stock repurchases and redemptions and other restricted payments, restrictions affecting subsidiaries, transactions with affiliates and designations of unrestricted subsidiaries. Upon the occurrence of certain events constituting a change of control triggering event, the Company is required to make an offer to repurchase all of the 2027 Notes (unless otherwise redeemed) at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any to (but excluding) the repurchase date. If the Company sells assets under certain circumstances, it must use the proceeds to make an offer to purchase the 2027 Notes at a price equal to 100% of their principal amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

Events of Default

The indenture also provides for customary events of default, including the following (subject to any applicable cure period): nonpayment, breach of covenants in the indenture, payment defaults under or acceleration of certain other indebtedness, failure to discharge certain judgments and certain events of bankruptcy, insolvency and reorganization. If an event of default occurs or is continuing, the trustee or the holders of at least 30% in aggregate principal amount of the 2027 Notes then outstanding may declare the principal of, premium, if any, and accrued and unpaid interest, if any, to be due and payable immediately.

Senior Notes—2029 Notes

On June 7, 2024, the Company issued \$800 million aggregate principal amount of its 6.625% Senior Notes due 2029 (the "2029 Notes" and, together with the 2027 Notes, the "Notes"). The net proceeds were used to repay a portion of the indebtedness outstanding under the ABL Credit Facility and to pay related fees and expenses. Interest on the 2029 Notes accrues at the rate of 6.625% per annum and will be payable semi-annually in arrears on June 15 and December 15 of each year, commencing on December 15, 2024. The 2029 Notes will mature on June 15, 2029.

Ranking; Guarantees

The 2029 Notes are the Company's senior unsecured obligations, ranking equally in right of payment with all of the Company's existing and future senior indebtedness, effectively junior to any of the Company's existing and future indebtedness, including the ABL Credit Facility, to the extent of the value of the assets securing such indebtedness, and senior in right of payment to any of the Company's existing and future subordinated indebtedness. The 2029 Notes are guaranteed on a senior unsecured basis, subject to limited exceptions including special purpose securitization subsidiaries, by the Company's current and future domestic subsidiaries.

Redemption

The Company may, at its option, redeem the 2029 Notes, in whole or in part, at any time prior to June 15, 2026, at a price equal to 100% of the aggregate principal amount of the 2029 Notes, plus the applicable make-whole premium and accrued and unpaid interest, if any, to, but excluding, the redemption date. The Company may, at its option, redeem the 2029 Notes, in whole or in part, at any time (i) on or after June 15, 2026 and prior to June 15, 2027, at a price equal to 103.313% of the principal amount of the 2029 Notes, (ii) on or after June 15, 2027 and prior to June 15, 2028, at a price equal to 101.656% of the principal amount of the 2029 Notes and (iii) on or after June 15, 2028, at a price equal to 100.000% of the principal amount of the 2029 Notes, in each case, plus accrued and unpaid interest, if any, to, but excluding, the applicable redemption date. In addition, at any time on or prior to June 15, 2026, the Company may, at its option, redeem up to 40% of the aggregate principal amount of the 2029 Notes with the net cash proceeds of one or more equity offerings at a redemption price equal to 106.625% of the principal amount of the 2029 Notes, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

Covenants

The indenture governing the 2029 Notes contains certain covenants applicable to the Company and its restricted subsidiaries, including limitations on: indebtedness; restricted payments; liens; dispositions of proceeds from asset sales; transactions with affiliates; dividends and other payment restrictions affecting restricted subsidiaries; designations of unrestricted subsidiaries; and mergers, consolidations and sale of assets. Upon the occurrence of certain events constituting a change of control triggering event, the Company is required to make an offer to repurchase all of the 2029 Notes (unless otherwise redeemed) at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date. If the Company sells assets under certain circumstances, it must use the proceeds to make an offer to purchase the 2029 Notes at a price equal to 100% of their principal amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

Events of Default

The indenture also provides for customary events of default, including the following (subject to any applicable cure period): nonpayment, breach of covenants in the indenture, payment defaults under or acceleration of certain other indebtedness, failure to discharge certain judgments and certain events of bankruptcy, insolvency and reorganization. If an event of default occurs or is continuing, the trustee or the holders of at least 30% in aggregate principal amount of the 2029 Notes then outstanding may declare the principal of, premium, if any, and accrued and unpaid interest, if any, to be due and payable immediately.

ABL Credit Facility

On July 31, 2019, Herc Holdings, Herc and certain other subsidiaries of Herc Holdings entered into a credit agreement with respect to a senior secured asset-based revolving credit facility, which was amended and extended on July 5, 2022. The aggregate amount of the revolving credit commitments is \$3.5 billion (subject to availability under a borrowing base). Up to \$250 million of the revolving loan facility is available for the issuance of letters of credit, subject to certain conditions including issuing lender participation. Subject to the satisfaction of certain conditions and limitations, the ABL Credit Facility allows for the addition of incremental revolving commitments and/or incremental term loans.

The ABL Credit Facility was also amended to include a provision that the Company, in consultation with a Sustainability Coordinator, may establish key performance indicators ("KPIs") with respect to certain environmental, social and governance targets of the Company and its subsidiaries, which if mutually agreed, may be incorporated into the ABL Credit Facility through an amendment (an "ESG Amendment"). Upon the effectiveness of an ESG Amendment, the commitment fee and the spreads applicable to revolving loans may be increased or decreased within certain limits based on performance against the KPIs.

Maturity

The ABL Credit Facility matures on July 5, 2027.

Guarantees; Collateral/Security

The obligations of each of the borrowers under the ABL Credit Facility are guaranteed by each of Herc Holdings' direct and indirect U.S. and Canadian subsidiaries, with certain exceptions, including special purpose securitization subsidiaries. The obligations of the borrowers under the ABL Credit Facility and the guarantees thereof are secured by security interests in substantially all of the assets of each borrower and guarantor, including pledges of all the capital stock of all of their direct subsidiaries, with certain exceptions. The liens securing the ABL Credit Facility are subject to certain exceptions. Also, subject to certain limitations and conditions, the ABL Credit Facility permits the incurrence of future secured debt on a basis either *pari passu* with, or subordinated to, the liens securing the ABL Credit Facility.

Interest

The interest rates applicable to any loans under the ABL Credit Facility are based, at the option of the borrowers, on (i) a floating rate based on Term SOFR (for loans denominated in U.S. dollars) or CORRA (for loans denominated in Canadian dollars) plus an initial margin of 1.375% and a SOFR adjustment of 0.10% per annum or (ii) a base rate plus an initial margin of 0.50%, in each case, where margin is adjusted under the ABL Credit Facility based on the quarterly average excess availability under the ABL Credit Facility.

Covenants

The ABL Credit Facility contains a number of covenants that, among other things, limit or restrict the ability of the borrowers and their subsidiaries to incur additional indebtedness, prepay other indebtedness, make dividends and other restricted payments, create or incur liens, make acquisitions and other investments, engage in mergers, consolidations or sales of assets, engage in certain transactions with affiliates, and enter into certain restrictive agreements limiting the ability to create or incur liens. In addition, under the ABL Credit Facility, upon excess availability falling below certain levels, the borrowers will be required to comply with a minimum fixed charge coverage ratio of no less than 1.00:1.00. As of December 31, 2024, the appropriate levels of liquidity have been maintained, therefore this financial maintenance covenant is not applicable.

Events of Default

The ABL Credit Facility provides that the occurrence of any of the following events will constitute an event of default: payment default, breach of representation or warranty, covenant breach, cross default to other material indebtedness, certain bankruptcy events, dissolution, invalidity of the credit agreement or any intercreditor agreement (if any), judgment in excess of a certain monetary threshold, any security or guarantee documents cease to be in effect, an ERISA event, pension event or a change of control. Upon the occurrence and during the continuation of an event of default, the agent may exercise remedies on behalf of the lenders, including accelerating the repayment of outstanding loans under the ABL Credit Facility.

Accounts Receivable Securitization Facility

The accounts receivable securitization facility (the "AR Facility") was amended in August 2024 to extend the maturity date to August 31, 2025 and increase the aggregate commitments from \$370 million to \$400 million. In connection with the AR Facility, Herc sells its accounts receivables on an ongoing basis to Herc Receivables U.S. LLC, a wholly-owned special-purpose entity (the "SPE"). The SPE's sole business consists of the purchase by the SPE of accounts receivable from Herc and borrowing by the SPE against the eligible accounts receivable from the lenders under the facility. The borrowings are secured by liens on the accounts receivable and other assets of the SPE. Collections on the accounts receivable are used to service the borrowings. The SPE is a separate legal entity that is consolidated in the Company's financial statements. The SPE assets are owned by the SPE and are not available to settle the obligations of the Company or any of its other subsidiaries. Herc is the servicer of the accounts receivable under the AR Facility. All of the obligations of the servicer and certain indemnification obligations of the SPE under the agreements governing the AR Facility are guaranteed by Herc pursuant to a performance guarantee. The AR Facility is excluded from current maturities of long-term debt as the Company has the intent and ability to fund the AR Facility's borrowings on a long-term basis either by further extending the maturity date of the AR Facility or by utilizing the capacity available at the balance sheet date under the ABL Credit Facility.

The agreements governing the AR Facility contain restrictions and covenants which include limitations applicable to Herc and the SPE on the creation of certain liens, and restrictions and covenants which include limitations applicable to the SPE on the making of certain restricted payments, and limitations applicable to Herc and the SPE with respect to certain corporate acts such as mergers, consolidations and the sale of substantially all assets, with certain exceptions. The Company was in compliance with all such covenants as of December 31, 2024.

The financing agreement with the lenders provides for customary events of default (subject to customary exceptions, thresholds and grace periods) including, without limitation, failure to perform covenants, ineffectiveness of transaction documents, invalidity of security interests or failure to cooperate in the administrative agent's assumption of control of accounts, material inaccuracy of representations or warranties, failure of certain ratios related to the accounts receivables, specified cross default and cross acceleration to other material indebtedness, certain bankruptcy events, certain ERISA events, material

judgments, material adverse effect and change in control.
Borrowing Capacity and Availability

After outstanding borrowings, the following was available to the Company under the ABL Credit Facility and AR Facility as of December 31, 2024 (in millions):

	Remaining Capacity	Availability Under Borrowing Base Limitation
ABL Credit Facility	\$ 1,845	\$ 1,845
AR Facility	—	—
Total	\$ 1,845	\$ 1,845

Letters of Credit

As of December 31, 2024, \$34 million of standby letters of credit were issued and outstanding, none of which have been drawn upon. The ABL Credit Facility had \$216 million available under the letter of credit facility sublimit, subject to borrowing base restrictions.

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Financing Obligations

12 Months Ended Dec. 31, 2024

[Financing Obligation](#)
[\[Abstract\]](#)

[Financing Obligations](#)

Financing Obligations

In prior years, Herc entered into sale-leaseback transactions pursuant to which it sold 44 properties located in the U.S. and certain service vehicles. The sale of the properties and service vehicles did not qualify for sale-leaseback accounting; therefore, the book value of the assets remain on the Company's consolidated balance sheet. The Company's financing obligations consist of the following (in millions):

	Weighted Average Effective Interest Rate at December 31, 2024	Maturity	December 31, 2024	December 31, 2023
Financing obligations	5.45%	2026-2038	\$ 107	\$ 110
Unamortized financing issuance costs			(2)	(2)
Total financing obligations			105	108
Less: Current maturities of financing obligations			(4)	(4)
Financing obligations, net			\$ 101	\$ 104

As of December 31, 2024, future minimum financing payments for the agreements referred to above are as follows (in millions):

2025	\$ 10
2026	10
2027	10
2028	9
2029	9
Thereafter	72
Total minimum financing obligations payments	120
Obligations subject to non-cash gain on future sale of property	35
Less amount representing interest (at a weighted-average interest rate of 5.45%)	(48)
Total financing obligations	\$ 107

XML 36 R22.htm IDEA: XBRL DOCUMENT

Employee Retirement Benefits

12 Months Ended Dec. 31, 2024

[Retirement Benefits](#)
[\[Abstract\]](#)

[Employee Retirement Benefits](#)

Employee Retirement Benefits

401(k) Savings Plan and Other Defined Contribution Plan

On July 1, 2016, the Company established the Herc Holdings Savings Plan covering all of its U.S. employees. Contributions to the plans are made by both the employee and the Company. Company contributions to these plans are based on the level of employee contributions and formulas determined by the Company. Expenses for the defined contribution plans for the years ended December 31, 2024, 2023 and 2022 were approximately \$23 million, \$20 million and \$16 million, respectively.

Defined Benefit Pension and Postretirement Plans

The Company sponsors the Herc Holdings Retirement Plan (the "Plan"), a U.S. qualified pension plan. The Plan has been frozen to new participants since it was established in July 2016.

Postretirement benefits, other than pensions, provide healthcare benefits, and in some instances, life insurance benefits for certain eligible retired employees in the U.S.

The Company reflects the funded status of defined benefit pension and other postretirement benefit plans as an asset or liability. This amount is defined as the difference between the fair value of plan assets and the benefit obligation. The Company is required to recognize as a component of other comprehensive income (loss), net of tax, the actuarial gains/losses and prior service credits that arise but were not previously required to be recognized as components of net periodic benefit cost. Other comprehensive income (loss) is adjusted as these amounts are later recognized in the statement of operations as components of net periodic benefit cost.

The Company's policy for funded plans is to contribute, at a minimum, amounts required by applicable laws, regulations and union agreements. The Plan represents approximately 99% of the Company's defined benefit plan obligations and 100% of its plan assets. The Company made cash contributions to the Plan of \$4 million for each of 2024 and 2023, and no contributions for 2022. The level of future contributions will vary and is dependent on a number of factors including investment returns, interest rate fluctuations, plan demographics, funding regulations and the results of the final actuarial valuation.

Additionally, pursuant to various collective bargaining agreements, certain union-represented employees participate in multiemployer pension plans.

The following table provides a reconciliation of benefit obligations and plan assets of the Company's pension plans and postretirement benefit plans (in millions):

	Pension		Postretirement	
	2024	2023	2024	2023
Change in Projected Benefit Obligations				
Benefit obligations at beginning of year	\$ 137	\$ 134	\$ 1	\$ 1
Interest cost	7	7	—	—
Plan settlements	(7)	—	—	—
Benefits paid	—	(7)	—	—
Actuarial (gain) loss	(4)	3	—	—
Benefit obligations at end of year	\$ 133	\$ 137	\$ 1	\$ 1
Change in Fair Value of Plan Assets				
Fair value of plan assets at beginning of year	\$ 119	\$ 113	\$ —	\$ —
Actual return on plan assets	2	9	—	—
Employer contribution	4	4	—	—
Plan settlements	(7)	—	—	—
Benefits paid	—	(7)	—	—
Fair value of plan assets at end of year	\$ 118	\$ 119	\$ —	\$ —
Funded Status	\$ (15)	\$ (18)	\$ (1)	\$ (1)
Accumulated benefit obligations	\$ 133	\$ 137		

	Pension		Postretirement	
	2024	2023	2024	2023
Amounts Recognized in Balance Sheet				
Other long-term liabilities	\$ (15\$	(18\$	(1\$	(1)
Net amount recognized	\$ (15\$	(18\$	(1\$	(1)
Amounts Recognized in Accumulated Other Comprehensive Loss				
Net actuarial (loss) gain	\$ (18\$	(19\$	—\$	1
Net amount recognized	\$ (18\$	(19\$	—\$	1

Weighted-Average Assumptions Used to Determine Projected Benefit Obligations

	2024	2023	2024	2023
Discount rate	5.3%	5.3%	5.3%	5.3%
Average rate of increase in compensation	—%	—%	—%	—%
Interest credit rate	3.8%	3.8%	—%	—%
Initial healthcare cost trend rate	N/A	N/A	6.9%	6.3%
Ultimate healthcare cost trend rate	N/A	N/A	4.0%	4.0%

The benefit obligations and fair value of plan assets for the Company's qualified and non-qualified pension and postretirement plans with projected benefit obligations or accumulated benefit obligations in excess of plan assets are as follows (in millions):

	Pension		Postretirement	
	2024	2023	2024	2023
Plans with Benefit Obligations in Excess of Plan Assets				
Projected benefit obligations	\$ 133	\$ 137	\$ 1	\$ 1
Accumulated benefit obligations	133	137	—	—
Fair value of plan assets	118	119	—	—

The following table sets forth the net periodic pension cost (benefit) (in millions):

	Years Ended December 31,		
	2024	2023	2022
Components of Net Periodic Pension Cost (Benefit)			
Interest cost	\$ 7	\$ 7	\$ 5
Expected return on plan assets	(6)	(3)	(6)
Net amortization of actuarial net loss	1	1	—
Settlement loss	1	—	2
Net periodic pension cost (benefit)	\$ 3	\$ 5	\$ 1
Weighted-Average Assumptions Used to Determine Net Periodic Pension Cost (Benefit)			
Discount rate	5.1 %	5.4 %	2.7 %
Expected return on assets	6.3 %	6.0 %	4.6 %
Average rate of increase in compensation	— %	— %	— %
Interest credit rate	3.8 %	3.8 %	3.8 %

The net periodic postretirement cost was immaterial in 2024, 2023 and 2022.

The discount rate reflects the rate the Company would have to pay to purchase high-quality investments that would provide cash sufficient to settle its current pension obligations. The discount rate is determined based on a range of factors, including the rates of return on high-quality, fixed-income corporate bonds and the related expected duration of the obligations. The discount rate for the Plan is based on the rate from the Mercer Pension Discount Curve-Above Mean Yield that is appropriate for the duration of the obligations. The discount rate used to measure the pension obligation at the end of the year is also used to measure pension cost in the following year.

The expected return on plan assets for the U.S. qualified plan is based on expected future investment returns considering the target investment mix of plan assets. It reflects the average rate of earnings expected on the funds invested, or to be invested, to provide for the benefits included in the projected benefit obligations. In determining the expected long-term rate of return on plan assets, the Company considers the relative weighting of plan assets, the historical performance of total plan assets and individual asset classes and economic and other indicators of future performance.

There was no average rate of increase in compensation for 2024, 2023 or 2022 as there are no longer any employees in the Plan accruing benefits.

The ultimate healthcare cost trend rates for the postretirement benefit plans are expected to be reached in 2049.

Plan Assets

The Company has a long-term investment outlook for its Plan assets, which is consistent with the long-term nature of the Plan's respective liabilities.

The Plan currently has a target asset allocation of 25% equity, 65% fixed income, and 10% in real assets. The equity portion of the assets are invested in a diversified public equity fund, including domestic and international holdings, that is both actively and passively managed. The fixed income portion of the assets are primarily invested in passively managed government bonds, actively managed treasury bond portfolios, and actively managed intermediate duration corporate credit fund. Additionally, monies are invested in corporate credit, securitized bonds, emerging market debt and other opportunistic bonds that are both public and private. The real assets portion of the assets are in an actively managed fund which allocates to both public and private real estate, infrastructure, and natural resources. A modest amount of cash is maintained to facilitate payment of benefits and plan expenses.

The fair value measurements of most plan assets are based upon significant other observable inputs (Level 2), except for the high yield mutual fund and cash which are based upon quoted market prices in active markets for identical assets (Level 1). The following represents the Company's pension plan assets (in millions):

Asset Category	December 31, 2024	December 31, 2023
Cash	\$ 7	\$ 2
Equity Securities:		
U.S. Large Cap	17	13
U.S. Mid Cap	1	2
International Developed	6	12
International Emerging Markets	3	2
Fixed Income Securities:		
U.S. Treasuries	40	23
Corporate Bonds	17	38
Government Bonds	1	7
Municipal Bonds	—	2
Mortgage-Backed Securities	8	1
Asset-Backed Securities	1	2
Bank Loans	—	6
Preferreds	—	6
Other	17	3
Total fair value of pension plan assets	\$ 118	\$ 119

Estimated Future Benefit Payments

The following table presents estimated future benefit payments (in millions):

	Pension	Postretirement
2025	\$ 9	\$ —
2026	11	—
2027	12	—
2028	13	—
2029	14	—
2030-2034	70	—
	\$ 129	\$ —

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Stock-Based Compensation

Share-Based Payment Arrangement [Abstract]

Stock-Based Compensation

12 Months Ended Dec. 31, 2024

Stock-Based Compensation

On May 17, 2018, the Herc Holdings Inc. 2018 Omnibus Incentive Plan (the "2018 Omnibus Plan") was approved and provides for grants of both equity and cash awards, including non-qualified stock options, incentive stock options, stock appreciation rights, performance awards (shares and units), restricted awards (shares and units) and deferred stock units to key executives, employees, non-management directors and non-employee consultants. The total number of common shares authorized for issuance under the 2018 Omnibus Plan is 2,200,000, of which approximately 1,140,000 remains available as of December 31, 2024 for future incentive awards.

Stock-based compensation awards are measured on their grant date using a fair value method and are recognized in the statement of operations over the requisite service period. The Company's stock-based compensation expense is included in "Selling, general and administrative" expense in the Company's consolidated statements of operations.

The following table summarizes the expenses and associated income tax benefits recognized (in millions):

	Years Ended December 31,		
	2024	2023	2022
Compensation expense	\$ 17	\$ 18	\$ 27
Income tax benefit	(4)	(5)	(7)
Total	\$ 13	\$ 13	\$ 20

As of December 31, 2024, there was \$16 million of total unrecognized compensation cost related to non-vested restricted stock units ("RSUs") and performance stock units ("PSUs"). The total unrecognized compensation cost is expected to be recognized over the remaining 1.4 years, on a weighted average basis, of the requisite service period that began on the grant dates.

Stock Options

All stock options granted had a per-share exercise price of not less than the fair market value of one share of common stock on the grant date. Stock options vested based on a minimum period of service or the occurrence of events (such as a change in control, as defined in the 2018 Omnibus Plan). No stock options were exercisable after ten years from the grant date. There were no stock options granted during 2024, 2023 or 2022.

A summary of option activity is presented below.

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in millions of dollars)
Outstanding at December 31, 2023	14,484	\$ 64.96		
Granted	—	—		
Exercised	(14,484)	64.96		
Forfeited or expired	—	—		
Outstanding at December 31, 2024	—	\$ —		
Expected to Vest at December 31, 2024	—	\$ —	—	\$ —
Exercisable at December 31, 2024	—	\$ —	—	\$ —

Additional information pertaining to stock option activity is as follows (in millions):

	Years Ended December 31,		
	2024	2023	2022
Aggregate intrinsic value of stock options exercised	\$ 2	\$ 7	\$ 1
Cash received from the exercise of stock options	2	3	—
Tax benefit realized on exercise of stock options	—	2	—

Performance Stock Units

PSUs will vest based on the achievement of pre-determined performance goals over performance periods determined by the Company's Compensation Committee. Each of the units granted represent the right to receive one share of the Company's common stock on a specified future date. Compensation expense for PSUs is based on the grant date fair value and is recognized ratably over the approved vesting period. In addition to the service vesting condition, the PSUs have an additional vesting condition which stipulates the number of units to be awarded being based on the achievement of certain performance measures over the applicable measurement period and can range from 0% to 200% of the target.

A summary of the PSU activity is presented below.

	Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2023	188,758	\$ 123.21
Granted	68,848	148.01
Vested	(153,169)	77.10
Performance change	70,509	77.10
Forfeited	(873)	129.16
Nonvested at December 31, 2024	174,073	\$ 154.89

The weighted average per share grant-date fair values of PSUs granted during 2024, 2023 and 2022 were \$148.01, \$155.80 and \$164.43, respectively. The total fair value of PSUs that vested during 2024, 2023 and 2022 were \$12 million, \$13 million and \$5 million, respectively.

Almost all PSUs granted in 2024, 2023 and 2022 include vesting conditions based on the achievement of the Company's return on invested capital ("ROIC") and average rental adjusted EBITDA performance measured over a three-year period starting from the year of grant.

Restricted Stock Units

RSUs granted under the 2018 Omnibus Plan will vest based on a minimum period of service or the occurrence of events (such as a change in control, as defined in the 2018 Omnibus Plan) specified by the Compensation Committee. Compensation expense for RSUs is based on the grant date fair value and is recognized ratably over the vesting period which generally ranges from one year to three years.

A summary of the RSU activity is presented below.

	Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2023	200,139	\$ 123.82
Granted	108,138	152.88
Vested	(81,543)	125.03
Forfeited	(2,353)	150.68
Nonvested at December 31, 2024	224,381	\$ 137.10

The weighted average per share grant date fair values of RSUs granted during 2024, 2023 and 2022 were \$152.88, \$150.58 and \$155.68, respectively. The total fair value of RSUs that vested during 2024, 2023 and 2022 were \$10 million, \$9 million and \$9 million, respectively.

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Income Taxes

[Income Tax Disclosure \[Abstract\]](#)
[Income Taxes](#)

12 Months Ended Dec. 31, 2024

Income Taxes

The components of income before income taxes for the periods were as follows (in millions):

	Years Ended December 31,		
	2024	2023	2022
Domestic	\$ 302	\$ 443	\$ 426
Foreign	(11)	4	8
Income before income taxes	\$ 291	\$ 447	\$ 434

The provision for income taxes consists of the following (in millions):

	Years Ended December 31,		
	2024	2023	2022
Current:			
Federal	\$ 8	\$ —	\$ —
Foreign	4	4	5
State and local	9	7	15
Total current	21	11	20
Deferred:			
Federal	63	86	82
Foreign	(6)	(1)	—
State and local	2	4	2
Total deferred	59	89	84
Total income tax provision	\$ 80	\$ 100	\$ 104

The principal items of the U.S. and foreign net deferred tax assets (liabilities) are as follows (in millions):

	December 31, 2024	December 31, 2023
Deferred tax assets:		
Employee benefit plans	\$ 4	\$ 6
Tax credit carryforwards	5	3
Right-of-use assets	230	185
Deferred interest	80	58
Accrued expenses	59	55
Net operating loss carryforwards	42	108
Total deferred tax assets	420	415
Less: valuation allowance	(5)	(2)
Total net deferred tax assets	415	413
Deferred tax liabilities:		
Lease liabilities	(218)	(179)
Prepaid expenses	(4)	(3)
Depreciation on tangible assets	(913)	(899)
Intangible assets	(80)	(75)
Total deferred tax liabilities	(1,215)	(1,156)
Net deferred tax liability	\$ (800)	\$ (743)

Management also records deferred tax assets for unutilized net operating loss carryforwards in various tax jurisdictions. As of December 31, 2024, a deferred tax asset of \$26 million was recorded for unutilized federal net operating loss carryforwards ("NOL carryforwards"). The total federal NOL carryforwards are \$136 million and have an indefinite carryforward period. State NOL carryforwards have generated a deferred tax asset of \$16 million and expire over various years beginning in 2025.

As of December 31, 2024, deferred tax assets of \$5 million were recorded for federal and various state tax credit carryforwards and expire in various years beginning in 2036.

In determining the valuation allowance, an assessment of positive and negative evidence was performed regarding realization of the net deferred tax assets in accordance with Topic 740. This assessment included the evaluation of scheduled reversals of deferred tax liabilities, the availability of carryforwards and estimates of projected future taxable income. Based on the assessment, as of December 31, 2024, total valuation allowances of \$5 million were recorded against deferred tax assets. Although realization is not assured, the Company has concluded that it is more likely than not the remaining deferred tax assets of \$415 million will be realized and as such no valuation allowance has been provided on these assets.

The income tax in the accompanying consolidated statements of operations differs from the income tax calculated by applying the statutory federal income tax rate to income before income taxes due to the following (in millions):

	Years Ended December 31,		
	2024	2023	2022
Income tax provision at statutory rate	\$ 61	\$ 93	\$ 91
Increases (decreases) resulting from:			
Foreign taxes	—	5	—
State and local income taxes, net of federal income tax	9	10	14
Federal and foreign permanent items	2	(1)	(1)
Change in valuation allowance	—	(2)	—
Goodwill impairment ^(a)	14	—	—
Tax credits	(6)	(6)	(1)
All other items, net	—	1	1
Income tax provision	\$ 80	\$ 100	\$ 104

(a) Relates to non-deductible goodwill impairment on Cinelease assets held for sale.

As a result of the Tax Cuts and Jobs Act of 2017, previously undistributed earnings from foreign subsidiaries are deemed to have been repatriated as of December 31, 2017 for federal income tax purposes. Beginning in 2018, companies are generally able to repatriate earnings from foreign subsidiaries with no U.S. federal income tax impact. As of December 31, 2024, the Company continues to assert that earnings from foreign operations are not permanently invested. The Company, as a matter of policy, looks to repatriate foreign earnings in a tax efficient manner. Many foreign jurisdictions impose taxes on distributions to other jurisdictions. Due to the variations and complexities of these laws, the Company believes it would be impractical to calculate and accrue these taxes beyond the normal earnings and profits standard for U.S. tax purposes.

As of December 31, 2024, the Company is maintaining the assertion that future earnings associated with the potential stock sale or liquidation of foreign subsidiaries are permanently reinvested. Accordingly, the Company has not recorded any deferred tax liabilities associated with these book-to-tax differences. The Company has analyzed the potential tax liability associated with these differences to be approximately \$67 million.

The total cumulative amount of unrecognized tax benefits is \$15 million and \$12 million as of December 31, 2024 and 2023, respectively.

The Company files one or more income tax returns in the U.S. and non-U.S. jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities and open tax years span from 2014 to 2023. The Company is currently under audit for the 2014 through 2016 income tax years. Several U.S. state and non-U.S. jurisdictions are under audit. The IRS completed its audit of the Company's 2016 consolidated income tax return, in which Herc was included, and had no changes to the previously filed tax return. The Company is under audit for 2024 as part of the IRS Compliance Assurance Program. The Company does not expect any material assessments resulting from these audits.

The Organization for Economic Co-operation and Development (OECD) has a framework to implement a global minimum corporate tax of 15% for companies with global revenues and profits above certain thresholds (referred to as "Pillar 2"), with certain aspects of Pillar 2 effective January 1, 2024 and other aspects effective January 1, 2025. While it is uncertain whether the U.S. will enact legislation to adopt Pillar 2, certain countries have adopted legislation, and other countries are in the process of introducing legislation to implement Pillar 2. We have evaluated the impact of Pillar 2 on our effective tax rate, our consolidated results of operation, financial position, and cash flows and have determined there is no impact to the Company in 2024.

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Accumulated Other Comprehensive Income (Loss)

Equity [Abstract]

Accumulated Other Comprehensive Income (Loss)

12 Months Ended

Dec. 31, 2024

Accumulated Other Comprehensive Income (Loss)

The changes in the accumulated other comprehensive income (loss) balance by component (net of tax) are presented in the tables below (in millions):

	Pension and Other Post-Employment Benefits	Foreign Currency Items	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2023	\$ (20)	\$ (98)	\$ (118)
Other comprehensive loss before reclassification	—	(25)	(25)
Amounts reclassified from accumulated other comprehensive loss	1	—	1
Net current period other comprehensive loss	1	(25)	(24)
Balance at December 31, 2024	\$ (19)	\$ (123)	\$ (142)

	Pension and Other Post-Employment Benefits	Foreign Currency Items	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2022	\$ (24)	\$ (105)	\$ (129)
Other comprehensive income before reclassification	3	7	10
Amounts reclassified from accumulated other comprehensive loss	1	—	1
Net current period other comprehensive income	4	7	11
Balance at December 31, 2023	\$ (20)	\$ (98)	\$ (118)

Amounts reclassified from accumulated other comprehensive income (loss) to net income were as follows (in millions):

	Years Ended December 31,			Statement of Operations Caption
	2024	2023	2022	
Pension and other postretirement benefit plans				
Amortization of actuarial losses	\$ 1	\$ 1	—	Selling, general and administrative
Settlement loss	1	—	2	Selling, general and administrative
Total	2	1	2	
Tax provision	(1)	—	(1)	Income tax provision
Total reclassifications for the period	\$ 1	\$ 1	\$ 1	

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Commitments and Contingencies

Commitments and Contingencies

Disclosure [Abstract]

Commitments and Contingencies

Commitments and Contingencies

Legal Proceedings

The Company is subject to a number of claims and proceedings that generally arise in the ordinary conduct of its business. These matters include, but are not limited to, claims arising from the operation of rented equipment and workers' compensation claims. The Company does not believe that the liabilities arising from such ordinary course claims and proceedings will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows. The Company has established reserves for matters where the Company believes the losses are probable and can be reasonably estimated. For matters where a reserve has not been established, the ultimate outcome or resolution cannot be predicted at this time, or the amount of ultimate loss, if any, cannot be reasonably estimated. Litigation is subject to many uncertainties and there can be no assurance as to the outcome of the individual litigated matters. It is possible that certain of the actions, claims, inquiries or proceedings, could be decided unfavorably to the Company or any of its subsidiaries involved. Accordingly, it is possible that an adverse outcome from such a proceeding could exceed the amount accrued in an amount that could be material to the Company's consolidated financial condition, results of operations or cash flows in any particular reporting period.

Off-Balance Sheet Commitments

Indemnification Obligations

In the ordinary course of business, the Company executes contracts involving indemnification obligations customary in the relevant industry and indemnifications specific to a transaction such as the sale of a business or assets or a financial transaction. These indemnification obligations might include claims relating to the following: accuracy of representations; compliance with covenants and agreements by the Company or third parties; environmental matters; intellectual property rights; governmental regulations; employment-related matters; customer, supplier and other commercial contractual relationships; condition of assets; and financial or other matters. Performance under these indemnification obligations would generally be triggered by a breach of terms of the contract or by a third-party claim. The Company regularly evaluates the probability of having to incur costs associated with these indemnification obligations and has accrued for expected losses that are probable and estimable. The types of indemnification obligations for which payments are possible include the following:

The Spin-Off

In connection with the Spin-Off, pursuant to the separation and distribution agreement (agreements and defined terms are discussed in Note 20, "Arrangements with New Hertz"), the Company has assumed the liability for, and control of, all pending and threatened legal matters related to its equipment rental business and related assets, as well as assumed or retained liabilities, and will indemnify New Hertz for any liability arising out of or resulting from such assumed legal matters. The separation and distribution agreement also provides for certain liabilities to be shared by the parties. The Company is responsible for a portion of these shared liabilities (typically 15%), as set forth in that agreement. New Hertz is responsible for managing the settlement or other disposition of such shared liabilities. Pursuant to the tax matters agreement, the Company has agreed to indemnify New Hertz for any resulting taxes and related losses if the Company takes or fails to take any action (or permits any of its affiliates to take or fail to take any action) that causes the Spin-Off and related transactions to be taxable, or if there is an acquisition of the equity securities or assets of the Company or of any member of the Company's group that causes the Spin-Off and related transactions to be taxable.

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Fair Value Measurements

Fair Value Disclosures

[Abstract]

Fair Value Measurements

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal market or, if none exists, the most advantageous market, for the specific asset or liability at the measurement date (referred to as the "exit price"). Fair value is a market-based measurement that should be determined based upon assumptions that market participants would use in pricing an asset or liability, including consideration of nonperformance risk.

The Company assesses the inputs used to measure fair value using the three-tier hierarchy promulgated under U.S. GAAP. This hierarchy indicates the extent to which inputs used in measuring fair value are observable in the market.

Level 1: Inputs that reflect quoted prices for identical assets or liabilities in active markets that are observable.

Level 2: Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3: Inputs that are unobservable to the extent that observable inputs are not available for the asset or liability at the measurement date and include management's judgment about assumptions that market participants would use in pricing the asset or liability.

Under U.S. GAAP, entities are allowed to measure certain financial instruments and other items at fair value. The Company has not elected the fair value measurement option for any of its assets or liabilities that meet the criteria for this option. Irrespective of the fair value option previously described, U.S. GAAP requires certain financial and non-financial assets and liabilities of the Company to be measured on either a recurring basis or on a nonrecurring basis as shown in the sections that follow.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The fair value of cash, accounts receivable, accounts payable and accrued liabilities, to the extent the underlying liability will be settled in cash, approximates the carrying values because of the short-term nature of these instruments. The Company's assessment of goodwill and other intangible assets for impairment includes an assessment using various Level 2 (EBITDA multiples and discount rate) and Level 3 (forecasted cash flows) inputs. See Note 2, "Basis of Presentation and Significant Accounting Policies," for more information on the application of the use of fair value methodology.

Cash Equivalents

Cash equivalents primarily consist of money market accounts which are classified as Level 1 assets which the Company measures at fair value on a recurring basis. The Company measures the fair value of cash equivalents using a market approach based on quoted prices in active markets. The Company had \$27 million and \$31 million in cash equivalents at December 31, 2024 and 2023, respectively.

Debt Obligations

The fair values of the Company's ABL Credit Facility, AR Facility and finance lease liabilities approximated their book values as of December 31, 2024 and 2023. The fair value of the Company's 2027 Notes and 2029 Notes are estimated based on quoted market rates as well as borrowing rates currently available to the Company for loans with similar terms and average maturities (Level 2 inputs) (in millions).

	December 31, 2024		December 31, 2023	
	Nominal Unpaid Principal Balance	Aggregate Fair Value	Nominal Unpaid Principal Balance	Aggregate Fair Value
2027 Notes	\$ 1,200	\$ 1,182	\$ 1,200	\$ 1,180
2029 Notes	800	809	—	—
Notes	\$ 2,000	\$ 1,991	\$ 1,200	\$ 1,180

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Earnings Per Share

Earnings Per Share

[Abstract]

Earnings Per Share

Earnings Per Share

Basic earnings per share has been computed based upon the weighted average number of common shares outstanding. Diluted earnings per share has been computed based upon the weighted average number of common shares outstanding plus the effect of all potentially dilutive common stock equivalents, except when the effect would be anti-dilutive.

The following table sets forth the computation of basic and diluted earnings per share (in millions, except per share data).

12 Months Ended

Dec. 31, 2024

	Years Ended December 31,		
	2024	2023	2022
Basic and diluted earnings per share:			
Numerator:			
Net income, basic and diluted	\$ 211	\$ 347	\$ 330
Denominator:			
Basic weighted average common shares	28.4	28.5	29.6
Stock options, RSUs and PSUs	0.1	0.2	0.6
Weighted average shares used to calculate diluted earnings per share	28.5	28.7	30.2
Earnings per share:			
Basic	\$ 7.43	\$ 12.18	\$ 11.15
Diluted	\$ 7.40	\$ 12.09	\$ 10.92
Antidilutive stock options, RSUs and PSUs	—	0.1	0.1

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Arrangements with
New Hertz

[Related Party Transactions \[Abstract\]](#)

[Arrangements with New Hertz](#)
[Hertz](#)

On June 30, 2016, the Company, in its previous form as the holding company of both the existing equipment rental operations as well as the former vehicle rental operations (in its form prior to the Spin-Off, "Hertz Holdings"), completed a spin-off (the "Spin-Off") of its global vehicle rental business through a dividend to stockholders of all of the issued and outstanding common stock of Hertz Rental Car Holding Company, Inc., which was re-named Hertz Global Holdings, Inc. ("New Hertz") in connection with the Spin-Off. New Hertz is an independent public company and continues to operate its global vehicle rental business through its operating subsidiaries including The Hertz Corporation ("THC").

In connection with the Spin-Off, the Company entered into a separation and distribution agreement (the "Separation Agreement") with New Hertz. In connection therewith, the Company also entered into various other ancillary agreements with New Hertz to effect the Spin-Off and provide a framework for its relationship with New Hertz. The following summarizes some of the most significant agreements and relationships that Herc Holdings continues to have with New Hertz.

Separation and Distribution Agreement

The Separation Agreement sets forth the Company's agreements with New Hertz regarding the principal actions taken in connection with the Spin-Off. It also sets forth other agreements that govern aspects of the Company's relationship with New Hertz following the Spin-Off including (i) the manner in which legal matters and claims are allocated and certain liabilities are shared between the Company and New Hertz; (ii) other matters including transfers of assets and liabilities, treatment or termination of intercompany arrangements and releases of certain claims between the parties and their affiliates; (iii) mutual indemnification clauses; and (iv) allocation of Spin-Off expenses between the parties. There have been no material claims or expenses incurred with respect to these agreements in any of the periods presented.

Tax Matters Agreement

The Company entered into a tax matters agreement with New Hertz that governs the parties' rights, responsibilities and obligations after the Spin-Off with respect to tax liabilities and benefits, tax attributes, tax contests and other tax matters regarding income taxes, other taxes and related tax returns.

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Segment Information

[Segment Reporting \[Abstract\]](#)
[Segment Information](#)

Segment Information
Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the chief operating decision maker in deciding how to allocate resources to an individual segment and in assessing performance. The Company's Chief Operating Decision Maker ("CODM") has been identified as its chief executive officer ("CEO"). The Company considered guidance in ASC Topic 280, *Segment Reporting*, and used the management approach in determining its reportable segments. The Company has determined that it has two operating segments that are aggregated into one reportable segment: equipment rental.

The equipment rental segment derives revenues from customers by renting equipment from the Company's fleet, which includes aerial, earthmoving, material handling, trucks and trailers, air compressors, compaction, lighting, trench shoring, and studio and production equipment. The Company's broad portfolio of equipment for rent is fungible and can be deployed throughout the geographies where the Company does business.

Performance and resource allocation, particularly the amount and timing of new equipment purchases, are evaluated by the CODM using net income. Net income is also used when determining other capital allocation priorities such as completing acquisitions, paying dividends or repurchasing Company shares. Net income of the equipment rental segment is reported on the consolidated statement of operations as consolidated net income. Additionally, the measures of segment assets are reported on the consolidated balance sheet as total consolidated assets and rental equipment, which is also disclosed in Note 4, "Rental Equipment."

There are no significant segment expenses other than those presented on the consolidated statement of operations and the Company does not have intra-entity sales.

The Company generates substantially all of its equipment rental revenue in North America. For each of the last three fiscal years, revenues from external customers attributed to the U.S. and all foreign countries (primarily Canada) in total are set forth below:

	Years Ended December 31,		
	2024	2023	2022
United States	\$ 3,314	\$ 3,019	\$ 2,499
International	254	263	241
Total revenue	\$ 3,568	\$ 3,282	\$ 2,740

Geographic information for long-lived assets, which consist primarily of rental equipment and property and equipment, was as follows (in millions):

	December 31, 2024	December 31, 2023
Total assets		
United States	\$ 7,375	\$ 6,531
International	502	530
Total	\$ 7,877	\$ 7,061
Rental equipment, net		
United States	\$ 3,962	\$ 3,546
International	263	285
Total	\$ 4,225	\$ 3,831
Property and equipment, net		
United States	\$ 525	\$ 436
International	29	29
Total	\$ 554	\$ 465

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Schedule II -
Valuation and
Qualifying Accounts

[SEC Schedule, 12-09, Valuation and Qualifying Accounts \[Abstract\]](#)
[Schedule II - Valuation and Qualifying Accounts](#)

12 Months Ended
Dec. 31, 2024

SCHEDULE II

VALUATION AND QUALIFYING ACCOUNTS

HERC HOLDINGS INC. AND SUBSIDIARIES

(In millions)

	Beginning Balance	Provisions	Translation Adjustments	Deductions	Ending Balance
Receivables allowances:					
Year to date December 31, 2024	\$ 20	\$ 70	\$ —	\$ (68)	\$ 22
Year to date December 31, 2023	18	65	—	(63)	20
Year to date December 31, 2022	14	52	—	(48)	18
Tax valuation allowances:					
Year to date December 31, 2024	\$ 2	\$ 3	\$ —	\$ —	\$ 5
Year to date December 31, 2023	4	1	—	(3)	2
Year to date December 31, 2022	3	1	—	—	4

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Pay vs Performance
Disclosure - USD (\$) \$ in Millions

[Pay vs Performance Disclosure](#)

[Net income, basic and diluted](#) \$ 211 \$ 347 \$ 330

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Insider Trading
Arrangements - W.
Mark Humphrey
[Member]

3 Months
Ended
Dec. 31,
2024
shares

12 Months Ended
Dec. 31, 2024
shares

Trading Arrangements, by Individual
Material Terms of Trading Arrangement

Name W. Mark Humphrey
Title Chief Financial Officer

Rule 10b5-1 Arrangement Adopted true
Adoption Date November 8, 2024
Expiration Date March 13, 2025
Arrangement Duration 35 days
Aggregate Available 852 852
XML 48 R34.htm IDEA: XBRL DOCUMENT

Insider Trading Policies and Procedures 12 Months Ended Dec. 31, 2024

Insider Trading Policies and Procedures [Line Items]
Insider Trading Policies and Procedures Adopted true
XML 49 R35.htm IDEA: XBRL DOCUMENT

Cybersecurity Risk Management and Strategy Disclosure 12 Months Ended Dec. 31, 2024

Cybersecurity Risk Management, Strategy, and Governance [Line Items]
Cybersecurity Risk Management Processes for Assessing, Identifying, and Managing Threats [Text Block]

Our executive management team has established an enterprise risk management ("ERM") program, which includes an evaluation of our cybersecurity program as well as associated risks and risk mitigation strategies. Our ERM program is led by the Vice President of Internal Audit and our ERM Committee, which is comprised of members of senior management, including our CEO, Chief Financial Officer, Chief Information Officer ("CIO"), Chief Information Security Officer ("CISO") and Chief Legal Officer. Our cybersecurity policies, standards, processes and practices are integrated into our ERM program and leverage the National Institute of Standards and Technology guidelines. Generally, we seek to address cybersecurity risk through a cross-functional approach in an effort to preserve the confidentiality, security and availability of information that we collect, store and otherwise process. For a description of the risks from cybersecurity threats that could materially and adversely impact us and how they may do so, see our risk factors under Part I, Item 1A "Risk Factors—Risks Related to Our Business" of this Report.

Risk Management and Strategy
As one of the critical elements of our overall ERM approach, our cybersecurity program is focused on the following key areas:

Governance—In 2024, the Board of Directors (the "Board") assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives updates regarding our cybersecurity program through meetings with and reports from our CIO and CISO (or their designees).

Our management team has established a cybersecurity crisis management team, led by our CIO and CISO, that includes other members of management depending on the origin, severity and other factors related to any cybersecurity incident identified. The cybersecurity crisis management team is responsible for communication of significant incidents to the Board and provides updates to the Board through incident resolution. Materiality of incidents are evaluated and determined by our cyber incident disclosure committee that includes certain cybersecurity crisis management team members and which may receive input from relevant stakeholders.

Operating Model—We have adopted a cross-functional operating model designed to identify, prevent, assess, manage and mitigate cybersecurity threats and incidents. We have established controls and procedures intended to promptly escalate certain cybersecurity incidents so that decisions regarding the public disclosure and reporting of such incidents can be made by the cyber incident disclosure committee in a timely manner.

Technical Safeguards—We have deployed technical safeguards that are designed to protect our information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls. We evaluate and strive to improve upon these safeguards through vulnerability assessments and cybersecurity threat intelligence.

Incident Response and Recovery Planning—We have established and maintain an incident response program that governs our response to a cybersecurity incident from detection and initial assessments to incident resolution and recovery. We have a dedicated cybersecurity team led by our CISO that monitors our information systems for indications of cybersecurity threats and will employ our cybersecurity operational model within the incident response program promptly upon threat detection. Our incident response program is tested and evaluated on a regular basis.

Third-Party Risk Management—We maintain a risk-based approach to identifying and overseeing cybersecurity risks presented by third parties (including vendors, service providers and other external users of our systems) as well as the systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems.

Education and Training—We conduct mandatory training for all employees to communicate our policies and procedures regarding cybersecurity and to assist employees in learning how to identify potential cybersecurity threats.

Assessment and Testing—We engage in periodic assessments and testing of our policies and procedures that are designed to address cybersecurity threats and incidents. We use a range of activities such as audits, assessments, tabletop exercises, threat modeling, vulnerability testing and other exercises focused on evaluating the effectiveness of our cybersecurity measures and planning. On occasion, we use third parties (such as outside counsel, information security consultants, and software providers) to assist in these assessment and testing exercises.

Cybersecurity Risk Management Processes Integrated [Flag] true

Cybersecurity Risk Management Processes Integrated [Text Block]
Our executive management team has established an enterprise risk management ("ERM") program, which includes an evaluation of our cybersecurity program as well as associated risks and risk mitigation strategies. Our ERM program is led by the Vice President of Internal Audit and our ERM Committee, which is comprised of members of senior management, including our CEO, Chief Financial Officer, Chief Information Officer ("CIO"), Chief Information Security Officer ("CISO") and Chief Legal Officer. Our cybersecurity policies, standards, processes and practices are integrated into our ERM program and leverage the National Institute of Standards and Technology guidelines. Generally, we seek to address cybersecurity risk through a cross-functional approach in an effort to preserve the confidentiality, security and availability of information that we collect, store and otherwise process.

Cybersecurity Risk Management Third Party Engaged [Flag] true

Cybersecurity Risk Third Party Oversight and Identification Processes [Flag] true

Cybersecurity Risk Materially Affected or Reasonably Likely to Materially Affect Registrant [Flag] false

Cybersecurity Risk Board of Directors Oversight [Text Block]
In 2024, the Board of Directors assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives presentations and reports on cybersecurity risks on a wide range of topics including recent developments, vulnerability assessments, third-party and independent reviews, the threat environment, technological trends and information security considerations. The Board also receives reports regarding cybersecurity incidents that meet established reporting thresholds through the process described above, as well as updates regarding any such incident.

The CIO and CISO are responsible for the maintenance of the incident response program that is designed to protect our information systems and information from cybersecurity threats and oversee the incident response team which responds to any cybersecurity threats or incidents in accordance with our cybersecurity incident response plan. The cybersecurity incident response team is responsible for monitoring, preventing, detecting, mitigating and remediating cybersecurity threats and incidents and reports such threats and incidents to the CISO (or other relevant stakeholders). Depending on the threat or incident level, the CISO will engage the cybersecurity crisis management team and the cyber incident disclosure committee to determine proper escalation with significant incidents being reported to the Board.

The CISO has served in various roles of increasing responsibility in information technology and information security for over 30 years and has attained several relevant professional certifications. The CIO has also served in various roles in information technology for over 25 years, including as chief information officer at another public company, and has extensive experience managing cybersecurity threats.

he Board of Directors (the "Board") assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives updates regarding our cybersecurity program through meetings with and reports from our CIO and CISO (or their designees)

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Cybersecurity Risk Management Positions

or Committees Responsible [Flag]	true
Cybersecurity Risk Management Positions or Committees Responsible [Text Block]	he Board of Directors (the "Board") assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives updates regarding our cybersecurity program through meetings with and reports from our CIO and CISO (or their designees). Our management team has established a cybersecurity crisis management team, led by our CIO and CISO, that includes other members of management depending on the origin, severity and other factors related to any cybersecurity incident identified. The cybersecurity crisis management team is responsible for communication of significant incidents to the Board and provides updates to the Board through incident resolution
Cybersecurity Risk Management Expertise of Management Responsible [Text Block]	The CISO has served in various roles of increasing responsibility in information technology and information security for over 30 years and has attained several relevant professional certifications. The CIO has also served in various roles in information technology for over 25 years, including as chief information officer at another public company, and has extensive experience managing cybersecurity threats.
Cybersecurity Risk Process for Informing Management or Committees Responsible [Text Block]	he Board of Directors (the "Board") assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives updates regarding our cybersecurity program through meetings with and reports from our CIO and CISO (or their designees). Our management team has established a cybersecurity crisis management team, led by our CIO and CISO, that includes other members of management depending on the origin, severity and other factors related to any cybersecurity incident identified. The cybersecurity crisis management team is responsible for communication of significant incidents to the Board and provides updates to the Board through incident resolution. Materiality of incidents are evaluated and determined by our cyber incident disclosure committee that includes certain cybersecurity crisis management team members and which may receive input from relevant stakeholders.

Cybersecurity Risk Management Positions or Committees Responsible Report to Board [Flag]	true
XML 50 R36.htm IDEA: XBRL DOCUMENT	

Basis of Presentation and Significant Accounting Policies (Policies) Accounting Policies [Abstract] Basis of Presentation	12 Months Ended Dec. 31, 2024
<i>Basis of Presentation</i>	
The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and footnotes. Actual results could differ materially from those estimates.	
Significant estimates inherent in the preparation of the consolidated financial statements include receivables allowances, depreciation of rental equipment, the recoverability of long-lived assets, useful lives and impairment of long-lived tangible and intangible assets including goodwill and trade name, valuation of acquired intangible assets, pension and postretirement benefits, valuation of stock-based compensation, reserves for litigation and other contingencies and accounting for income taxes, among others.	

Reclassifications	<i>Reclassifications</i>
	Certain amounts on the balance sheet in prior years have been reclassified to conform with the presentation in the current year.
Principles of Consolidation	<i>Principles of Consolidation</i>
	The consolidated financial statements include the accounts of Herc Holdings and its wholly owned subsidiaries. In the event that the Company is a primary beneficiary of a variable interest entity, the assets, liabilities and results of operations of the variable interest entity are included in the Company's consolidated financial statements. The Company accounts for investments in joint ventures using the equity method when it has significant influence but not control and is not the primary beneficiary. All significant intercompany transactions have been eliminated in consolidation.

Cash and Cash Equivalents	<i>Cash and Cash Equivalents</i>
	Cash and cash equivalents include cash on hand and highly liquid investments with an original maturity of three months or less.
Concentration of Credit Risk	<i>Concentration of Credit Risk</i>
	The Company's cash and cash equivalents are held in checking accounts, various investment grade institutional money market accounts or bank term deposits. Deposits held at banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with financial institutions with reputable credit and therefore bear minimal credit risk. The Company seeks to mitigate such risks by spreading the risk across multiple counterparties and monitoring the risk profiles of these counterparties. In addition, the Company has credit risk from financial instruments used in hedging activities, when appropriate. The Company limits its exposure relating to financial instruments by diversifying the financial instruments among various counterparties, which consist of major financial institutions.

Receivables	<i>Receivables</i>
	Receivables are stated net of allowances and represent credit extended to customers and manufacturers that satisfy defined credit criteria. The estimate of the allowance for credit losses is based on the Company's historical experience and its judgment as to the likelihood of ultimate collection. Actual receivables are written-off against the allowance for credit losses when the Company determines the balance will not be collected. Estimates for future credit memos are based on historical experience and are reflected as reductions to revenue, while the provision for credit losses for rental transactions is reflected as a component of "Selling, general and administrative expenses" in the Company's consolidated statements of operations.
Rental Equipment	<i>Rental Equipment</i>
	Rental equipment is stated at cost, net of related discounts, with holding periods ranging from one year to 15 years. Generally, when rental equipment is acquired, the Company estimates the period that it will hold the asset, primarily based on historical measures of the amount of rental activity (e.g. equipment usage) and the targeted age of equipment at the time of disposal. The Company also estimates the residual value of the applicable rental equipment at the expected time of disposal. The residual value for rental equipment is affected by factors which include equipment age and amount of usage. Depreciation is recorded over the estimated holding period. Depreciation rates are reviewed on a quarterly basis based on management's ongoing assessment of present and estimated future market conditions, their effect on residual values at the time of disposal and the estimated holding periods. Market conditions for used equipment sales can also be affected by external factors such as the economy, natural disasters, fuel prices, supply of similar used equipment, the market price for similar new equipment and incentives offered by manufacturers of new equipment. These key factors are considered when estimating future residual values and assessing depreciation rates. As a result of this ongoing assessment, the Company makes periodic adjustments to depreciation rates of rental equipment in response to changed market conditions.

Property and Equipment	<i>Property and Equipment</i>												
	Property and equipment are stated at cost and are depreciated utilizing the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are amortized over the estimated useful lives of the related assets or leases, whichever is shorter.												
	Useful lives are as follows:												
	<table><tr><td>Buildings</td><td>8 to 33 years</td></tr><tr><td>Service vehicles</td><td>3 to 13 years</td></tr><tr><td>Machinery and equipment</td><td>1 to 15 years</td></tr><tr><td>Computer equipment</td><td>1 to 5 years</td></tr><tr><td>Furniture and fixtures</td><td>2 to 10 years</td></tr><tr><td>Leasehold improvements</td><td>The lesser of the asset life or expected lease term including lease extension options.</td></tr></table>	Buildings	8 to 33 years	Service vehicles	3 to 13 years	Machinery and equipment	1 to 15 years	Computer equipment	1 to 5 years	Furniture and fixtures	2 to 10 years	Leasehold improvements	The lesser of the asset life or expected lease term including lease extension options.
Buildings	8 to 33 years												
Service vehicles	3 to 13 years												
Machinery and equipment	1 to 15 years												
Computer equipment	1 to 5 years												
Furniture and fixtures	2 to 10 years												
Leasehold improvements	The lesser of the asset life or expected lease term including lease extension options.												
	The Company follows the practice of charging routine maintenance and repairs, including the cost of minor replacements, to maintenance expense. Costs of major replacements are capitalized and depreciated.												

Leases	<i>Leases</i>
	Leases are classified as either finance or operating at inception of the lease, with classification affecting the pattern of expense recognition in the income statement. Operating and finance leases result in the recognition of right-of-use ("ROU") assets and lease liabilities on the balance sheet. ROU assets represent the Company's right to use the leased asset for the lease term and lease liabilities represent the obligation to make lease payments. The liability is calculated as the present value of the remaining minimum lease payments for existing operating leases using either the rate implicit in the lease or, if none exists, the Company's incremental borrowing rate. Operating lease cost is recorded on a straight-line basis over the remaining lease term. Finance lease cost includes amortization of the ROU assets on a straight-line basis and interest on the lease liabilities using the effective interest method.
	In certain instances, the Company may sell property and enter into an arrangement to lease the property back from the landlord. In these instances, the Company performs a sale-leaseback analysis to determine if the assets can be removed from the balance sheet. If certain criteria are met, the Company recognizes the transaction as a sale, removes the assets from its balance sheet and reflects the future lease payments as rent expense. If the criteria for sale is not met, such as available repurchase options or continuing involvement with the property, the Company is considered the owner for accounting purposes. In these instances, the Company is precluded from derecognizing the assets from its balance sheet and will continue to depreciate the assets over the expected lease term. In conjunction with these arrangements, the Company records a financing obligation equal to the cash proceeds or fair market value of the assets received from the landlord. Lease payments for these properties are recognized as interest expense and a reduction of the financing obligation using the effective interest method. At the end of the lease term, including exercise of any renewal options, the net remaining financing obligation over the net carrying value of the fixed asset will be recognized as a non-cash gain on sale of the property.
	<i>Reserves for Self-Insured Claims</i>
	The obligation for public liability and property damage on self-insured equipment represents an estimate for both reported accident claims not yet paid, and claims incurred but not yet reported. The related liabilities are recorded on a non-discounted basis. Reserve requirements are based on actuarial evaluations of historical accident claim experience and trends, as well as future projections of ultimate losses, expenses, premiums and administrative costs. The adequacy of the liability is regularly monitored based on evolving accident claim history and insurance-related state legislation changes. If the Company's estimates change or if actual results differ from these assumptions, the amount of the recorded liability is adjusted to reflect these results.

Reserves for Claims	
	The Company is exposed to various claims relating to our business, including those for which we provide self-insurance. Claims for which we self-insure include: (i) workers compensation claims; (ii) general liability claims by third parties for injury or property damage caused by our equipment or personnel; (iii) automobile liability claims; and (iv) employee health insurance claims. These types of claims may take a substantial amount of time to resolve and, accordingly, the ultimate liability associated with a particular claim, including claims incurred but not reported as of a period-end reporting date, may not be known for an extended period of time. The Company's methodology for developing self-insurance reserves is based on management estimates and independent third party actuarial estimates. The estimation process considers, among other matters, the cost of known claims over time, cost inflation and incurred but not reported claims. These estimates may change based on, among other things, changes in the Company's claim history or receipt of additional information relevant to assessing the claims and the amount of the recorded liability is adjusted to reflect these changes. The long-term portion of our self-insurance reserves is included in "Other long-term liabilities" in the consolidated balance sheet.
Defined Benefit Pension Plans and Other Employee Benefits	<i>Defined Benefit Pension Plans and Other Employee Benefits</i>
	The Company's employee pension costs and obligations are developed from actuarial valuations. Inherent in these valuations are key assumptions, including discount rates, salary growth, long-term return on plan assets, retirement rates, mortality rates and other factors. The selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation, as well as independent studies of trends performed by actuaries. However, actual results may differ substantially from the estimates that were based on the assumptions. The Company uses a December 31 measurement date for all of the plans. Actual results that differ from the Company's assumptions are accumulated and amortized over future periods and, therefore, generally affect its recognized expense in such future periods. While management believes that the assumptions used are appropriate, significant differences in actual experience or significant changes in assumptions would affect the Company's pension costs and obligations.

Foreign Currency Translation and Transactions

Foreign Currency Translation and Transactions

Assets and liabilities of international subsidiaries whose functional currency is the local currency are translated at the rate of exchange in effect on the balance sheet date; income and expenses are translated at the average exchange rates throughout the year. The related translation adjustments are reflected in "Accumulated other comprehensive income (loss)" in the equity section of the Company's consolidated balance sheets. Foreign currency gains and losses resulting from transactions are included in earnings.

Business Combinations

Business Combinations

The Company has made multiple acquisitions and may continue to make acquisitions in the future. The assets acquired and liabilities assumed are recorded based on their respective fair values at the date of acquisition. Long-lived assets (principally rental equipment), goodwill and other intangible assets generally represent the largest components of the acquisitions. Rental equipment is valued utilizing either a cost or market approach, or a combination of these methods, depending on the asset being valued and the availability of market data. The intangible assets that the Company has acquired are non-compete agreements, customer relationships, and trade names and associated trademarks. The estimated fair values of these intangible assets reflect various assumptions about discount rates, revenue growth rates, operating margins, terminal values, useful lives and other prospective financial information. Goodwill is calculated as the excess of the cost of the acquired entity over the net of the fair value of the assets acquired and the liabilities assumed. Non-compete agreements, customer relationships, and trade names and associated trademarks are valued based on an excess earnings or income approach based on projected cash flows and may be amortized over the useful life if they are determined to be finite-lived intangible assets. Determining the fair value of the assets and liabilities acquired is judgmental in nature and can involve the use of significant estimates and assumptions.

As part of an acquisition, the Company will also acquire other assets and assume liabilities. These other assets and liabilities typically include, but are not limited to, parts inventory, accounts receivable, accounts payable and other working capital items. Because of their short-term nature, the fair values of these other assets and liabilities generally approximate the book values on the acquired entities' balance sheets.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill and Indefinite-Lived Intangible Assets

On an annual basis and at interim periods when circumstances require, the Company tests the recoverability of its goodwill. The analysis is conducted as of October 1 each year. The Company has two reporting units and compares the carrying value of its reporting units to the fair value. If the carrying value of the reporting unit is greater than its fair value, the Company recognizes an impairment charge for the amount equal to that excess.

The Company may first assess qualitative factors to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. If a quantitative impairment test is performed, the fair value of the reporting unit is estimated using a combination of an income approach on the present value of estimated future cash flows and a market approach based on published earnings multiples of comparable entities with similar operations and economic characteristics as well as acquisition multiples paid in recent transactions. The Company's discounted cash flows are based upon reasonable and appropriate assumptions, which are weighted for their likely probability of occurrence, about the underlying business activities of the Company.

Indefinite-lived intangible assets, primarily the Company's trade name, are not amortized but are evaluated annually for impairment and whenever events or changes in circumstances indicate that the carrying amount of this asset may exceed its fair value. If the carrying value of an indefinite-lived intangible asset exceeds its fair value, an impairment charge is recognized in an amount equal to that excess.

Finite-Lived Intangible and Long-Lived Assets

Finite-Lived Intangible and Long-Lived Assets

Intangible assets include technology, customer relationships and other intangibles. Intangible assets with finite lives are amortized over the estimated economic lives of the assets, which range from five to 14 years. These assets are primarily amortized using the straight-line method, however, certain assets may be amortized using an accelerated method that reflects the economic benefit to the Company. Long-lived assets, including intangible assets with finite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of an impairment loss for long-lived assets that management expects to hold and use is based on the estimated fair value of the asset.

Long-lived assets, or disposal groups comprising assets and liabilities, that are expected to be recovered primarily through sale rather than through continuing use are classified as assets held for sale. Upon designation as an asset held for sale, the carrying value of each long-lived asset or disposal group is recorded at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and depreciation expense is no longer recorded.

Revenue Recognition

Revenue Recognition

The Company is principally engaged in the business of renting equipment. Ancillary to the Company's principal equipment rental business, the Company also sells used rental equipment, new equipment and parts and supplies and offers certain services to support its customers.

The Company's rental transactions are accounted for under ASC Topic 842, *Leases*, ("Topic 842"). Equipment rental revenue includes revenue generated from renting equipment to customers, including re-rent revenue, and is recognized on a straight-line basis over the length of the rental contract. Other equipment rental revenues include fees for the Company's rental protection program and environmental charges and are recognized on a straight-line basis over the length of the rental contract.

The Company's sale of rental and new equipment, parts and supplies along with certain services provided to customers are recognized under ASC Topic 606, *Revenue from Contracts with Customers*, ("Topic 606"). The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for such products or services.

Stock Based Compensation

Stock Based Compensation

Under the Company's stock based compensation plans, certain employees and members of the Company's board of directors have received grants of restricted stock units, performance stock units and stock options for Herc Holdings common stock.

The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. That cost is recognized over the period during which the employee is required to provide service in exchange for the award. The Company estimates the fair value of stock options issued at the date of grant using a Black-Scholes option-pricing model, which includes assumptions related to volatility, expected term, dividend yield and risk-free interest rate.

The Company accounts for restricted stock unit and performance stock unit awards as equity classified awards. For restricted stock units, the expense is based on the grant date fair value of the stock and the number of shares that vest, recognized over the service period. For performance stock units, the expense is based on the grant date fair value of the stock, recognized over a service period depending upon the applicable performance condition. For performance stock units, the Company re-assesses the probability of achieving the applicable performance condition each reporting period and adjusts the recognition of expense accordingly.

Income Taxes

Income Taxes

The Company applies the provisions of ASC Topic 740, *Income Taxes*, ("Topic 740"), and computes the provision for income taxes on a Separate Return Basis. Under Topic 740, deferred tax assets and liabilities are determined based on differences between the financial statement carrying amounts and tax bases of assets and liabilities and are measured using the enacted tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. The Company records valuation allowances to reduce its deferred tax assets by the amount that is more likely than not to be realized. Subsequent changes to enacted tax rates and changes in the interpretations thereof will result in deferred taxes and changes to any related valuation allowances. Provisions are not made for income taxes on undistributed earnings of international subsidiaries that are intended to be indefinitely reinvested outside of the United States or are expected to be remitted free of taxes. Future distributions, if any, from these international subsidiaries to the United States or changes in U.S. tax rules may require a charge to reflect tax on these amounts.

In accordance with Topic 740, the Company recognizes, in its consolidated financial statements, the impact of the Company's tax positions that are more likely than not to be sustained upon examination. The Company will determine whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the Company presumes that the position will be examined by the appropriate taxing authority with full knowledge of all relevant information. Upon determination that a tax position meets the more-likely-than-not recognition threshold, it is measured to determine the amount of benefit to recognize in the financial statements. The Company recognizes interest and penalties for uncertain tax positions in income tax expense.

Recently Issued Accounting Pronouncements

Adopted

Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued Accounting Standards Update No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU 2023-07"), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The Company adopted this guidance effective January 1, 2024 and has made the appropriate disclosures in Note 21, "Segment Information."

Not Yet Adopted

Improvements to Income Tax Disclosures

In December 2023, the FASB issued Accounting Standards Update No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-09"), which modifies the rules on income tax disclosures to require entities to disclose (1) specific categories in the rate reconciliation, (2) the income or loss from continuing operations before income tax expense or benefit (separated between domestic and foreign) and (3) income tax expense or benefit from continuing operations (separated by federal, state and foreign). ASU 2023-09 also requires entities to disclose their income tax payments to international, federal, state and local jurisdictions, among other changes. The guidance is effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2023-09 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

Disaggregation of Income Statement Expenses

In November 2024, the FASB issued Accounting Standards Update No. 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)" ("ASU 2024-03"), which is intended to improve the disclosures about a public entity's expenses and address requests from investors for more detailed information about the types of expenses in commonly presented expense captions. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2024-03 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

XML 51 R37.htm IDEA: XBRL DOCUMENT

Basis of Presentation and Significant Accounting Policies (Tables)

Accounting Policies [Abstract]

Schedule of Useful Lives

Useful lives are as follows:		
Buildings	8 to 33 years	
Service vehicles	3 to 13 years	
Machinery and equipment	1 to 15 years	
Computer equipment	1 to 5 years	
Furniture and fixtures	2 to 10 years	
Leasehold improvements	The lesser of the asset life or expected lease term including lease extension options.	

Property and equipment consists of the following (in millions):

12 Months Ended

Dec. 31, 2024

	December 31, 2024	December 31, 2023
Land and buildings	\$ 136	\$ 131
Service vehicles	591	488
Leasehold improvements	142	122
Machinery and equipment	33	27
Computer equipment and software	16	81
Furniture and fixtures	19	18
Construction in progress	22	20
Property and equipment, gross	959	887
Less: accumulated depreciation	(405)	(422)
Property and equipment, net	\$ 554	\$ 465

The Company leases certain of its service vehicles and office equipment under finance leases. Depreciation of assets held under finance leases is included in depreciation expense. The gross amounts of property and equipment and related depreciation recorded under finance leases, included in the table above, were as follows (in millions):

	December 31, 2024	December 31, 2023
Service vehicles	\$ 124	\$ 109
Furniture and fixtures	2	2
Finance lease assets, gross	126	111
Less: accumulated depreciation	(52)	(37)
Finance lease assets, net	\$ 74	\$ 74

The Company has entered into financing obligations to lease certain of its properties as discussed further in Note 12, "Financing Obligations." Depreciation of assets held under financing obligations is included in depreciation expense. The gross amounts of land, building and leasehold improvements and related depreciation recorded under financing obligations, included in the table above, were as follows (in millions):

	December 31, 2024	December 31, 2023
Land, building and leasehold improvements	\$ 72	\$ 72
Less: accumulated depreciation	(42)	(40)
Net assets under financing obligations	\$ 30	\$ 32

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Revenue Recognition (Tables)

[Revenue from Contract with Customer \[Abstract\]](#)

[Schedule of Accounting Guidance for the Company's Revenues](#)

12 Months Ended Dec. 31, 2024

The following summarizes the applicable accounting guidance for the Company's revenues (in millions):

	2024			2023			2022		
	Topic 842	Topic 606	Total	Topic 842	Topic 606	Total	Topic 842	Topic 606	Total
Revenues:									
Equipment rental	\$ 2,862	\$ —	\$ 2,862	\$ 2,577	\$ —	\$ 2,577	\$ 2,284	\$ —	\$ 2,284
Other rental revenue:									
Delivery and pick-up	—	213	213	—	188	188	—	170	170
Other	114	—	114	105	—	105	98	—	98
Total other rental revenues	114	213	327	105	188	293	98	170	268
Total equipment rentals	2,976	213	3,189	2,682	188	2,870	2,382	170	2,552
Sales of rental equipment	—	311	311	—	346	346	—	125	125
Sales of new equipment, parts and supplies	—	37	37	—	38	38	—	36	36
Service and other revenues	—	31	31	—	28	28	—	27	27
Total revenues	\$ 2,976	\$ 592	\$ 3,568	\$ 2,682	\$ 600	\$ 3,282	\$ 2,382	\$ 358	\$ 2,740

[Schedule of Disaggregation of Revenue](#)

The Company sells its used rental equipment, new equipment, parts and supplies. Revenues recorded for each category are as follows (in millions):

	Years Ended December 31,		
	2024	2023	2022
Sales of rental equipment	\$ 311	\$ 346	\$ 125
Sales of new equipment	12	14	8
Sales of parts and supplies	25	24	28
Total	\$ 348	\$ 384	\$ 161

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Rental Equipment (Tables)

[Rental Equipment \[Abstract\]](#)

[Schedule of Rental Equipment](#)

12 Months Ended Dec. 31, 2024

Rental equipment consists of the following (in millions):

	December 31, 2024	December 31, 2023
Rental equipment	\$ 6,423	\$ 5,785
Less: Accumulated depreciation	(2,198)	(1,954)
Rental equipment, net	\$ 4,225	\$ 3,831

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Property and Equipment (Tables)

[Property, Plant and Equipment \[Abstract\]](#)

[Schedule of Property and Equipment](#)

12 Months Ended Dec. 31, 2024

Useful lives are as follows:

Buildings	8 to 33 years
Service vehicles	3 to 13 years
Machinery and equipment	1 to 15 years
Computer equipment	1 to 5 years
Furniture and fixtures	2 to 10 years
Leasehold improvements	The lesser of the asset life or expected lease term including lease extension options.

Property and equipment consists of the following (in millions):

	December 31, 2024	December 31, 2023
Land and buildings	\$ 136	\$ 131
Service vehicles	591	488
Leasehold improvements	142	122
Machinery and equipment	33	27
Computer equipment and software	16	81
Furniture and fixtures	19	18
Construction in progress	22	20
Property and equipment, gross	959	887
Less: accumulated depreciation	(405)	(422)
Property and equipment, net	\$ 554	\$ 465

The Company leases certain of its service vehicles and office equipment under finance leases. Depreciation of assets held under finance leases is included in depreciation expense. The gross amounts of property and equipment and related depreciation recorded under finance leases, included in the table above, were as follows (in millions):

	December 31, 2024	December 31, 2023
Service vehicles	\$ 124	\$ 109
Furniture and fixtures	2	2
Finance lease assets, gross	126	111
Less: accumulated depreciation	(52)	(37)
Finance lease assets, net	\$ 74	\$ 74

The Company has entered into financing obligations to lease certain of its properties as discussed further in Note 12, "Financing Obligations." Depreciation of assets held under financing obligations is included in depreciation expense. The gross amounts of land, building and leasehold improvements and related depreciation recorded under financing obligations, included in the table above, were as follows (in millions):

	December 31, 2024	December 31, 2023
Land, building and leasehold improvements	\$ 72	\$ 72
Less: accumulated depreciation	(42)	(40)
Net assets under financing obligations	\$ 30	\$ 32

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Business Combinations (Tables)

[Business Combination, Asset Acquisition, and Joint Venture Formation \[Abstract\]](#)

[Schedule of Purchase Price Allocation and Fair value and Useful Lives - 2021](#)

12 Months Ended Dec. 31, 2024

The following table summarizes the purchase price allocation of the assets acquired and liabilities assumed (in millions):

Accounts receivable	\$	15
Rental equipment		129
Property and equipment		9
Intangibles ^(a)		65
Total identifiable assets acquired		218
Current liabilities		1
Net identifiable assets acquired		217
Goodwill ^(b)		56
Net assets acquired	\$	273

(a) The following table reflects the fair values and useful lives of the acquired intangible assets identified (in millions):

	Otay	Life (years)
Customer relationships	\$ 61	14
Non-compete agreements	4	5
Total acquired intangible assets	\$ 65	

(b) The level of goodwill that resulted from the acquisition is primarily reflective of operational synergies that the Company expects to achieve that are not associated with identifiable assets, the value of Otay's assembled workforce and new customer relationships expected to arise from the acquisition. All of the goodwill is expected to be deductible for income tax purposes.

The unaudited pro forma supplementary data presented in the table below (in millions) gives effect to the acquisition of Otay as if it had been included in the Company's condensed consolidated results for the entire period reflected. The unaudited pro forma supplementary data is provided for informational purposes only and is not indicative of the Company's results of operations had the acquisitions been included for the period presented, nor is it indicative of the Company's future results.

	Year Ended December 31, 2024			Year Ended December 31, 2023		
	Herc	Otay	Total	Herc	Otay	Total
Historic/pro forma total revenues	3,568	\$ 41	\$ 3,609	\$ 3,282	\$ 73	\$ 3,355
Historic/combined pretax income	291	4	295	447	10	457
Pro forma adjustments to consolidated pretax income:						
Impact of fair value adjustments/useful life changes on depreciation ^(a)		3	3		3	3
Intangible asset amortization ^(b)		(5)	(5)		(8)	(8)
Interest expense ^(c)		(10)	(10)		(18)	(18)
Elimination of historic interest ^(d)		3	3		5	5
Elimination of merger related costs ^(e)		2	2		—	—
Pro forma pretax income		\$ 288			\$ 439	

(a) Depreciation of rental equipment was adjusted for the fair value at acquisition and changes in useful lives of equipment acquired.

(b) Intangible asset amortization was adjusted to include amortization of the acquired intangible assets.

(c) As discussed above, the Company funded the Otay acquisition primarily using drawings on its senior secured asset-based revolving credit facility. Interest expense was adjusted to reflect interest on such borrowings.

(d) Historic interest on debt that is not part of the combined entity was eliminated.

(e) Merger related direct costs primarily comprised of financial and legal advisory fees associated with the Otay acquisition were eliminated as they were assumed to have been recognized prior to the pro forma acquisition date.

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**Goodwill and
Intangible Assets
(Tables)**
[Goodwill and Intangible Assets
Disclosure \[Abstract\]](#)
[Schedule of Goodwill](#)

**12 Months Ended
Dec. 31, 2024**

The following summarizes the Company's goodwill (in millions):

	Years Ended December 31,	
	2024	2023
Balance at the beginning of the period:		
Goodwill, gross	\$ 1,154	\$ 1,088
Accumulated impairment losses	(671)	(669)
Goodwill	483	419
Goodwill classified as held for sale	—	(65)
Additions	190	128
Currency translation	(3)	1
Balance at the end of the period:		
Goodwill, gross	1,334	1,154
Accumulated impairment losses	(664)	(671)
Goodwill	\$ 670	\$ 483

[Schedule of Intangible Assets, Net \(Finite
Lived\)](#)

Intangible assets, net, consisted of the following major classes (in millions):

	December 31, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Finite-lived intangible assets:			
Customer-related and non-compete agreements	\$ 382	\$ (106)	\$ 276
Internally developed software ^(a)	39	(14)	25
Total	421	(120)	301
Indefinite-lived intangible assets:			
Trade name	271	—	271
Total intangible assets, net	\$ 692	\$ (120)	\$ 572

(a) Includes capitalized costs of \$14 million yet to be placed into service.

	December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Finite-lived intangible assets:			
Customer-related and non-compete agreements	\$ 248	\$ (69)	\$ 179
Internally developed software ^(a)	64	(47)	17
Total	312	(116)	196
Indefinite-lived intangible assets:			
Trade name	271	—	271
Total intangible assets, net	\$ 583	\$ (116)	\$ 467

(a) Includes capitalized costs of \$3 million yet to be placed into service.

Intangible assets, net, consisted of the following major classes (in millions):

	December 31, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Finite-lived intangible assets:			
Customer-related and non-compete agreements	\$ 382	\$ (106)	\$ 276
Internally developed software ^(a)	39	(14)	25
Total	421	(120)	301
Indefinite-lived intangible assets:			
Trade name	271	—	271
Total intangible assets, net	\$ 692	\$ (120)	\$ 572

(a) Includes capitalized costs of \$14 million yet to be placed into service.

	December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Finite-lived intangible assets:			
Customer-related and non-compete agreements	\$ 248	\$ (69)	\$ 179
Internally developed software ^(a)	64	(47)	17
Total	312	(116)	196
Indefinite-lived intangible assets:			
Trade name	271	—	271
Total intangible assets, net	\$ 583	\$ (116)	\$ 467

(a) Includes capitalized costs of \$3 million yet to be placed into service.

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**Assets Held for Sale
(Tables)**
[Discontinued Operations and Disposal Groups \[Abstract\]](#)
[Schedule of Assets and Liabilities Held for Sale](#)

**12 Months Ended
Dec. 31, 2024**

The following table summarizes the assets and liabilities held for sale (in millions):

	December 31, 2024	December 31, 2023
Assets held for sale:		
Cash and cash equivalents	\$ —	\$ 1
Receivables	6	8
Other current assets	11	12
Total current assets held for sale	\$ 17	\$ 21
Rental equipment, net	\$ 124	\$ 183
Property and equipment, net	23	34
Right-of-use lease assets	47	75
Intangible assets, net	2	4
Goodwill	—	65
Other long-term assets	24	47
Total long-term assets held for sale	\$ 220	\$ 408
Liabilities held for sale:		
Current maturities of operating lease liabilities	\$ 7	\$ 8
Accounts payable	5	6
Accrued liabilities	3	5
Total current liabilities held for sale	\$ 15	\$ 19
Operating lease liabilities	\$ 60	\$ 68
Total long-term liabilities held for sale	\$ 60	\$ 68

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Leases (Tables)

12 Months Ended
Dec. 31, 2024

[Leases \[Abstract\]](#)

[Schedule of Components of Lease Expense](#)

The components of lease expense consist of the following (in millions):

	Classification	Years Ended December 31,			
		2024		2023	
Operating lease cost ^(a)	Direct operating	\$	158	\$	132
Finance lease cost:					
Amortization of ROU assets	Depreciation and amortization		16		14
Interest on lease liabilities	Interest expense, net		3		2
Sublease income	Equipment rental revenue		(77)		(61)
Net lease cost		\$	100	\$	87

(a) Includes short-term leases of \$62 million and \$52 million for the year ended December 31, 2024 and 2023, respectively, and variable lease costs of \$6 million and \$3 million for the year ended December 31, 2024 and 2023, respectively.

[Schedule of Balance sheet Information Related to Leases](#)

Balance sheet information related to leases consists of the following (in millions):

	Classification	December 31, 2024		December 31, 2023	
		\$		\$	
Assets					
Operating lease ROU assets	Right-of-use assets	\$	852	\$	665
Finance lease ROU assets	Property and equipment, net ^(a)		74		74
Total leased assets		\$	926	\$	739
Liabilities					
Current:					
Operating	Current maturities of operating lease liabilities	\$	39	\$	37
Finance	Current maturities of long-term debt and financing obligations		17		15
Non-current:					
Operating	Operating lease liabilities		842		646
Finance	Long-term debt, net		60		61
Total lease liabilities		\$	958	\$	759

(a) Finance lease right-of-use assets are recorded net of accumulated amortization of \$52 million and \$37 million for the years ended December 31, 2024 and 2023, respectively.

	Years Ended December 31,	
	2024	2023
Weighted average remaining lease term:		
Operating leases	17.1	16.8
Finance leases	5.1	5.4
Weighted average discount rate:		
Operating leases	4.31 %	3.95 %
Finance leases	4.29 %	4.01 %

Cash flow information related to leases consists of the following (in millions):

	Years Ended December 31,	
	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$	51
Operating cash flows from finance leases		3
Financing cash flows from finance leases		16
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases		300
Finance leases		17

Maturities of lease liabilities are as follows (in millions):

	Operating Leases	Finance Leases
2025	\$ 76	\$ 20
2026	82	18
2027	78	14
2028	75	13
2029	72	11
Thereafter	942	11
Total lease payments	1,325	87
Less: Interest	(444)	(10)
Present value of lease liabilities	\$ 881	\$ 77

Maturities of lease liabilities are as follows (in millions):

	Operating Leases	Finance Leases
2025	\$ 76	\$ 20
2026	82	18
2027	78	14
2028	75	13
2029	72	11
Thereafter	942	11
Total lease payments	1,325	87
Less: Interest	(444)	(10)
Present value of lease liabilities	\$ 881	\$ 77

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Accrued Liabilities (Tables)

12 Months Ended
Dec. 31, 2024

[Payables and Accruals \[Abstract\]](#)

[Schedule of Accrued Liabilities](#)

Accrued liabilities consists of the following (in millions):

	December 31, 2024	December 31, 2023
Accrued compensation and benefit costs	\$ 58	\$ 51
Rebate accrual	43	56
Taxes payable	30	28
Accrued interest	38	37
Customer related deferrals	19	18
Insurance reserves	31	18
Acquisition holdbacks	13	3
Other	7	10
Total accrued liabilities	\$ 239	\$ 221

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Debt (Tables)

12 Months Ended
Dec. 31, 2024

[Debt Disclosure \[Abstract\]](#)

[Schedule of Debt](#)

The Company's debt consists of the following (in millions):

	Weighted Average Effective Interest Rate at December 31, 2024	Weighted Average Stated Interest Rate at December 31, 2024	Fixed or Floating Interest Rate	Maturity	December 31, 2024	December 31, 2023
Senior Notes						
2027 Notes	5.61%	5.50%	Fixed	2027	\$ 1,200	\$ 1,200
2029 Notes	6.91%	6.63%	Fixed	2029	\$ 800	—
Other Debt						
ABL Credit Facility	N/A	5.83%	Floating	2027	1,621	2,072
AR Facility	N/A	5.36%	Floating	2025	400	345
Finance lease liabilities	4.29%	N/A	Fixed	2025-2032	77	76
Unamortized Debt Issuance Costs ^(a)					(12)	(5)
Total debt					4,086	3,688
Less: Current maturities of long-term debt					(17)	(15)
Long-term debt, net					\$ 4,069	\$ 3,673

(a) Unamortized debt issuance costs totaling \$6 million and \$8 million related to the ABL Credit Facility and AR Facility (as each is defined below) as of December 31, 2024 and 2023, respectively, are included in "Other long-term assets" in the consolidated balance sheets.

The nominal principal amounts of maturities of debt for each of the periods ending December 31 are as follows (in millions):

2025	\$ 17
2026	16
2027	3,233
2028	12
2029	810
Thereafter	10
Total	\$ 4,098

[Schedule of Nominal Principal Amounts of Maturities of Debt](#)

[Schedule of Borrowing Capacity and Availability on Line of Credit](#)

After outstanding borrowings, the following was available to the Company under the ABL Credit Facility and AR Facility as of December 31, 2024 (in millions):

	Remaining Capacity	Availability Under Borrowing Base Limitation
ABL Credit Facility	\$ 1,845	\$ 1,845
AR Facility	—	—
Total	\$ 1,845	\$ 1,845

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**Financing Obligations
(Tables)**

[Financing Obligation \[Abstract\]](#)

[Schedule of Company's Financing Obligations](#)

**12 Months Ended
Dec. 31, 2024**

The Company's financing obligations consist of the following (in millions):

	Weighted Average Effective Interest Rate at December 31, 2024	Maturity	December 31, 2024	December 31, 2023
Financing obligations	5.45%	2026-2038	\$ 107	\$ 110
Unamortized financing issuance costs			(2)	(2)
Total financing obligations			105	108
Less: Current maturities of financing obligations			(4)	(4)
Financing obligations, net			\$ 101	\$ 104

[Schedule of Future Minimum Financing Payments](#)

As of December 31, 2024, future minimum financing payments for the agreements referred to above are as follows (in millions):

2025	\$ 10
2026	10
2027	10
2028	9
2029	9
Thereafter	72
Total minimum financing obligations payments	120
Obligations subject to non-cash gain on future sale of property	35
Less amount representing interest (at a weighted-average interest rate of 5.45%)	(48)
Total financing obligations	\$ 107

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**Employee Retirement
Benefits (Tables)**

[Retirement Benefits \[Abstract\]](#)

[Schedule of Reconciliation of Benefit Obligations and Plan Assets](#)

**12 Months Ended
Dec. 31, 2024**

The following table provides a reconciliation of benefit obligations and plan assets of the Company's pension plans and postretirement benefit plans (in millions):

	Pension		Postretirement	
	2024	2023	2024	2023
Change in Projected Benefit Obligations				
Benefit obligations at beginning of year	\$ 137	\$ 134	\$ 1	\$ 1
Interest cost	7	7	—	—
Plan settlements	(7)	—	—	—
Benefits paid	—	(7)	—	—
Actuarial (gain) loss	(4)	3	—	—
Benefit obligations at end of year	\$ 133	\$ 137	\$ 1	\$ 1
Change in Fair Value of Plan Assets				
Fair value of plan assets at beginning of year	\$ 119	\$ 113	\$ —	\$ —
Actual return on plan assets	2	9	—	—
Employer contribution	4	4	—	—
Plan settlements	(7)	—	—	—
Benefits paid	—	(7)	—	—
Fair value of plan assets at end of year	\$ 118	\$ 119	\$ —	\$ —
Funded Status	\$ (15)	\$ (18)	\$ (1)	\$ (1)
Accumulated benefit obligations	\$ 133	\$ 137		

[Schedule of Amounts Recognized in Balance Sheet](#)

	Pension		Postretirement	
	2024	2023	2024	2023
Amounts Recognized in Balance Sheet				
Other long-term liabilities	\$ (15\$	(18\$	(1\$	(1)
Net amount recognized	\$ (15\$	(18\$	(1\$	(1)
Amounts Recognized in Accumulated Other Comprehensive Loss				
Net actuarial (loss) gain	\$ (18\$	(19\$	—\$	1
Net amount recognized	\$ (18\$	(19\$	—\$	1
Weighted-Average Assumptions Used to Determine Projected Benefit Obligations				
Discount rate	5.3%	5.3%	5.3%	5.3%
Average rate of increase in compensation	—%	—%	—%	—%
Interest credit rate	3.8%	3.8%	—%	—%
Initial healthcare cost trend rate	N/A	N/A	6.9%	6.3%
Ultimate healthcare cost trend rate	N/A	N/A	4.0%	4.0%
Amounts Recognized in Balance Sheet				
Other long-term liabilities	\$ (15\$	(18\$	(1\$	(1)
Net amount recognized	\$ (15\$	(18\$	(1\$	(1)
Amounts Recognized in Accumulated Other Comprehensive Loss				
Net actuarial (loss) gain	\$ (18\$	(19\$	—\$	1
Net amount recognized	\$ (18\$	(19\$	—\$	1
Weighted-Average Assumptions Used to Determine Projected Benefit Obligations				
Discount rate	5.3%	5.3%	5.3%	5.3%
Average rate of increase in compensation	—%	—%	—%	—%
Interest credit rate	3.8%	3.8%	—%	—%
Initial healthcare cost trend rate	N/A	N/A	6.9%	6.3%
Ultimate healthcare cost trend rate	N/A	N/A	4.0%	4.0%

[Schedule of Defined Benefit Plan Amounts Recognized in Other Comprehensive Income \(Loss\)](#)

[Schedule of Assumptions Used](#)

[Schedule of Benefit Obligations in Excess of Plan Assets](#)

	Pension		Postretirement	
	2024	2023	2024	2023
Amounts Recognized in Balance Sheet				
Other long-term liabilities	\$ (15\$	(18\$	(1\$	(1)
Net amount recognized	\$ (15\$	(18\$	(1\$	(1)
Amounts Recognized in Accumulated Other Comprehensive Loss				
Net actuarial (loss) gain	\$ (18\$	(19\$	—\$	1
Net amount recognized	\$ (18\$	(19\$	—\$	1
Weighted-Average Assumptions Used to Determine Projected Benefit Obligations				
Discount rate	5.3%	5.3%	5.5%	5.3%
Average rate of increase in compensation	—%	—%	—%	—%
Interest credit rate	3.8%	3.8%	—%	—%
Initial healthcare cost trend rate	N/A	N/A	6.9%	6.3%
Ultimate healthcare cost trend rate	N/A	N/A	4.8%	4.8%

The benefit obligations and fair value of plan assets for the Company's qualified and non-qualified pension and postretirement plans with projected benefit obligations or accumulated benefit obligations in excess of plan assets are as follows (in millions):

	Pension		Postretirement	
	2024	2023	2024	2023
Plans with Benefit Obligations in Excess of Plan Assets				
Projected benefit obligations	\$ 133	\$ 137	\$ 1	1
Accumulated benefit obligations	133	137	—	—
Fair value of plan assets	118	119	—	—

The following table sets forth the net periodic pension cost (benefit) (in millions):

	Years Ended December 31,		
	2024	2023	2022
Components of Net Periodic Pension Cost (Benefit)			
Interest cost	\$ 7	\$ 7	\$ 5
Expected return on plan assets	(6)	(3)	(6)
Net amortization of actuarial net loss	1	1	—
Settlement loss	1	—	2
Net periodic pension cost (benefit)	\$ 3	\$ 5	\$ 1

Weighted-Average Assumptions Used to Determine Net Periodic Pension Cost (Benefit)			
Discount rate	5.1 %	5.4 %	2.7 %
Expected return on assets	6.3 %	6.0 %	4.6 %
Average rate of increase in compensation	— %	— %	— %
Interest credit rate	3.8 %	3.8 %	3.8 %

The fair value measurements of most plan assets are based upon significant other observable inputs (Level 2), except for the high yield mutual fund and cash which are based upon quoted market prices in active markets for identical assets (Level 1). The following represents the Company's pension plan assets (in millions):

Asset Category	December 31, 2024	December 31, 2023
Cash	\$ 7	\$ 2
Equity Securities:		
U.S. Large Cap	17	13
U.S. Mid Cap	1	2
International Developed	6	12
International Emerging Markets	3	2
Fixed Income Securities:		
U.S. Treasuries	40	23
Corporate Bonds	17	38
Government Bonds	1	7
Municipal Bonds	—	2
Mortgage-Backed Securities	8	1
Asset-Backed Securities	1	2
Bank Loans	—	6
Preferreds	—	6
Other	17	3
Total fair value of pension plan assets	\$ 118	\$ 119

[Schedule of Expected Benefit Payments](#)

The following table presents estimated future benefit payments (in millions):

	Pension	Postretirement
2025	\$ 9	\$ —
2026	11	—
2027	12	—
2028	13	—
2029	14	—
2030-2034	70	—
	\$ 129	\$ —

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Stock-Based Compensation (Tables)

12 Months Ended

Dec. 31, 2024

[Share-Based Payment Arrangement \[Abstract\]](#)

[Schedule of Expenses and Associated Income Tax Benefits](#)

The following table summarizes the expenses and associated income tax benefits recognized (in millions):

	Years Ended December 31,		
	2024	2023	2022
Compensation expense	\$ 17	\$ 18	\$ 27
Income tax benefit	(4)	(5)	(7)
Total	\$ 13	\$ 13	\$ 20

[Schedule of Stock Option Activity](#)

A summary of option activity is presented below.

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in millions of dollars)
Outstanding at December 31, 2023	14,484	\$ 64.96		
Granted	—	—		
Exercised	(14,484)	64.96		
Forfeited or expired	—	—		
Outstanding at December 31, 2024	—	\$ —		
Expected to Vest at December 31, 2024	—	\$ —	—	\$ —
Exercisable at December 31, 2024	—	\$ —	—	\$ —

[Schedule of Additional Information Pertaining to Option Activity](#)

Additional information pertaining to stock option activity is as follows (in millions):

	Years Ended December 31,		
	2024	2023	2022
Aggregate intrinsic value of stock options exercised	\$ 2	\$ 7	\$ 1
Cash received from the exercise of stock options	2	3	—
Tax benefit realized on exercise of stock options	—	2	—

[Schedule of Performance Stock Units Activity](#)

A summary of the PSU activity is presented below.

	Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2023	188,758	\$ 123.21
Granted	68,848	148.01
Vested	(153,169)	77.10
Performance change	70,509	77.10
Forfeited	(873)	129.16
Nonvested at December 31, 2024	174,073	\$ 154.89

[Schedule of Restricted Stock Units Activity](#)

A summary of the RSU activity is presented below.

	Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2023	200,139	\$ 123.82
Granted	108,138	152.88
Vested	(81,543)	125.03
Forfeited	(2,353)	150.68
Nonvested at December 31, 2024	224,381	\$ 137.10

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Income Taxes (Tables)

12 Months Ended

Dec. 31, 2024

[Income Tax Disclosure \[Abstract\]](#)

[Schedule of Components of Income before Income Taxes](#)

The components of income before income taxes for the periods were as follows (in millions):

[Schedule of Provision for Income Taxes](#)

	Years Ended December 31,		
	2024	2023	2022
Domestic	\$ 302	\$ 443	\$ 426
Foreign	(11)	4	8
Income before income taxes	\$ 291	\$ 447	\$ 434

The provision for income taxes consists of the following (in millions):

	Years Ended December 31,		
	2024	2023	2022
Current:			
Federal	\$ 8	\$ —	\$ —
Foreign	4	4	5
State and local	9	7	15
Total current	21	11	20
Deferred:			
Federal	63	86	82
Foreign	(6)	(1)	—
State and local	2	4	2
Total deferred	59	89	84
Total income tax provision	\$ 80	\$ 100	\$ 104

[Schedule of U.S. and Foreign Net Deferred Tax Assets \(Liabilities\)](#)

	December 31,	
	2024	2023
Deferred tax assets:		
Employee benefit plans	\$ 4	\$ 6
Tax credit carryforwards	5	3
Right-of-use assets	230	185
Deferred interest	80	58
Accrued expenses	59	55
Net operating loss carryforwards	42	108
Total deferred tax assets	420	415
Less: valuation allowance	(5)	(2)
Total net deferred tax assets	415	413
Deferred tax liabilities:		
Lease liabilities	(218)	(179)
Prepaid expenses	(4)	(3)
Depreciation on tangible assets	(913)	(899)
Intangible assets	(80)	(75)
Total deferred tax liabilities	(1,215)	(1,156)
Net deferred tax liability	\$ (800)	\$ (743)

[Schedule of Statutory Federal Income Tax Rate to Income Before Income Taxes](#)

The income tax in the accompanying consolidated statements of operations differs from the income tax calculated by applying the statutory federal income tax rate to income before income taxes due to the following (in millions):

	Years Ended December 31,		
	2024	2023	2022
Income tax provision at statutory rate	\$ 61	\$ 93	\$ 91
Increases (decreases) resulting from:			
Foreign taxes	—	5	—
State and local income taxes, net of federal income tax	9	10	14
Federal and foreign permanent items	2	(1)	(1)
Change in valuation allowance	—	(2)	—
Goodwill impairment ^(a)	14	—	—
Tax credits	(6)	(6)	(1)
All other items, net	—	1	1
Income tax provision	\$ 80	\$ 100	\$ 104

(a) Relates to non-deductible goodwill impairment on Cinelease assets held for sale.

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Accumulated Other Comprehensive Income (Loss) (Tables)

[Equity \[Abstract\]](#)

[Schedule of Changes in the Accumulated Other Comprehensive Income \(Loss\)](#)

12 Months Ended

Dec. 31, 2024

The changes in the accumulated other comprehensive income (loss) balance by component (net of tax) are presented in the tables below (in millions):

	Pension and Other Post-Employment Benefits		Foreign Currency Items		Accumulated Other Comprehensive Income (Loss)	
	2024	2023	2024	2023	2024	2023
Balance at December 31, 2023	\$ (20)	\$ (98)	\$ (98)	\$ (118)	\$ (118)	\$ (118)
Other comprehensive loss before reclassification	—	(25)	—	(25)	(25)	(25)
Amounts reclassified from accumulated other comprehensive loss	1	—	—	—	1	—
Net current period other comprehensive loss	1	(25)	—	(25)	(24)	(25)
Balance at December 31, 2024	\$ (19)	\$ (123)	\$ (123)	\$ (142)	\$ (142)	\$ (142)

	Pension and Other Post-Employment Benefits		Foreign Currency Items		Accumulated Other Comprehensive Income (Loss)	
	2024	2023	2024	2023	2024	2023
Balance at December 31, 2022	\$ (24)	\$ (105)	\$ (105)	\$ (129)	\$ (129)	\$ (129)
Other comprehensive income before reclassification	3	7	7	10	10	10
Amounts reclassified from accumulated other comprehensive loss	1	—	—	—	1	—
Net current period other comprehensive income	4	7	7	11	11	11
Balance at December 31, 2023	\$ (20)	\$ (98)	\$ (98)	\$ (118)	\$ (118)	\$ (118)

[Schedule of Reclassification from Accumulated Other Comprehensive Income \(Loss\)](#)

Amounts reclassified from accumulated other comprehensive income (loss) to net income were as follows (in millions):

	Years Ended December 31,			Statement of Operations Caption
	2024	2023	2022	
Pension and other postretirement benefit plans				
Amortization of actuarial losses	\$ 1	\$ 1	\$ —	Selling, general and administrative
Settlement loss	1	—	2	Selling, general and administrative
Total	2	1	2	
Tax provision	(1)	—	(1)	Income tax provision
Total reclassifications for the period	\$ 1	\$ 1	\$ 1	

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Fair Value Measurements (Tables)

[Fair Value Disclosures \[Abstract\]](#)

[Schedule of Carrying Values and Estimated Fair Values of Debt Instruments](#)

The fair value of the Company's 2027 Notes and 2029 Notes are estimated based on quoted market rates as well as borrowing rates currently available to the Company for loans with similar terms and average maturities (Level 2 inputs) (in millions).

	December 31, 2024			December 31, 2023		
	Nominal Unpaid Principal Balance	Aggregate Fair Value		Nominal Unpaid Principal Balance	Aggregate Fair Value	
2027 Notes	\$ 1,200	\$ 1,182		\$ 1,200	\$ 1,180	
2029 Notes	800	809		—	—	
Notes	\$ 2,000	\$ 1,991		\$ 1,200	\$ 1,180	

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Earnings Per Share (Tables)

[Earnings Per Share \[Abstract\]](#)

[Schedule of Computation of Basic and Diluted Earnings Per Share](#)

The following table sets forth the computation of basic and diluted earnings per share (in millions, except per share data).

	Years Ended December 31,		
	2024	2023	2022
Basic and diluted earnings per share:			
Numerator:			
Net income, basic and diluted	\$ 211	\$ 347	\$ 330
Denominator:			
Basic weighted average common shares	28.4	28.5	29.6
Stock options, RSUs and PSUs	0.1	0.2	0.6
Weighted average shares used to calculate diluted earnings per share	28.5	28.7	30.2
Earnings per share:			
Basic	\$ 7.43	\$ 12.18	\$ 11.15
Diluted	\$ 7.40	\$ 12.09	\$ 10.92
Antidilutive stock options, RSUs and PSUs	—	0.1	0.1

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Segment Information (Tables)

[Segment Reporting \[Abstract\]](#)

12 Months Ended

Dec. 31, 2024

	Years Ended December 31,			
	2024	2023	2022	
United States	\$ 3,314	\$ 3,019	\$ 2,499	
International	254	263	241	
Total revenue	\$ 3,568	\$ 3,282	\$ 2,740	

Geographic information for long-lived assets, which consist primarily of rental equipment and property and equipment, was as follows (in millions):

	December 31, 2024		December 31, 2023	
Total assets				
United States	\$ 7,375		\$ 6,531	
International	502		530	
Total	\$ 7,877		\$ 7,061	
Rental equipment, net				
United States	\$ 3,962		\$ 3,546	
International	263		285	
Total	\$ 4,225		\$ 3,831	
Property and equipment, net				
United States	\$ 525		\$ 436	
International	29		29	
Total	\$ 554		\$ 465	

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Organization and Description of Business (Details)	12 Months Ended Dec. 31, 2024 location
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Number of locations	451
Number of experience	59 years

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Basis of Presentation and Significant Accounting Policies - Concentration of Credit Risk (Details) - Customer concentration risk	12 Months Ended Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Revenue Benchmark			
Concentration Risk [Line Items]			
Concentration risk, percentage	3.00%	3.00%	3.00%
Accounts Receivable			
Concentration Risk [Line Items]			
Concentration risk, percentage	5.00%	5.00%	

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Basis of Presentation and Significant Accounting Policies - Rental Equipment (Details)	12 Months Ended Dec. 31, 2024
Minimum	
Rental Equipment [Line Items]	
Holding period for revenue earning equipment	1 year
Maximum	
Rental Equipment [Line Items]	
Holding period for revenue earning equipment	15 years

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Basis of Presentation and Significant Accounting Policies - Schedule of Useful Lives (Details)	Dec. 31, 2024
Buildings Minimum	
Property, Plant and Equipment [Line Items]	
Property and equipment useful life	8 years
Buildings Maximum	
Property, Plant and Equipment [Line Items]	
Property and equipment useful life	33 years
Service vehicles Minimum	
Property, Plant and Equipment [Line Items]	
Property and equipment useful life	3 years
Service vehicles Maximum	
Property, Plant and Equipment [Line Items]	
Property and equipment useful life	13 years
Machinery and equipment Minimum	
Property, Plant and Equipment [Line Items]	
Property and equipment useful life	1 year
Machinery and equipment Maximum	
Property, Plant and Equipment [Line Items]	
Property and equipment useful life	15 years
Computer equipment Minimum	
Property, Plant and Equipment [Line Items]	
Property and equipment useful life	1 year
Computer equipment Maximum	
Property, Plant and Equipment [Line Items]	
Property and equipment useful life	5 years
Furniture and fixtures Minimum	
Property, Plant and Equipment [Line Items]	
Property and equipment useful life	2 years
Furniture and fixtures Maximum	
Property, Plant and Equipment [Line Items]	
Property and equipment useful life	10 years

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Basis of Presentation and Significant Accounting Policies - Goodwill and Indefinite-Lived Intangible Assets and Finite-Lived Intangible and Long-Lived Assets (Details)	12 Months Ended Dec. 31, 2024 reporting_unit
Accounting Policies [Abstract]	
Number of reporting units	2
Minimum	
Finite-Lived Intangible Assets [Line Items]	

Estimated economic lives 5 years

Maximum

Finite-Lived Intangible Assets [Line Items]

Estimated economic lives 14 years

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Revenue Recognition - Narrative (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022

Concentration Risk [Line Items]

Period of time customer has to return equipment with no cancelation penalty 1 day

Contract with customer, asset, after allowance for credit loss, current \$ 17 \$ 11

Customer concentration risk | Revenue Benchmark

Concentration Risk [Line Items]

Concentration risk, threshold, percentage 3.00% 3.00% 3.00%

Customer concentration risk | Accounts Receivable

Concentration Risk [Line Items]

Concentration risk, threshold, percentage 5.00% 5.00%

United States | Geographic Concentration Risk | Revenue Benchmark

Concentration Risk [Line Items]

Concentration risk, percentage 92.90% 92.00% 91.20%

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Revenue Recognition - Schedule of Accounting Guidance for the Company's Revenues (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022

Disaggregation of Revenue [Line Items]

Topic 842 revenues \$ 2,976 \$ 2,682 \$ 2,382

Topic 606 revenues 592 600 358

Total revenues \$ 3,568 \$ 3,282 \$ 2,740

Operating Lease, Lease Income, Statement of Income or Comprehensive Income [Extensible Enumeration] Total revenues Total revenues Total revenues

Equipment rental, excluding other

Disaggregation of Revenue [Line Items]

Topic 842 revenues \$ 2,862 \$ 2,577 \$ 2,284

Total revenues 2,862 2,577 2,284

Delivery and pick-up

Disaggregation of Revenue [Line Items]

Topic 606 revenues 213 188 170

Total revenues 213 188 170

Other

Disaggregation of Revenue [Line Items]

Topic 842 revenues 114 105 98

Total revenues 114 105 98

Other rental

Disaggregation of Revenue [Line Items]

Topic 842 revenues 114 105 98

Topic 606 revenues 213 188 170

Total revenues 327 293 268

Equipment rental

Disaggregation of Revenue [Line Items]

Topic 842 revenues 2,976 2,682 2,382

Topic 606 revenues 213 188 170

Total revenues 3,189 2,870 2,552

Sales of rental equipment

Disaggregation of Revenue [Line Items]

Topic 606 revenues 311 346 125

Total revenues 311 346 125

Sales of new equipment, parts and supplies

Disaggregation of Revenue [Line Items]

Topic 606 revenues 37 38 36

Total revenues 37 38 36

Service and other revenue

Disaggregation of Revenue [Line Items]

Topic 606 revenues 31 28 27

Total revenues \$ 31 \$ 28 \$ 27

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Revenue Recognition - Schedule of Disaggregation of Revenue (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022

Disaggregation of Revenue [Line Items]

Topic 606 revenues \$ 592 \$ 600 \$ 358

Sales of rental equipment

Disaggregation of Revenue [Line Items]

Topic 606 revenues 311 346 125

Sales of new equipment

Disaggregation of Revenue [Line Items]

Topic 606 revenues 12 14 8

Sales of parts and supplies

Disaggregation of Revenue [Line Items]

Topic 606 revenues 25 24 28

Sales of rental equipment, New equipment, Parts and supplies

Disaggregation of Revenue [Line Items]

Topic 606 revenues \$ 348 \$ 384 \$ 161

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Rental Equipment (Details) - USD (\$) \$ in Millions		
Dec. 31, 2024	Dec. 31, 2023	

Rental Equipment [Abstract]

Rental equipment \$ 6,423 \$ 5,785

Less: Accumulated depreciation (2,198) (1,954)

Rental equipment, net \$ 4,225 \$ 3,831

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Property and
Equipment - Schedule
of Property and

Equipment (Details) - USD (\$) \$ in Millions	Dec. 31, 2024	Dec. 31, 2023
Property, Plant and Equipment [Line Items]		
Property and equipment, gross	\$ 959	\$ 887
Less: accumulated depreciation	(405)	(422)
Property and equipment, net	554	465
Land and buildings		
Property, Plant and Equipment [Line Items]		
Property and equipment, gross	136	131
Service vehicles		
Property, Plant and Equipment [Line Items]		
Property and equipment, gross	591	488
Leasehold improvements		
Property, Plant and Equipment [Line Items]		
Property and equipment, gross	142	122
Machinery and equipment		
Property, Plant and Equipment [Line Items]		
Property and equipment, gross	33	27
Computer equipment and software		
Property, Plant and Equipment [Line Items]		
Property and equipment, gross	16	81
Furniture and fixtures		
Property, Plant and Equipment [Line Items]		
Property and equipment, gross	19	18
Construction in progress		
Property, Plant and Equipment [Line Items]		
Property and equipment, gross	\$ 22	\$ 20

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Property and Equipment - Narrative (Details) - USD (\$) \$ in Millions	12 Months Ended Dec. 31, 2024Dec. 31, 2023Dec. 31, 2022		

Property, Plant and Equipment [Abstract]			
Depreciation expense	\$ 82	\$ 71	\$ 64

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Property and Equipment - Schedule of Property and Equipment and Related Depreciation Recorded Under Finance Leases (Details) - USD (\$) \$ in Millions	Dec. 31, 2024Dec. 31, 2023	

Property, Plant and Equipment [Line Items]		
Finance lease assets, gross	\$ 126	\$ 111
Less: accumulated depreciation	(52)	(37)
Finance lease assets, net	74	74
Service vehicles		
Property, Plant and Equipment [Line Items]		
Finance lease assets, gross	124	109
Furniture and fixtures		
Property, Plant and Equipment [Line Items]		
Finance lease assets, gross	\$ 2	\$ 2

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Property and Equipment - Schedule of Gross Amounts of Land, Building and Leasehold Improvements and Related Depreciation Recorded Under Financing Obligations (Details) - USD (\$) \$ in Millions	Dec. 31, 2024Dec. 31, 2023	

Property, Plant and Equipment [Line Items]		
Property and equipment, gross	\$ 959	\$ 887
Less: accumulated depreciation	(405)	(422)
Property and equipment, net	554	465
Land, building and leasehold improvements		
Property, Plant and Equipment [Line Items]		
Property and equipment, gross	72	72
Less: accumulated depreciation	(42)	(40)
Property and equipment, net	\$ 30	\$ 32

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Business Combinations - Narrative (Details) \$ in Millions	12 Months Ended		
	Jul. 16, 2024 USD (\$) employee location	Dec. 31, 2024 branch company	Dec. 31, 2023 branch company

Otay			
Business Acquisition [Line Items]			
Number of employees employee	135		
Number of locations acquired location	4		
Acquisition price	\$ 273		
Total revenue since acquisition date	35		
Earnings since acquisition date	\$ 6		
Series of Individually Immaterial Business Acquisitions			
Business Acquisition [Line Items]			
Number of companies company		8	12
Number of businesses acquired, branches branch		24	21

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Business Combinations - Schedule of Purchase Price Allocation (Details) - USD (\$) \$ in Millions	Dec. 31, 2024Jul. 16, 2024Dec. 31, 2023Dec. 31, 2022			
Business Acquisition [Line Items]				

Goodwill	\$ 670	\$ 483	\$ 419
Otay			
Business Acquisition [Line Items]			
Accounts receivable	\$ 15		
Rental equipment	129		
Property and equipment	9		
Intangibles	65		
Total identifiable assets acquired	218		
Current liabilities	1		
Net identifiable assets acquired	217		
Goodwill	56		
Net assets acquired	\$ 273		

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Business Combinations - Schedule of Fair Value and Useful Lives (Details) - USD (\$)	12 Months Ended	
	Jul. 16, 2024	Dec. 31, 2024
\$ in Millions		

Business Acquisition [Line Items]		
Weighted average useful life	5 years	
Customer relationships		
Business Acquisition [Line Items]		
Weighted average useful life	12 years 8 months 12 days	
Otay		

Business Acquisition [Line Items]		
Finite-lived intangible assets acquired	\$ 65	
Otay Customer relationships		
Business Acquisition [Line Items]		
Finite-lived intangible assets acquired	\$ 61	
Weighted average useful life	14 years	
Otay Non-compete agreements		
Business Acquisition [Line Items]		
Finite-lived intangible assets acquired	\$ 4	
Weighted average useful life	5 years	

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Business Combinations - Schedule of Pro Forma Supplementary Data (Details) - USD (\$)	12 Months Ended	
	Dec. 31, 2024	Dec. 31, 2023
\$ in Millions		

Asset Acquisition [Line Items]		
Historic/pro forma total revenues	\$ 3,609	\$ 3,355
Historic/combined pretax income	295	457
Impact of fair value adjustments/useful life changes on depreciation	3	3
Intangible asset amortization	(5)	(8)
Interest expense	(10)	(18)
Elimination of historic interest	3	5
Elimination of merger related costs	2	0
Pro forma pretax income	288	439
Here		

Asset Acquisition [Line Items]		
Historic/pro forma total revenues	3,568	3,282
Historic/combined pretax income	291	447
Otay		

Asset Acquisition [Line Items]		
Historic/pro forma total revenues	41	73
Historic/combined pretax income	4	10
Impact of fair value adjustments/useful life changes on depreciation	3	3
Intangible asset amortization	(5)	(8)
Interest expense	(10)	(18)
Elimination of historic interest	3	5
Elimination of merger related costs	\$ 2	\$ 0

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Goodwill and Intangible Assets - Narrative (Details) - USD (\$)	12 Months Ended		
	Oct. 01, 2024	Dec. 31, 2024	Dec. 31, 2023 Dec. 31, 2022
Finite-Lived Intangible Assets [Line Items]			
Goodwill impairment	\$ 0		\$ 0
Impairment of intangible assets (Excluding goodwill)	\$ 0		0
Weighted average useful life		5 years	
Amortization of intangible assets		\$ 45,000,000	\$ 41,000,000 \$ 31,000,000

Customer-related and non-compete agreements			
Finite-Lived Intangible Assets [Line Items]			
Weighted average useful life		12 years 8 months 12 days	
Intangible assets, excluding internally developed software yet to be placed into service			
Finite-Lived Intangible Assets [Line Items]			
2024		\$ 48,000,000	
2025		41,000,000	
2026		27,000,000	
2027		24,000,000	
2028		22,000,000	
Thereafter		\$ 125,000,000	

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Goodwill and Intangible Assets - Schedule of Goodwill (Details) - USD (\$)	12 Months Ended	
\$ in Millions	Dec. 31, 2024	Dec. 31, 2023

Goodwill [Roll Forward]		
Goodwill, beginning of the period	\$ 1,154	\$ 1,088
Accumulated impairment losses, beginning of the period	(671)	(669)
Goodwill, net, beginning of the period	483	419
Goodwill classified as held for sale	0	(65)
Additions	190	128
Currency translation	(3)	1
Goodwill, end of the period	1,334	1,154

Accumulated impairment losses, end of the period	(664)	(671)
Goodwill, net, end of the period	\$ 670	\$ 483

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Goodwill and Intangible Assets - Schedule of Intangible Assets (Details) - USD (\$) \$ in Millions	Dec. 31, 2024	Dec. 31, 2023

Finite-Lived Intangible Assets [Line Items]

Gross Carrying Amount	\$ 421	\$ 312
Accumulated Amortization	(120)	(116)
Net Carrying Value	301	196

Intangible Assets, Net (Excluding Goodwill) [Abstract]

Total intangible assets, net	692	583
Accumulated Amortization	(120)	(116)
Intangible assets, net	572	467

Trade name

Indefinite-lived Intangible Assets [Line Items]

Trade name	271	271

Customer-related and non-compete agreements

Finite-Lived Intangible Assets [Line Items]

Gross Carrying Amount	382	248
Accumulated Amortization	(106)	(69)
Net Carrying Value	276	179

Intangible Assets, Net (Excluding Goodwill) [Abstract]

Accumulated Amortization	(106)	(69)

Internally developed software

Finite-Lived Intangible Assets [Line Items]

Gross Carrying Amount	39	64
Accumulated Amortization	(14)	(47)
Net Carrying Value	25	17

Intangible Assets, Net (Excluding Goodwill) [Abstract]

Accumulated Amortization	(14)	(47)

Software development

Finite-Lived Intangible Assets [Line Items]

Net Carrying Value	\$ 14	\$ 3

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Assets Held for Sale - Narrative (Details) - USD (\$) \$ in Millions	3 Months Ended Dec. 31, 2024	12 Months Ended		
		Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022

Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]

Loss on assets held for sale		\$ (194)	\$ 0	\$ 0

Disposal Group, Held-for-Sale, Not Discontinued Operations

Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]

Loss on assets held for sale	\$ 194

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Assets Held for Sale - Schedule of Assets and Liabilities Held for Sale (Details) - USD (\$) \$ in Millions	Dec. 31, 2024	Dec. 31, 2023

Assets held for sale:

Total current assets held for sale	\$ 17	\$ 21
Total long-term assets held for sale	220	408

Liabilities held for sale:

Total current liabilities held for sale	15	19
Total long-term liabilities held for sale	60	68

Disposal Group, Held-for-Sale, Not Discontinued Operations

Assets held for sale:

Cash and cash equivalents	0	1
Receivables	6	8
Other current assets	11	12
Total current assets held for sale	17	21
Rental equipment, net	124	183
Property and equipment, net	23	34
Right-of-use lease assets	47	75
Intangible assets, net	2	4
Goodwill	0	65
Other long-term assets	24	47
Total long-term assets held for sale	220	408

Liabilities held for sale:

Current maturities of operating lease liabilities	7	8
Accounts payable	5	6
Accrued liabilities	3	5
Total current liabilities held for sale	15	19
Operating lease liabilities	60	68
Total long-term liabilities held for sale	\$ 60	\$ 68

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Leases - Narrative (Details) - Maximum	12 Months Ended Dec. 31, 2024

Lessee, Lease, Description [Line Items]

Remaining lease term	23 years
Lessee, renewal term	20 years

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Leases - Schedule of Components of Lease Expense (Details) - USD (\$) \$ in Millions	Dec. 31, 2024	Dec. 31, 2023

Leases [Abstract]

Operating lease, cost	\$ 158	\$ 132
Amortization of ROU assets	16	14
Interest on lease liabilities	3	2
Sublease income	(77)	(61)
Net lease cost	100	87
Short-term lease, cost	62	52

Variable lease, cost \$ 6 \$ 3
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Leases - Schedule of Balance sheet Information Related to Leases (Details) - USD (\$) \$ in Millions	Dec. 31, 2024	Dec. 31, 2023
ASSETS		
Operating lease ROU assets	\$ 852	\$ 665
Finance lease, right-of-use asset, statement of financial position [extensible list]	Property and equipment, net	Property and equipment, net
Finance lease ROU assets	\$ 74	\$ 74
Total leased assets	926	739
LIABILITIES		
Operating lease, liability, current	\$ 39	\$ 37
Finance lease, liability, current, statement of financial position [Extensible List]	Current maturities of long-term debt and financing obligations	Current maturities of long-term debt and financing obligations
Finance lease, current	\$ 17	\$ 15
Non-current:		
Operating lease, liability, noncurrent	\$ 842	\$ 646
Finance lease, liability, noncurrent, statement of financial position [Extensible List]	Long-term debt, net	Long-term debt, net
Finance lease, liability, noncurrent	\$ 60	\$ 61
Total lease liabilities	958	759
Accumulated amortization	\$ 52	\$ 37
Weighted average remaining lease term:		
Operating leases	17 years 1 month 6 days	16 years 9 months 18 days
Finance leases	5 years 1 month 6 days	5 years 4 months 24 days
Weighted average discount rate:		
Operating leases	4.31%	3.95%
Finance leases	4.29%	4.01%

XML 94 R80.htm IDEA: XBRL DOCUMENT

Leases - Schedule of Cash Flow Information Related to Leases (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Leases [Abstract]			
Operating cash flows from operating leases	\$ 51	\$ 49	
Operating cash flows from finance leases	3	2	
Financing cash flows from finance leases	16	12	
Operating leases	300	291	
Finance leases	\$ 17	\$ 24	\$ 24

XML 95 R81.htm IDEA: XBRL DOCUMENT

Leases - Schedule of Maturities of Operating and Financing Lease Liabilities (Details) - USD (\$) \$ in Millions	Dec. 31, 2024	Dec. 31, 2023
Operating Leases		
2025	\$ 76	
2026	82	
2027	78	
2028	75	
2029	72	
Thereafter	942	
Total lease payments	1,325	
Less: Interest	(444)	
Present value of lease liabilities	881	
Finance Leases		
2025	20	
2026	18	
2027	14	
2028	13	
2029	11	
Thereafter	11	
Total lease payments	87	
Less: Interest	(10)	
Present value of lease liabilities	\$ 77	\$ 76

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Accrued Liabilities (Details) - USD (\$) \$ in Millions	Dec. 31, 2024	Dec. 31, 2023
Payables and Accruals [Abstract]		
Accrued compensation and benefit costs	\$ 58	\$ 51
Rebate accrual	43	56
Taxes payable	30	28
Accrued interest	38	37
Customer related deferrals	19	18
Insurance reserves	31	18
Acquisition holdbacks	13	3
Other	7	10
Total accrued liabilities	\$ 239	\$ 221

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Debt - Schedule of Debt (Details) - USD (\$) \$ in Millions	Dec. 31, 2024	Jun. 07, 2024	Dec. 31, 2023	Jul. 09, 2019
Debt Instrument [Line Items]				
Weighted Average Effective Interest Rate, Finance lease liabilities	4.29%		4.01%	
Finance lease liabilities	\$ 77		\$ 76	
Unamortized debt issuance costs	(12)		(5)	
Total debt	4,086		3,688	
Less: Current maturities of long-term debt	(17)		(15)	
Long-term debt, net	4,069		3,673	
Senior Notes				
Debt Instrument [Line Items]				
Nominal Unpaid Principal Balance	\$ 2,000		1,200	

2027 Notes | Senior Notes

Debt Instrument [Line Items]

Weighted Average Effective Interest Rate

Weighted Average Stated Interest Rate

Nominal Unpaid Principal Balance

2029 Notes | Senior Notes

Debt Instrument [Line Items]

Weighted Average Effective Interest Rate

Weighted Average Stated Interest Rate

Nominal Unpaid Principal Balance

ABL Credit Facility | Line of credit | Senior secured revolving credit facility

Debt Instrument [Line Items]

Weighted Average Stated Interest Rate

Nominal Unpaid Principal Balance

ABL Credit Facility | Line of credit | Senior secured revolving credit facility | Other long- term assets

Debt Instrument [Line Items]

Debt issuance costs, line of credit arrangements, net

AR Facility | Line of credit

Debt Instrument [Line Items]

Weighted Average Stated Interest Rate

Nominal Unpaid Principal Balance

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Debt - Schedule of
Nominal Principal
Amounts of
Maturities of Debt
(Details)
\$ in Millions

Debt Disclosure [Abstract]

2025 \$ 17
2026 16
2027 3,233
2028 12
2029 810
Thereafter 10
Total \$ 4,098

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Debt - Senior Notes - 12 Months Ended
2027 Notes (Details) -
2027 Notes - USD (\$) Dec. 31, 2024 Jul. 09, 2019
\$ in Billions

Debt instrument, redemption, period two

Debt Instrument [Line Items]

Redemption price percentage 100.917%

Debt instrument, redemption, period three

Debt Instrument [Line Items]

Redemption price percentage 100.00%

Debt instrument, redemption, period four

Debt Instrument [Line Items]

Redemption price percentage 101.00%

Debt instrument, redemption, period five

Debt Instrument [Line Items]

Redemption price percentage 100.00%

Debt instrument, redemption, period six

Debt Instrument [Line Items]

Ownership percentage threshold to call debt in the event of default 30.00%
Senior Notes

Debt Instrument [Line Items]

Aggregate principal amount \$ 1.2
Stated rate 5.50% 5.50%

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Debt - Senior Notes - 12 Months Ended
2029 Notes (Details) -
USD (\$) Dec. 31, 2024 Jun. 07, 2024
\$ in Millions

Debt Instrument, Redemption, Period Seven

Debt Instrument [Line Items]

Ownership percentage threshold to call debt in the event of default 30.00%

2029 Notes | Debt instrument, redemption, period one

Debt Instrument [Line Items]

Debt Instrument, Redemption Price, Percentage 103.313%

2029 Notes | Debt instrument, redemption, period two

Debt Instrument [Line Items]

Debt Instrument, Redemption Price, Percentage 101.656%

2029 Notes | Debt instrument, redemption, period three

Debt Instrument [Line Items]

Debt Instrument, Redemption Price, Percentage 100.00%

2029 Notes | Debt instrument, redemption, period four

Debt Instrument [Line Items]

Debt Instrument, Redemption Price, Percentage 106.625%

Debt Instrument, Redemption Price, Percentage of Principal Amount Redeemed 40.00%

2029 Notes | Debt instrument, redemption, period five

Debt Instrument [Line Items]

Debt Instrument, Redemption Price, Percentage 101.00%

2029 Notes | Debt instrument, redemption, period six

Debt Instrument [Line Items]

Debt Instrument, Redemption Price, Percentage 100.00%

2029 Notes | Senior Notes

Debt Instrument [Line Items]

Aggregate principal amount \$ 800

Weighted Average Stated Interest Rate 6.63% 6.625%

Debt Instrument, Redemption Price, Percentage 100.00%

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Debt - ABL Credit Facility (Details) 12 Months Ended
\$ in Millions Jul. 31, 2019 Dec. 31, 2024 Jul. 05, 2022
USD (\$)

Debt Instrument [Line Items]

Fixed charge coverage ratio, minimum 1.00

Letter of credit | ABL Credit Facility | Line of credit

Debt Instrument [Line Items]	
Maximum borrowing capacity	\$ 250
Revolving Credit Facility ABL Credit Facility	
Debt Instrument [Line Items]	
Maximum borrowing capacity	\$ 3,500
Senior secured revolving credit facility Revolving Credit Facility Line of credit Canadian Dealer Offered Rates	
Debt Instrument [Line Items]	
Interest rate	1.375%
Senior secured revolving credit facility Revolving Credit Facility Line of credit SOFR	
Debt Instrument [Line Items]	
Interest rate	0.10%
Senior secured revolving credit facility Revolving Credit Facility Line of credit Base Rate	
Debt Instrument [Line Items]	
Interest rate	0.50%

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Debt - Accounts	
Receivable	Aug. 31, 2024 Jul. 31, 2024
Securitization Facility	
(Details) - USD (\$)	

[AR Facility](#)

Debt Instrument [Line Items]	
Maximum borrowing capacity	\$ 400,000,000 \$ 370,000,000

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Debt - Schedule of Borrowing Capacity and Availability on Line of Credit (Details)	
\$ in Millions	
Dec. 31, 2024	
USD (\$)	

Debt Instrument [Line Items]	
Remaining Capacity	\$ 1,845
Availability Under Borrowing Base Limitation	1,845
AR Facility Line of credit	
Debt Instrument [Line Items]	
Remaining Capacity	0
Availability Under Borrowing Base Limitation	0
Senior secured revolving credit facility ABL Credit Facility Line of credit	
Debt Instrument [Line Items]	
Remaining Capacity	1,845
Availability Under Borrowing Base Limitation	\$ 1,845

XML 104 R90.htm IDEA: XBRL DOCUMENT

Debt - Letters of Credit (Details)	
Dec. 31, 2024	
USD (\$)	

Debt Instrument [Line Items]	
Remaining Capacity	\$ 1,845,000,000
Letter of credit Line of credit	
Debt Instrument [Line Items]	
Letters of credit outstanding, amount	34,000,000
Line of credit	0
Letter of credit Line of credit ABL Credit Facility	

Debt Instrument [Line Items]	
Remaining Capacity	\$ 216,000,000

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Financing Obligations	
- Narrative (Details)	
Dec. 31, 2024	
property	

[Financing Obligation](#)

Sale Leaseback Transaction [Line Items]	
Sale leaseback transaction, number of properties sold in prior years	44

XML 106 R92.htm IDEA: XBRL DOCUMENT

Financing Obligations	
- Schedule of	
Company's Financing	
Obligations (Details) -	
Financing Obligation	
- USD (\$)	
\$ in Millions	
Dec. 31, 2024	
Dec. 31, 2023	

Debt Instrument [Line Items]	
Weighted Average Effective Interest Rate	5.45%
Financing obligations	\$ 107 \$ 110
Unamortized financing issuance costs	(2) (2)
Total financing obligations	105 108
Less: Current maturities of financing obligations	(4) (4)
Financing obligations, net	\$ 101 \$ 104

XML 107 R93.htm IDEA: XBRL DOCUMENT

Financing Obligations	
- Schedule of Future	
Minimum Financing	
Payments (Details) -	
Financing Obligation	
- USD (\$)	
\$ in Millions	
Dec. 31, 2024	
USD (\$)	

Sale Leaseback Transaction [Line Items]	
2025	\$ 10
2026	10
2027	10
2028	9
2029	9
Thereafter	72
Total minimum financing obligations payments	120
Obligations subject to non-cash gain on future sale of property	35
Less amount representing interest (at a weighted-average interest rate of 5.45%)	(48)
Total financing obligations	\$ 107
Weighted Average Effective Interest Rate	5.45%

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Employee Retirement	
Benefits - Narrative	
(Details) - USD (\$)	
\$ in Millions	
12 Months Ended	
Dec. 31, 2024	
Dec. 31, 2023	
Dec. 31, 2022	

Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Provision for defined contribution plans	\$ 23	\$ 20	\$ 16
Defined benefit plan, actual benefit plan obligation allocations	99.00%		
Asset allocation percentage	100.00%		
Equity securities			

Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Asset allocation percentage		25.00%	
Fixed income securities			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Asset allocation percentage		65.00%	
Real Assets			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Asset allocation percentage		10.00%	
Qualified pension plan			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Employer contribution	\$ 4	\$ 4	\$ 0

XML 109 R95.htm IDEA: XBRL DOCUMENT

Employee Retirement Benefits - Schedule of Reconciliation of Benefit Obligations and Plan Assets (Details) - USD (\$) \$ in Millions			
	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022

[Pension](#)

[Change in Projected Benefit Obligations](#)

Benefit obligations at beginning of year	\$ 137	\$ 134	
Interest cost	7	7	\$ 5
Plan settlements	(7)	0	
Benefits paid	0	(7)	
Actuarial (gain) loss	(4)	3	
Benefit obligations at end of year	133	137	134

[Change in Fair Value of Plan Assets](#)

Fair value of plan assets at beginning of year	119	113	
Actual return on plan assets	2	9	
Employer contribution	4	4	0
Plan settlements	(7)	0	
Benefits paid	0	(7)	
Fair value of plan assets at end of year	118	119	113
Funded Status	(15)	(18)	
Accumulated benefit obligations	133	137	

[Postretirement](#)

[Change in Projected Benefit Obligations](#)

Benefit obligations at beginning of year	1	1	
Interest cost	0	0	
Plan settlements	0	0	
Benefits paid	0	0	
Actuarial (gain) loss	0	0	
Benefit obligations at end of year	1	1	1

[Change in Fair Value of Plan Assets](#)

Fair value of plan assets at beginning of year	0	0	
Actual return on plan assets	0	0	
Employer contribution	0	0	
Plan settlements	0	0	
Benefits paid	0	0	
Fair value of plan assets at end of year	0	0	\$ 0
Funded Status	\$ (1)	\$ (1)	

XML 110 R96.htm IDEA: XBRL DOCUMENT

Employee Retirement Benefits - Schedule of Amounts Recognized in Balance Sheet and Other Comprehensive Income and Assumptions Used (Details) - USD (\$) \$ in Millions			
	Dec. 31, 2024	Dec. 31, 2023	

[Pension](#)

[Amounts Recognized in Balance Sheet](#)

Other long-term liabilities	\$ (15)	\$ (18)
Net amount recognized	(15)	(18)

[Amounts Recognized in Accumulated Other Comprehensive Loss](#)

Net actuarial (loss) gain	(18)	(19)
Net amount recognized	\$ (18)	\$ (19)

[Weighted-Average Assumptions Used to Determine Projected Benefit Obligations](#)

Discount rate	5.50%	5.10%
Average rate of increase in compensation	0.00%	0.00%
Interest credit rate	3.80%	3.80%

[Postretirement](#)

[Amounts Recognized in Balance Sheet](#)

Other long-term liabilities	\$ (1)	\$ (1)
Net amount recognized	(1)	(1)

[Amounts Recognized in Accumulated Other Comprehensive Loss](#)

Net actuarial (loss) gain	0	1
Net amount recognized	\$ 0	\$ 1

[Weighted-Average Assumptions Used to Determine Projected Benefit Obligations](#)

Discount rate	5.50%	5.10%
Average rate of increase in compensation	0.00%	0.00%
Interest credit rate	0.00%	0.00%
Initial healthcare cost trend rate	6.90%	6.10%
Ultimate healthcare cost trend rate	4.00%	4.00%

XML 111 R97.htm IDEA: XBRL DOCUMENT

Employee Retirement Benefits - Schedule of Benefit Obligations in Excess of Plan Assets (Details) - USD (\$) \$ in Millions			
	Dec. 31, 2024	Dec. 31, 2023	

[Pension](#)

[Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block \[Line Items\]](#)

Projected benefit obligations	\$ 133	\$ 137
Accumulated benefit obligations	133	137
Fair value of plan assets	118	119

[Postretirement](#)

[Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block \[Line Items\]](#)

Projected benefit obligations	1	1	
Accumulated benefit obligations	0	0	
Fair value of plan assets	\$ 0	\$ 0	
XML 112 R98.htm IDEA: XBRL DOCUMENT			
Employee Retirement Benefits - Schedule of Net Periodic Costs (Details) - Pension - USD (\$)	12 Months Ended		
\$ in Millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Defined Benefit Plan Disclosure [Line Items]			
Interest cost	\$ 7	\$ 7	\$ 5
Expected return on plan assets	(6)	(3)	(6)
Net amortization of actuarial net loss	1	1	0
Settlement loss	1	0	2
Net periodic pension cost (benefit)	\$ 3	\$ 5	\$ 1
Weighted-Average Assumptions Used to Determine Net Periodic Pension Cost (Benefit)			
Discount rate	5.10%	5.40%	2.70%
Expected return on assets	6.30%	6.00%	4.60%
Average rate of increase in compensation	0.00%	0.00%	0.00%
Interest credit rate	3.80%	3.80%	3.80%

XML 113 R99.htm IDEA: XBRL DOCUMENT			
Employee Retirement Benefits - Schedule of Pension Plan Assets (Details) - Pension - USD (\$)	Dec. 31, 2024		
\$ in Millions	Dec. 31, 2023	Dec. 31, 2022	
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	\$ 118	\$ 119	\$ 113
Level 1 Cash			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	7	2	
Level 2 U.S. Large Cap			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	17	13	
Level 2 U.S. Mid Cap			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	1	2	
Level 2 International Developed			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	6	12	
Level 2 International Emerging Markets			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	3	2	
Level 2 U.S. Treasuries			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	40	23	
Level 2 Corporate Bonds			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	17	38	
Level 2 Government Bonds			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	1	7	
Level 2 Municipal Bonds			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	0	2	
Level 2 Mortgage-Backed Securities			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	8	1	
Level 2 Asset-Backed Securities			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	1	2	
Level 2 Bank Loans			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	0	6	
Level 2 Preferreds			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	0	6	
Level 2 Other			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	17	3	
Level 2 Total fair value of pension plan assets			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, plan assets, amount	\$ 118	\$ 119	
XML 114 R100.htm IDEA: XBRL DOCUMENT			
Employee Retirement Benefits - Schedule of Estimated Benefit Payments (Details)	Dec. 31, 2024		
\$ in Millions	USD (\$)		
Pension			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
2025	\$ 9		
2026	11		
2027	12		
2028	13		
2029	14		
2030-2034	70		
Total expected future benefit payments	129		
Postretirement			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
2025	0		
2026	0		
2027	0		
2028	0		
2029	0		
2030-2034	0		
Total expected future benefit payments	\$ 0		
XML 115 R101.htm IDEA: XBRL DOCUMENT			

Stock-Based Compensation - Narrative (Details) - USD (\$) \$ / shares in Units, \$ in Millions	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Number of shares authorized (in shares)	2,200,000		
Number of shares available for grant (in shares)	1,140,000		
Unrecognized compensation cost	\$ 16		
Compensation cost not yet recognized, period for recognition	1 year 4 months 24 days		
Granted (in shares)	0	0	0
Performance stock units			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Right to receive, common stock (in shares)	1		
Weighted average grant date fair value (in USD per share)	\$ 148.01	\$ 155.80	\$ 164.43
Fair value of PSUs	\$ 12	\$ 13	\$ 5
Performance period	3 years	3 years	3 years
Restricted stock units			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Weighted average grant date fair value (in USD per share)	\$ 152.88	\$ 150.58	\$ 155.68
Fair value of PSUs	\$ 10	\$ 9	\$ 9
Maximum			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Vesting rights, percentage	200.00%		
Maximum Stock option			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Expiration period	10 years		
Maximum Restricted stock units			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Award vesting period	3 years		
Minimum			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Vesting rights, percentage	0.00%		
Minimum Restricted stock units			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Award vesting period	1 year		

XML 116 R102.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Schedule of Expenses and Associated Income Tax Benefits (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Share-Based Payment Arrangement [Abstract]			
Compensation expense	\$ 17	\$ 18	\$ 27
Income tax benefit	(4)	(5)	(7)
Total	\$ 13	\$ 13	\$ 20

XML 117 R103.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Schedule of Stock Option Activity (Details) - \$ / shares	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Options			
Outstanding at beginning of period (in shares)	14,484		
Granted (in shares)	0	0	0
Exercised (in shares)	(14,484)		
Forfeited or expired (in shares)	0		
Outstanding at end of period (in shares)	0	14,484	
Expected to vest at end of period (in shares)	0		
Exercisable at end of period (in shares)	0		
Weighted Average Exercise Price			
Outstanding at the beginning of the period (in USD per share)	\$ 64.96		
Granted (in USD per share)	0		
Exercised (in USD per share)	64.96		
Forfeited or expired (in USD per share)	0		
Outstanding at the end of the period (in USD per share)	0	\$ 64.96	
Expected to Vest at end of period (in USD per share)	0		
Exercisable at end of period (in USD per share)	\$ 0		

XML 118 R104.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Schedule of Additional Information Pertaining to Option Activity (Details) - USD (\$) \$ in Millions	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Share-Based Payment Arrangement [Abstract]			
Aggregate intrinsic value of stock options exercised	\$ 2	\$ 7	\$ 1
Cash received from the exercise of stock options	2	3	0
Tax benefit realized on exercise of stock options	\$ 0	\$ 2	\$ 0

XML 119 R105.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Schedule of Performance Stock Units Activity (Details) - Performance stock units - \$ / shares	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Units			
Nonvested at beginning of period (in shares)	188,758		
Granted (in shares)	68,848		
Vested (in shares)	(153,169)		
Performance change (in shares)	70,509		
Forfeited (in shares)	(873)		
Nonvested at end of period (in shares)	174,073	188,758	
Weighted Average Grant Date Fair Value			

Nonvested at beginning of period (in USD per share)	\$ 123.21		
Granted (in USD per share)	148.01	\$ 155.80	\$ 164.43
Vested (in USD per share)	77.10		
Performance change (in USD per share)	77.10		
Forfeited (in USD per share)	129.16		
Nonvested at end of period (in USD per share)	\$ 154.89	\$ 123.21	

XML 120 R106.htm IDEA: XBRL DOCUMENT

12 Months Ended			
Stock-Based Compensation - Schedule of Restricted Stock Units Activity			
(Details) - Restricted stock units - \$ / shares	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022

Units

Nonvested at beginning of period (in shares)	200,139		
Granted (in shares)	108,138		
Vested (in shares)	(81,543)		
Forfeited (in shares)	(2,353)		
Nonvested at end of period (in shares)	224,381	200,139	

Weighted Average Grant Date Fair Value

Nonvested at beginning of period (in USD per share)	\$ 123.82		
Granted (in USD per share)	152.88	\$ 150.58	\$ 155.68
Vested (in USD per share)	125.03		
Forfeited (in USD per share)	150.68		
Nonvested at end of period (in USD per share)	\$ 137.10	\$ 123.82	

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12 Months Ended			
Income Taxes - Schedule of Components of Income before Income Taxes			
(Details) - USD (\$)	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
\$ in Millions			

Income Tax Disclosure [Abstract]

Domestic	\$ 302	\$ 443	\$ 426
Foreign	(11)	4	8
Income before income taxes	\$ 291	\$ 447	\$ 434

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12 Months Ended			
Income Taxes - Schedule of Provision for Income Taxes			
(Details) - USD (\$)	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
\$ in Millions			

Current:

Federal	\$ 8.0	\$ 0.0	\$ 0.0
Foreign	4.0	4.0	5.0
State and local	9.0	7.0	15.0
Total current	21.0	11.0	20.0

Deferred:

Federal	63.0	86.0	82.0
Foreign	(6.0)	(1.0)	0.0
State and local	2.0	4.0	2.0
Total deferred	59.0	89.0	84.0
Total income tax provision	\$ 80.0	\$ 100.0	\$ 104.0

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Income Taxes - Schedule of U.S. and Foreign Net Deferred Tax Assets		
(Liabilities) (Details) - USD (\$)	Dec. 31, 2024	Dec. 31, 2023
\$ in Millions		

Deferred tax assets:

Employee benefit plans	\$ 4	\$ 6
Tax credit carryforwards	5	3
Right-of-use assets	230	185
Deferred interest	80	58
Accrued expenses	59	55
Net operating loss carryforwards	42	108
Total deferred tax assets	420	415
Less: valuation allowance	(5)	(2)
Total net deferred tax assets	415	413

Deferred tax liabilities:

Lease liabilities	(218)	(179)
Prepaid expenses	(4)	(3)
Depreciation on tangible assets	(913)	(899)
Intangible assets	(80)	(75)
Total deferred tax liabilities	(1,215)	(1,156)
Net deferred tax liability	\$ (800)	\$ (743)

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Income Taxes - Narrative (Details) - USD (\$)		
\$ in Millions		
Income Tax Contingency [Line Items]		

Deferred tax assets for federal alternative minimum tax	\$ 5	
Valuation allowance against deferred tax assets	5	\$ 2
Deferred tax assets, net	415	413
Potential tax liability	67	
Unrecognized tax benefits	15	\$ 12

Federal

Income Tax Contingency [Line Items]

Deferred tax assets unutilized for net operating losses	26
NOL subject to expiration	136

State and Local Jurisdiction

Income Tax Contingency [Line Items]

Deferred tax assets associated with operating loss carryforwards subject to expiration	\$ 16

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Income Taxes - Schedule of Statutory	
12 Months Ended	

Federal Income Tax
Rate to Income
Before Income Taxes
(Details) - USD (\$)
\$ in Millions

Dec. 31, 2024 **Dec. 31, 2023** **Dec. 31, 2022**

Income Tax Disclosure [Abstract]

Income tax provision at statutory rate	\$ 61	\$ 93	\$ 91
Foreign taxes	0	5	0
State and local income taxes, net of federal income tax	9	10	14
Federal and foreign permanent items	2	(1)	(1)
Change in valuation allowance	0	(2)	0
Goodwill impairment	14	0	0
Tax credits	(6)	(6)	(1)
All other items, net	0	1	1
Total income tax provision	\$ 80	\$ 100	\$ 104

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Accumulated Other Comprehensive Income (Loss) - Schedule of Changes in the Accumulated Other Comprehensive Income (Loss) (Details) - USD (\$)
\$ in Millions

12 Months Ended

Dec. 31, 2024 **Dec. 31, 2023** **Dec. 31, 2022**

AOCI Attributable to Parent, Net of Tax [Roll Forward]

Beginning balance	\$ 1,273	\$ 1,108	\$ 977
Other comprehensive income (loss) before reclassification	(25)	10	
Amounts reclassified from accumulated other comprehensive loss	1	1	
Total other comprehensive income (loss)	(24)	11	(29)
Ending balance	1,396	1,273	1,108

Pension and Other Post-Employment Benefits

AOCI Attributable to Parent, Net of Tax [Roll Forward]

Beginning balance	(20)	(24)	
Other comprehensive income (loss) before reclassification	0	3	
Amounts reclassified from accumulated other comprehensive loss	1	1	
Total other comprehensive income (loss)	1	4	
Ending balance	(19)	(20)	(24)

Foreign Currency Items

AOCI Attributable to Parent, Net of Tax [Roll Forward]

Beginning balance	(98)	(105)	
Other comprehensive income (loss) before reclassification	(25)	7	
Amounts reclassified from accumulated other comprehensive loss	0	0	
Total other comprehensive income (loss)	(25)	7	
Ending balance	(123)	(98)	(105)

Accumulated Other Comprehensive Income (Loss)

AOCI Attributable to Parent, Net of Tax [Roll Forward]

Beginning balance	(118)	(129)	(100)
Ending balance	\$ (142)	\$ (118)	\$ (129)

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Accumulated Other Comprehensive Income (Loss) - Schedule of Reclassification from Accumulated Other Comprehensive Income (Loss) (Details) - USD (\$)
\$ in Millions

12 Months Ended

Dec. 31, 2024 **Dec. 31, 2023** **Dec. 31, 2022**

Reclassification Adjustment out of Accumulated Other Comprehensive Income [Line Items]

Selling, general and administrative	\$ 480	\$ 448	\$ 411
Total	(291)	(447)	(434)
Tax provision	80	100	104
Total reclassifications for the period	(211)	(347)	(330)

Reclassification out of Accumulated Other Comprehensive Income

Reclassification Adjustment out of Accumulated Other Comprehensive Income [Line Items]

Total reclassifications for the period	1	1	1
Reclassification out of Accumulated Other Comprehensive Income Amortization of actuarial losses			

Reclassification Adjustment out of Accumulated Other Comprehensive Income [Line Items]

Selling, general and administrative	1	1	0
Reclassification out of Accumulated Other Comprehensive Income Settlement loss			

Reclassification Adjustment out of Accumulated Other Comprehensive Income [Line Items]

Selling, general and administrative	1	0	2
Reclassification out of Accumulated Other Comprehensive Income Pension and other postretirement benefit plans			

Reclassification Adjustment out of Accumulated Other Comprehensive Income [Line Items]

Total	2	1	2
Tax provision	\$ (1)	\$ 0	\$ (1)

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Commitments and Contingencies (Details)

12 Months Ended

Dec. 31, 2024

THC

Loss Contingencies [Line Items]

[Related party indemnification percentage](#) 15.00%

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Fair Value Measurements - Narrative (Details) - USD (\$)
\$ in Millions

Dec. 31, 2024 **Dec. 31, 2023**

[Level 1 | Fair Value, Measurements, Recurring](#)

Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]

Money market funds	\$ 27	\$ 31

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Fair Value Measurements - Schedule of Carrying Values and Estimated Fair Values of Debt Instruments (Details) - Senior Notes - USD (\$)

Dec. 31, 2024 **Dec. 31, 2023**

\$ in Millions		
Derivatives, Fair Value [Line Items]		
Nominal Unpaid Principal Balance	\$ 2,000	\$ 1,200
Estimate of fair value measurement		
Derivatives, Fair Value [Line Items]		
Aggregate Fair Value	1,991	1,180
2027 Notes		
Derivatives, Fair Value [Line Items]		
Nominal Unpaid Principal Balance	1,200	1,200
2027 Notes Estimate of fair value measurement		
Derivatives, Fair Value [Line Items]		
Aggregate Fair Value	1,182	1,180
2029 Notes		
Derivatives, Fair Value [Line Items]		
Nominal Unpaid Principal Balance	800	0
2029 Notes Estimate of fair value measurement		
Derivatives, Fair Value [Line Items]		
Aggregate Fair Value	\$ 809	\$ 0

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Earnings Per Share -		12 Months Ended		
Schedule of				
Computation of Basic				
and Diluted Earnings				
Per Share (Details) -		Dec. 31, 2024 Dec. 31, 2023 Dec. 31, 2022		
USD (\$)				
\$ / shares in Units,				
shares in Millions, \$				
in Millions				

Numerator:				
Net income, basic and diluted	\$ 211	\$ 347	\$ 330	
Denominator:				
Basic weighted average common shares (in shares)	28.4	28.5	29.6	
Stock options, RSUs and PSUs (in shares)	0.1	0.2	0.6	
Weighted average shares used to calculate diluted earnings per share (in shares)	28.5	28.7	30.2	
Earnings per share:				
Basic (in USD per share)	\$ 7.43	\$ 12.18	\$ 11.15	
Diluted (in USD per share)	\$ 7.40	\$ 12.09	\$ 10.92	
Antidilutive stock options, RSUs and PSUs				
Earnings per share:				
Antidilutive stock options, RSUs and PSUs (in shares)	0.0	0.1	0.1	

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Segment Information		12 Months Ended		
- Narrative (Details)		Dec. 31, 2024		
		segment		

Segment Reporting [Abstract]				
Number of reportable segments	1			
Number of Operating Segments	2			

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Segment Information		12 Months Ended		
- Schedule of				
Revenues from our				
External Customers		Dec. 31, 2024 Dec. 31, 2023 Dec. 31, 2022		
(Details) - USD (\$)				
\$ in Millions				

Revenues from External Customers and Long-Lived Assets [Line Items]				
Total revenue	\$ 3,568	\$ 3,282	\$ 2,740	
United States				
Revenues from External Customers and Long-Lived Assets [Line Items]				
Total revenue	3,314	3,019	2,499	
International				
Revenues from External Customers and Long-Lived Assets [Line Items]				
Total revenue	\$ 254	\$ 263	\$ 241	

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Segment Information		12 Months Ended		
- Schedule of				
Geographical				
Information for Long-		Dec. 31, 2024 Dec. 31, 2023		
Lived Assets (Details)				
- USD (\$)				
\$ in Millions				

Segment Reporting Information [Line Items]		
Total assets	\$ 7,877	\$ 7,061
Rental equipment, net	4,225	3,831
Property and equipment, net	554	465
United States		

Segment Reporting Information [Line Items]		
Total assets	7,375	6,531
Rental equipment, net	3,962	3,546
Property and equipment, net	525	436
International		

Segment Reporting Information [Line Items]		
Total assets	502	530
Rental equipment, net	263	285
Property and equipment, net	\$ 29	\$ 29

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Schedule II -		12 Months Ended		
Valuation of				
Qualifying Accounts				
(Details) - USD (\$)		Dec. 31, 2024 Dec. 31, 2023 Dec. 31, 2022		
\$ in Millions				

Receivables allowances:				
SEC Schedule, 12-09, Movement in Valuation Allowances and Reserves [Roll Forward]				
Beginning Balance	\$ 20	\$ 18	\$ 14	
Provisions	70	65	52	
Translation Adjustments	0	0	0	
Deductions	(68)	(63)	(48)	
Ending Balance	22	20	18	

Tax valuation allowances:				
SEC Schedule, 12-09, Movement in Valuation Allowances and Reserves [Roll Forward]				
Beginning Balance	2	4	3	
Provisions	3	1	1	


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(Tables)","isDefault":"false","groupType":"disclosure","subGroupType":"tables","menuCat":"Tables","order":"48","firstAnchor":{"contextRef":"c-1","name":"us-gaap:ChangesInProjectedBenefitObligationsFairValueOfPlanAssetsAndFundedStatusOfPlanTableTextBlock","unitRef":null,"xsiNil":"false","lang":"en-US","decimals":null,"ancestors":{"ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true},"uniqueAnchor":{"contextRef":"c-1","name":"us-gaap:ChangesInProjectedBenefitObligationsFairValueOfPlanAssetsAndFundedStatusOfPlanTableTextBlock","unitRef":null,"xsiNil":"false","lang":"en-US","decimals":null,"ancestors":{"ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true}},"R49":{"role":"http://www.hertzequip.com/role/StockBasedCompensationTables","longName":"9955524-Disclosure-Stock Based Compensation (Tables)","shortName":"Stock Based Compensation 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(Tables)","isDefault":"false","groupType":"disclosure","subGroupType":"tables","menuCat":"Tables","order":"53","firstAnchor":{"contextRef":"c-1","name":"us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock","unitRef":null,"xsiNil":"false","lang":"en-US","decimals":null,"ancestors":{"body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true},"uniqueAnchor":{"contextRef":"c-1","name":"us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock","unitRef":null,"xsiNil":"false","lang":"en-US","decimals":null,"ancestors":{"body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true}},"R54":{"role":"http://www.hertzequip.com/role/SegmentInformationTables","longName":"9955529-Disclosure-Segment Information (Tables)","shortName":"Segment Information 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(Details)","isDefault":"false","groupType":"disclosure","subGroupType":"details","menuCat":"Details","order":"55","firstAnchor":{"contextRef":"c-1","name":"hri:NumberOfLocations","unitRef":"location","xsiNil":"false","lang":"en-US","decimals":"INF","ancestors":{"span":"div","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true},"uniqueAnchor":{"contextRef":"c-1","name":"hri:NumberOfLocations","unitRef":"location","xsiNil":"false","lang":"en-US","decimals":"INF","ancestors":{"span":"div","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true}},"R56":{"role":"http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesConcentrationofCreditRiskDetails","longName":"9955531-Disclosure-Basis of Presentation and Significant Accounting Policies - Concentration of Credit Risk (Details)","shortName":"Basis of Presentation and Significant Accounting Policies - Concentration of Credit Risk (Details)","isDefault":"false","groupType":"disclosure","subGroupType":"details","menuCat":"Details","order":"56","firstAnchor":{"contextRef":"c-56","name":"hri:ConcentrationRiskThresholdPercentage","unitRef":"number","xsiNil":"false","lang":"en-US","decimals":"2","ancestors":{"span":"div","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true},"uniqueAnchor":{"contextRef":"c-57","name":"http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesRentalEquipmentDetails","longName":"9955532-Disclosure-Basis of Presentation and Significant Accounting Policies - Rental Equipment (Details)","shortName":"Basis of Presentation and Significant Accounting Policies - Rental Equipment (Details)","isDefault":"false","groupType":"disclosure","subGroupType":"details","menuCat":"Details","order":"57","firstAnchor":{"contextRef":"c-61","name":"hri:PropertySubjectToOrAvailableForOperatingLeaseHoldingPeriod","unitRef":null,"xsiNil":"false","lang":"en-US","decimals":null,"ancestors":{"span":"div","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true},"uniqueAnchor":{"contextRef":"c-61","name":"hri:PropertySubjectToOrAvailableForOperatingLeaseHoldingPeriod","unitRef":null,"xsiNil":"false","lang":"en-US","decimals":null,"ancestors":{"span":"div","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true}},"R58":{"role":"http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesScheduleofUsefulLivesDetails","longName":"9955533-Disclosure-Basis of Presentation and Significant Accounting Policies - Schedule of Useful Lives (Details)","shortName":"Basis of 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(Details)","isDefault":"false","groupType":"disclosure","subGroupType":"details","menuCat":"Details","order":"58","firstAnchor":{"contextRef":"c-63","name":"us-gaap:PropertyPlantAndEquipmentUsefulLife","unitRef":null,"xsiNil":"false","lang":"en-US","decimals":null,"ancestors":{"span":"div","td":"tr","table","div","us-gaap:PropertyPlantAndEquipmentTextBlock","us-gaap:PropertyPlantAndEquipmentPolicyTextBlock","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true},"uniqueAnchor":{"contextRef":"c-63","name":"us-gaap:PropertyPlantAndEquipmentUsefulLife","unitRef":null,"xsiNil":"false","lang":"en-US","decimals":null,"ancestors":{"span":"div","td":"tr","table","div","us-gaap:PropertyPlantAndEquipmentTextBlock","us-gaap:PropertyPlantAndEquipmentPolicyTextBlock","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true}},"R59":{"role":"http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesGoodwillandIndefiniteLivedIntangibleAssetsandFiniteLivedIntangibleandLongLivedAssetsDetails","longName":"9955534-Disclosure-Basis of Presentation and Significant Accounting Policies - Goodwill and Indefinite Lived Intangible Assets and Finite Lived Intangible and Long Lived Assets (Details)","shortName":"Basis of Presentation and Significant Accounting Policies - Goodwill and Indefinite Lived Intangible Assets and Finite Lived Intangible and Long Lived Assets 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Revenues (Details)","shortName":"Revenue Recognition - Schedule of Accounting Guidance for the Company's Revenues (Details)","isDefault":"false","groupType":"disclosure","subGroupType":"details","menuCat":"Details","order":"61","firstAnchor":{"contextRef":"c-1","name":"us-gaap:OperatingLeaseLeaseIncome","unitRef":"usd","xsiNil":"false","lang":"en-US","decimals":"6","ancestors":{"span":"td","tr","table","div","us-gaap:ScheduleOfNewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true},"uniqueAnchor":{"contextRef":"c-1","name":"us-gaap:OperatingLeaseLeaseIncome","unitRef":"usd","xsiNil":"false","lang":"en-US","decimals":"6","ancestors":{"span":"td","tr","table","div","us-gaap:ScheduleOfNewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true}},"R62":{"role":"http://www.hertzequip.com/role/RevenueRecognitionScheduleofDisaggregationofRevenueDetails","longName":"9955537-Disclosure-Revenue 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(Details)","isDefault":"false","groupType":"disclosure","subGroupType":"details","menuCat":"Details","order":"62","firstAnchor":{"contextRef":"c-1","name":"us-gaap:RevenueFromContractWithCustomerIncludingAssessedTax","unitRef":"usd","xsiNil":"false","lang":"en-US","decimals":"6","ancestors":{"span":"td","tr","table","div","us-gaap:ScheduleOfNewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true},"uniqueAnchor":{"contextRef":"c-90","name":"us-gaap:RevenueFromContractWithCustomerIncludingAssessedTax","unitRef":"usd","xsiNil":"false","lang":"en-US","decimals":"6","ancestors":{"span":"td","tr","table","div","us-gaap:DisaggregationOfRevenueTableTextBlock","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","unique":true}},"R63":{"role":"http://www.hertzequip.com/role/RentalEquipmentDetails","longName":"9955538-Disclosure-Rental Equipment 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Equipment (Details)","shortName":"Property and Equipment - Schedule of Property and Equipment (Details)","isDefault":"false","groupType":"disclosure","subGroupType":"details","menuCat":"Details","order":"64","firstAnchor":{"contextRef":"c-4","name":"us-gaap:PropertyPlantAndEquipmentAndFinanceLeaseRightOfUseAssetBeforeAccumulatedDepreciationAndAmortization","unitRef":"usd","xsiNil":"false","lang":"en-US","decimals":"6","ancestors":{"span":"td","tr","table","div","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true},"uniqueAnchor":{"contextRef":"c-90","name":"us-gaap:PropertyPlantAndEquipmentAndFinanceLeaseRightOfUseAssetBeforeAccumulatedDepreciationAndAmortization","unitRef":"usd","xsiNil":"false","lang":"en-US","decimals":"6","ancestors":{"span":"td","tr","table","div","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true}},"R65":{"role":"http://www.hertzequip.com/role/PropertyandEquipmentNarrativeDetails","longName":"9955540-Disclosure-Property and Equipment - Narrative (Details)","shortName":"Property and Equipment - Narrative (Details)","isDefault":"false","groupType":"disclosure","subGroupType":"details","menuCat":"Details","order":"65","firstAnchor":{"contextRef":"c-1","name":"us-gaap:DepreciationNonproduction","unitRef":"usd","xsiNil":"false","lang":"en-US","decimals":"6","ancestors":{"span":"td","tr","table","div","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true},"uniqueAnchor":{"contextRef":"c-1","name":"us-gaap:DepreciationNonproduction","unitRef":"usd","xsiNil":"false","lang":"en-US","decimals":"6","ancestors":{"span":"td","tr","table","div","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true}},"R66":{"role":"http://www.hertzequip.com/role/PropertyandEquipmentScheduleofPropertyandEquipmentandRelatedDepreciationRecordedUnderFinanceLeasesDetails","longName":"9955541-Disclosure-Property and Equipment - Schedule of Property and Equipment and Related Depreciation Recorded Under Finance Leases (Details)","isDefault":"false","groupType":"disclosure","subGroupType":"details","menuCat":"Details","order":"66","firstAnchor":{"contextRef":"c-4","name":"us-gaap:FinanceLeaseRightOfUseAssetBeforeAccumulatedAmortization","unitRef":"usd","xsiNil":"false","lang":"en-US","decimals":"6","ancestors":{"span":"td","tr","table","div","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true},"uniqueAnchor":{"contextRef":"c-4","name":"us-gaap:FinanceLeaseRightOfUseAssetBeforeAccumulatedAmortization","unitRef":"usd","xsiNil":"false","lang":"en-US","decimals":"6","ancestors":{"span":"td","tr","table","div","ix:continuation","body","html"]],"reportCount":1,"baseRef":"hri-20241231.htm","first":true,"unique":true}},"R67":{"role":"http://www.hertzequip.com/role/PropertyandEquipmentScheduleofGrossAmountsofLandBuildingandLeaseholdImprovementsandRelatedDepreciationRecordedUnderFinancingObligationsDetails"

"Name": "0955543 - Disclosure - Property and Equipment - Schedule of Gross Amounts of Land, Building and Leasehold Improvements and Related Depreciation Recorded Under Financing Obligations (Details)", "shortName": "Property and Equipment - Schedule of Gross Amounts of Land, Building and Leasehold Improvements and Related Depreciation Recorded Under Financing Obligations (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "67", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:PropertyPlantAndEquipmentAndFinanceLeaseRightOfUseAssetBeforeAccumulatedDepreciationAndAmortization", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "6", "ancestors": { "span": "td", "tr": "table", "div": "ix:continuation", "body": "html", "reportCount": 1, "baseRef": "hri-20241231.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-113", "name": "us-gaap:PropertyPlantAndEquipmentAndFinanceLeaseRightOfUseAssetBeforeAccumulatedDepreciationAndAmortization", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "6", "ancestors": { "span": "td", "tr": "table", "div": "ix:continuation", "body": "html", "reportCount": 1, "baseRef": "hri-20241231.htm", "first": true }, "unique": true } }, "R68": { "role": "http://www.hertzequip.com/role/BusinessCombinationsNarrativeDetails", "longName": "0955543 - 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This accounting policy may include a general discussion of the purchase method or acquisition method of accounting (including for example, the treatment accorded contingent consideration, the identification of assets and liabilities, the purchase price allocation process, how the fair values of acquired assets and liabilities are determined) and the entity's specific application thereof. An entity that acquires another entity in a leveraged buyout transaction generally discloses the accounting policy followed by the acquiring entity in determining the basis used to value its interest in the acquired entity, and the rationale for that accounting policy." } } } } , "auth_ref": { "r166": "r167", "r168": "r169": { "hri-CanadianDealerOfferedRatesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "CanadianDealerOfferedRatesMember", "presentation": { "http://www.hertzequip.com/role/DebtABICreditFacilityDetails": { "lang": { "en-us": { "role": { "terseLabel": "Canadian Dealer Offered Rates", "label": "Canadian Dealer Offered Rates [Member]", "documentation": "Canadian Dealer Offered Rates" } } } } , "auth_ref": { "us-gaap-CapitalExpendituresIncurredButNotYetPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalExpendituresIncurredButNotYetPaid", "crdr": "credit", "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF CASH FLOWS": { "lang": { "en-us": { "role": { "terseLabel": "Non rental capital expenditures in accounts payable", "label": "Capital Expenditures Incurred but Not yet Paid", "documentation": "Future cash outflow to pay for purchases of fixed assets that have occurred." } } } } , "auth_ref": { "r43": "r44", "r45": { "us-gaap-CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://www.hertzequip.com/role/CONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap-AssetsCurrent", "weight": 1.0, "order": 1.0 } } , "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDBALANCESHEETS": { "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. 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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." } } } } , "auth_ref": { "r40": "r45", "r280": { "us-gaap-CashCashRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-

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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." } } }, "auth_ref": { "r118", "r179", "r764", "r824" } }, "us_gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies Disclosure [Abstract]", "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": { } }, "us_gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": { "http://www.hertzequip.com/role/CommitmentsandContingencies", "lang": { "en-us": { "role": { "terseLabel": 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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." } } }, "auth_ref": { "r123" } }, "us_gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDBALANCESHEETSParenthetical", "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOFCHANGESINEQUITY", "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares outstanding (in shares)", "label": "Common Stock, Shares Outstanding", "documentation": "Number of shares of common stock outstanding. 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Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": { "r123", "r766", "r959" } }, "eecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Company Selected Measure", "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]" } } }, "auth_ref": { "r1058" } }, "eecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Net Income", "label": "Compensation Actually Paid vs. Net Income [Text Block]" } } }, "auth_ref": { "r1057" } }, "eecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Other Measure", "label": "Compensation Actually Paid vs. Other Measure [Text Block]" } } }, "auth_ref": { "r1059" } }, "eecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return", "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]" } } }, "auth_ref": { "r1056" } }, "us_gaap_CompensationAndRetirementDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CompensationAndRetirementDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Retirement Benefits [Abstract]", "label": "Retirement Benefits [Abstract]" } } }, "auth_ref": { } }, "us_gaap_ComponentsOfDeferredTaxAssetsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComponentsOfDeferredTaxAssetsAbstract", "presentation": { "http://www.hertzequip.com/role/IncomeTaxesScheduleofSandForeignNetDeferredTaxAssetsLiabilitiesDetails", "lang": { "en-us": { "role": { "terseLabel": "Deferred tax assets", "label": "Components of Deferred Tax Assets [Abstract]" } } }, "auth_ref": { } }, "us_gaap_ComponentsOfDeferredTaxLiabilitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComponentsOfDeferredTaxLiabilitiesAbstract", "presentation": { "http://www.hertzequip.com/role/IncomeTaxesScheduleofSandForeignNetDeferredTaxAssetsLiabilitiesDetails", "lang": { "en-us": { "role": { "terseLabel": "Deferred tax liabilities", "label": "Components of Deferred Tax Liabilities [Abstract]" } } }, "auth_ref": { } }, "us_gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF COMPREHENSIVEINCOME", "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF COMPREHENSIVEINCOME", "lang": { "en-us": { "role": { "totalLabel": "Total comprehensive income", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "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." } } }, "auth_ref": { "r36", "r262", "r264", "r271", "r755", "r776", "r777" } }, "us_gaap_ComprehensiveIncomeNoteTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNoteTextBlock", "presentation": { "http://www.hertzequip.com/role/AccumulatedOtherComprehensiveIncomeLoss", "lang": { "en-us": { "role": { "terseLabel": "Accumulated Other Comprehensive Income (Loss)", "label": "Comprehensive Income (Loss) Note [Text Block]", "documentation": "The entire disclosure for comprehensive income, which includes, but is not limited to, 1) the amount of income tax expense or benefit allocated to each component of other comprehensive income, including reclassification adjustments, 2) the reclassification adjustments for each classification of other comprehensive income and 3) the ending accumulated balances for each component of comprehensive income." } } }, "auth_ref": { "r129", "r270", "r754", "r775" } }, "us_gaap_ComputerEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComputerEquipmentMember", "presentation": { "http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesScheduleofUsefulLivesDetails", "http://www.hertzequip.com/role/PropertyandEquipmentScheduleofPropertyandEquipmentDetails", "lang": { "en-us": { "role": { "verboseLabel": "Computer equipment", "terseLabel": "Computer equipment and software", "label": "Computer Equipment [Member]", "documentation": "Long-lived, depreciable assets that are used in the creation, maintenance and utilization of information systems." } } }, "auth_ref": { } }, "us_gaap_ComputerSoftwareIntangibleAssetMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComputerSoftwareIntangibleAssetMember", "presentation": { "http://www.hertzequip.com/role/GoodwillandIntangibleAssetsScheduleofIntangibleAssetsDetails", "lang": { "en-us": { "role": { "verboseLabel": "Internally developed software", "label": "Computer Software, Intangible Asset [Member]", "documentation": "Collection of computer programs and related data that provide instructions to a computer, for example, but not limited to, application program, control module or operating system, that perform one or more particular functions or tasks." } } }, "auth_ref": { "r896", "r900", "r1171", "r1172", "r1173", "r1174", "r1176", "r1178", "r1181", "r1182" } }, "us_gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": { "http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesConcentrationofCreditRiskDetails", "http://www.hertzequip.com/role/RevenueRecognitionNarrativeDetails", "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Domain]", "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } }, "auth_ref": { "r52", "r54", "r92", "r93", "r346", "r882" } }, "us_gaap_ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": { "http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesConcentrationofCreditRiskDetails", "http://www.hertzequip.com/role/RevenueRecognitionNarrativeDetails", "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Axis]", "label": "Concentration Risk Benchmark [Axis]", "documentation": "Information by benchmark of concentration risk." } } }, "auth_ref": { "r52", "r54", "r92", "r93", "r346", "r800", "r882" } }, "us

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Includes, but is not limited to, percentage of concentration risk and benchmark serving as denominator in calculation of percentage of concentration risk." } } }, "auth_ref": { "r51", "r52", "r54", "r55", "r92", "r173", "r882" } }, "hri_ConcentrationRiskThresholdPercentage": { "xbrltype": "percentItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "ConcentrationRiskThresholdPercentage", "presentation": { "http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesConcentrationofCreditRiskDetails": { "http://www.hertzequip.com/role/RevenueRecognitionNarrativeDetails": { "lang": { "en-us": { "role": { "terseLabel": "Concentration risk, percentage", "verboseLabel": "Concentration risk threshold, percentage", "label": "Concentration Risk, Threshold, Percentage", "documentation": "Concentration Risk, Threshold, Percentage" } } }, "auth_ref": { } }, "us-gaap_ConcentrationRiskTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskTypeDomain", "presentation": { "http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesConcentrationofCreditRiskDetails": { "http://www.hertzequip.com/role/RevenueRecognitionNarrativeDetails": { "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Type [Domain]", "label": "Concentration Risk Type [Domain]", "documentation": "For an entity that discloses a concentration risk as a percentage of some financial balance or benchmark, identifies the type (for example, asset, liability, net assets, geographic, customer, employee, supplier, lender) of the concentration." } } }, "auth_ref": { "r52", "r54", "r92", "r93", "r346", "r882" } }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConsolidationPolicyTextBlock", "presentation": { "http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Principles of Consolidation", "label": "Consolidation, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": { "r87", "r903" } }, "us-gaap_ConstructionInProgressMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConstructionInProgressMember", "presentation": { "http://www.hertzequip.com/role/PropertyandEquipmentScheduleofPropertyandEquipmentDetails": { "lang": { "en-us": { "role": { "terseLabel": "Construction in progress", "label": "Construction in Progress [Member]", "documentation": "Structure or a modification to a structure under construction. Includes recently completed structures or modifications to structures that have not been placed into service." } } }, "auth_ref": { } }, "us-gaap_ContractWithCustomerAssetNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetNetCurrent", "crdr": "debit", "presentation": { "http://www.hertzequip.com/role/RevenueRecognitionNarrativeDetails": { "lang": { "en-us": { "role": { "terseLabel": "Contract with customer, asset, after allowance for credit loss, current", "label": "Contract with Customer, Asset, after Allowance for Credit Loss, Current", "documentation": "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." } } }, "auth_ref": { "r439", "r440", "r451" } }, "us-gaap_ContractualObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractualObligation", "crdr": "credit", "calculation": { "http://www.hertzequip.com/role/FinancingObligationsScheduleofFutureMinimumFinancingPaymentsDetails": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://www.hertzequip.com/role/FinancingObligationsScheduleofFutureMinimumFinancingPaymentsDetails": { "parentTag": null, "weight": null, "order": null, "root": true }, "presentation": { "http://www.hertzequip.com/role/FinancingObligationsScheduleofFutureMinimumFinancingPaymentsDetails": { "lang": { "en-us": { "role": { "totalLabel": "Total minimum financing obligations payments", "label": "Contractual Obligation", "documentation": "Amount of contractual obligation, including, but not limited to, long-term debt, lease obligation, purchase obligation, and other commitments." } } }, "auth_ref": { "r1128" } }, "hri_ContractualObligationAmountRepresentingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "ContractualObligationAmountRepresentingInterest", "crdr": "credit", "calculation": { "http://www.hertzequip.com/role/FinancingObligationsScheduleofFutureMinimumFinancingPaymentsDetails": { "parentTag": "us-gaap_ContractualObligation", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://www.hertzequip.com/role/FinancingObligationsScheduleofFutureMinimumFinancingPaymentsDetails": { "lang": { "en-us": { "role": { "negatedTerseLabel": "Less amount representing interest (at a weighted average interest rate of 5.45%)", "label": "Contractual Obligation, Amount Representing Interest", "documentation": "Contractual Obligation, Amount Representing Interest" } } }, "auth_ref": { } }, "us-gaap_ContractualObligationDueAfterFifthYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractualObligationDueAfterFifthYear", "crdr": "credit", "calculation": { "http://www.hertzequip.com/role/FinancingObligationsScheduleofFutureMinimumFinancingPaymentsDetails": { "parentTag": "us-gaap_ContractualObligation", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://www.hertzequip.com/role/FinancingObligationsScheduleofFutureMinimumFinancingPaymentsDetails": { "lang": { "en-us": { "role": { "terseLabel": "Thereafter", "label": "Contractual Obligation, to be Paid, after Year Five", "documentation": "Amount of contractual obligation to be paid after fifth fiscal year following current fiscal year. 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Assumptions include, but are not limited to, interest, mortality, employee turnover, salary, and temporary deviation from substantive plan." } } }, "auth_ref": { "r463": { "us-gaap-DefinedBenefitPlanAmortizationOfGainsLosses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAmortizationOfGainsLosses", "crdr": "credit", "calculation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofNetPeriodicCostsDetails": { "parentTag": "us-gaap-DefinedBenefitPlanNetPeriodicBenefitCost", "weight": 1.0, "order": 3.0 } }, "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofNetPeriodicCostsDetails": { "lang": { "en-us": { "role": { "negatedLabel": "Net amortization of actuarial net loss", "label": "Defined Benefit Plan, Amortization of Gain (Loss)", "documentation": "Amount of gain (loss) recognized in net periodic benefit (cost) credit of defined benefit plan." } } }, "auth_ref": { "r457": { "r495": { "r520": { "r937": { "r938": { "us-gaap-DefinedBenefitPlanAmountsRecognizedInBalanceSheetAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAmountsRecognizedInBalanceSheetAbstract", "presentation": {

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Plan includes, but is not limited to, pay-related defined benefit plan." } } }, "auth_ref": { "r503" } } }, "us-gaap-DefinedBenefitPlanAssumptionsUsedCalculatingBenefitObligationWeightedAverageInterestCreditingRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAssumptionsUsedCalculatingBenefitObligationWeightedAverageInterestCreditingRate", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofAmountsRecognizedinBalanceSheetandOtherComprehensiveIncomeandAssumptionsUsedDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Interest credit rate", "label": "Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Weighted Average Interest Crediting Rate", "documentation": "Weighted average interest crediting rate used to determine benefit obligation of defined benefit plan. 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For pension plan, payment includes, but is not limited to, pension benefits and death benefits. For other postretirement plan, payment includes, but is not limited to, prescription drug benefits, health care benefits, life insurance benefits, and legal, educational and advisory services." } } }, "auth_ref": { "r465", "r528" } } }, "us-gaap-DefinedBenefitPlanByPlanAssetCategoriesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanByPlanAssetCategoriesAxis", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsNarrativeDetails": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofPensionPlanAssetsDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Defined Benefit Plan, Plan Assets, Category [Axis]", "label": "Defined Benefit Plan, Plan Assets, Category [Axis]", "documentation": "Information by defined benefit plan asset investment." } } }, "auth_ref": { "r479", "r480", "r482", "r483", "r484", "r485", "r486", "r487", "r507", "r935", "r936", "r937" } } }, "us-gaap-DefinedBenefitPlanChangeInBenefitObligationRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanChangeInBenefitObligationRollForward", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofReconciliationofBenefitObligationsandPlanAssetsDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Change in Projected Benefit Obligations", "label": "Defined Benefit Plan, Change in Benefit Obligation [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": { "us-gaap-DefinedBenefitPlanChangeInFairValueOfPlanAssetsRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanChangeInFairValueOfPlanAssetsRollForward", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofReconciliationofBenefitObligationsandPlanAssetsDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Change in Fair Value of Plan Assets", "label": "Defined Benefit Plan, Change in Fair Value of Plan Assets [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": { "us-gaap-DefinedBenefitPlanContributionsByEmployer": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanContributionsByEmployer", "crdr": "debit", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsNarrativeDetails": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofReconciliationofBenefitObligationsandPlanAssetsDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Employer contribution", "label": "Defined Benefit Plan, Plan Assets, Contributions by Employer", "documentation": "Amount of contribution received by defined benefit plan from employer which increases plan assets." } } }, "auth_ref": { "r472", "r482", "r524", "r935", "r936", "r937", "r938" } } }, "us-gaap-DefinedBenefitPlanDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanDisclosureLineItems", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofNetPeriodicCostsDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Defined Benefit Plan Disclosure [Line Items]", "label": "Defined Benefit Plan Disclosure [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes, but is not limited to, national jurisdiction for non-US jurisdiction." } } }, { "auth-ref": { "r587" } }, { "ecd:DvdsOrOthrErngsPdOnEqtyAwrdsNtOthrRwRflctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvdsOrOthrErngsPdOnEqtyAwrdsNtOthrRwRflctdInTtlCompForCvrdYrMember", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure"} }, { "en-us": { "role": { "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year", "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, { "auth-ref": { "r272": "r298", "r299": "r300", "r301", "r302", "r307", "r309", "r314", "r315", "r316", "r320", "r621", "r628", "r640", "r641", "r756", "r778", "r907" } }, { "us-gaap:EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOFOPERATIONS"} }, { "en-us": { "role": { "verboselabel": "Earnings per share", "terseLabel": "Earnings Per Share [Abstract]", "label": "Earnings Per Share [Abstract]", "documentation": "Earnings Per Share Basic." } } }, { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOFOPERATIONS"} }, { "http://www.hertzequip.com/role/EarningsPerShareScheduleofBasicandDilutedEarningsPerShareDetails": { "en-us": { "role": { "terseLabel": "Basic (in USD per share)", "label": "Earnings Per Share, Basic", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, { "auth-ref": { "r272": "r298", "r299": "r300", "r301", "r302", "r307", "r309", "r314", "r315", "r316", "r320", "r621", "r628", "r640", "r641", "r756", "r778", "r907" } }, { "us-gaap:EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": { "http://www.hertzequip.com/role/EarningsPerShare"} }, { "en-us": { "role": { "terseLabel": "Earnings Per Share", "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, { "auth-ref": { "r306": "r317", "r318", "r319" } }, { "us-gaap:EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWS", "parentTag": "us-gaap:CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 }, "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWS"} }, { "en-us": { "role": { "terseLabel": "Effect of foreign exchange rate changes on cash and cash equivalents", "label": "Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations", "documentation": "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." } } }, { "auth-ref": { "r662" } }, { "hri:EffectiveIncomeTaxRateReconciliationFederalAndForeignPermanentItemsAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "EffectiveIncomeTaxRateReconciliationFederalAndForeignPermanentItemsAmount", "crdr": "debit", "calculation": { "http://www.hertzequip.com/role/IncomeTaxesScheduleofStatutoryFederalIncomeTaxRateToIncomeBeforeIncomeTaxesDetails", "parentTag": "us-gaap:IncomeTaxExpenseBenefit", "weight": 1.0, "order": 5.0 }, "presentation": { "http://www.hertzequip.com/role/IncomeTaxesScheduleofStatutoryFederalIncomeTaxRateToIncomeBeforeIncomeTaxesDetails"} }, { "en-us": { "role": { "terseLabel": "Federal and foreign permanent items", "label": "Effective Income Tax Rate Reconciliation, Federal And Foreign Permanent Items, Amount", "documentation": "Effective Income Tax Rate Reconciliation, Federal And Foreign Permanent Items, Amount" } } }, { "auth-ref": { } }, { "us-gaap:EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.hertzequip.com/role/AccruedLiabilitiesDetails", "parentTag": "us-gaap:AccruedLiabilitiesCurrent", "weight": 1.0, "order": 1.0 }, "presentation": { "http://www.hertzequip.com/role/AccruedLiabilitiesDetails"} }, { "en-us": { "role": { "terseLabel": "Accrued compensation and benefit costs", "label": "Employee-related Liabilities, Current", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)."} } }, { "auth-ref": { "r112" } }, { "us-gaap:EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "crdr": "debit", "presentation": { "http://www.hertzequip.com/role/StockBasedCompensationNarrativeDetails"} }, { "en-us": { "role": { "terseLabel": "Unrecognized compensation cost", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount", "documentation": "Amount of cost not yet recognized for nonvested award under share-based payment arrangement." } } }, { "auth-ref": { "r572" } }, { "us-gaap:EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { 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sell certain number of shares at predetermined price for specified period of time." } } }, { "auth-ref": { } }, { "dei:EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": { "http://www.hertzequip.com/role/Cover"} }, { "en-us": { "role": { "terseLabel": "Entity Address, Address Line One", "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name"} } }, { "auth-ref": { } }, { "dei:EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": { "http://www.hertzequip.com/role/Cover"} }, { "en-us": { "role": { "terseLabel": "Entity Address, City or Town", "label": "Entity Address, City or Town", "documentation": "Name of the City or Town"} } }, { "auth-ref": { } }, { "dei:EntityAddressPostalZipCode": { "xbrltype": 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It is commonly abbreviated as CIK." } } }, { "auth-ref": { "r992" } }, { "dei:EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "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." } } }, "auth_ref": [] },

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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemtype", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": { "http://www.hertzequip.com/role/Cover": { "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r992"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemtype", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": { "http://www.hertzequip.com/role/Cover": { "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "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." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemtype", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": { "http://www.hertzequip.com/role/Cover": { "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "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." } } }, "auth_ref": ["r992"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemtype", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": { "http://www.hertzequip.com/role/Cover": { "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemtype", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": { "http://www.hertzequip.com/role/Cover": { "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", 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Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-O, N-1A." } } }, "auth_ref": ["r1103"] }, "ecd_EqtyAwrdsAdjFnTextBlock": { "xbrltype": "textBlockItemtype", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjFnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Footnote [Text Block]", "label": "Equity Awards Adjustments, Footnote [Text Block]", "documentation": "Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act." } } }, "auth_ref": [] }, "ecd_EqtyAwrdsAdjExclgValRptdInSummaryCompstnTblMember": { "xbrltype": "domainItemtype", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjExclgValRptdInSummaryCompstnTblMember", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Excluding Value Reported in Compensation Table", "label": "Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member]", "documentation": "Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act." } } }, "auth_ref": ["r1098"] }, "ecd_EqtyAwrdsAdjjsMember": { "xbrltype": "domainItemtype", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjjsMember", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments", "label": "Equity Awards Adjustments [Member]", "documentation": "Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act." } } }, "auth_ref": ["r1098"] }, "ecd_EqtyAwrdsInSummaryCompstnTblForApblYrMember": { "xbrltype": "domainItemtype", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsInSummaryCompstnTblForApblYrMember", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member]", "label": "Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member]", "documentation": "Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act." } } }, "auth_ref": ["r1098"] }, "us-gaap_EquipmentExpense": { "xbrltype": "monetaryItemtype", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquipmentExpense", "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "hri_CostsAndExpensesNonOperatingIncomeAndInterestExpense", "weight": 1.0, "order": 5.0 }, "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 14.0 }, "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOFOPERATIONS": { "lang": { "en-us": { "role": { "terseLabel": "Depreciation of rental equipment", "label": "Depreciation of rental equipment", "documentation": "This element represents equipment expense including depreciation, repairs, rentals, and service contract costs. This item also includes equipment purchases which do not qualify for capitalization in accordance with the entity's accounting policy. 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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." }, {"auth_ref": "r648", "r649", "r650", "r651", "r653", "r654", "r655", "r656", "r657", "r658", "r659", "r660", "r661", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r671", "r672", "r673", "r674", "r675", "r676", "r677", "r678", "r679", "r680", "r681", "r682", "r683", "r684", "r685", "r686", 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": { "r374", "r896", "r920" } }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFive", "crdr": "debit", "presentation": { "http://www.hertzequip.com/role/GoodwillandIntangibleAssetsNarrativeDetails", "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Finite Lived Intangible Asset, Expected Amortization, Year Five", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fifth fiscal year following current fiscal year. 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Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth ref": { "hri-FutureEarningsAssociatedWithPotentialStockSaleOrLiquidationOfForeignSubsidiariesConsideredPermanentlyReinvested": { "xbrltype": "monetaryItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "FutureEarningsAssociatedWithPotentialStockSaleOrLiquidationOfForeignSubsidiariesConsideredPermanentlyReinvested", "order": "debit", "presentation": { "http://www.hertzequip.com/role/IncomeTaxNarrativeDetails": "lang": { "en-us": { "role": { "terselabel": "Potential tax liability", "label": "Future Earnings Associated With Potential Stock Sale Or Liquidation Of Foreign Subsidiaries Considered Permanently Reinvested" } } }, "auth ref": { "us-gaap-GainLossOnSaleOfLeasedAssetsNetOperatingLeases": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnSaleOfLeasedAssetsNetOperatingLeases", "order": "credit", "calculation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF CASH FLOWS": { "parentTag": "us-gaap-NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 8.0 } }, "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF CASH FLOWS": "lang": { "en-us": { "role": { "negatedTerselabel": "Gain on sale of rental equipment", "label": "Gain (Loss) on Sale of Leased Assets, Net, Operating Leases", "documentation": "The net gain (loss) arising from the lessor's sale of assets held or available for lease under contractual arrangements classified as operating leases." } } }, "auth ref": { "r191", "r381" } }, "us-gaap-GeographicConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeographicConcentrationRiskMember", "presentation": { "http://www.hertzequip.com/role/RevenueRecognitionNarrativeDetails": "lang": { "en-us": { "role": { "terselabel": "Geographic Concentration Risk", "label": "Geographic Concentration Risk [Member]", "documentation": "Reflects the percentage that a specified dollar value on the balance sheet or income statement in the period from one or more specified geographic areas is to a corresponding consolidated, segment, or product line amount. Risk is the materially adverse effects of economic decline or antagonistic political actions resulting in loss of assets, sales volume, labor supply, or source of materials and supplies in a US state or a specified country, continent, or region such as EMEA (Europe, Middle East, Africa)." } } }, "auth ref": { "r53", "r882" } }, "us-gaap-Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "order": "debit", "calculation": { "http://www.hertzequip.com/role/BusinessCombinationsScheduleofPurchasePriceAllocationDetails": { "parentTag": "us-gaap-BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet", "weight": 1.0, "order": 2.0 } }, "http://www.hertzequip.com/role/CONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap-Assets", "weight": 1.0, "order": 6.0 } }, "http://www.hertzequip.com/role/GoodwillandIntangibleAssetsScheduleofGoodwillDetails": { "parentTag": null, "weight": null, "order": null, "root": 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Includes, but is not limited to, interest and penalties, reconciliation of unrecognized tax benefits, unrecognized tax benefits that would affect the effective tax rate, tax years that remain subject to examination by tax jurisdictions, and information about positions for which it is reasonably possible that amounts unrecognized will significantly change within 12 months." } } }, "auth_ref": { "r1216" } }, "us-gaap_IncomeTaxDisclosureAbstract": { "xbrltype": "stringItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Income Tax Disclosure [Abstract]", "label": "Income Tax Disclosure [Abstract]", "documentation": "Line items represent financial concepts included in a table. 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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." } } }, "auth_ref": { "r276" } }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesContinuingOperationsAbstract": { "xbrltype": "stringItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesContinuingOperationsAbstract", "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF CASH FLOWS", "lang": { "en-us": { "role": { "terseLabel": "Cash flows from financing activities", "label": "Net Cash Provided by (Used in) Financing Activities, Continuing Operations [Abstract]", "auth_ref": { "r1", "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "ordr": "debit", "calculation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF CASH FLOWS", "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 4.0 }, "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF CASH FLOWS", "lang": { "en-us": { "role": { "totalLabel": "Net cash used in investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. 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Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": { "r145", "r146", "r147" } }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperationsAbstract": { "xbrltype": "stringItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesContinuingOperationsAbstract", "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF CASH FLOWS", "lang": { "en-us": { "role": { "terseLabel": "Cash flows from operating activities", "label": "Net Cash Provided by (Used in) Operating Activities, Continuing Operations [Abstract]", "auth_ref": { "r1, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "ordr": "credit", "calculation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF COMPREHENSIVE INCOME", "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 1.0 }, "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF CASH FLOWS", "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 1.0 }, "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF OPERATIONS", "parentTag": null, "weight": null, "order": null, "root": true }, "presentation": { "http://www.hertzequip.com/role/AccumulatedOtherComprehensiveIncomeLossScheduleofReclassificationfromAccumulatedOtherComprehensiveIncomeLossDetails", "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF CASH FLOWS", "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF CHANGES IN EQUITY", "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF COMPREHENSIVE INCOME", "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF OPERATIONS", "http://www.hertzequip.com/role/EarningsPerShareScheduleofComputationofBasicandDilutedEarningsPerShareDetails", "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "totalLabel": "Net income", "verboseLabel": "Net income", "netLabel": "Net income", "negatedTotalLabel": "Total reclassifications for the period", "terseLabel": "Net income, basic and diluted", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": { "r137", "r147", "r182", "r245", "r260", "r263", "r268", "r282", "r295", "r297", "r298", "r299", "r300", "r301", "r304", "r305", "r313", "r340", "r398", "r399", "r400", "r401", "r402", "r403", "r404", "r405", "r406", "r621", "r628", "r641", "r660", "r774", "r845", "r863", "r864", "r988", "r1198" } }, "us_gaap_NetIncomeLossAvailableToCommonStockholdersDilutedAbstract": { "xbrltype": "stringItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersDilutedAbstract", "presentation": { "http://www.hertzequip.com/role/EarningsPerShareScheduleofComputationofBasicandDilutedEarningsPerShareDetails", "lang": { "en-us": { "role": { "terseLabel": "Numerator", "label": "Net Income (Loss) Available to Common Stockholders, Diluted [Abstract]", "auth_ref": { "r1, "us_gaap_NewAccountingPronouncementsPolicyTextBlock": { "xbrltype": "textBlockItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NewAccountingPronouncementsPolicyTextBlock", "presentation": { "http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPolicies", "lang": { "en-us": { "role": { "terseLabel": "Recently Issued Accounting Pronouncements", "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": { "r1, "hri_NewEquipmentPartsandSuppliesMember": { "xbrltype": "domainItem", "nsuri": "http://www.hertzequip.com/20241231", "localname": "NewEquipmentPartsandSuppliesMember", "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOF OPERATIONS", "http://www.hertzequip.com/role/RevenueRecognitionScheduleofAccountingGuidancefortheCompanysRevenuesDetails", "lang": { "en-us": { "role": { "terseLabel": "Sales of new equipment, parts and supplies", "label": "New Equipment, Parts and Supplies [Member]", "documentation": "New Equipment, Parts and Supplies [Member]", "auth_ref": { "r1, "ecd_NonGaapMeasureDescriptionTextBlock": { "xbrltype": "textBlockItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonGaapMeasureDescriptionTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Non-GAAP Measure Description", "label": "Non-GAAP Measure Description [Text Block]", "auth_ref": { "r1053" } } }, "ecd_NonNeosMember": { "xbrltype": "domainItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonNeosMember", "presentation": { "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Non-NEOs", "label": "Non-NEOs [Member]", "auth_ref": { "r1016", "r1027", "r1037", "r1061", "r1070" } } }, "ecd_NonPeoNeoAvgCompActuallyPaidAmt": { "xbrltype": "monetaryItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgCompActuallyPaidAmt", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Compensation Actually Paid Amount", "label": "Non-PEO NEO Average Compensation Actually Paid Amount", "auth_ref": { "r1044" } } }, "ecd_NonPeoNeoAvgTotalCompAmt": { "xbrltype": "monetaryItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgTotalCompAmt", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Total Compensation Amount", "label": "Non-PEO NEO Average Total Compensation Amount", "auth_ref": { "r1043" } } }, "ecd_NonPeoNeoMember": { "xbrltype": "domainItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoMember", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO", "label": "Non-PEO NEO [Member]", "auth_ref": { "r1061" } } }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": { "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "lang": { "en-us": { "role": { "terseLabel": "Non-Rule 10b5-1 Arrangement Adopted", "label": "Non-Rule 10b5-1 Arrangement Adopted [Flag]", "auth_ref": { "r1081" } } }, "ecd_NonRule10b51ArrTrmndFlag": { "xbrltype": "booleanItem", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmndFlag", "presentation": { "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "lang": { "en-us": { "role": { "terseLabel": "Non-Rule 10b5-1 Arrangement Terminated", "label": "Non-Rule 10b5-1 Arrangement Terminated [Flag]", "auth_ref": { "r1081" } } }, "us_gaap_NonUsMember": { "xbrltype":

"domainItemType": "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonUsMember", "presentation": {"http://www.hertzequip.com/role/SegmentInformationScheduleofGeographicalInformationforLongLivedAssetsDetails", "http://www.hertzequip.com/role/SegmentInformationScheduleofRevenuesfromourExternalCustomersDetails": {"lang": {"en-us": {"role": {"terseLabel": "International", "label": "Non-US Member"}, "documentation": "Countries excluding the United States of America (US).", "auth-ref": {"r1294", "r1296", "r1297", "r1298"}}, "us-gaap_NoncompeteAgreementsMember": {"xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NoncompeteAgreementsMember", "presentation": {"http://www.hertzequip.com/role/BusinessCombinationsScheduleofFairValueandUsefulLivesDetails": {"lang": {"en-us": {"role": {"terseLabel": "Non-compete agreements", "label": "Noncompete Agreements Member"}, "documentation": "Agreement in which one party agrees not to pursue a similar trade in competition with another party.", "auth-ref": {"r84", "r1171", "r1172", "r1173", "r1174", "r1176", "r1178", "r1181", "r1182"}}, "us-gaap_NumberOfBusinessesAcquired": {"xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfBusinessesAcquired", "presentation": {"http://www.hertzequip.com/role/BusinessCombinationsNarrativeDetails": {"lang": {"en-us": {"role": {"terseLabel": "Number of companies", "label": "Number of Businesses Acquired", "documentation": "The number of businesses acquired by the entity during the period.", "auth-ref": {"r1", "h1_NumberOfBusinessesAcquiredBranches": {"xbrltype": "integerItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "NumberOfBusinessesAcquiredBranches", "presentation": {"http://www.hertzequip.com/role/BusinessCombinationsNarrativeDetails": {"lang": {"en-us": {"role": {"terseLabel": "Number of businesses acquired, branches", "label": "Number Of Businesses Acquired, Branches", "documentation": "Number Of Businesses Acquired, Branches", "auth-ref": {"r1", "h1_NumberOfLocations": {"xbrltype": "integerItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "NumberOfLocations", "presentation": {"http://www.hertzequip.com/role/OrganizationandDescriptionofBusinessDetails": {"lang": {"en-us": {"role": {"terseLabel": "Number of locations", "label": "Number Of Locations", "documentation": "Number Of Locations", "auth-ref": {"r1", "us-gaap_NumberOfOperatingSegments": {"xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfOperatingSegments", "presentation": {"http://www.hertzequip.com/role/SegmentInformationNarrativeDetails": {"lang": {"en-us": {"role": {"terseLabel": "Number of Operating Segments", "label": "Number of Operating Segments", "documentation": "Number of operating segments. An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues.", "auth-ref": {"r914", "r1143"}}, "us-gaap_NumberOfReportableSegments": {"xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfReportableSegments", "presentation": {"http://www.hertzequip.com/role/SegmentInformationNarrativeDetails": {"lang": {"en-us": {"role": {"terseLabel": "Number of reportable segments", "label": "Number of Reportable Segments", "documentation": "Number of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements.", "auth-ref": {"r910", "r917", "r1143"}}, "us-gaap_NumberOfReportingUnits": {"xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfReportingUnits", "presentation": {"http://www.hertzequip.com/role/BasisofPresentationandSignificantAccountingPoliciesGoodwillandIndefiniteLivedIntangibleAssetsandFiniteLivedIntangibleandLongLivedAssetsDetails": {"lang": {"en-us": {"role": {"terseLabel": "Number of reporting units", "label": "Number of Reporting Units", "documentation": "Number of reporting units tested for impairment of goodwill. A reporting unit is an operating segment or one level below an operating segment.", "auth-ref": {"r1", "h1_ObligationsSubjectToNonCashGainOnFutureSale": {"xbrltype": "monetaryItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "ObligationsSubjectToNonCashGainOnFutureSale", "crdr": "debit", "calculation": {"http://www.hertzequip.com/role/FinancingObligationsScheduleofFutureMinimumFinancingPaymentsDetails": {"parentTag": "us-gaap_ContractualObligation", "weight": 1.0, "order": 1.0}}, "presentation": {"http://www.hertzequip.com/role/FinancingObligationsScheduleofFutureMinimumFinancingPaymentsDetails": {"lang": {"en-us": {"role": {"terseLabel": "Obligations subject to non-cash gain on future sale of property", "label": "Obligations Subject To Non-Cash Gain On Future Sale", "documentation": "Obligations Subject To Non-Cash Gain On Future Sale", "auth-ref": {"r1, "us-gaap_OciBeforeReclassificationsBeforeTaxAttributableToParent": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OciBeforeReclassificationsBeforeTaxAttributableToParent", "crdr": "credit", "calculation": {"http://www.hertzequip.com/role/AccumulatedOtherComprehensiveIncomeLossScheduleofChangesintheAccumulatedOtherComprehensiveIncomeLossDetails": {"parentTag": "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent", "weight": 1.0, "order": 1.0}}, "presentation": {"http://www.hertzequip.com/role/AccumulatedOtherComprehensiveIncomeLossScheduleofChangesintheAccumulatedOtherComprehensiveIncomeLossDetails": {"lang": {"en-us": {"role": {"terseLabel": "Other comprehensive income (loss) before reclassification", "label": "OCI, before Reclassifications, before Tax, Attributable to Parent", "documentation": "Amount before tax and reclassification adjustments of other comprehensive income (loss) attributable to parent.", "auth-ref": {"r35", "h1_OperatingLeaseAndFinanceLeaseLiability": {"xbrltype": "monetaryItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "OperatingLeaseAndFinanceLeaseLiability", "crdr": "credit", "calculation": {"http://www.hertzequip.com/role/LeasesScheduleofBalancesheetInformationRelatedtoLeasesDetails": {"parentTag": null, "weight": null, "order": null, "root": true}}, "presentation": {"http://www.hertzequip.com/role/LeasesScheduleofBalancesheetInformationRelatedtoLeasesDetails": {"lang": {"en-us": {"role": {"totalLabel": "Total lease liabilities", "label": "Operating Lease And Finance Lease Liability", "documentation": "Operating Lease And Finance Lease Liability", "auth-ref": {"r1, "h1_OperatingLeaseAndFinanceLeaseRightOfUseAsset": {"xbrltype": "monetaryItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "OperatingLeaseAndFinanceLeaseRightOfUseAsset", "crdr": "debit", "calculation": {"http://www.hertzequip.com/role/LeasesScheduleofBalancesheetInformationRelatedtoLeasesDetails": {"parentTag": null, "weight": null, "order": null, "root": true}}, "presentation": {"http://www.hertzequip.com/role/LeasesScheduleofBalancesheetInformationRelatedtoLeasesDetails": {"lang": {"en-us": {"role": {"totalLabel": "Total leased assets", "label": "Operating Lease And Finance Lease, Right Of Use Asset", "documentation": "Operating Lease And Finance Lease, Right Of Use Asset", "auth-ref": {"r1, "us-gaap_OperatingLeaseCost": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseCost", "crdr": "debit", "calculation": {"http://www.hertzequip.com/role/LeasesScheduleofComponentsofLeaseExpenseDetails": {"parentTag": "us-gaap_LeaseCost", "weight": 1.0, "order": 4.0}}, "presentation": {"http://www.hertzequip.com/role/LeasesScheduleofComponentsofLeaseExpenseDetails": {"lang": {"en-us": {"role": {"terseLabel": "Operating lease cost", "label": "Operating Lease, Cost", "documentation": "Amount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right of use asset, calculated by amortization of remaining right of use asset and accretion of lease liability.", "auth-ref": {"r686", "r698", "r58", "us-gaap_OperatingLeaseIncomeComprehensiveIncomeExtensibleList": {"xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseIncomeComprehensiveIncomeExtensibleList", "presentation": {"http://www.hertzequip.com/role/RevenueRecognitionScheduleofAccountingGuidancefortheCompanysRevenuesDetails": {"lang": {"en-us": {"role": {"terseLabel": "Operating Lease, Lease Income, Statement of Income or Comprehensive Income Extensible Enumeration", "label": "Operating Lease, Lease Income, Statement of Income or Comprehensive Income Extensible Enumeration", "documentation": "Indicates line item in statement of income or comprehensive income that includes operating lease income.", "auth-ref": {"r698", "us-gaap_OperatingLeaseIncome": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseIncome", "crdr": "credit", "calculation": {"http://www.hertzequip.com/role/RevenueRecognitionScheduleofAccountingGuidancefortheCompanysRevenuesDetails": {"parentTag": "us-gaap_Revenues", "weight": 1.0, "order": 2.0}}, "presentation": {"http://www.hertzequip.com/role/RevenueRecognitionScheduleofAccountingGuidancefortheCompanysRevenuesDetails": {"lang": {"en-us": {"role": {"terseLabel": "Topic 842 revenues", "label": "Operating Lease, Lease Income", "documentation": "Amount of operating lease income from lease payments and variable lease payments paid and payable to lessor. Includes, but is not limited to, variable lease payments not included in measurement of lease receivable.", "auth-ref": {"r322", "r698", "r700", "us-gaap_OperatingLeaseLiabilitiesPaymentsDueAbstract": {"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilitiesPaymentsDueAbstract", "presentation": {"http://www.hertzequip.com/role/LeasesScheduleofMaturitiesofOperatingandFinancingLeaseLiabilitiesDetails": {"lang": {"en-us": {"role": {"terseLabel": "Operating Leases", "label": "Lessee, Operating Lease, Liability, to be Paid, Fiscal Year Maturity Abstract", "auth-ref": {"r1, "us-gaap_OperatingLeaseLiability": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "calculation": {"http://www.hertzequip.com/role/LeasesScheduleofMaturitiesofOperatingandFinancingLeaseLiabilitiesDetails": {"parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, 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Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": { "r347", "r507", "r707", "r708", "r763", "r770", "r818", "r819", "r820", "r821", "r822", "r842", "r844", "r870", "r1246" } }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": { "http://www.hertzequip.com/role/ArrangementswithNewHertz"; "lang": { "en-us": { "role": { "verboseLabel": "Arrangements with New Hertz", "label": "Related Party Transactions Disclosure [Text Block]", "documentation": "The entire disclosure for related party transactions. 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"http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofBenefitObligationsinExcessofPlanAssetsDetails",
"http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofEstimatedBenefitPaymentsDetails",
"http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofNetPeriodicCostsDetails",
"http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofPensionPlanAssetsDetails",
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"http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofBenefitObligationsinExcessofPlanAssetsDetails",
"http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofEstimatedBenefitPaymentsDetails",
"http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofNetPeriodicCostsDetails",
"http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleofPensionPlanAssetsDetails",
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Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss)." } } }, "auth_ref": { "r184", "r185", "r269", "r282", "r321", "r329", "r330", "r335", "r339", "r342", "r344", "r346", "r349", "r398", "r399", "r400", "r401", "r402", "r403", "r404", "r405", "r406", "r660", "r757", "r913", "r1198" } }, "us-gaap RevenuesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesAbstract", "presentation": { "http://www.hertzequip.com/role/CONSOLIDATEDSTATEMENTSOFOPERATIONS": { "lang": { "en-us": { "role": { "terseLabel": "Revenues", "label": "Revenues [Abstract]" } } }, "auth_ref": { "r1", "r2", "r3", "r4", "r5", "r6", "r7", "r8", "r9", "r10", "r11", "r12", "r13", "r14", "r15", "r16", "r17", "r18", "r19", "r20", "r21", "r22", "r23", "r24", "r25", "r26", "r27", "r28", "r29", "r30", "r31", "r32", "r33", "r34", "r35", "r36", "r37", 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": { "r1", "r2", "r3", "r4", "r5", "r6", "r7", "r8", "r9", "r10", "r11", "r12", "r13", "r14", "r15", "r16", "r17", "r18", "r19", "r20", "r21", "r22", "r23", "r24", "r25", "r26", "r27", "r28", "r29", "r30", "r31", "r32", "r33", "r34", "r35", "r36", "r37", "r38", "r39", "r40", "r41", "r42", "r43", "r44", "r45", "r46", "r47", "r48", "r49", "r50", "r51", "r52", "r53", "r54", "r55", "r56", "r57", "r58", "r59", "r60", "r61", "r62", "r63", "r64", "r65", "r66", "r67", "r68", "r69", "r70", "r71", "r72", "r73", "r74", "r75", "r76", "r77", "r78", "r79", "r80", "r81", "r82", "r83", "r84", "r85", "r86", "r87", "r88", "r89", "r90", "r91", "r92", "r93", "r94", "r95", "r96", "r97", "r98", "r99", "r100", "r101", "r102", "r103", "r104", "r105", "r106", "r107", "r108", "r109", "r110", "r111", "r112", "r113", "r114", "r115", "r116", "r117", "r118", "r119", "r120", "r121", "r122", "r123", "r124", "r125", "r126", "r127", "r128", "r129", "r130", "r131", "r132", "r133", "r134", "r135", "r136", "r137", "r138", "r139", "r140", "r141", "r142", "r143", "r144", "r145", "r146", "r147", "r148", "r149", "r150", "r151", "r152", "r153", "r154", "r155", "r156", "r157", "r158", "r159", "r160", "r161", "r162", "r163", "r164", "r165", "r166", "r167", "r168", "r169", "r170", "r171", "r172", "r173", "r174", "r175", "r176", "r177", "r178", "r179", "r180", "r181", "r182", "r183", "r184", "r185", "r186", "r187", "r188", "r189", "r190", "r191", "r192", "r193", "r194", "r195", "r196", "r197", "r198", "r199", "r200", "r201", "r202", "r203", "r204", "r205", "r206", "r207", "r208", "r209", "r210", "r211", "r212", "r213", "r214", "r215", "r216", "r217", "r218", "r219", "r220", "r221", "r222", "r223", "r224", "r225", "r226", "r227", "r228", "r229", "r230", "r231", "r232", "r233", "r234", "r235", "r236", "r237", "r238", "r239", "r240", "r241", "r242", "r243", "r244", "r245", "r246", "r247", "r248", "r249", "r250", "r251", "r252", "r253", "r254", "r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r263", "r264", "r265", "r266", "r267", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r277", "r278", "r279", "r280", "r281", "r282", "r283", "r284", "r285", "r286", "r287", "r288", "r289", "r290", "r291", "r292", "r293", "r294", "r295", "r296", "r297", "r298", "r299", "r300", "r301", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r309", "r310", "r311", "r312", "r313", "r314", "r315", "r316", "r317", "r318", "r319", "r320", "r321", "r322", "r323", "r324", "r325", "r326", "r327", "r328", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r341", "r342", "r343", "r344", "r345", "r346", "r347", "r348", "r349", "r350", "r351", "r352", "r353", "r354", "r355", "r356", "r357", "r358", "r359", "r360", "r361", "r362", "r363", "r364", "r365", "r366", "r367", "r368", "r369", "r370", "r371", "r372", "r373", "r374", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r383", "r384", "r385", "r386", "r387", "r388", "r389", "r390", "r391", "r392", "r393", "r394", "r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r403", "r404", "r405", "r406", "r407", "r408", "r409", "r410", "r411", "r412", "r413", "r414", "r415", "r416", "r417", "r418", "r419", "r420", "r421", "r422", "r423", "r424", "r425", "r426", "r427", "r428", "r429", "r430", "r431", "r432", "r433", "r434", "r435", "r436", "r437", "r438", "r439", "r440", "r441", "r442", "r443", "r444", "r445", "r446", "r447", "r448", "r449", "r450", "r451", "r452", "r453", "r454", "r455", "r456", "r457", "r458", "r459", "r460", "r461", "r462", "r463", "r464", "r465", "r466", "r467", "r468", "r469", "r470", "r471", "r472", "r473", "r474", "r475", "r476", "r477", "r478", "r479", "r480", "r481", "r482", "r483", "r484", "r485", "r486", "r487", "r488", "r489", "r490", "r491", "r492", "r493", "r494", "r495", "r496", "r497", "r498", "r499", "r500", "r501", "r502", "r503", "r504", "r505", "r506", "r507", "r508", "r509", "r510", "r511", "r512", "r513", "r514", "r515", "r516", "r517", "r518", "r519", "r520", "r521", "r522", "r523", "r524", "r525", "r526", "r527", "r528", "r529", "r530", "r531", "r532", "r533", "r534", "r535", "r536", "r537", "r538", "r539", "r540", "r541", "r542", "r543", "r544", "r545", "r546", "r547", "r54

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This information may include, but is not limited to, the target allocation of plan assets, the fair value of each major category of plan assets, and the level within the fair value hierarchy in which the fair value measurements fall." } } }, "auth_ref": { "r162" } }, "us-gaap_ScheduleOfAmountsRecognizedInBalanceSheetTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAmountsRecognizedInBalanceSheetTableTextBlock", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Amounts Recognized in Balance Sheet", "label": "Schedule of Amounts Recognized in Balance Sheet [Table Text Block]", "documentation": "Tabular disclosure of the amounts that are recognized in the balance sheet (or statement of financial position) for pension plans and/or other employee benefit plans, showing separately the assets and current and noncurrent liabilities (if applicable) recognized." } } }, "auth_ref": { "r67" } }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": { "http://www.hertzequip.com/role/EarningsPerShareScheduleOfComputationOfBasicandDilutedEarningsPerShareDetails": { "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Security Excluded EPS Calculation [Table]", "label": "Antidilutive Security Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } }, "auth_ref": { "r48" } }, "us-gaap_ScheduleOfAssumptionsUsedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAssumptionsUsedTableTextBlock", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Assumptions Used", "label": "Defined Benefit Plan Assumptions [Table Text Block]", "documentation": "Tabular disclosure of assumption used to determine benefit obligation and net periodic benefit cost of defined benefit plan. Includes, but is not limited to, discount rate, rate of compensation increase, expected long-term rate of return on plan assets and interest crediting rate." } } }, "auth_ref": { "r501" } }, "us-gaap_ScheduleOfBenefitObligationsInExcessOfFairValueOfPlanAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBenefitObligationsInExcessOfFairValueOfPlanAssetsTableTextBlock", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Benefit Obligations in Excess of Plan Assets", "label": "Defined Benefit Plan with Projected Benefit Obligation in Excess of Plan Assets [Table Text Block]", "documentation": "Tabular disclosure of benefit obligation and plan assets for defined benefit pension plan with projected benefit obligation in excess of plan assets." } } }, "auth_ref": { "r937", "r1208" } }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": { "http://www.hertzequip.com/role/BusinessCombinationsScheduleOfFairValueandUsefulLivesDetails": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions, by Acquisition [Table]", "label": "Schedule of Business Acquisitions, by Acquisition [Table]", "documentation": "Disclosure of information about business combination. Includes, but is not limited to, recognized asset and liability." } } }, "auth_ref": { "r78", "r80", "r625" } }, "us-gaap_ScheduleOfCarryingValuesAndEstimatedFairValuesOfDebtInstrumentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCarryingValuesAndEstimatedFairValuesOfDebtInstrumentsTableTextBlock", "presentation": { "http://www.hertzequip.com/role/FairValueMeasurementsTables": { "lang": { "en-us": { "role": { "verboselabel": "Schedule of Carrying Values and Estimated Fair Values of Debt Instruments", "label": "Schedule of Carrying Values and Estimated Fair Values of Debt Instruments [Table Text Block]", "documentation": "Tabular disclosure of information pertaining to carrying amount and estimated fair value of short-term and long-term debt instruments or arrangements, including but not limited to, identification of terms, features, and collateral requirements." } } }, "auth_ref": { " " }, "us-gaap_ScheduleOfCashFlowSupplementalDisclosuresTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashFlowSupplementalDisclosuresTableTextBlock", "presentation": { "http://www.hertzequip.com/role/LeasesTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Cash Flow Information Related to Leases", "label": "Schedule of Cash Flow, Supplemental Disclosures [Table Text Block]", "documentation": "Tabular disclosure of supplemental cash flow information for the periods presented." } } }, "auth_ref": { " " }, "us-gaap_ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock", "presentation": { "http://www.hertzequip.com/role/StockBasedCompensationTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Expenses and Associated Income Tax Benefits", "label": "Share Based Payment Arrangement Cost by Plan [Table Text Block]", "documentation": "Tabular disclosure of cost recognized for award under share-based payment arrangement by plan. Includes, but is not limited to, related tax benefit." } } }, "auth_ref": { "r75" } }, "us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": { "http://www.hertzequip.com/role/IncomeTaxesTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Provision for Income Taxes", "label": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "documentation": "Tabular disclosure of the components of income tax expense attributable to continuing operations for each year presented including, but not limited to: current tax expense (benefit), deferred tax expense (benefit), investment tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the entity, and adjustments of the beginning of the year balances of a valuation allowance because of a change in circumstances that causes a change in judgment about the realizability of the related deferred tax asset in future years." } } }, "auth_ref": { "r1220" } }, "us-gaap_ScheduleOfDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtTableTextBlock", "presentation": { "http://www.hertzequip.com/role/DebtTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Debt", "label": "Schedule of Debt [Table Text Block]", "documentation": "Tabular disclosure of information pertaining to short-term and long-term debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation." } } }, "auth_ref": { " " }, "us-gaap_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "presentation": { "http://www.hertzequip.com/role/IncomeTaxesTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of U.S. and Foreign Net Deferred Tax Assets (Liabilities)", "label": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets." } } }, "auth_ref": { "r1217" } }, "us-gaap_ScheduleOfDefinedBenefitPlanAmountsRecognizedInOtherComprehensiveIncomeLossTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDefinedBenefitPlanAmountsRecognizedInOtherComprehensiveIncomeLossTableTextBlock", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Defined Benefit Plan Amounts Recognized in Other Comprehensive Income (Loss)", "label": "Schedule of Defined Benefit Plan Amounts Recognized in Other Comprehensive Income (Loss) [Table Text Block]", "documentation": "Tabular disclosure of the changes in plan assets and benefit obligations recognized in other comprehensive income (loss) during the period." } } }, "auth_ref": { " " }, "us-gaap_ScheduleOfDefinedBenefitPlansDisclosuresTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDefinedBenefitPlansDisclosuresTable", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsScheduleOfNetPeriodicCostsDetails": { "lang": { "en-us": { "role": { "terseLabel": "Defined Benefit Plan [Table]", "label": "Defined Benefit Plan [Table]", "documentation": "Disclosure of information about individual defined benefit pension plan or other postretirement defined benefit plan. It may be appropriate to group certain similar plans. Also includes schedule for fair value of plan assets by major categories of plan assets by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets or liabilities (Level 1). Significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": { "r20", "r68", "r69", "r70", "r71" } }, "us-gaap_ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock", "presentation": { "http://www.hertzequip.com/role/AssetsHeldforSaleTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Assets and Liabilities Held for Sale", "label": "Disposal Groups, Including Discontinued Operations [Table Text Block]", "documentation": "Tabular disclosure of information related to a disposal group. Includes, but is not limited to, a discontinued operation, disposal classified as held for sale or disposed of by means other than sale or disposal of an individually significant component." } } }, "auth_ref": { "r19", "r28", "r33", "r99", "r100", "r101", "r102", "r103", "r104", "r106", "r107", "r108", "r156" } }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": { "http://www.hertzequip.com/role/EarningsPerShareTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Computation of Basic and Diluted Earnings Per Share", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": { "r1140" } }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": { "http://www.hertzequip.com/role/IncomeTaxesTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Statutory Federal Income Tax Rate to Income Before Income Taxes", "label": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "documentation": "Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": { "r589", "r590", "r1213" } }, "us-gaap_ScheduleOfExpectedBenefitPaymentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfExpectedBenefitPaymentsTableTextBlock", "presentation": { "http://www.hertzequip.com/role/EmployeeRetirementBenefitsTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Expected Benefit Payments", "label": "Schedule of Expected Benefit Payments [Table Text Block]", "documentation": "Tabular disclosure of benefits expected to be paid by pension plans and/or other employee benefit plans in each of the next five fiscal years and in the aggregate for the five fiscal years thereafter." } } }, "auth_ref": { "r163" } }, "hri_ScheduleOfFinancingObligationsNetTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "ScheduleOfFinancingObligationsNetTableTextBlock", "presentation": { "http://www.hertzequip.com/role/FinancingObligationsTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Company's Financing Obligations", "label": "Schedule of Financing Obligations, Net [Table Text Block]", "documentation": "Schedule of Financing Obligations, Net" } } }, "auth_ref": { " " }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": { "http://www.hertzequip.com/role/BasisOfPresentationandSignificantAccountingPoliciesGoodwillandIndefiniteLivedIntangibleAssetsandFiniteLivedIntangibleandLongLivedAssetsDetails": { "lang": { "en-us": { "role": { "terseLabel": "Intangible Asset, Finite Lived [Table]", "label": "Intangible Asset, Finite Lived [Table]", "documentation": "Disclosure of information about finite lived intangible asset. Excludes indefinite lived intangible asset." } } }, "auth_ref": { "r365", "r372", "r376", "r377", "r379", "r720", "r896", "r920" } }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock", "presentation": { "http://www.hertzequip.com/role/GoodwillandIntangibleAssetsTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Intangible Assets, Net (Finite Lived)", "label": "Schedule of Finite Lived Intangible Assets [Table Text Block]", "documentation": "Tabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment." } } }, "auth_ref": { "r920", "r1177" } }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": { "http://www.hertzequip.com/role/GoodwillandIntangibleAssetsTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Goodwill", "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rolloverward schedule." } } }, "auth_ref": { "r919", "r1150", "r1160", "r1161", "r1162", "r1163", "r1164", "r1165", "r1166", "r1167", "r1168", "r1169" } }, "us-gaap_ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock", "presentation": { "http://www.hertzequip.com/role/IncomeTaxesTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Components of Income before Income Taxes", "label": "Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block]", "documentation": "Tabular disclosure of income before income tax between domestic and foreign jurisdictions." } } }, "auth_ref": { "r1127" } }, "us-gaap_ScheduleOfIndefiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIndefiniteLivedIntangibleAssetsTable", "presentation": { "http://www.hertzequip.com/role/GoodwillandIntangibleAssetsScheduleOfIntangibleAssetsDetails": { "lang": { "en-us": { "role": { "terseLabel": "Intangible Asset, Indefinite Lived [Table]", "label": "Intangible Asset, Indefinite Lived [Table]", "documentation": "Disclosure of information about indefinite lived intangible asset. Excludes finite lived intangible asset." } } }, "auth_ref": { "r365", "r375", "r379", "r920" } }, "us-gaap_ScheduleOfIndefiniteLivedIntangibleAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIndefiniteLivedIntangibleAssetsTableTextBlock", "presentation": { "http://www.hertzequip.com/role/GoodwillandIntangibleAssetsTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Intangible Assets, Net (Indefinite Lived)", "label": "Schedule of Indefinite Lived Intangible Assets [Table Text Block]", "documentation": "Tabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance and exist in perpetuity, by either major class or business segment." } } }, "auth_ref": { "r920", "r1180" } }, "us-gaap_ScheduleOfLineOfCreditFacilitiesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfLineOfCreditFacilitiesTextBlock", "presentation": { "http://www.hertzequip.com/role/DebtTables": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Borrowing Capacity and Availability on Line of Credit", "label": "Schedule of Line of Credit Facilities [Table Text Block]", "documentation": "Tabular disclosure of short-term or long-term contractual arrangements with lenders, including letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line." } } }, "auth_ref": { "r110", "r115" } }, "us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfMaturitiesOfLongTermDebtTableTextBlock", "presentation": {

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Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated depreciation." } }}, "auth_ref": {"r17", "r695"}], "us-gaap": {"ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock", "presentation": {"http://www.hertzequip.com/role/BusinessCombinationsTables"}, "lang": {"en-us": {"role": {"terseLabel": "Schedule of Purchase Price Allocation and Fair Value and Useful Lives - 2021", "label": "Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block]", "documentation": "Tabular disclosure of the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed. May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree." } }}, "auth_ref": {"r170"}], "hri": {"ScheduleOfRentalEquipmentTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://www.hertzequip.com/20241231", "localname": "ScheduleOfRentalEquipmentTableTextBlock", "presentation": {"http://www.hertzequip.com/role/RentalEquipmentTables"}, "lang": {"en-us": {"role": {"terseLabel": "Schedule of Rental Equipment", "label": "Schedule of Rental Equipment [Table Text Block]", "documentation": "Schedule of Rental Equipment"} } }}, "auth_ref": {"r17", "r695"}], "us-gaap": {"ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsByGeographicalAreasTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable", "presentation": {"http://www.hertzequip.com/role/SegmentInformationTables"}, "lang": {"en-us": {"role": {"terseLabel": "Schedule of Revenues from our External Customers and Geographical Information for Long-Lived Assets", "label": "Schedule of Revenue from External Customers and Long-Lived Assets by Geographical Areas [Table Text Block]", "documentation": "Tabular disclosure of information concerning material long-lived assets (excluding financial instruments, customer relationships with financial institutions, mortgage and other servicing rights, deferred policy acquisition costs, and deferred taxes/assets) located in identified geographic areas and/or the amount of revenue from external customers attributed to that country from which revenue is material. 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Long-lived asset excludes financial instrument, customer relationship with financial institution, mortgage and other servicing right, deferred policy acquisition cost, and deferred tax asset." } }}, "auth_ref": {"r59", "r134"}], "us-gaap": {"ScheduleOfSegmentReportingInformationBySegmentTable": {"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTable", "presentation": {"http://www.hertzequip.com/role/SegmentInformationTables"}, "lang": {"en-us": {"role": {"terseLabel": "Schedule of Segment Reporting Information, by Segment [Table]", "label": "Schedule of Segment Reporting Information, by Segment [Table]", "documentation": "Disclosure of information about profit (loss) and total assets by reportable segment." } }}, "auth_ref": {"r56", "r57", "r58"}], "us-gaap": {"ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": {"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": {"http://www.hertzequip.com/role/StockBasedCompensationNarrativeDetails"}, "lang": {"en-us": {"role": {"terseLabel": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "label": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "documentation": "Disclosure of information about share based payment arrangement." } }}, "auth_ref": {"r535", "r537", "r540", "r541", "r542", "r544", "r545", "r546", "r547", "r548", "r549", "r550", "r551", "r552", "r553", "r554", "r555", "r556", "r557", "r558", "r559", "r560", "r561", "r564", "r565", "r566", "r567", "r568"}], "us-gaap": {"ScheduleOfShareBasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock", "presentation": {"http://www.hertzequip.com/role/StockBasedCompensationTables"}, "lang": {"en-us": {"role": {"terseLabel": "Schedule of Restricted Stock Units Activity", "label": "Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block]", "documentation": "Disclosure of the number and weighted average grant date fair value for restricted stock and restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock and restricted stock units that were granted, vested, or forfeited during the year." } }}, "auth_ref": {"r17", "r695"}], "us-gaap": {"ScheduleOfStockOptionsRollForwardTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockOptionsRollForwardTableTextBlock", "presentation": {"http://www.hertzequip.com/role/StockBasedCompensationTables"}, "lang": {"en-us": {"role": {"terseLabel": "Schedule of Stock Option Activity", "label": "Schedule of Stock Options Roll Forward [Table Text Block]", "documentation": "Tabular disclosure of the change in stock options." } }}, "auth_ref": {"r17", "r695"}], "us-gaap": {"ScheduleOfValuationAndQualifyingAccountsDisclosureTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfValuationAndQualifyingAccountsDisclosureTableTextBlock", "presentation": {"http://www.hertzequip.com/role/ScheduleOfValuationAndQualifyingAccounts"}, "lang": {"en-us": {"role": {"terseLabel": "Schedule II - 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[The following text contains extremely dense, non-readable characters and symbols, likely representing corrupted or encrypted data.]

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[illegible]

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/_J %P)6=,\$ M10#HIS>JO=+O)YYO...+|6B;J^ Q6K^AJKP80OI\$01+>0 M"JSPH6140|YVI#ZZS:D:
IV"108;4HD|F)I%SOBJ(@<@GUA/*VV M6>JU967P|Z2K8J5N"EWES,/_):SOJN9*U+1\$3>|7-9UX0.Q-2|3Q -(DAN9J
M\$CDM@-\$@:8@4/(L0(F:P%8")=,AGO*5E<*E+0,_|LW7M57"E_C1(UW/N< MA6L@IGYI6"H^~^..D&KSAE?
I0^M|*H;N<1:KXMRC/L|XK..F6" +Z|"HVRVUH M=<-K\$?R)PT7B5J>U"9UT&|_YJS;#8J2KLY:U>|I%>
|HQR0:P WM|/I'V.R' W'X|H^Z>_ OXR'M|/ ^ MX_!NG#B'<H/UH|R/D%YNE82ZJB3'#TW8W)TP.9/(S&#_?
#V|3W2WY.ASU M1X-A YZ.G^~#"|W>CIS'Y..#BF\$X_%C-O#8+|)Z;1LGA8^K@NVS8E%0;KOJ2 M*!?
O5K4FFF&|OOP&Q@+K-7 Q-OC|MT.C LVOK/%="M%(M.O<2_~Y?IM5-M.49"?=OI\$-|83@44_*FA/RS=|07I.P(6F9?
4D>#KKZO&*P?Z| M-D06R8?)Y2Z K|O/21O'D6499+TWB6;5'T*%<?U2D,'W|H|F(j>.+Z0+M"?TORO5?
F>7311K3I0WQ9Q:5T35)H#AT@)Z_NX)EFZD4U578*O^*~8 "%|I%~35.5 M1FD;)G|TNE>BVIEK30;UZQ..
'59F51|7BF9IXBA-CL8#)N4_:V7/#1%*8 MLL56+6O%YLDT!;_D1V#BTBB6<42NVY9A1PSP|'72+;OQ^5|KNR;L|5|QE>
M(X*@CVL|8M-ZF+%OK;XWF:#Y|9_-GAL\$|(Q>#98Q1A6E1.W"!O)6:'S22PGZYT@*TB"!Q%RZ CX'95\$?4I0"7N?SEJ
'4*I_'5(.5>+DB+U2'EVM|J%.PU520 MCLP:9E=6/_L|XB/W7XTB#)T"+#G>FY 5GE%1E+~E58(@@Z*B JP694V?<V^
M|BH+|N|KAT@B;_W7GRSM*Y*3;IMU:7&T#X0@_KNR|M5J_-@L/L=AF.WO/SR_%ML@P|.G0=A6ZWW&G6|Y91:~+~+|6:I
MF(H%M7*M5B^LC\$)|M1V\$'53ZHf>L|7_*L8-X+Z|W*~RO*58QADZF;@.IG3 M|7AR|I*~DF>N@Q'|&V^6|8QD"@+8?
|7>PM1N6RJ EOJ\$-R5HM6EXN6?I|J M%U2/91"C|C|<+M|ZB8N+=^M%U^655LD)PDT7R E.)8"7O1
M|=-S,4|'29'6|)IZ+ED3;T>)>YZ47P|6:MI+(+?W'\$;(99I6J5>~&G08V9VD9DS0I+3|OUDC_34+O6: MDH.C9XV'-)
H*=(J|<|TPI.3Q?7KD4-4VU|*\$"E" E|T=Y8@M41%2A I0:0\$;5L)LL&T*4"" M5#%+.26(T'V|A_-J|E_ VRS-PZOL/^_I A#
|AD(|F|JXC)DY(P3P4 S M+2G8@CD?P62.#Z7|9J6B;=|!-PA?I8!<%TS0V#\$U&!!CX@SD.80 #T"| M\$9Z/V-MAZ:~I
|JF(&|OP| N:'.@2O MLJX0.Z|03MV8

MSJ)QK98BW,BYPL/(7XJ<,^+)\$^\$Cf!:.9N^XU)*P%U,%CWD!MMP?C13M1%\$P6F
ME9("82,,"10\YJEX&%S'QXV(UORN7,A_1&:*064\$S MY,(=f%U<+O7^%P=BMJH_,L_GIUB^MW&#N3%?W7\CK6&C-
2/K-DOV3+P<04J M!>VI&*LXK'(>^S0\BRCU5.TA=L8\DV4 ^D_P3S07#8<,&&\HN5\$R&=#/H9
MO\2\!KP=8QWS\#8'8X/D- 3C.Q.%A\Y6\$5S<=>H6^7\IV:04F#^/U@^T7JG\U3&C./+|QF"IAU3MA4J%M@L6+02
M\!WN,)=%"GW_7R=1,9WXM\K%*H_5%XX=KAB,JX^&2<\$D^47R^0 MHW"P#->4VT\H1T3
T&+V9H<;G#PHJUCH\2<=,9@#<*:S,E\AXX"80XY,>,,=W,YY1?Y<12,
5QZN\4QA\!C:VO.V2GYP613'39IE@007=U(QOVA'E'4F72T 7:G\!U2(94WJ=L@VI^0D\).XY:R7L?N\$5N/8W
+P(0)KB^7W\VOA\B7=K(?J M=H#Y,760U(>PL\!)5WXR\YL/.\VHC:\$MF^N7*BM9L9RT\O\O@MPEK\Q\!<
M+*Q9QGZ<^XPB+4@5U#*#85G,T2RCU\J5+DF8IGK&T=%V:A\6&Q(!NY=D BTA
M@I@LEPI%PP)PY#7^LQ;%260R3IO\$^X\|=XDBMXSKYGL&JN 5:@N;_ ^BXX3\00V,24K MR%+Y8BL-
@V1=*\$\$(R<D)9MY-PMK-GG2\7IP\UAVL4GCJ4\V2AL@86+^9@ZD MR=97G\W\$PB9Y\WXCf"
H5SW0@W1K^T)0E.057=7*D86Q?ZVDCLB;_XPH(^ M*5@&A*?WQ+!O;JCG(S\c=HQ\$2OI,J\$*K\!37&P\!+H?
#G;+SZ5X\!BK-B? MDC>3(!=IG;GQ)6PI\SLPHS^V)O;DR'E\Z'.31J\LO1X(<?KGP@04/AEW?
M\<)TL'RT'FJ3\M%3(0<2)NL3\$SF<3Q2P(HYN,A")GNSP\!S- Z<?0G'3 M7REHJDI*1T
MEF<,>7T_VMS8,QIP1LDV=KZ^4E;R*J'3_-|=214&HU=JO MB\)*)P*Q0FCI7_ MS?;(P)02P,\$% @ #S1-6I#^4'\$=K \$
M\0-10-!HW/D.)G^/H\ER\VSUF=#%:TB"?3.SIGS5YEI6*B^E MZMZVLK,P\6<#%75)",SU9_#XB*"F" 2!
MOL>G;=Q#_X7_U\J\W_!Q#^ MHU>?X W)=O>B4T#7E>"(#;T7S\31?HAK6?V\^\$K IS5I9%G=0?A?I6N0
MR_N\JKC\TH HB)+AL>'3ZL\I2>(XH@B&48X@XCB#*_NG_J_OW9\J_B\NDPS_?V\TW MCL;%H025L'/_O7#I?
LBI@CL-C4#=#DP3: N ERW?_Q0.M*TP) D"QQ\00\& MA\>@ L"\$<AGH7_ _J6\='4Y5R%A+H?W\XHR?
QG<3;G&W&KY:3 MJ(J27S>D:CX0*M:*^W:TYN%>_.\$W*^N\ID6E5\F\H-0V09#06BQ+H"U) (@\X3 MZS=;
<4GKIB*L624H2S&6,91Q2B"BG,,<20ZER(7\$H,+@WC5\+!O*!\&OUT/ MK+7TW8G_P0*1YLC*KD1=;BO6\8F*
(6T)=#S^<UXX5T\2>_?>Z8\HHA\46S6 M5K\H\$4MQ 5X L\%&AZN\!";@ GTC\!+!\HF9D#?XF2 5^>)4U5-
X2G86/LU6RM\6FPDJ6D+4#^N BI\XMU4PI_@?HO
M\<)U(OWSLR_/937(2BIV8L;Z)WYFI3*TI\OX:AD5=Z=#TI3GO^JZR9_?L M4%9<5,KH/B#XLU7S1LAB(@KL5\$-
_K&WKS\?B^84H\OMNJK(X8/>L+Z2W7S MK5Q%*<HHA@0D3%"(4((@21&,"8T8HBP,,,V6LB-C9GUD?K6I78ZR\%-
_VTT M/T9V>JGG_1T\0%M=H\I3 M+77E&I\ZZK-8MY:Q.LX\W%1D4RL5J ZH\INUZ:W+6I&J49;7*R7UWU>)8&'*MPA
BC)2D) B\><4DHH9P2R229*QU5=1T=)435E0MUEW8QZ.EHEH\BX%2VVMC;?
DH_@&-J>HFG_?2T;2,TTU4PPV:FGG@G0<@&;(!^!WS0EH6?%H&3D MX\$D-
V5\>5:H_FZVU5J678&10*3EMAD61H&".E< 16\H5\D9\ SJ;S\=Y3E>=M7#<H 8N\0- M^?Y9:"#4*;0EN/NS-
O@V\6#I73;OAJ\K*;Q8#ZMCWLWU>*14P%XR&^8 M66&(Q 1223_0AF&N<@E2L;0Z-
7IF8^2W:T0\$._@ NJ_%KH>S%&E/S!U MXA=VVM/O\BITA?#W\$ZOOI52G42*KP+TP"N*0).\$C_G64\!S""8/GWG ES>
ME=O+;W-6M?.@JGO>N7MT6U\RP/E7\)\Q\OT\|<%07I3HV&CJTGST_W\IK MR7AU-QJE_L 7OA;L3\?EUY_5JUW7?
VP_XH_VF\K^=1 8:OUO\$"(OI8W\ M82_RPIB'+5.IOTR\Y2F7(DDIFF_,YA2%\$;4JX,+="3\!25YF@>,RUBF-MNS
M\$Q5\Q0M3P=#(W3Q->_I5H=EY=S9C'\DYN/@ZA3CQL.S1
MXOR8GITWSAK,35N\O47_7IO_!\$MOI*UIO\9*#U8:%>R_D=?H_82ID%R*A
M\MI*1L_I&=#_N#D100\OVDN\JHK)ERO*!!A3@3D*\$TAF\$5&02QHF4"4M) MDHC\$QC6S+/LS.W(^B@9T)\$&Q
4POV_HDVA_\$GFU?E2:08=GW?7BF"G3A>> M/C_SJAP" 5^&F0ZX\CH0@_ M6W>^ZJ3SMPN\IS*QXVCX69G\I?
>=E)N\IAO5"7-CM=%^J8A334=:U:U)5#*\!L MOI&*UI=^ M\HJDM2G1R+JCU,KH\<)20-
(DASKEUE,H\$YUA&X0K#Z#NJ&HC4NSHFNT?ID\J_Y9X;3VB-S6_!\$C%R_7I6P\$T) MWLZ.&>I\O?7@2\1RR\!
(-&&Y4S#OT>4W4.BC#JHNO_W7Z\1=2^LYB#QG8? M8 8GR\ 7>4/H>A3>\$*08I7\$80.X0UV%M*7"">9A9 M
>Q\$\$.Y="UI*8+2^YCTZ"XY@KT'9\GYB\K*ME'X\8<@EEB3\Y;FGR1\$. M?
AR7R31\$5@Z3\$T_YZ:5A\5_)IQNN0_ "1E\^*10=VZ@O9Z%(72\>FKJENE(Z MC%(D\$ Q1CB""C\$.2\#F,N6\!&"992";E69'?
O9;U8\$F:(GJ8^C %&RYZ\? M?7E V.SU34?H>?26NV.AD\<>CC#M\I5V#/_M%M\!S0VGN8-
K=EC="TSP6OE\SH+F@G?EJNXB_G SA)\L\LR#\!+&BNA+ MC>N'.UJN5UF:9SSFRDQ3:ATBDDM(4
R\$T>KFI9=6K24RK6+F#K#QO\RCT>;,;M17&,"C&E#C_@F@!F>?;NJE; M?Q9<%WKW5Q=S=X^VH5VF0D"
1(8Q3&J@%PS.(0ZP_U'B)\9Q#&S2W8^<M17+!E=3FFNPYT\$! P^I2_?1^69QT#+,U/7X1LEN2'L\OR&VE==;MO\)
M@MG\H\!"+P+V?C-7,15TFFC!\N QU1AB#*8PD)\$@D8Y*C,I(RSZSJLIB1 MG5E1M.EIC4V\TIE\ZCPD9DGPIYK&-^
US^EDO:73\7S?W)\@1_0%3ZX\>S\B\ M;:Y3\!7-9O=,O)<W*^CY2(LLDJ,"#O@^_NN^;N_MU^2#M:B^
M%DO*46\$W\=WNF\W8\W9#O?2K3\7I^),^6K%>9JA(\$8PUDGRB)-0 MG3P)4;MED 249R02=/6L>_)</(=T9?
8;ZAF89H;1CQVYK\3039E00@L_Z MZ8:6=(AR=0;_L"5U9HHWVE>EIC5K\W"XVDS\34HIN\7R"?&@>
M1W=,=RGO\HK=5.RO\IOA9<+@.1&Z9>2/86OW#5YQE(A)(0\Z3""(<<)>@G M00PC@0.4\3)-1.B^-;FH-UW_.JHJ<1
MA<10^7AN;(3FN\A?R51)=5"T3X\$JVE>#>HJ\J.0&*%7 H\U3FMZJS0.9V MD^H1JO;4VL\OFY,S<=;
D\46KQS:CJRO5OE73H\$Z082)C%(@8PB\OF;I7*+_S\J*Y\U9O2FWM\^I25CNEA5 M_5DP4755\Y\5;@5#=#,
<(B*4QD)4H\MAD.(A5E.>) (&N>1422?\$.69=6> MGCHUD8\$Q(L*)XU0'K>I'2;'<9FBFPVY.RTUT
2\&E>@.M\X+U61QBEN72^ MWL50?M*?SG+^P9.BLJ.IJ'9R@N6I2G<Q\Z4>L\ZV^.\$A+1-.4YDRF\$(4H
MAWDH\8QX3\$28D#QF1E;2))69J9+;THQ\H\V^<_.0 MV_R8Z\$5^MV\A81S\U.BC5QU#O^F\NY\LCXJRIQ^>
(YJOSH):18@GF4P_MUYT%%.J44(9Y\0TOB\+_7M+9\$;9I2=IV3UKG/BX\ _\A MH14C0@#_.WQ:Q4QG<1TX WG-
M<#26V% ^VXVF22V<^&H_P(O2_%W\H\NE=G%^+H\O\+L)GN.L#6(8)YF\$2* MTBR*81*3#
(48<1&-3(9#@R_@K04M.7_K_9GHP\EYTAEMV#W CF%E5E\I MUU\!;FU"X\L\+,*UP'P&K*0).&X3C #?1<6 7Y\L-
A6@GX@!L_!A(^W\I7 M+/\B+^SXAHVNO%)^AEXP8/B'D_#A4

(8QBA*(H&U2ZLI=,H#WFD8UKM M2JR9T)U94>KBTZRKJ/&9*VKK/EA.*A9D#&3KL-#+2EN2_I@I:~N:A|H-H(
M*9=Z:39R^RN/9D1UZ6IH-E<*(YF|J:YO@LOHK-5G1%N3>M+OIKT7QYO:V;M|DY4NRT-B-.,<|E@P|\$.%L3*
M,I0#+D,<.,MH=)+U;9*Q1+P3T1%G|,BJRH42RB>*A3;UJT4BO;J M=Q\$H0Z4T75OVLZA@|574-VK0MF,="5 JF%|.-
F6XL<9I(QSF"84A2+LBB5 M*15O1G9F=7+JHC48FL9?@#""07X!:=ISM:P|V|;8*YH#FSJDSH""69AK&(X)Y
M"F9&*R5GAT6GG2.(=%%58X=\$\$1UCN7;=@JG#0VHF;7A2)\$493\$,A%3& M"8L1H%1E\$+S6ZF? MWJ^|?
0.N:RYOWEZ?O^R>LSR15=0 W*VH I?|8AH-M<|ZL @.?)XN" J M^|(FZU^|KJ|5*X&S@#7T%
M2)|IZ47H60,M;Q=@QOT8L|=WA5Z"?;M#V|-L+?W,?C"RY?WX6Q^EO5+^(+O
MF*0RLP*K:4)UKN^P5W@C)TV.XR.F88Z6V8(K=.),S@M|Q3|H9|@3RIA<T M%EWJJDV(^7;
|3#SNV^=91*ON+PS2+|R\$H1|Q#E;.:L.*C3A&<=>=F/R8,I264**@X<* &? MQ-|, # A\$QDX/G F*?1?-
M' U*ESS"K0|U@!..X,Y8;\$|N^29KM\$VI E7\$81TQ? M,J(\$YDDF9E:R.BVX03NY'<=|E/CE_QX>7V/-#T)J9 M8Q,
9J=^3|20|S7+Y6G4?6(3P P;Q3X(<(-_0J3W!"&T=Q3(QMZY&GF@^&SLC?5 MP\$F4:QO1^J?C,Q\$Z>MQ1?
U|8#<^9<=G_X\$F=|ZC?..|S;.%-9# SL5QQ MG\$|S|@ (USEFHG*OF& SM9A|P9E7YF-MD_-)?
E; >J@;N=\$W|KGI>K10CZ7+|XP<W57W(X9|QS X2?-L6\$G8UQR96=X+ M(F^WB8U!MT(9-ZR"&9IG>
O+D_&^|G<+&K1>X+N|J9GO:UA'17JP8N>HVF;| M0-T6Z;S;-G6CMOS|V>/AR9+E69;*) 0|3JX,V;Z%)
C=2A(4T9XSE@FK=2J M3^X65++CLK|=XPX=95T) ^|2T7J=8X,U>I+(6^I9/>5G8>2SN.V<8|+,'3|112B-Y@&Y>=00-
?&@N*%>|SM=ZUP MQ>L^/CS.HDAF"\$>|TDA6\$."^|TH2E+DX#5|JUTSP|69%51|X\$B,J57
MNT.XF%ET9TMKISL&07MZ%^"UHICY28&|:DIH|/AQG038CYO1C?UL L#NE1% M|Z7D^RW-L)'VD=?
G#MD;MZ/K2)MWS3XF?0B|R2LW1(|(*GAKL&8IW5<^_I MF(MWW3LBU*^&^|<=>=Z256P\$?R4VZH?
FDYK7CZ)1XJBY 7K _|ZK|N5LMJ1 MR%,"22IBB^B20HQ0#-|PB0(D-H*L4UHARGA|0(|G|N|J0"LK75>!*;K@)JHQ
M8>EM@:4;+><R:|U=US _|B0/P-31N QNICUZW N4?F8|*YE| RPH#?P6T MSA,@N74+"HP#);3LWK??
K&|JTKH>JNK5P-L-RURTYWZT+LS;L|IR;& KK|O M,4N*?O&UX;K@8;YM'Y3|D)Y|KMAV2H
XOX8|6GOGA+|>.,^|BN_-4...M M> (YQVRWH4G#JX=1UXUWE?C'5FS80UO;B&=)D2((<"Z"@3".8HSF"41HDZ
MMG))46;5|..Y|Q+|=Q@9\$?7J3R4"7YF;|G5.Q6L|,|JGEQYB+Z2GTSH+AL
M|HLY|,|2X"Q>M5,&7|2KMYNF;|Y>EW=WY::|VNO| R/7 RL/F6TDORF7"@|MD.
<(XCQ(82IRE#\$F(|\$9Z0\$S|)#=|XXLT,VU@". "T(O-/MBYT..|<18W5@)^C\$?JX&ZI2
^F&_|@V7V39VXDZK'C+M|YOHWO0R"U)#DV&:7-.,|JVEYNU*|XW|,U>%5N;.%L^&)G MMBWZA|.-" QVW=>3|9;|P
(8|P>="J,BD?T,4#<@9/>ZCAT47W03L@GNY_MEF _|NA#@U-T*Z1|K71Q^%|=|/6/2ZG?;|Y^9Z*NKZ1^OBMWU%T*E
G2QNZKM;ZGF-2IGS M6G\$AX&>|GYR; Q>^Z%QH>D|F?|P%B'T_-5|NN"ZEL|O1=4VZ&U|VK7P|+8
M*'YUT<#ZLV"B^I>4...DA E"20|T7GS<:Y^HFHGD|OAPIG\$,C#-FW=E8N9|
M9,>65B_5DS:W6OF0GB/UX<"2>;JV_+3N|12>%HJ^C&4 T^=FFXN6EOH|1C8 M@37P>4E@S1/?EP#8+=-|HJ"MIK!
|%\$1(RF M\$;\$4!ATA\$ <0\$2QB',4FD)\$JK1R"\$|1F7E<#Y7:7&&@|5VJ?PLSLG.L)";NU MYPR"21;C?<
%|Y9).4%HV(^2TR_R0@Q>L=_A1|2L:LEM|I?YP8=K'=|K1HX|W3X&D/;=A>KTE= M%|D@77M#4E<|)QA
A,I"00Y5D,U:|Y%+K|4)82*LV;\$|K26|B|T#7^ H_I M.T6CGL+T(/L#Q4W-X 3C.>U.#LNYAP-S Y0>|GV9,=%GVP^
O&;PYGRJ|K9Y M_65S^VE3;_Y"UNWU|N|NTZK;WFAJ|E=7E_9JN_U:U%|:F|T_@><^G0Z> MVKY@F2:R?
%+|Z|/<7X8|4W&K*L=|? T|N"6Y>_|LO.N P#.#M|MA&Y...D3OBL0C|P-SH.XAMA?WY U M^M6V+C.BKE0X)3C-
=62R#A.44E@D<1HG(25&E 5^QH9F 4AXRU) M_."T#9E #.BT/O\$@|HW&L)/0(03^H|QOQ+P _F A(>#PCR/C _F&/?
IMZU MW7L"!D> X|!0HMU&X*EVZ.N2YTOLZH@#(6Z MD)3,|=HYN?\$QM|G1|0|&3%BV=*\$U^RDL0|HE@;"
<_.5<|3W|ST&\$>RY|ER: MPA,TOCI&.7*Q;".|Z|ZUE JS_ L3S^ORVNQ?DQ9DGUBGX6G|=|" _@8R49M
MBCUAT%.V|C<>E/OT@>)U4@JNT5D;|E\$A_ =OO! 1N|(|#?E 76YWG|HBM0U"O"0X2#+(|%- N5V9VF.A*,AEFFTU|
M0.3&UW"J|E|(-N&SFF:7_7U5X"JR.KUR'G;L:W-@&|7W<65"X MWL>U1#4C;=S|0+>M'>,QN--.G 7<4H?
T(K#=#2AS+DO-5".YW(J _|UU MN0HPI1|5 _FY...;+*S:U_|J3K5EF;=KG/NCX_8;MM _JZKZ^|V|=)589P MU|;1SB-
(T|AE@9J8T5|"-49)"G,DY#)BB^N&DKU+XL5K0CKU1+5HNG07J MJ#)?% "H|5;#9@FV?JG9+UJT^N^SP<WE'7=#
56PY^|4PW7/0%MTM% H*,<^ M5G;#;|2R@=84|VKSA| N9Y5/F|XU*G*RX|NIRM|2;=|Z|7Y3=MW.G0J^B
M%M574,|1?O:))45S?(P56H2,BX3?;10X*3**&\$841BHKM1#4>M&W.OJRE|MAV/7C4_QXZ>W6'+&\$6SDY=74-
S;E;Q|8:"Z1<@C&"07X=6V#|5^M/'3B| M #O> _!W4; _P=&HS)KOH\$OW?39K&E63?/6P?Z0_8|EBS_LRH?@
M+))3|C;0Y1"1+0/1"2)H,|)%\$F41SBVJE%X/DLSGRV| #D&T|1#T..)QSZ,N MP3E^;M=)J"VP;52J9*|Y,M LR|Z"1?
>Y|2RK*\$|J*D|H|4H0I MI"\$E,\$L"R4(NE)"Q6SM1(-ISJ|!14Z6NFUW'D&L TMP#57@?)|9ZKLC;-5 M,P-Z;A9JFF%?A?
>FGF;47ZB|H|Q4TQYMMV@WCJS;_95UO|S|BOVDU2=9_1V*J
MX^SAJOZ(8R^/AS.O)^%:NUNKH;*8%0BBM|AB27%F%1#|(>|Y P>(8|2&/
M);7+|YB9X;G#|7KBH&J|M)7Y1O|TV:F&7^DR;|3I8?KVHRX|H^U5N6> ^/I M,2|E;WIK /L19Z>G/NWE>|+
/ #.P6X\$;S^R^<#V;>< _Z;YF)KK.98V+ M1JR+KX* UV40;@L=P|55R6' V|;5X.&*QB&/"\$LAITQ OQ(*2L|0101%"IU??
#"U=Q* M<|0C|J%M/5|E9MQ2@|_50?>UG _/O0;4;5L.RZ;?B;4+L#;FE%AJC/J: M/3 (|H#(Q;UN79@4A^)|NPN6D|6|
|673|Q|*3DO/"VK\$'W""\$QY>AW| _#XZ M@Q9 _&W#B|H-(Q*|?;K|E8R#|"F2X Q@*(>)Q!\$K 0QCO-\$I0+(0-JEX)@
M1=|A+L9>7Y0|ZL3UA"/628"N2&L&QTS;Z|OKH| #BY &->AG+5OE69\$P@S MM-\$Y3?Q%NN@8PS+5L_=\$/L
|79);5P|H|XU:UX3>|H&AQYG"1|B@)U%LL8 M1F009K%&"8XH G/*8F19;G| SLIWUB#)X(|Z*=7EOZK\$Z!&TMO
HN)U> M>"QS2Q4HLJ+=AE@);O|@|D\$M _!E9S"LP|(-1)P(|YZ>|&08@;1Q@'#)H^| MV3Y=-_9WA+5;
|TV|FX;M,B+C;\$|C*+ (PA"B65|!)T#A(8E|8DK(|V;# MY+VUD&8GFX?J;5.+^J.Z|MR+JKV>|HAY9TN8S|8Y?
U#*Q0D8<(EA@5 M;X%Q'3A_S|PBD+FPQG36.T|GNT25FY|Y;5VYWK|L#L,79>R<48J|321W>2OQ*W|;DM
M|H|)%\$|W|'V:8QE',8=K&-X0R@C15)E@J&4^0S&F<2(L#H6?VYCI|/@Y^N%";MP)#S6.R8|GS@&M0|V^!|M#T5|J-
!MX5@72%&"NF/>ZBSF>T;-S|O.\$_6Q|H' M\$1@78.U?KP\$=-|NYV;?V>="MH(X)OHDDZ?F0|XHN8BX|DO.
|Y&E=WZW4G9.V@O=|?IG')RIK M@/6A'7J<2A%D5,HLL0HC/(.7N> _\$NSBY+V+VUK(MBDG#=_
'S|S|O.\$*XBQ+*\$0TD1#SB_-8,Z"+<93FUBC9;"V2Z.NM:|W(T_ MY"8OBKN9KVHA-.TLC;>M|_95+|;_@1UG%|O-
..=3*T&W""HPV|)2K92"H)7|VVPB'5#JF8^MV9|2L4;@ FQ\$2Z&BDYHLZ+|8#.^(C*(N#C 4P8OK&A*E-#D>8
M0,+4MX+^B2A9,I(|Q2^7.8\$*&+OZ(XRETJ\$;GRXQ"!Y5"92*<+JAVL67=E*;H-^"KJ MIM=7NDEU|P"(SN=U+|
K|0MEBWE64,|L.*NK=WX'(U8N#MUY)=R|JZUA44 MSW5IK=EXD;*UKF
=JVKC|J;MKM2NV>EQZO\$%|URZ*OH+AX^E'6MUO:55Q|T MF97J|Y6;/7LCNG-WG6=1E 8;Y>\$|H7!
(8Y4O9FG.44)1AAG"4VIN;Y+UL MI+8_C;F\$|3=1=M/|7D' _|L|^L|S(&9UEL663O|UX'ZB+GA|O(GS=|?+|K4 M=+6K;
4Y1R-&|I4)?H#|*ER| #BR: ^S|=^T1UC3WX?_|+8R0|!(9 M2V
;2J'-VSB\$>2("F&4YIR%5'T96^F^"ULR*K:4|J+)|Z1|LYN/XX5&9JRA;
M=OJGDIW7.*T/ (^711;B>0N)/TYIX0#XDR(#W<_8K;6GY|=-|N'X08%1H MOYXHXX2R)(Y9""\$F8@@91E1P)
(1BP2/+<""#U*;>9U?#W*)_:1.O,>Q_5NZ M7B2V6|@GCD<70ZTU_POYI+>EO%Q_HLNX|B/EW"IU|P6|
Z14N(7;34XR8 M15U9B| ^BN_-S3>Q _B|^+3?-EWI<|HC|A8T9CHG+L<J24>2LRM MDHQ=&9EY^:LO4&*W|)T1-
=,*2^|DIS0ZCB| CX<#"7=2_8G4O +#=#^G"U M1 TZ0L33|K|F8U%5<^Y8#W53&|=VY5U#|SB=OBB*LD4J>+..?
*4J\$2HA0+ MB".\$(OHX50HN8BFS4F=^V9L|4.1 _O_#Q3Z; ^VGZWU=-|W|MTS9U|_V.V%F
MVO+EL%_A J>@3JM/H\$RGL15R_05"-5Y _B|ZY6*8X+A<^?2XA;)|1E%
M(0TY9\$&F|&R,4H@%#V\$<|"K*1.0L3&RBPB9H+1+U=@4(298SE\$>2(Y1#)3&@71 IE%#&4"T)H
M;G59X|F|RM|I#;MA'^ZHMOM(SWEKM;U?| ^BJ6"^XBU.D5LVKL)0^&?Q\$Z;O MG5|HZZ^BN/W2""ZH
JY%6_Z"CRZ%KHR29D;..|"\$;%(0))#G:0P1RG)(4QI M*5+;N,BS' L|?6C'P.S;<:@SM=|6-|06F')..|VH|AC7=|YH-

FD"0Y4I9X M2F66J0T96X4RSX>D@P(=& !/^"ME((UG7W:VQK;B! (I3=Z!:=,@F^FBN># MU\$XQ/ZE^!@S<@9D>TIZ?
>>J?F>,P0P\$T^(O5@'')BI\$F@6HAI, B?M=D M H/3M0 72V5%0Z#-*1)
G.J.RJRG\$;!3RC).\$)BR5H70(I#U*T.YXX!K) MNR>OHW@K!58!4XYECJ%N^125I*>Q MC""B+!1D"1#D:M%BIY?VR-
H+U9!+WQJGRZX?>#E9&M>+!#SCT=1:6V_QOR?>338H5XD_0AS:!,6:8K4E&8\$X1@%HF#U%PL<_M, WTSQ7OZH""?
=X= RI2QIQ S6WAG_#.NK 36*=!H>G2N^J;W>UDUY
MIU:0Y:9MPIDV1NR*CKQZ^\$64MQ6Y U(PHB!3YO>3QN4X23,>!*2 81#Q%\$ "M,8LC2%A"4)Y(&G\$KE3 ?JS/KDW%+I
(^UKE^1>@,, H"=,*V3;LPR>+^19777 M!>+I^DYM"!^N2^6)9KU+3JH9@OLOIM)..QZ8Q6X2CTS@LSFZ/3A!2V_/>1
ME4"+ %H99@FRG MHIP&7WAEJH>#+N0 _H@Y&17SJEF!RM1W&ZZ?H7LX:8B MFIH+*OZ%%:L=O!>*&
Z2B.3*>@PH 1Q2,,<01HP,\$@813F/7>I=G28IMRG9 M4P-GK1;G2,%,UTISS8V.G2?2FHG@NP VK\$!H,!!&>_JLJFZ2
>\$7 MJ/D;_S-5-.2;%KZL\$SKA(ZAGZ/>B2^L?&4B MGLO.LAF)GL!#EIGH:US^P/BJ5",V#SJ.LM&=??ZQ+>
[U/=A^T:R21+*88 81 M\$EP7N(LAP0F")>\$4\$HD3JS*(TP1FUFM#;3;R>I2 MZ0XU2Y=-(^HND>
[=EMRN9@+ #B%= "9@AG>C"(0X\$4L#ED@O.4XQ2DS4J36;N M>+B_!A!19JLV5(^@=#T(O8GMIWR??_ZW6=+@;?/
QRC43Z!":K07[TVWYI6>SGE, \$#:P:<^!S!8 G54 MJ>G5P Z1/H*KC3GJH> 5;[^+BA6UIE\$^B1 O/Q&?
JH*)%=4IWUD0PRC3Z9IR M#B#5IU!<("R7&V366YU!0.WS-OLR.N &F&NM=Z77P4!\$!OUV T;^"6LMR MW.'VHE-
K>+WXTTV8Y5W3J"K:6(1Q:3!HFW2P>IH69*B;UG;=V@ES(*=F\$ BT M\$GF!>%IV""GS=0BW\$!;)74LM.Q;/H87)N^U-
!3SSM7.#GKMRT MI2@_D>JNFYT.Y?R^HKACI^D1H9RI92JH.H-1&4).1 "CA(HTC*,<.6(7 M@GB2YNR/B)H#4&L6+L
HPW/=P;/HJZ4Z#<_M+0LZ1;BSD;P6 S&5V%1H).4ERX&9 K!@:) QJ_::0K=-50^N-R(ZD!2;:Y
M0%=-T7=QVIL&JXE^!^!HOL7!A21." <4B\$H1\$E\$88X3!B6/E\$K!82)TD:XP-6!N/3^V;@VDYV8JD^T>?!, M-
(%V^BQ1L_G"3YNYGSF2.<&M!@:_3J!>W5<9IFN!B0>5CL& M3^&QA%":119Y7AZXVSF76,<1-
PYENBD0ZK>>Z3H?*>=<\$YSX!>=1\$7L;K&? V!5/T/M! MT8@V3QVJLADVMX4:NXM8?^+^ZT6N2!)!+?MI3!6I&YS.
!W\$S?;H4CG8J=. *=&SU M63HOG8).!^N2SKNP(S9 AU?X/?^WUER<I& MR5?9)&<^EJV?="Y49!3-#;!@T(CRUI%
(\$9*G(8B>BM MAN44K87K6!J(-R614%O2",_E-NQ=VE7-Z)?H0T6!QJ1VOS?
;QIR92FR!^DZ)-1&DKU!MUQKC^R5V=,!% M5M4I<8;%=/(Y5U."K4E=%!)@7;>I;7,E+QG;WNDV9H(?
ZT3>N8@)EGG(H&IG MD5&(PCS5I>HQS"\$J"1X#JFS%P#B!+&PL>8^MN3/@8U\$UA^FFB.D011&D6
MAU3&.&0!@B@+ \$W7NBD(H993&\$4W5/U9N!6ER+Q(%4^YZ")_9FN,\$E)SA*\$D(M@9R(2&TNH=I78B(AISAK6Y*QB-
@=SOR;Z70ZNWH.W,6^KND%8#91+H8 FNE_ M?Z#8?BI5M3>XE^LA/2DGD!06U3_F@G^5,\$:ON5P7-.YD^V-
Z)=RK5!YW&PN MJQK IO!MV=6@EYZYX@J^"R4.MR RSO=@,7B"-8=H-#W-EB6Q!C""6V.)-
M)N5VB#LIY+^N\$F!AWDHHTB.-MVY(H06MAJ^NU98I QY#),8DDC!FJ2\$ MURRB(HB1<9CN(0HS+
!T/%LW6CJ.PO<^!R&:WOCIR5E=#AJ):Q+>^*DCB*J! MZ:QIU-B3866^GQON;_1?)<\$,^
MAOK<3M1_+5#OXVCJH\$BO:V;-MA%*TPJB3EBA&(8B8!"E&(<^D#*(B0YYB\$3%C,V!AWF?6 M)#N.7=J.O,14GK9E?
N-)LM-VG2!@D 3L10%:%K"?NU8:H.4!5Q48"02NY^Y< MJE@FL!<*C*0">I% ^W&^ N8GW W!3W(S""_866?OM"
<3%B^2W.TF\$W!0E"/ MK?678N^L!F=-Y!>"UC6I6M250^RK%KCB60!\$",_R QGPLIN?W!4L&P<_Q!Y
MJ35JKXU0.Z>)F:G!_CN:G:3!4NW.3">9Z(%F/(1KXM+J)U!4C%4;_1-)3;J MA^:3_KC-?VW?
^536326:HEK#C^0!V5HMVRNIN^!TITZ6Q\$H=<1\$D\$4!@>Gf< M)\$S!!H5)5) MBFCKT!R9;..EZJ6Y(FG)!*
2K+S=%AT-7>7FCXS)?>CS(9C M+M5T!M?";_7%7H!>@%+T\$;?GJ^T^D.NXJU>LSJ6H10+WE7KVP?UHM3A."
(13G7%?IRD-M0J>R4HA1B"%#DN4RR;4V!4>L&9A;M?W4^RRE%V1*V6G=OE&NL)56IEJHO./ M+YA%&N&
ISGD,F<0!2&^!4,9BBB\$257 P8=N3GOMY0 MOX%Z3!_::V&#I+^K8B9!K+T7!ZSJX;=Q;2QMCNM.C!H@?
R.ZGHF8^N^O3HV M^#QYINP<ZT>!,!F>#I=17!4!;=YOE"UWOB<+?M>\$0409,L?E&\$ZF^N1L
MZ6T5AX@/#H!@4BQO* XPE867H2HS!P!/_V.5 ?R9W@ROQ@YT8=>Z^D+!A: M#PI14"<FGE-MO3!C@\$P<.
2%G4:E.GUZ1T/NU5Z&HH9(J6.Y76*F3HJ^F+1 M4!:"CN.HS%JZF5XY5!NF;LA&)S!/=4WX7*
I7_37!("@4QB6)8)P\$!"">,9BG M.(+J0,\$C^G!;5NR;8Z!#"K)-?F*3 _!!OZ8!H.7LY!Y(KI-J=&I^/MR M\$_.#=-=Q\$.!?
JM&^P3YIKES:B>>.Q?O^T2WR0*2-3-7!K>Z^W!DK4?M0^UA1
MMT4S="B00I=I<I>)A02FJ!4(>:K.W2FXI0G7#2""8\$Y31D.ZX4;7.(S MGT!:)00^B?
UT!"";J>Y#>\$S4!^0;3I3L!IAQ<+!%*_ U\$YP3UK-D.BBZLD.MB*=ZQO)M-X7QQ*H=>M;I*=9;I=?
N/G=D!*"12202/\$(%)KGTC"4D@E;J.2!RE MX\$F8Q1&WT1R6!>^_NC(N@>\$V.(91DD;Q! 7)!4@9@\$D*0D5)AFDLE44B(B
MFW;I<!)I^Y3ZK\$)_AZDNU;I4P)&UJS=\$0^O@1=#\$M^NHHR%+WMM07U?N.T#S= %R!;:=?8%WKR!YMQ!XN
MZZ9>"9E!1.).A!"\$&F!D:(A QG49CB,(-2T\$!D)G:0TLSKJ^N!X;>WW%*H M">(5 #MMH*R9GM,XI(Q=QAIRGHI0
M(IPC8ASO=W?L!7MU!);H!N:K^!IRNW!^PU;;!7^4W!50BA#>2MXG^4;IX< MPNN/2LR^CE!E?XB,8>QU"W-
XSB#)%JR+% (8IPKXP;195!XVAFXW;G*M0J MZHXMJXRT^@O?#_ GU:2B!-
HTP!D#+!@Q",8<@AV+%YV74B>H!R4!078 M<[KT)AKZ,4GPDV3+S8A5FK?*W@3VX.?HMM(UYA&6W?
@>VCSC!>7-?;&HW MO9W@!HVI^HO9/UN36Y-8!TFAIAY= CUXZ?W!7)9E!4NQ!%RT\$9\$/XH7;#N4
MF!>;34\$RO0UX1,.-N=L 7!7O^B*,S.OUBG";&K^;5KCD!8U:T.ZYC1NV#HBW)KPM_ *Y9 CU/EA@-DB;^=YF
MPL!/_WB&SCZ?VOX\$7!G9%I27S;VA^19SK3#&?D/W?U@>NN!J#".!XTS
M)*Z;:1.O&6Y@#%!"4\$T3;\$YMP""/>QB&=-M*0<F@?HT\$X1RG_!0XY4KK M8@)SE*4P8A(QFO&8A>GJOLLW;\$C5+
(^4W+FE!#BMMCH*PU R5K!LZ&)^!MSX7:E)!;\$2)Q)"&&8(D)RQ.990+0GIXWF!X=MZK;WA8K;%G">I
MW4!1C7!Q9+/PG/=!4":?>?I0!31TNZWH5IU&MCK9(T%/B)!_+3;^GQ-ZB^7&Z!T>O!^UGK MI_-2-
NHKH0N:P0_ \$071;L+Y21A%.=JXN5Y25B\$G\$8!@_FL11EE 9V)SP MSF-GYD.2IMG&P+8_C^C;K?
DLZJ5M3!44!&DM#HS;BZ +L<1^8FAE)B!KJ M,R!J6!Q!H3M2IN?A/Y5)5?^R!X
MIX??:L?;IZWQ<05Z406%";KIZONUM1SC;D!;C@4.=PXQ/L&;T>U;W 1SU+^GE?N^S9#QI8FI1 M(HOD\$^:;<^C.I
!BL""^";!2B2OY2EQO;L5Z/LNMBGO!,"A%KCL9 V!)1/X&3HC_1VFNJ0X^WS^7D.I 92
M^G+^F3U!;UJM_6N1GIGV#5QS!B)KG33-\$A!5_OU^CO"GO2+%929^AG<,)H(G M\$&5!"#\$-8AC1((@"D;\$XS;R/CH
M6+KP7\$&P!)*=%L^7BVV^TK+^LLB/W..&;SBMJ@_B\$8ODBOYNA*!;\$:Y4EW+ MZU7.XZ(B&
:.\$@%10ADD2.W4H4Q#3F3\$4Q!K.Q3!&=>WCUYO6FOE@%0CE, MB45GQ48> M2ZXP>^*35&W*N>K>/M=1_6*0%;
(113+D 8I4MM!MFD%)"L=KK M)*!@C4IC!P MOJX^&[!\$G57(*?F R?P-%>WE&RTQU#JX\$Q_!/?&;!>=<,SG!@TX0?E
M>@68P7^D18#AR_-W! UQ=YZ5PGLPZ!";A>NA#^9BN;LSEMOE25NUN&Z!4LDQD.\$12 M0A3&"<01^B#.<\$;PC#
(AK*P7!QS.K_-V=9/Z!E1D1.E.SG#>RGP1/62X%L> MOLZ02?ZLY-6>!Q^@W/@I2%ZFOA1_OXUBH6?
@M=;+?"3A.PT.1?%ZDV_(!K M:D:67?;.=^IORC+ 69P2%L&9Q%\$.@P3^R1@2A*1M1%U("1 M8;-2-
GO8!;)H5*SJ5!)LJS:\$Y+,8 H2OY^Y4!_WF;X)4H0W817&:1H,.D@ M26*O)
TA(5171LT%H3BF1%A54G;B8N;EK+XNV/+6R E+PZNDN1&RO%I2!;1 M\$;F>I8<+H&D#3=SC!=
(YLONZG8Y==9@IE6\$+M?K73NMUZ01 MM!K8\$/600ML@IF6\$IL:865DHTJ&;7OBYC6#)@&8UA\$^9;=3+?
\$!K!WE#W5-M"#(1SJE(T.3 BU4).A%O7";(Z^DW-X51^DD@)(!1CE\$>D=2J5OKY+;UIV;RS!T\$Y-KI?/U; MW=ZH?
M(-+M2;R\$F66Q+^YV^F7\$&^B8V!D!GE27;M#MQ?74@K6D)PC3STH M(!;1&2C^4!DK7A@:%3Q1^3^T8CR.HJ9!"
IU9S")1195H76CL70.J7A:=7VK9!>E>VA=0UD7K MVAR8N!IBXZAMQ-8ENDZ/PA9.GS!@^/OF^4W-!ZT!PEM!
/FE,"/^!<(- M-P70%>2Y5O9;=X;J3?HL2!(TCAED.-+Y@F#6*0Q%)G 68!E%#*K=)G#9&9>
M^!U14.^HVJWG(!8K>7S!;9;Q!VL>X(>#SEF,GE:HT>(+H^IP5!NC9//.VV M+I4J+AKO0=F_+TR#S:WA;
(%NA(!X!9T?42=^G^NB!P>SCZZZ;+Z+J(FK>B+4B M6SU<;OBG@OW!M_M^KTS2+\$6^Z"8>L8
H0@CF2;..%#2022JB*.-&%00.R.U! M@H3;=TG!XHNW-Z;AYT9H#6MN:P3P7L&@RP6QF MV^SSY TO?
2:&F%E;I92!)MVU8+D !JRV92-1;(^0A.7_MXDMY.3TT)#G!W M6BC 4\$;GRY^I<1>[^S\$0;GSU8_*X8X>

(SHP92N1\$7#<"<@8%3V.(.(0BUO" MR.).Q\$RD&4NLF&1&G\NV\CKZ\N 8*R..FL:FD<(S3SNMJ3:5.^SJEBC<10JLX7G P" I)>@FN_5R/"68IX5Y ME.RB2_24L\$17Z\GGW99M.^+JZ.A*2%\$'=V7COM^P\DY*.MZZ(2RRN.YX&.M<420Y1C#/- "ABF(LX0"C)D)%J%L0W3FY=R=I-B8!U"T3("UHH-RX@%(QC- MEK=O<%S.X8_(@-<I+J#XX\OE;^C9">U(#1B0750DV<#Q5#U:ONF0S#D#&UIZO-/D\IM\$Q;TP'-IV(9P? 4W+/BEA#67UZ M"9)CD-TR-9/%*==@S/A9Z07M0(MG%\$(S9Y1\$!.AS>I>TG@E^OU\$6 S+ELYG M? IGL>C7;2C\5C\EXK.5Z+MN*IZBOLO7+KL5VOG3>Y1*\$G7SF32B"V559HPB MJ6L%DENOD@\$B69A%.(IR97<\$D8 YBSC\$64YS@D(*O78 MT%XZ8H#+,|KH@.G54J3B*<9AG'O MMOI##%(221AFB:19'M&4I\$-SG\OKDEI3I(U6S^F.#<-. P8#6?#3+=%5^==3 MO?&<8335+GY0.:O 5T^JK^TU_+9OX7\$;HIAIKGK7B/<"8"8H^"W_-4GQ)8I MF4\PI/27T:L^D):GIM&-FA/16^)QCE\$F9_2S^&OE\$2AS)8PB2_2*KIC2RKNZY@C=G%_/3+,U\0=S3\B*C);;V- MX.;^#N# N#DP#(@#AQU5Q6J@)W\3\$RXL\TX+/_8^&#SMMFWK^Y&MVNRN2JEI M(Y5X\$LC<[RQ2YSCD#.NP8@D1H3\$DH20P27.D0I1*=E*G=)I:=[^PX"NS?=S M3-WXZJF>I#9D07X 7P5Z)>F:USY(MQ 3(VV.;_@V&FO@3P8Z%||RVR8 M86.V\$M\QQ 3F@OW#K& X7D7\$9N7'3.8M\4Z2M2UHD6+3.N+/E7E.ZV71NKL M+;DVQ>V.OJKTV>)*7K)- ME"UP7"H7VERI?I8TZH;='D? 5*LCP*)4P\$+DZ M%^2^0&S 78396R<#3K.@9D8+Z?OA\X\$WKA>TD\)\C./3/& MOE+!YV)SV43RF<%^EH8^ SW'^LNI%G3/4OUFZ)FZ\+>JE76I@L)DFT'L/3U\H?;A\434M@GQ)%PY G M%/(T=VU&T.QTS\BO@RAU4:H6\6O/1L_<13I9ZKD.\$4"9;#.U"=3J/\$"!EL!\$DB-M\4DC)\$TTL:19\;C/2VS5?Y<I&D->)8P=QIM)^/1\7:4^2E:2+TTLH?4;WM; MZ/EXBZRKHV(\J^X_89ZEWH;^0\;9SPM?UMKON>E-(2JA.'5(6K<;=6I_ M4U?8:L<-V+.#1ORXY+9;@C>H.;%S6YMYD(V0U^&Q1.B?6I!;+G7>#8)Q. M\SB"FP_EE\+DWXKU^KVR\8M*\$NF#++7M6D>L=7JH&V;L+;%\$)!&U(;Q4A" MQ&*NSC+0/I? 7I*H>M+;6.ZOE\>8)K.R4A#1\$J#3# M9%"(7RX4.R'G+ 6HB?TH-1U'@EL4;QR_Y;C"MY4.25N)RPU_5WS7/PW5C\62 M+SPQ@I+GRIA (H.T%(%V8)-.ODEQ*A^XVE2.Y\3=X3;HRR)VVYNH_CQ&08 M8H9#R#@.)(H@R3- VWG+!WRG6N\BT MIE\I)8=H\74^Z3IM\!P>X\I4.IPDF5AOB0.HA1!)%@"J60.QED:LH0Q_9E5 MX;GY>)U9WXX)/RH\KVE;QAK;.6-FRN@'F0<I>8X\?9%^.8'QU=%OODY7;8\ MX/R0/ZLUN_1)1X7.6+G=-/4G\ O\$U\OJFJ=?%=(A%F(HU\HX(@JDRR)\YS M#FF"8YRC&^&K'3Q03)S\H&>*+COJ%HJSL\(&JL^6U5%>#1#W!"1"3I*BI MD)D7RI60.\$UE6/TP^*FOI3S\IM?Q?U47S3EQ/W.;%#4C6U.J>OM_?WZWV;')8G M H=I!"-4AT*E4.AW\1\9N/2O.X.T>BT I+&^ HH&8'B\L;D%QRWR'4/ M(%E%+YG+!&P9#*(8C%*Y@*PY(LWK+7?H-C7AUW)= ML(?NO_L@SQ(4RE9! /L2;)I2 8I#XBN\$S3G"?_6ZJ->=G+!YJ9E2^J_E/S>^L4\SKC+))KO M+3_&+KM23 "K%IM.O.#\;9SDA\4UT? @*F^!U-P<"1\$J<7KLFY649RA.MC@.(AB^L)Q\IG&AQ#3&E8ACA+0IM+I=W("IQ2KS4MP\0Q.V\2\GHS_X"3 M3; /2TOB KR>DL7:"?";.T_G_OVXBQ\UGXGS\3_-'IX/K\NG%/ZR^7/(IH M&H10E\&^"6L.K+G.10R#/\X"9) &'42>#3JW;=SO0'63<^(&ORJT-CVK3\L M\B(>HS"IOIQLUL=CF)91=P_\$_.:/O\6(M%VCIC?QQE_Q^PC\IC^7F\W8M MPH.FX655W51WEX;_6Y;TV#ZHP/O'847;@) TT9AD#1UG\T>E%=.23MX5A MM.0T\$-KQ1L&ELXI(! /YH+3S'O)Z5T"F\NIBD>PG\1L'K9\^V.UVVS?+ MZ*ZB-DVQV>ILLWM1=UV&LV@G;TYVREDG&1Q0%\$ <I\A8E\$&B<@YQ 1G^&4\0Y@+I>_&O/U.#%> M;L9N\!3_)-C=KIX<="MI'39;_5I%@SSG8LSZLGO\YEOL+I)C;72UT? I>>M\3#U=");.D\^%CV8+0/ITL+<\$22\I MF\5(EQBE@T>X8\MI> MP04)? ZT6K@OWZ;I9H#+1B\90).RF^UYY6SVG7 MGQAVL7W_M&CCG= @;<>I\OZCH6TE;OL I<^Z\I\Q6?"@VHC7Z5RC;>2C2&-(H MX\ QBB&E402CA"1DA_8\OE;"<(SKPV'Y/7P9D\^!WSO)H>+I.1#F)H>\$^ M\A\$9RXW\/%#LIVE#27UMS*?(+;L3&PK_+LU?>L;KA%?5_69/U+56\OZ<+ MG;NDO)/<=I.B\$81?ATMK.(IL+ M_\$^QYD"6%=#AYL\5>A>;0D%FD09RP@1M%)1RG.O L;I+H@O@N'^+IGF)CIX;DM=.2.R%G">V M*H@GE? I_\$45QE^QGB\GXP_Z*"XJWO&LF("F4DNLL6)\@CE@.9<_Q8CP) M@S^LCM.9N9EMXMHWU>0.Z=.W%E%X9;O_#=[K;=%"KO\!%7<[S\JVG5F?KX_) M9IQH>Y+4VT=0\IS89%0>AK Z47L'Q;+^ID.D2L)\M2' MKDX*D5=S(&*18NL5& <<4VS;1LLNO-19X*K_V\)#+Y=<:_0HO\+6JM_-2I M_'93_%PIUQ\20K9FC^+=+V6@/LHO&GE6VLK@NL*C5D2(X\5B8\$B2B#*PAAB M(95AD_(D)BS F10VH9XS\3ESF*= (R*1\$ZKGZ.Q&?EZFO\IR@^=@MU/BA\OX MI7D&8Z8'1^!>A>T-NJLD3IG. MK(QU-1^V=R*X;PGW8?2F%IT-A*>-W9F <528(R\&?4\I3L"CD.OY #.WA6<" MSLTH\@J@E87L_..J6PSVF(VLX.(8^/9Y?5SDJ9NR>MY#=.Z>WV6Z3^1%HI M\;*I5S\$+4.22".985W=/_<@9SRD-(@EBP6&*X<0A_O0DX65B/G7X(NL(NJ3(M3_%G9JGZP<&M"Y"4@K6E0?>)*."S A(AYN6B_!CY\);G+Q5\DM5NUQT7UFJL*953);.A\$1<+PIP4:IQ_?V@YS;IB3QH M"ZW6_^M?*"W6*XOJ =5=NKA\=*";#IHN&8Q@C76P&0#2)8PH4DNL91DE&5A MMKU.W386^W6XXXHN">%I?> H\9\9FVZH^9U6YT\77U\<I1EU8;>"ONG63("6 M"W\H\DFTCG;0\$06W3W-1^Z=1J^Y9IA19OWFHJVC/99Z6? NY9\GZJ"B4\ M?6W42>U6K+@("8N#%#*)8HAXFD'9 XSDD28Q2G#46;7+120LLV7WZEYR)XR MN->D=^UGK9M#149E&R\$@B1\$ 51'D1RB.*0PYS*\$8<"DY\$)*.FLXM;J^D2 MOJZX_LVM#XAVO+B3JMSPRLF:Z= 2X\I>L'*8<4-"NYO:6>F5%=-.7."HKG MJ69VK\MIYM?NE%TNJS6'>IBU^*^Z%F-).1R+"D\$">AIG(\$1%E@_8.L3F*E MC466T.A-&_J_W+UI<^XEC;Z5Q_Q<2>J(HR^7\$ 2F/GDW*K\IOEG*>S)^K6 M\!P6(QU>H3/3^UZ L5.E>Z^_ <^H3M#_RD Z3PISB_*L M2M) Y>)*T>05-V7XLCO+!V71?1%2D);PHQ"@6.JEW8(U<1^ICQ+! LY2J15 MN\I3=*8^_S54P\$_%"GS_ID&?0\$&ER1OZ@.90.EQ\!F2WM.BV\!5Q\H0D+T\+ MU_*9*TZH\1676%3LBZLO5.O:X8\>3JS0?G4U\O_LRV+BA=*X-V-TGR M-)EZGV_)3%I><(>MF=:8"3\$IC7)> M> <)1J>H1_@2I>K-ICCG*W7\$WP)F8=Z@0=#V@?UW337=UYZ>FVT*N^UJ3 MMWRX7Q6R8#7IGBD2")EG&"8AC&1\$;.%\$LXC&-4(XI3(8AQWR;XA.KL9:= MNE?<\$RB>6@O>C\%M M1SNS-EGGM*!7I>IUQ.GW=/_D3;\$JHZ5K/ S-WTC7-W=%<-E7O<"P8"D00 M'AB&0;+N;4\$ B202.AS*\$IBR9A5/9Y)N)Q8) /5405F3O7".AYIFA@SMX*^ MNZ7U7\."WVEF7I2H\5YRH_!F6;U!S?_"JYNVGG;HI_HDFQ\66QGX3' M>>W\4)\X\V8E)BK3^%Y\I5/^<^J310511J+@ (4DAZG4O1TC'\$&A M%#H4RLYS.\$)Q8LW\Z41? XL;MMKIK_V+3)MP<3%-7@4>(!T"IXV;^X\!V\9 M6GYOMOXQ>C;_I W%/I3;FHH;W\JZT5OQ&HNDNNB C>)E7FY*RS2)&&4TH M9\A2B **84T"P.H\$RE#GK HIHE5/* Y\8C;*B_.2OCXSHF M%9=MAZ8Z;.&^35975;552S")&&9Q%ID-(2((00)C0*(XU"D8<.)3*QJIXF M_:\$2W\&E:9\T41Q5Z"HB=?QW->%3@Q3B\3?B;6ZN1:JAL=56J#+K^NFO\N\N\3"C* ML:X2(\$*JEGF* UL3JH:8;@)3M M%PQ\9:8"/%@M)/R#Y\HNB\>Z6^1"E65>W@<@O%\7)*_81T9_IBK;.%DO= M9T=GE>BF3_62WYU_U"N_VLE\GYEAFKUR.KB\!E638.XIBL<1^A(HCB'28C4 MJ8#H2GU92"!J4P1SO_IDZ8ATF=S. I\$^T/Q=@+SEL;G+!L>=0^/CDF+LO?G M3\!P#ID=5CLMTR#ZKH_HCCW0XP_4#((=AV#XKA&F@!T\^CK6<%W"1? 3F"U6VQL<_>I M?X.Z7BS#4EZMJJWN0B\N1"7*1\$X"O&4U@_M\!P^<^@7#\O;HB(==="2G\;S;R&PK\NC <5Y\X\I\$!Q<'2U>M3\I M?FC-5\T MSR9\0'WH?M>&F7=+1_P9*S5?A?I^ET\$4>V\>J18HX%FG*8B"6=F_'SZ- O"V==>U MIG&=O+%;>G\NS^T%R W6Z@^_>IQ>@FZQG?5/4\$ZT(W?MO8Q+-S\MO8S+= M#L)O8%*M3M#38SUPM)Z0^&QG\ND\!_&9Z#FDA/EVTLWW;V^NM3J5\$%*"I M:8P#B/(15+LICF\$F\$%011E& (C&J;GB(P^?E;1T58A>>I)S\I7+MMIR<9 MT\0;=>R^H%R/W+&+WD=FS.D^S?3SO.V\Y\Y(UGHW MGE\PIE5ZP<=_;O-TSYH\K>_!#E\O^ZNYXC5RJ>=>B^XEXC+I\SHO^1OR M;W2Y%8LHR\B)&89Y% F(HI#'# 4AY\!\$)*(MX&+XKDS\ZPABLTR<*K\I2N\1 MDZH#Q+Y\MS4\O\!&EHRWOR<61\SD\6:R3K10U6H)8-)1PH)7N C3R@6(% M&@D00/U%J>7SG\$ V;O/C.^%L2B^FSTA\!M8DZFK+V>MRX\!D&NF1"1+EU\UC2\K M8.OU@R@W3U_5&M^H /KF\!D&SM8@2=9HF.H4R"=7N164"<\$8LBR/(Y2D7#(C MRY0# /U\4Z\HFMYZ'E\8EB8X=VY)\@9\7J\!MQ%#B'(\$MK"+Q%7913GCD.TQ\2PIA.^R'-D)SXHMY/M%D0\H2F# 8DR'85\U\!\$Y8\!\$ENZYA\R9.PHD\QS:E(YZS9\1Q60H29J1)<\$ MACB6\$ 4RAU12!*G@2_1\$Y*E.R'FYADHN778I

R.V1XS>RVM>6IHS5.1ZTU4 MS:(LE^6W3M8^R42JYHKM8^H7N5JH9:!.M. 7E5JD61+CD*^<0B3R *&89)&*
M(0X#3).QP\$AMFV1A@A.KGHB &FJ-FF#>Y"%">.\\$R3F\$*%(X<7S&%*>)E!H M?"8%"#P*>[O35]!.BUZ6 RTV|^A+?
VMM:11E0"12%9UPIMT7_ A(9#UJ.) MD-YR&@>)S9RQ:"+X83ZBT5OGM3"17==R4NQ.TA?
K^I@MD68AS3/8P)CDD00 Q2:2NUYA22#(:AYED04Q2AT1AHX0=#L(G<)OM*^DN;1" Z\$=O-AL2H1A^\$H M#6_17I
YK1_19@U:XOM+;EBOFK15_QU.1T7UW.3T+U7ZZ.Z*OZI5J2C+JK1 MJH_ Y=M2/M/R3KRG#ZWS.LKS!^5Q
H6ZGJ@K2YY"G*_.INH&C"(29U(8Y1T? M^WIB+5T3!#5%H\$B.NW&X#"1L^7SFZQ/A?P5%11\$)S_5YDKHYJ6TEMO)5
MG09HP%-1Y*79_2G&>YHJ0>>FME^W7H-/JU+*9K15=OM_GPHVH84G2-AD4L< M(B:DIG\$30T0"#^FF#
;ZSXT0B8@D<3AQ3.[X]">6E@UU6%^7^K12E.=43)A^M-LT./61CT^VN4WX%*V1?
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(Y MW5G5@S4<+W6%_0:VBD.POKA<+B_Y_IRNM?6XC:\$W6/C^WYS:A15< D5Q6VUV M.3HB
BS=71^YN%2;ZX=BMX1%#B0/#DAU9GY5@?HE;/_Z_ZL5V:3*^7Y\$G
MAIMEV0V+TJVMd:?. ">1\$;4OM5>)>WUC1%NDB.4IRC/(A*Y01R(17&:N%VI&^9 MT.Z7^56;T/>?Z#AJ*2>8P-
/TWN5<+Y141%X(V-Z-C1C//Z9\$^77VG1KU;O MZ4.QH>J;2Z*(H#"#L<08HD17K PEA3S* H(S@3-FY?X106?
JM;^C^G2)85BL M&L(6_81.X&2V2KW(+OEIKP76U/4GH3W(V+;=SH;%L17E1.35.;M<#8LZD%W
MLY^W1.JG61+6E6%+<6B0:(f=%UO-I>R%QIU^11B:PE#818XS1!\$;D1A0C*\$ M5^BM06^4YZ@C
FK.B(>>9M8(SDM'=V!>MM134?BS3K@D^=C70^91)._W2 M-
@IK9FGQEKAS0"B)R7ID1-9%>L\$D+Y4QE.0<#OI&9!;515^<2\$QPE
N(7HJG5B11=Y1:5L*R<:02DF71QAHMCT%>+17>Z:1GXN8Z^W_@_K+7%QO ML6
&)&>.#.#.X31.S.)=O1^2;1@FFEW_IZ&V\$ E/1PPS\$240T03W01."IC" MB.4LBHFP^8Y26GBD1CM^J%@*
(E.)1K1+VX>"G\$3);1%1DMEOI^B0+O5% M_1.N>X1(6.2^8H.4EGWHB/7\$/(CQ&7W1.E#YH)/E>_5QLWM.R?)>+KL1XJ
M<;E4J46E&^40Q:KXGYIKYY;\$H(RF(4_K(V0*L<I3(X^0GF49:9E7 X MAYF)5_ZN;^ONDT";IH&Z+
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M+K7K)A0PS7*!;T\$>)]*H6=X8H8F7:D;M+3%;'=\$+>C;19<1^\$;7K^0;1;
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M^JNU_1^H5OON:H11AJX L%."C>S7MS2@(:.M.CBF81^UYPT-R4W M(H?268DWX 6&WY_-MUE)\$9?
8YF18)D^+&LPV(N5W3Y5!75K?AS1TXQ^7?3 M5,%31THR2K+14JLM16+MA8M&^8)@R?E181OD2WO%H-2PU^USR
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MD/.(BGVKW#&1?;7(4EGWM.X8^1(>M.0=?<%7SX11(^G?5J4S#*\$. :C\$%1 M6E0^Q3#.U;&&153HG(/\$-N9GG.HK*
(%GL?&?7;.2S#_U4P3>D31P^5B#Y* S MP(#0DW46.\$;SE3L^#. PWAE@Z.4S2L=R(BZO%17F^?+Q)/RDA+Z_?7WW5
MCZL_K1)1JH_K.E.*35\$VW1GW1M6C%.\$YFM9K.NV(99N;=5\$ 1T3ZG^AJV N.M.D1(B+^2H8CB'
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M^G1IGU3_#0E?30P#P=5D16K^H1&BX836@:3PJ#3&80R5A"\$H8O5:ED1CPIAJH5T#1+.7V=^Q@
MZ=%W/0TBOCS>GKE;UT1^#;0^WO6)R-CG?^Q57^8?ZA2IX11+7.9C1_1MF_1^/M8)O:175Y^4@+1>12?J7SXN#O-
MNOJPWOXF-KG^12"/.4QVFFN)!BE&@. 6* MU;1" MQ38)1_ OM4N.7)?-IN= A&W;OXO=U(W;9KL1?
1#KH1N^YFJ@K5P%! MR1H(O%)^SFQ9.UYAZ6?W^1W8T6W\$ M?
@B^78IKJ8ZW18:IG55K2:13XPA&28QXQG4;4.A8@&")%97 H1^1^9Q%#"< MV=@8#.E.O MU7.@%IX_W71OHB/?
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MGY+J5\$ZWR1VUWK2114)2(E 6P(BC&)U^4(X(0QF>2*)%F8FD6FG17%Q.IE MQXGVRC%17+@3:OMNN=);/U-1
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4R\$S2(+&K(&Q# M?.(EW;BCUQ211H:B; O;IG:AOA=NKGXVIV%9P*+;OEWP=J^Q\$ \$MT#Y.&& MU3FB^VJ:T-
ZWBZY#J<_.QU&<-T^@QF^";Y7+H1U4B:@^X4FVB?135^Q^T MO-/N6^TO5;1O.QXLA*YR002#^8HS17)0
@E*^10H#U&6".PHMU\$Y3EQ.10/1 ME11U%1O2TN2&J)FRF1PG2R04Q_>@LV)<@#"";D.Q1GLDZ&*9C1P)TW65U
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B7923=^_7_1S-)U.213:WOV5.KJ13!.MXXO=(+)=%ZRW;U/S-H81E^&SO3E52U2-MDC2_\$><4AYR^*LP3FD120
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MPN&K M9E<9=OX)^ZHS.R.W1U6MG1_B9S5P7X&1_8GI8Q>>=51.G1LZWZ5M-L?M<: M_1(21/1#IF;%ID=%VU.9O-
1A^+AYDB91Y^3(:V^YDBYVO2W_UZ1-5ERM@<7D?@LG MC.-)>N12T_N1@#0Y\$@X.%X9 L#^"W.)"\$?1@#L@=G=L
RF+L5#K11WBS40 MXMFUT^3YF4MUM?26Z^VFVBC&U1^110V^CW^*DA65^%HJUA<)23.(MLCR1;
(PRR"DE84(D1DDV8S4N.^YMEHSP:T>+1JBD@1^E9V2_ BM>LK64YZ M'(<:L.S M^1N;/
=RWD1L78EKWK""EZU0D\$.HG>0+4KMREX18)6EES_12L1YBE1JV_YV51XMM=1Q.PFB@HC3,+9IX1
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M3PK11)%9%KC4UN)9PIVZ#R1H:4M.BT1)5RB1@E(<9DC2" M^41N^F(A1T.7#Z^7G3NHW@JW5 MFGFERRA
Y1N14@51=+^E4V;1>VE3ZYBO1J7^1(A1>1#>+MU:2RWW^R2(2^/ M;+^?."Y&Z@2%>=(1_3CS1VZS^S+MO:R^DPDDJF
B.9JHXW3".8)EA"S_@\$ M90R_LG>LX?_U_&"G6L1899]._W.AB5.18PK#1!&(<)1^0G1(DT^P0.8)T2^ MHHO+=
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ICIL0OU/P*F/P(CZUIO7_?I7 M3^I?EBR,6(IY"@5&VC059C1/((@%1C&C(-13L56&U9N1.=(JR8H7C\$3V/LW MP?#
_5;X?=.Q&VU5S)ZT.?F-S0_M!N@B.OJ1=6.WJ)PD!=KAXUXE^M?(QODJNGT%J8R&8-NHVK%5O?BUOZYI?
ULFI/>JLER@.. MTRS6YMP<(I&D!)U(8L#&6:\$89YE1K4IOPA-O+TU9(&B:QM_V.2>A) YXD.ZM"&A/V17X8?
=ZA*X<091/H>TU9?5I MM?I.FC.J.#W\$U)Y61;D)8 (MI0OP.;W>K-8VW02'(A>EAZEM_2D#@CNV>EB-M**_.WX^!
<=>=K!3(NW+/(N:/N^V:GXJ5+J5=)UAU_5-/O!+-ME3_OFB^CF_2 MJ?LG@5@F\$411R+1C)80BB0/. 0I/.[H-Y5DW>0=
(7NH+D/8 MUW!ME.^7L3JS.[#C"%#?E;+(P@?3"%? JIAS@.0A9RHP/M(2(3:Y7KML[K M8,%SVTP+J^_Z574_*;%
I5U02L;A5=CV@IX;KF\$P#I5M/OCI_MJ=8QYOMU6T>?/:\$3:AP%AVI/:M/@?
(=5F7X11&)+JJ>QB%V7I6W8*P#4I/Q.W.&AO17FPV/I=N#_YM.\$\$.EK!#W MAIHCIW9#7 :AMUIQ:2#T7J#?"W.O5.;?)
I"GB_UH>(\$ _6JCLFK2_K*+6K:7IV.^TGL5V/7CM8TS:6UD(W(6 MP'+O_GCM,9?V*..GI_UG\$:0HXP_1^J_*KY?
=I LP_#N!%<#6^FIB+3VJ: MYFI3+.)GD^8(SB((4PUSMJY"B.(R!_DLM3)@F!*>>*UH-MIMM^/C0FYI
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MH!>%. "EQY_P%Z1N-FJV! ^C<+)H.D+K I22A#B\$2=-. @7?MC5>_"5JJ472F6ED0+N47' KUQR!8TF-
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I55^=15_ H4L<2 M2/LAQ.:SGD.U27KWM_@_7I5YP7?IKOG0XJ^YV BBJXFY5/INY/IQ\$!&) M8!&)"*B*TTS@J!
(LHB(5\$=J\$*LPU!Q?Z\$S MZ://@4X\$H&5P.WPTX2R'.2?QMS9I2FS3IMJL.WDB/J*\$S9V.T7E#>2<' "#R
M=WJ*GLLZOGO29" _+?%NGOC.!(\$BE#>QE&2(\$AHDD*.(9EF>8B8G78WH#E! ME.CI"H87I3+77/@HMA#TTS+>L;
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J63W5) M11-JT10AR>. 1A^BD.H<>H@M:\$F2\$(28QH1@.@.NZ6(EINA&1%OS?744/:O M^FF^>=4+5PO#?
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MEI/B3A.6N7KU=UFT'UAVVIW6DU6^9I!"8H#2_I"0"R M6 :FV\$R2(FXIO5-TJLGXL6L6@C;CV2U>G59;LZS.:?
RX6%9L'H/UM=N MO=*T=\$5SEVF;&KU?/XI2#?B;A87&XR2.'WKFGS[I?>6ILYSUJQ?V)T.9)Y8
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40JZ=>0@S(A>6C=C>.G_9\$9VY^Y<\$(?>N:S>N^<=TO_*CL_00+Y?H/ MG1>XR +\$>IQ3M>^Z@XH*(YQ%*(B%(8*
(VC#(4.:0(&I(V6QMD9_YI%5?U' MW6NXI7YUY-TNB4-04L)HDJ44AFF:0<1I"HD.U#I7U^>: CWS2G>:B"N
MYIO\$5.57N=I:0^#JSF_RZEEV@_"_KS6IBIT&H=7>OH#L@I(CGIMFX%B#"C. MP)XU) O!::RLK I>8)I:SA\$:
(*FBS88G&N:.\$W@-0P6H^>.&..O^=VYJIU MRB7IQI:H:H?Q9S7XU4;<5PL4ID2=M02,\$W5#0I'(88YI
+,\$A5DD>18\$U.9X M<)+2U#I A3M+O\$0: .J*@IFU9R^T6F8I0Q<.+I>I_F C6N RH:IVIM-T9MWI
M1I5IN8^O^I:F\$ZGU-\$V_5ZOK!U%2^0:RGCX4&IK/B9PW8CA^0W1^0(PW3:4=P MTS"?I^OHBQ)N6^I6HIL%
(I-.\$IFD.)%YKIMD<8@S+ "C3#):!8DB9J-4JE- MK\$<40=A2M-08POB9^0EODEMZ3_9D+I">I1JP\$A\$3RM_F:LBJU(I)?
KV^PE MQUH-NLN;X>/HESI'C=-\$V:E.6I4S?#6G8QMR@*6!1_A3);ZL:@8+?D6P: C@.P8P%HLI/
M&J*2^C082FZKXQ_0ZKS)NS:07&0:V_YNGT-IA<5>0UWLX\$WI M""U15MDVH M&I+7O.ZUIIG=BER_E-
I/\$>L1<08J5HZ<I:RU".LIVM1CSWJU.VM#@*PC*YI M=K\$FZ#NGM:\$*IP55/=2UG^HOEBVBD%-
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H+GRVMJ<&WJ@)7@!6D>_ P&1/7 MT>_R-P!2_."@G8&WKZ397XO-YNJHW:#M7E!:%OLNJ9I2UEMZ)MOJ:^H6
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(+T.D6F&I^J^I.U.*^>=BEM/V MM@N.F@KSOZ\$.J>7\$S52G-C4V*)MM/1-A M9I=I>/(3-
1S'.0^F*IJYD)K%<<@2@2.2.H\$*Z*)I_LBSGL_"%92G(L< HE MP4K1(SI:G/(TDL*\$R+AEI3<:R8M(I%F9K!P)I99?
7I)8BM.2N*K MG-'I^/6+3HEWD%YHL/NJZRIN7DEB[IW=.;75Z09'47)=46^!>XF:Y)KI+;KM(=I5Z) M^@MM\$):?
ES)M?IRU79>P@IBR\$G5L(M)ZIC!?:M MW6*CY.8N*+WGY(ZK_!O&&M/'%N=@K9.V1V)+M
7^K@VU!9IYBU_"/ZMH MJ?"Z8WA#VX3B6AY14I6HJY/=..4A1!J>XPAB&6.41YE..<(OH#*7 :IWD0 M"ZO<-
UL&)E8R'3MZ:70.I32;ZD)IF^EEM=L69I0K6\$WNT1_."=:YO&/HIT_
MW1\$,7QYP6 +S^JP=P3GP.KN.X^Z>N5I5FI(^0M!(+NYK: 77.KSG>B5:V@: ML3P.&(03G2&:H AB26'.*)S
DBFJ.K5_QUH6C(@AU=YQ^+DT@9W@.AR&IYWG<1W2&5?E@N:IGS)IC.G"P_+.QA=OS(I..M M #ZN-I7FZ:W0?
J;EU8J+/ _O>%K@5.(PSD(H(XH@)O)8G:OS".8RS64A(P(MHR*Z)RE,I76I:6@5JT"/H5OZA=P?39
ME@8."M30#*#H&-12L:VHINZ2I)M2525L@G7YO^SK39Z6?V_I MQ6IAJNB# W#V:.(#&S:8LNVH;H2Y68.OM"ECY?
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<:YCIYI.ZW4K=I!W(H?%8JO MZOL9@&#.#33TZMFFZL/\$_&IOS?HB-MJ7I%ZS4_!Z?%ZO.ZJEL#)3&I8X MA9%(
XCB5\$\$.T! F*8DX8UQ\$>>IHR'9F.NKC?4-UET94IVZ5!5T"-3_5P)8X MW2Q8F-6P=;=6^ZLJ\$25LYA?_4CT)R!GS10/I^*"?
UL\$T/V-U9>BWS^JD@_M#ACGSQ_!5I\$5IKBTGMML=0%EMI%*F*#@Y1CW<JAH@G2E72.-?/TE21C(4
M\$ZNHM&-4I@Y.T^9Y_2IY2I7VWG.4<.<.:SIGR6MYI.E\$!@EJ0V)Y.O6>(3\$;CZ#SL>=7:KOKI=7W)>!
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%\$QJLE(<11&D&2!U\$N@R22*+8Z M:DW_+2W+EW! M!_=-WU#/%YWU\$6GJV3_!KVA:;\$!6GV!>G!QO)HFOH!@
M!=BUV5-79?I^76U CT6)ZB9@.1?DA:HS:IF#\$5_J25.7I.O@^< M1K?^CHYM?
EXU:F2!4H00K&NDD.8A@(@H0M2ED\$1D22) D+3W"AX>@+>)E8> M/7IMLJYK1?2LS"L8EX96TL#?
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@G6VZU MP>67I9K_42SW?!)E3#-U?Z^HTQM=2**(\$YS:F48)(#G-(VP5=%D&^(3IV5I M5G8EQ:5CX:<=Z!CZ&?G'\$
KK.W.S%:A:+>C0:/I7V2-OK^FBJ-9DYZIU9(U M*\$<.:F/81_I>:N46UE>K?AML5D:E9@I?&MB_5#3_<6?""I&
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)Z<4P0R%J4B\$M_*&) ^A. MK.7Z5.&& JF68\$/73H6= LE,17D0W4IUA)-4>SBOSQ&F8 (Y\$D1G*(RZ!(? M\$?
7EKW_Q%>I_?_E5UK^_:_^P<%^I/1_-?4:I-142-I+T"3 M QV!>^FF9SF+I:SY77S8IR4VX_S84B6

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U(TN3=3=CG*89W6+P"Q"C/\$TYG3Q*^,5[9]100_MFZ[7GZ3YMZS-I5WN62@/VTJO)Y\$*TB
F493!*&H1\$SJ0S522HW\$,16\$4!D9_MA:~XQ2N3>Y+0S.5R0P0^+)Ll
M^H;I7G^Y86:F<Iz@O1Y,)X\$%;0<8B04Z#7&WW_NGD<8#FA\$62-/M_L78_M\$R_,EAKHR)GO^2!Q&-
VSy#,:0T9"Y6UJYl@WVGl!25G6;"> \$T+T#P&G'G&M_M5l"45ZMJ6^JHEQM1B?)1+*@Z_P9QG\$!*F3H>(Y)"3&
(!R!+!6(9Y7%D5Z#@_MD,CD,2^7M*H*633+^VZGA:K14X3PA\$74_Hl(RQ9_2_MPF6'D^KST)GG_?F!Xl_P!&T?
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^99)&&>IE\$J&\$M08E419)3BQ_JAI6^4"^D(F=GJHPJ\$W>KQ_/B|H3A- MA(>Q?)Z6_#B|69>|L?@OEISYB_8QFF=-
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T.8P=9MYMRI+!1_JPWOZH/ZV>5J@,\$4<:=M5G(00T81!2B,.8|5A8\$E9_M\$C&f.HU6Y">W9K6\$04?00:NP
99F"G@ZA.RTZN?G78Df5G3S!0ZU'3?C^)W5_Ml|@Q^;_#5!MAC%3>>T)1RJ3^OR1CRHHL/6FGJZ_OH:HN
MC|B(4ADSD@B8A5(=0GF80!KE_8R2!\$?JMHR26";_F!-UC|OL>_&T!|=FR#8&W_-,3\$T%D_M>
<'!^YTY^D+;\$8P(!=@QQG8L78!M;JA,F:N0G2JAPP!17;"C/JF<('Fl_M:5R&<#R.Z_N6HK/B|WKZ|K:E&)-3-
/45Z+XC<|P\$>;ZU"GA,\$TCH2UC%.9!_M2"%. (A9RY32X3;ZQI3PU%\$!+VTD#5MM8PGMQVL(Q_O'Y;K)R&Z;RUC|XQ4
M-CRQ3">Y;FEQ6FT',F&@_00!L7,E&|@"T.O@XVIF3G/=Y8@G%PR+%/W|\$M_MR%BY%?
QKN7X0Y>;!SUV^ZGLEI(WHFF@K0NT^?_2LLW2<4KSJ:F+_JD+5H6QC0+!PUA&/L6HPYGl?37L1G
M'E""U^U4:E5N>@?&%?^O+5T6|JE8W2G:M7&IUR).*YL%<(890Q!G&.F3G_2_M0<*YA"@3\$94QXFEF%
(EI37EJK^7PW4B?5?8L@H|YPT/-9N&H0WVP|KY\$GA_M|'K+|("DL9IQ1F7HF*<&f1WOU\$ _|XYT|O5E4D3,,G3)R'^#
<((V7'2M|+5??_M/;_9)'.N-%,*)=&:84RH@QYF_B:1R/(X4ML%LO*P.?_P8V#%8>O5'E<7
M=8WP|@DKM73.JA=/R>&U5)538+H&3\$,UIAXCTXPY^"5X@ZL(3H=46_E/V%_M|4:~R)91S""@)(,.""0AOD#
8T2=*.R"O"D;\$T#|AR2D:A^3:0)S@G.89U@MVRQ)#!L1W(^(\$I&"^?^0C-LB_MSA/3;M-HY?NXE^+F?~9FPI_D|/-OF
GKY4)X+0X_S?|(-=J\$ _S7#_WC|P_ME_-YV+71A^9A!W2UJC9E/?-5;3BX_4%7UP|ZB.K+>O4HJHW@_RV*NO_JWTNU
MYNF=^\$4-O?E_-V+7/>MFO5Q^6I=ZU\$5&DR_B\$85)C+1#I&Q86J;TSX_M4|>+|JFVP"@RUU0&GU590UU_N:~?
E).!\$AF"8R@2C6,209DY&!(B4!\$5PR_M:E>H!2IR>+!_6"=D4FKIEU-9D#LJAQF*DKD14X4-D',%?=@HMM<+>=?0.5/@NS*
W48LWUW4(G>_LHAR00^MHA)+?KM?%|^*F7_M:\$W_5F|!|P"3J+9;GPFF/G)(OMJ
B^EMCSP>==6\$<%.UA.QYIR+;&TH3H8_ML5NCEXQM|H=U?(_4V3%9B&%((AJ.ROG""(8(4AB%\$-!1)S'@F8|QG8UE,9(
M3FZ*,A@_HN7_MH32*&fE2!\$O\$+;&R!:#W0_Y4X|!_F?SIUV**AD*JRWBDJC_M!&_WW93
IV*EX|T_"W6GN=%WDVNIPX5TQ/>WC2*CKS/7LGFJ_MH_LNOZZ|N|/3Q\$XT.W.R7XG-1;18H((P(GD%&4WU:IB',
<_PBK,LS@CB,;*_M#O"U<2JL41+~63%Z#4,;*_UA-M*~HYO0!5QZMV%LN_6_#0L@M^%SN&P5)Q_M;DBIS-
W9@|K|AFQTVG=9'QN)N.FFXPZ(K&9VC_~JR=@Q'K|N)f/*_BX4O?X
MIO_Q!+5PPH4H_!VJ3;W""^+A^AW<|6#&GAZ_O_XJDCW_?Zl@P8NB(PA3_M)CA\$?:SH_C#/,
(!)#0F(5IE(LPMN|7|H>M&0.>7C(L'<!)L_ZG@O(>)_HX_MTR/DW-A>|Q|@?YZ6ZM>0_RG+
#C%SIOAU8O3,U/L/4)Y.'AU^OHCHTCVT;S_MMR5=51Qf;3|K#X;LAI0,'|V:H=(?HH&GE&4/'-W3.B0_K4LIBHTNEZLX
M_?CG0!<=JJK5?.U?&H_/BG%*E1B;|EP<1"7?;#(&|U&H_2;T&"(9\$BAFDD_MB0fO01&W:f7|JM),29H>%. 'G74)A&9-??
RI6('OWSILW9:VE0I=?K_-/*_MS*3;Z78/83FFP|N>B/7NT!-25TELO#P2E_-)F|9WT(CLI>^V_&R^R_&N\$ MU_B<-F_-!
%Z9;2\$ZM?&DOP+@N_2|2E_5^L59(HMI9AT*)_=E(M%8_VOFLC=-WW&_866X%2;@T>:#I@XZ!;:(D+23VI4E-
2,ZK|Q_!+-N^>_M7R|W|PPI|C\$<8ADD#*(TP#JP#,,|3PAD:9PSPH(X#QUS3@^)S6AKU<3=JVT?
MH&2X_#W);KGL7X@|6ZWJ4R).4&|Z@-2K58P^?10T>>3HCG8KY?5YMKV;8V_M:KWPNNR=;LE7^28AV&68O.?
97;Ll=@Z4/'M_E_JW*5=-M+6(G_Y2%_O*(ZQH^603S)\$8PM50T|l=5=(S=O_U5#X0_ZIX|YIB*
M8KVZNQ7EO3XK_4HWV|+8%*Z\$0|MS>EK^4L5JQXHL_NKU6^"EK=-K|C.R7WUH7!A8=YN0%&>=-"3XIROf_NYWL|
MLBR_"=82NKR|NWRDQ?+R?F:P'5@B*EC^|NRKH;|;)FM=3'9-6"MX%-IN_MX7?M5GNV^PNPYP\$/_|@+M7?
Y|N|J2_T_7H|P&1Y=>+EUV:7U;ZBRBAZQDC>|<5W|JAVB^ZDE!Z;_HP(
MY;2HCHFWVY;C\$*_.B(8>;G|SXO(MLMNYHD."JSU^/EJ&A_M^@#I462;#4<%Z^_)XP^|_OPIZP*IBMLZW*
<f;LDXXUD6!%_\$.H0HHQ02&>20_MIR2)0BJR)+3L|W_4SM0fXY|JTU(0:%<_S7J.OV2V7H0W&Y=f5N*\$f0YVM\$
M*FM=8Y3F;F\$SJ"HAPU\$AA|W|O^!;)1<6")TWJb7"|Z9_!R#;1LRQ!D_82_M0!1P_DF648AY\$JD^5<|?
Z_!J5G3=SIJ9_ZSF_MG0UKK|8\$^B_!_G#|OF0>>YG:E^8/QB+_X^""E|"+&_?+JMK>-^!WROM
M&WQ/ETSG0JKC|1>Q>*>B"l8.H&.&=O&T+*6AP\$*\$8Xl1)(P2%*|81@%>4.P_ME*\$4S5|XW5BA=WQ^>_Aj.
_&>74|'C5>QXF"S|A^\$&O|>-V-7'(.Y5W3_MOCH(YJ=6
LL,GBGGVE6=O|H,G|_DCR3('\$QFH69KS_WSZ>S&J=SBICM&9">_M;%?PQ^DK|Q7>(1_?0?R3/+_&T|Z_UG47_!
5Vl_H7@4"Q\$E+~8Y@HB=7Z/_M4_1S"/(U;.:8IEB|/7_DY#A*Y_M7'C'OM.IM(=F9J!1R:B3U#6;)#LJU4N.@%CJ#B1T?
N.Y|!BL>|BO:OWZ_O|_M|>J-FS|5)E%|!9!)3#A|,"49@)F(>L.DX&.<\$C+)4Q(M5'00;RW.DB?H_M&2T'TBR'
ZKF1XJ_N"ZWD@I#".Z1|S/R/=(fS;&JC>_\$.FJ_F>E&GL'D_M|8P(YNO(-\$6\$/#@MCS|NM7"Z*Q:72
EQK@D|+>K=@\$=H!;.(A%)_MQ@>_R3(H8C#&+@Q30>+J\$3#P5J^|3'fQO_MUG>KXl_J#*
f6X*0A3>+U7^JDOVGTINT7&YXl_W|0WUT5WPHM2)T0U3Zl_Ml&HWZP6\$Q_A8C!-
YBB&*6.A.X@5&D*^UQG.6I59S"\$Q/O9"DKWECJ3=-MOCK+Q)GMT6|M.NQT4,<|Z+%_?8"@+X\$3;74"G0RU
_TGA2@%4.=%AH|VA?J_M_3M9_!TBYD3>TX%D%I9G/=S..0D0#TJSTG9,|>_MN"!Z7HBH9!;?IOEW>_M?
#./|34>;&*U7=,?0;:8LH5^&GQ8%L0=1P;P7L%14|f3D&R_3!#v;2^DK_M'Z4W_+J?@?0",7Wl;Z+|2|D.HH_)%)R3JDF_;
fS&+\$.&ANFI%::Y_@%(= _M_G_8<9@F'\$N*2:156|<_*V)-<".@_*Q\$M\$VW7_HDg8'ZL/*9#fLl7=3Q!%JEP.T:7)>|
M%0%0%&#A(3>K_|B;15|SND7SP_Q6T&A2N*W*9V/TD=I#,&GZU_TOD!^LG_M>1C-
5S3G)=MLZ?&)+;EZGI5_Z8^8KTY\$35;f2Tf7J+/F@_JSTTG3_DVSP^8T&-GI^/1C|J_-ZOZ
MU8J5==;M3Ql\$!^GG>DMMD6YX'6M6Y""B<0R_4YNGMB=M|RO:~K5(N*Z%&M15=OZ"LA0YlJE^X
M|81(GNNUO:3R^F7;3HAZJCK;J_MRQC*"(92;@4%*X|BC)?FZf5YP|LOH|N:N\$U\$^%N|H^=B2M5N.+H|@L4RC
M%*>0!XA!%&.\$L5_7;-W>/8JR4*B+MU_Z+P6?5-L<%>ZED3CSE>BK(-_MTM7VA=IS+SA
M#XIZN.\$//^|HA*)%^3==5*G7%K#;_?*OA2C5D#^>fJSO;:%2)&*5&8")@E3
MYX\$X4B>#*!90A")&0IWM<8BM7%\$VU"=>P)HLJ.F""6'P>T;MBNZ%:AFZWTR_MJ.RTP%&4M*?ZR^7?
QM&R|fTY2.W+V5%>UX/E0LL|WXJT'.f4=SM>+;#%L_MQ.?B4:<@;M37HA%SIUHPB)XRN*)3|C(H)
(4'!R0B#.)&84T18%\$C5Z'D_M8^JS>.^=RVZ1G0%.IPK_M.<7U@S:Al\$Y3H"9<_M
Z;#3+=V.NIZ|2CZZY58;ZME6PCV9S06Y5T(PDSP_M6">_MH1G"(fM9=P5T#H2LR#^APA4<fG,PO|>=*[V+~WY&|
)JHM^*6IG|YMO_82)3/07Y(V&_7^~G75K&C>Jf5N2Q.Z7Q5W3^+8>|48|+64B|6=V@>%
M^F&SB*B0<4HB2"57JQAG&!(N.I@2)BE10T1A;N&8V_M#;L+DQF_9KIK>|C.D#=?1&6.ID_-'
MO|OSPXZ+5W)^. \$%UVOGA-IR/+F35M=06EW5Y+Q)!&&*LEC_E/0HH'D\$ =4_MW6?R>ZV: M*(C.7N1)Nl-\$G|fAF
Ml:69N&2;XK&N|J3@2(HBR*8T"54U@!|@%X6/f>=6^!@_MQ#.U;_M|fDAX;NEE"7U>5M-N4%ST(+*
<1C'4XT>|Hl2L%~|K4V%2#*6ADDD8.PD@D@F_M)*.4.AFA81)S@DCF=4QYC2MB<|MS|Z+;^WFXHK
M);'BWU>/U8;O6C+4JXVZH|fTM2Q_*RU;D3L3F^AIZZK\4,<(P;J_POL?ZH_~MJ0UZx=PZVNM9Q^!22KK;-

:#KV6AME+!;@5N?V@7>2F EF!#5W7U"6WV_%IK M7=-!;!>?QI JF6TJD3,K+/@N4GIV7 ZQ>>Y4YTM;-JL8/J12.J? Z+U8!\$%(24Y"F#)(;)Y!/.09U="B+\$9&I3(U+!N 'G3IXKZ\$ \$"F+ MMGAM500_>J^ISB!+-J^NFRY:ZGTA!;^HQA>M MN&J!_H%NQ^IC9A\$)*.0QE#P6\$(4TP#2F"3VJ;-/M@Z!^BHM6V:S)L- (&#;\$AQQF!*PESIX4A"")=5A%#(3P/ ZIX%AO!^!LA.Y.S3RLN7^">M(3\$>1/H/!<*V9S MAK{H3M0!45LSX\$8)"UH+T!^WB;-/6N9@1.Z=U!WZ"EI4!HR 'Z-H2:UX+!M-F0^Y19^6!PY1MTU5J&K%5O?BUOZY<_M21BU!94A!INU86X=5HIYG;-B662 MASDF.0P(PQ"A4\$+*TAC*D*.(1P"PIJ&CSLK4!G-8S!AV4XGCNR9K05/^C9 M!3!-=&Z&*&:"X BU;^!;:NE%AOQO8,S)=L^;S;?(5Y^?.R+S!^?V<#=#A 1>/Z(M!N;IWJ!^!X;? UX;>_IX_EORW!J5)R,XZ!3K^;_9IL>*F9M#WVH2J/M9&U(T_-M;!0S_-/Z#F0=I!%3P;Z9^/SN? YV9Z=BCX7EKIE^>RQSFAM;EQ^%D;_"N(V#B*.65Y \$MS!Y+KUJ8CJLM?E!HD3_4&JTO=LN0C2E7E^?4O-) (2K0L%@"!=ML0MQ03H_+!I&9#X5\$9B(O0I+&#/*<\$4*G\$;9R3&S MH#GRKM_-X!)>!84ITVLX?@*-.G.X=&)"!;:V%/"#KU;+18?5FO!QODC(L8% M2R")!(8HHC DL14A26*9Y"7+XMAIJ;4X;(Z=UE? 3GN@&I/^%C\$RC\$0SFR6!H M=G<Q7D J3!T!;-@/0Z-BN!K7QWT_F?<15@!72PT+X=M8!JA>?5(KH?65.3 MUG3)8@S@8LS!KA\$.F_-IL!ZZ<-YKE2!52IC!MK MOLSR2CGIHM19PE&9E!Q!7;9;+X@"EJE\$RGI#@N%(E(XIUN-Q>P.59#UC+&D@)7*8WJ0:P%OI P^!L_-MZ!T1VA5ME;B3!BVK65K\$22Y3 F.9QA!EL51!1!0RCPKXBC+RM*D)OPTF?^C M/ON"0R>GO:K9!&?9_40U_U#M!C")WC/ZD%66 MO2*B^.<(C)UZ*9T!/1FKY/NU!+7_-JE>W8J6!B@_+?? L!RUOG,X^?>3R MOL;5QEB7!RMP^_!FA6>N<_U6F^5J8WD\$!%P^?8W)NFI6^;#M9%RQDI;J) M!;?F9!>M%X3JW!->^FC@^"Q3U<!^X>:EVCCJXMX_A6XY!\$YWIV3S.BZPY-UI M!#.DCER>)RDD(J.0E8Q (@NJ?/"!\$N.>919!9.2F20FT9* CBB@*XM9!^O-!>P9\$?^XQ M^_ OJ5E!^=@??9GK)ID_-/CT^\$*:K!5YD_??O3!7^5K:N;^INEET&U\$FO M3G0BU-\$N9 &19!32!;"(HQ2E;.6XH)ECLW!5JPTS N235S.KM1Z0#S-Q_<M)C L366^D748&8#6?0&D4WN^4OE^! IUO!P7&!MDOEK<#MAO75TS!H5/U?W42 M.9!6!P;5=Y.B.C!-8)T_-8"C>RTXB @?CTC KP77FRD0\$#1>^.#ABZE&>I MU*FI!>^VXN/RLW)0!H^+Q3?QF_K.UVI&8BEH&44P8GFIW\$#FE1%"BT_"*/\$!(-M6DI2_-!@VQ- WV4M>=>+JJY/C=G9+;_5(!;N=7=9!_MS3)DHW)GR4-5;=D3GK9JR1F0HRHE!O4!LS@ZMNYM.R"M!<\$W\$ZC G,L\$EE2G M;+2Z;T42Y5"R,BU*F22E=+JUZ;4V=MZ&H;VSK!Q<_!E8?6_N,&3CH2Y_U3' M!;(Y>_PT1S!4W)3%")? +!NPHMQEL 2!TK"0.E;W12VO;-_T!L8_R;ZP>IOP"P^*E!UH>0(<)K0Y6P!"Q M&TC6EDZ/!6!S<.9'X>7##HG!PV=P1Z? #2^Q29SR!P%!"IB^D!H!Q=3Y= M& ML!;SMZC_JKAE-IJ/S5;KE%T\$ _!%TTW"1!W5P!_59OGP;G.RO/IZ MJ0CNJZS=.CHX+SRR;OBC;_I T"7K?&0^35DAB?C&=@R9=G!>ZS1MI2H2ZM4"!D!" MHB3FD80LY0BBG"801P+!E! (LTB2;2HQ=PCRN#(RLNW8_-J!9WZ9S9 56>TX< MEVDY(VP7"!H3-S? 5=-0CL>9%JZ;_FVXYXQ5XIUM@Z;8P(C;+!4E4#C)F?RD M\$29?< Z#3M!K^&FH=T(J%XTW3;=T#L;M;JN;QA35O^;_KYTLYVR_?E?GIO*;N0!#4F3D^<% M&IG;O!^W)=2+!+OVLWO^M&%9"Z9UO7FJELV\$M9HO00%CX=3!Z!Z60(?&*PDQ MZ="SNB_J! !96!ACL&:S@RAA#"4JW.HBA.HAQ!"DJ(BI(5>_!M7G;D!_OI_8C7(+%&_!XEC66!9.59JIT.FE.4YA3G#!SXXI?&>E_9+? 0\$JIT67!2I?92D\$.E<_#786-0!U?F@F(MSJ8B MSS(;XP3G*;2E4%N\$. \$U_L<3^7^WFUA.MZM#(C3W! MO^96EM<!Q_TFH%K;!<7_Z;U;_H9@4;+D!_Z47XD;?V!@>=>=FI!^%4G=H# MD)HSM583FWE/UDOE!>W8FV!^EUH\$BTC3B2)8(9D!^!6GC!_ME1V2R2BF180)3:S&G#K0!/F0;LGNI18AO= <8.M7^B;IX;8U#_-<";+S^VO M44S4@3R;D)TW!Y>*>Q!LSHL_L4!^FAJ*1R6*TV7O^\$FVHOD#<="XQ! M_COG=+XP4Z3W!VAG).EYQD2F;"Y40A3+&-*Y3_JHAPS469QYN26G"QX!C^?!LO.@@H#@90NJZ70\$+WJS(./Y5!20(Y)!\$YI^XG.O MP"<!/O<_X9YW!4^OOUJ*!T)?CSNZVX7_T07RV.LK^1_!5Z%&IU4Z/UR?R M_- ?IO8YMVX;KNR^NX80>T_"%=H^V+&D@!2;*=!P!11;5Z#NY6;?9^&_9O^<M^QM(- TTP#H9.Z12^8^AE4S@3FERR9PA>&BZ%IQKN#M1!^073@QUVLX+NR;90 M7C*ERPS#T^M11.Z;RU%O_!3)4^LE2#QC;B;_J A+>)+1HDB539\$FNBX! M+ !2+A6\$9)46!RHS'J=6!8U"NOE9=-0!F*B%K+K0_5K;!YIH/>XPF>82O&3S^K1003LT#:M@QRLPS+H=%X\$WAK6#^"IOQ M!FS#;^X;GXX^!^H^AZ0#IQZ\$XD4;R%IF<<% MA11ERODE0D">*P.JDPF8F4!L1IAN9Y6B;2QW*Y@AB7=K@E!^Z1UY<.\$Z/ M!H;SA4;!C<7& (Q0NR(X1%B;DH_MG8;863\$W#3%Q0%N-0;@;53_"1G4S2S!%;';"\$B*!MF2)V2WGC)_95!_U"W\$@;4^A>IR+? %P=RDD<"DP@6E"CU1#&#)8V!&D_-V-KK(8UDVRO?(<MVC;/_U_AT*?8K-I?O1'S^Y!P#70/^@%66J! MB6!W5'L=Q&V!- "GX6XD5!@_!E Z<0@KTRK'*=);M5!D)N)4L_!6;+! M@\$CD;2XB"&FD;29@*IGORX.S IM)B MR3L) DU!GZS5*? K=KV>FI^TGU?+=?M/G21425+?<1.5G44E3412G/@C/4PL MHP*615;_#%\$RX0SS)V&B07E;NOKMEW;@*NF4,MHA !#;3!2KKO!IG@VG^IR M#0S;X\$->"WUX#O*_;@!M5;K;_FW+36J!PD_!F*(<\$;/8(Q"&^O.ZLQ)*QG MASH&)>*GW"!K3QOP;JH&@T;ID4+SU%)BZ* A&5*6W!;(\$TB 2/" M!\$AQPXB6+MJZG!S(ZK37E>P.Q;X9#PO5^;_*M=D;?^WPN+!M)@&IU+C)!\$@+72_VJ5JQ\$_Q03U@^Y3&RXFBLY;? E-^4DK!9J!>NU>)"SWG3=M4!K^Y(2V=;_BBSA-(RAD5\$)4E\$BG2;509EA@D;H^DA;Y;O\$0;Q8;4!7L;Z M.7IM)B/9!71T&*!H.F!K\$*.D>WPI?L0&_!G!K&2*K!O5#6&O)+_S!H8@J0_M_1*5!K!*/3;KF8P"^_8F(H#H-C2@VS4OY3^_ U^9=F/Z!Z0MB6!FK2@_G"PA MIHU\$S^"K6"!GP!6T3=)NE!1?E7>NZ!A1;*XKM4BF7Q;ANB;+BK#:H=H M)1N@BY/80CTREW!=NZD"J!K!U;QCL361XI^<QMGO7;L!XJ>_!AO=H^&6%J MXUPSUSWSP^VK!>JTSO"Y.K83A!9^!1F!_7+T#=-P7GNZ!1M#Q7!Q@&/P8G!F MJB>A5A\$W!7? 3!LUNC>_GMM+SW5;H-GWWWU>S!/(+BB!@C\$&42D+2";85OR M'D5;HBAW;K;F2!D@UA!#7.WT! <5!SM;>_5\$14W\$ZTF!\$KL&E!>_X^;\$>_!% M43@3V1_!0#S;*S_5)C6A!_ZM;MJEPL!;!/LSEYJNE.XN+)(G+*(699+EN M=I8!Q!&#O&><_SO=\$AX)5W !I2? M>J;F4282YM!F&/9S6OB1!_T<\$!T!AOR8+18\$@E"FS"!>IC5L M0L!V9.8\$671HJA.N7!8ZDCS1ZX#"SHZT-QZU.UT^_O;#_6W!;/@!^F*64;* M!"4%E!E5RHT5!)49C!#&2;9CB1U4VZ!^9LPQ?16?>_K#KFIE\<N%Z83=FF MEGSH#-95_!P-)? TF*@"!VB*Q;XYIF=HITA?>VXJ=;NB!FS"O;!MO?+;=-M%ID-PQ.EIP%;WC&ACN7BF)-2BTY_-PY+Q;0=- Q^7U69M@MC7/^;53!)9 MD)B5D+(R@2BF%.(BXA"S5&?TQ&6!G+S78Q(CJUA\$.PI@CU3<>4FA.XV.FI M8=*Z!2Q^03T.OI^3)5BSYB;_5S=2/B?@<9/CLY TS(X5FSJ=-.JF9Y7/"2 M8PQ9E@B(4!+K!O@)9#+A)5/V4LJE2Q_B%ZL!;3?W=L2*%I@;8HY9KR!04&9@_M@5);P#P5"H\$H19!D<:0 X82E!PSY#@CVQL#KS'885 HM?&8_GG_-5!JR89 M(Q)(26!;"B3*HUQ&LZ78C(7 H!9!HQK2QQ^&=&=M6!#Z#Z)9!;LL2038!)11 MD4M>REW3W3\$WPT%?7=16W60!WJ*R)E!;KM;F;K_<^AV""19;19ON- !8!V\$S+0G;\$N^D8*%2YE^L/6VV_"FOCA+E3W!(MI_!+5!M=K!J?&Z+_N_-H^?9-S%!E&67W1_"!F^98;*Y!9=3=5ZA+ KS!VC8!\$ONTB#);3->\$>_!L5+7)W*;\$@G0H_-? M&IHVL;_7!XX//B2I23/L*4Q<%2#!\$!T@9SV"A>\$YR7& L!NXM4)Q_DY4#8B3(7) (GD!@!2R5!@<@#E_->^T MBOQQ_?Y_-L_7W!>INN9_5>J_L_7#^V!Q!H3>J (!++!O^Q_6S!CY8;9;W=-4 M.EN>I^XKCZQ>L RVS3.X DX44T!Q!H.Q.8Q9!\$!P_-)@;?7!GJM*\$!4;K=E!F MM1(AT+UL1HP+K)LB!L147V\$=XQJP^GP83EZ6BP>YR4P;?RBZML^_5=SKU95K M(!9K\$ _U!5=Z!G=- E>#=-;KYD;^7C5=-6;\$T31!)^<=7W;R1@DG^60)C3^ M0OT_0E;5>Y!T!H9?AAQ<2;C5=-6.E=0^H#(W<+K M!J G;J8F3;2KTZ?>=IM!H)9;H(^?7HL*Q58;5&L_86 MU_!D;TL/E-!+J^87W;/\$!A%L@*U!;M6) MC>X>P8ZM!H/X^YV@- VQ>C^FY.ZS*!^M?>A.?O!H!L.GQ6(EV7;_T@QBR#" M_- (>4YBG;C!C<_9P\$3LU#?/D8^2M77=Q5.KP;2V^ZAO;_Z(IT0"_\$SQ JU6 M!^W6M+B=S!XOP>!G@!;- !UQ!_C50Q<\$4^!ORBVKD;O#1F(32 KP9>+2;V(M@5=6AE#E_-3=12.O G^/4WL28/323C!HK9<17=-E-MR%+? X;VKJZ!V"5/U MN-O6<*9QSD5>4)C* D\$410)2;YNY2^0!N"12%B!+_PQ;(RO#>V*Y;H-P5FO+ M!PIK J-NIN^FQ=- ^+7^@8;)"!YKA>H9^T^R;::)"Y06_"J<1 3\$VJ(<_"M>;@P

Z NV>IQNI9:N)GJH^1T0I:OL^.%B.RT6\$#!W=130W@WWE/?>K: S7HJ)^?4NI> MO=.%SE!M&R10FI9?
HYWH1XT: +1IS3T\$QWLZ=OBQ? *.TAUBH+X98;=N9^QFA M).8208Q*9?1@22#.,@P3SE 191%+I6(UETE-X=79YSI
<@*5 /X<5UM^,MYK M3?@*O^!J.27,%0;IC(IPR? ZCG^NAYMS?+MZ3ZJOI^IV9^ (PN=C^DGE+\$SUV5!^@ 72_[R%YU/
MSF**<2&4/I.OA^9.5 X+F^2YEE1T(1FL5.%XP@ICAV^AQKJLFW?.)1 -MIV^M^VO4/U=Z^#AQ3C)FF).8^L6?
1S4G:XSUW:656Q ^88I-Q+3.XH0Q%9+,%100QEIRL4%?I&XQPH5/^@S(
M4U @>JPY6:Q %.L=0C^1M9 _B^W.H>1C^B<0Y1HCZID.<042Q@E&4YEQ&AB MU _/4CMSHV30=!D#+
6A8<)<G1=A&WRYA6#3<=FL_!\$Z>H68ZO)B&=!!-OQ./9+YL_ZAG^L0S
MQ&6&&8X@PVD*\$P\$0D^8UCI^GIU+/+E8&QHY^I^5+!+3=+1AW-&TY!
M&Q.CQ^#9X7BTHWN^I3OU)X^F*&F@B<2H5(27.E/FOX@^T:B?4W476JB6=9)DJA>IRGN3)9\$661:C3/8((911&/\$.%,
MNL>:LA*YUY/55W4=ID=JFZZOQY&.Z4S^CANVN;+^I>@39F_G\$^H_(*I/@^M>|:B(YAS70^!/H/O&^5%-"NX^?WY;
M/LW?+BN^YA!6Y,\$V/G+VZ9^5@R\$*[N>?/QMS^?/M1QR>KN9+7MBRJ1_#+<9/A
M,KOM^CYQP9^=J#6\$A^?>45.SBPY6>2D7Z1NY.3^WUGGCX^K9;"#IGKU!MW
MYI^T.6NH\$^CDJ80LS;R(RC3Y4C*&3.42RS.B-.04CVI\$="&R^X3?D:UCL MR3ME!SI:7>>CP-0V!>|Z O<%
IT\$^@.QQHCGI= _&!#4:T)3SP8U160X^&H MSBL,K8IN&UL>M+0V.I%N,O1F><0E9&B^ "L8PP3!
(ATU^R/T2O^IH*_HC M^YANE?2N:^Q!NUCO-GEV -MIG!%A<_0C;|^J(3:"8K@I=1VU%^H-H)FO.E
MU6I+>/82GU=JXHL?EYOMD^I7N4ZNIC_!HES?PZYK%Q^H7B^*CCD<4:R MF!8T^V^1%1E\$62E7H.7N^NSY^I@*/_1,H?
I_#^)EVI:?(6 IZO0=9%W M6_\$WVVI^U^6V>M9H=-?KWZY7^W13Z>O^U7HS_W?3F_3CS#.\$S>M&O.%;M^<# ML_4_?
6Q/^3IVFI!+VT7LL2Z/^T!117P+ %NGR!&PDZ^+MVIO_!UOZ^?A*\$ M_;
IOQT^Z8)_\$(H_I^T^6#C!8_Z6P/#%W./HG=JZZX>'S?OU6H<#KA^W MMJ^TLPN.?N&Q.(I MI^Y15J_H^E5)PO
7Q2L&X_+&?22QB=2^GE^WKZ_ M2U5H.D.VX-G\$+B! 8<+H;|ALGM-IZE5S2_&2VGEYQN4\$NO2^FM?I_TN_;
MF?IUOS+_(.Q1?^?0V#?&NZMRW1ZF^ZUR&/Z4LK+V!:=0+=,655W0DFYMI^TI+5)<99.N=2X+&
H^%.,F:E+"_3>HA85HJZLJ9=RN=W3GC M+\$_*(BH@+TD)\$4!^2(GZ#RN++&=IG!;Y4Q^IRR3^OC-5#(-=I#Z#PI4IO0)-
MUFPMXMI^U@-^N?X<%R&VG#1?&_3K46MQ0-Z^7^4YIZ6D-P_\$H_V3?NJA03CX MUWJ^V8CEC91W8F%BX2M_<T:VT:??
E_+!=""=9G^*!!0(\$OABA2_!\$LHC!;F4, M%64B\$X?XOA<3T!3U6Y9_VYA<(\$ J%4LN)G%6Q%7F!_3M%\$AXX+YVROY)I
M&_K\$K^4#BK;C=)92;"+1FM^PBD8+Q@^Z1HWVI.J2I8#C60WR+>?L7V<6M6-M-TU4WG;:SM8MN3^MJNJSV-
S(>_C1F(1H11G,"^IA(@@_FDA.419B5)&X@+M M3I-1>F/IX6TW(#5B2^NOFNLUOBA^*UMS(6:LY.S ZPNL^1^U9
TU/^%W-M^Y2U(TQC<524 _XMPCHJ3:GJ(1H3KA)7LMXQ:7U5)!!?SRC;VM-FZ# M4\$V.I.W9W^F<
5_<^MN:XXI^4:YZI\$S%1!)8(P8J4PBS+U^D> MEP?2T4R20N) M+=<=E.I^D3 !?W^1_YW3^H0G/^+=
3D!G3U6&+>) 1M2S97*\$S%/TS2#>BXE M1^GAD!09@7&><\$%CEN9Y.4:O>D-!9%UB:(?YDM0&?+G&Q,' #
(JHR)G.8)1 M%N4012F'_\$1S^Z=Y11@6@Z4RO1U:M#V>7^"\$JL MI?3V:/BYJ6ZGCOY7P^ S?^O^%R!;W^6_I0U3-N-
8MOS_V7B|B|6UUV?I^N MYR^QUFFIQ"==C M^IX<:NL:U\$BU1_<MEFK=G9_7!=_.\$31/NH\$Z_%^!O02@^T)3B_%;
(ZI8VNF3LCIVWOL@*VZU+=J^PEW^4^Z7M<9JL^0!TQC^IAS?LV*>2NL! V&_=@& M9EO#7.QLIAE/;
Y+=!@TCNMLNW4NHJ+!H3;J)=%"^I!>PA-NF40^WRX;RV><-N^M7.QG!Y6K0^G^,%<^I5NR\$0^KI?..9I&
(-*\$!^T0(10+)=8+B^\$9E67^4965, MBI^LLPO^M^OKTL?3D.=UK/I7M0MHTZ)SZI#6NF@.I^*F@N)84DBK_Z M#7/=I^J)
(XSYSDH^E)RG+J2A>(\$C:S-&+R@#^I4M(\$AIIA0U^8WB+@/9>)%FX0=&C#Z%)S;+
A^>C19/N&WE:KV9W>D1BXT^%0LIHU)B6!"I M3-DX)Y^2LH_%3I^B3;U;9H?KCIX0#;S:C-G9_%^\$T1^-\$TW I<2U\$;I
M^K?D G=H^W<-8;|(PH?;M-/+=9;>I?^UUVN-HD6^J".W^.?=G|UBKZ<^I
MK_GFZIMMM5DIBK6Y@5%NYMNF82JG^1&YR-O>(GHC)0R6::P.P^S^4YE+E+C_-M>I:@.7|DU7_OBL6
&MXN^LJK_D6L-O-HQ(Z: DRFC?XO1517X%G:56^H MK>_U(0%T#MMVI^NIP^ZZBIWU^<S>UMALMBJ#=#V^U@&-
<#^>BQ2G#O7:0G_B MXFOJH^=IK>O1=8G-09OX+\$\$\PGD!)=4UF+&>E)H4.4R2+\$O2,DY1Y11D?8;
MV.=UIWO^RP\$6I80FW6I|63G6?I^#S^R^@Z\$HUE=3_NKRZA&I_-0;0)049 M^M/T_VB^AG3%S|NV<=>K.??E,7V350?
R^RM^U)O9O1,S)96-<8)1^7*M8(DPA9P52986B^3^1QR-7FHC/^I2N@J9M!:(9I M^WD(4-UB_<E-
6T^!NQCSJ!6SWD>3IK^K00=B>==\$. @YQOE!41(\$A!&4!18SCM.!1X38IQX+HV=X50+8I0 Z3-Q0_%9X
MVNF!T^@Y.NW#_7*^!;0_-2=L W);^<(^4 XNC%V>=8C6W^QN%|3TVIXO=;! M^"-0H;SH&^D?>|(@T:VJ!+W^"&#L@^
ET=4G:WG7Q.L^I^#VR\$|N4I%MX MNDO)"%>9\$K:~YI^YK>K)W&Q7_H^B9U0Q/G^C>;M48/R76:6I_H>_VM^J=I
MOE,S9+!^K1^ZQ%=#@^.;KJ\$981*^!?)O3:T^8^)-K;+N-T^I03P4NO?D8^<(8W+8>>F,RH\$R!OJYK:A@#+>=
<5I7FGM/PW1Z%9:F_O@_UK_MW>F81I!-G0!XHDF9/O^\$GYC!Q.5K3<|T@:IG@J:7IGCF+4%#L<9+^D85P(I?MR1C-
NE?AF2W^L3:99T%M-WIN0A6OI MK35L_9_PA^AW^4:IZ MON+QK!_LSI(\$0:4V,42^4A04L(RRQA/2T+BI^R!P:R-
W;1U_\$WVJ2X,G0 M^=+3!0KX)2W/PE?IUU-:;6AX.^A2M6<4T&?0_5S#+#^,7M7_OJ&P6W_VW\$W M&T>
_90M&9^U:0W,\$4 JLC^H.\$>:JM3AF:D^*B6I5)8VYD1F^<^UHR JN9\$^8_*VWRJ6R8<7IY MI!&U+^E^PC&HS+^DT8^
R4GBT\$ M3>@IU#7^14G#M3NJEWW=9DTJLCBU_5J^_1Q MR19;G2V@J9CZN^W@-TIB7;L^M#+I^C.2RD0P5\$
<8SW+2!20X^2#E!>9D46 M)8ZC4_UY&5L!U.T.7XQ2LQO4^HNT#_1/^YZ8V6&6^XT7W1&GY ER&PX^BJ
M;1WY9|M;R&&NPO\$*^?9H _?3CD:~MG1.*0 2H7Y>I\$Y7JM)2I_MV0QE^I Z M^J98+L_P3JM\$F-
IE\$2<*I_9!+M1RWM&^*2=Y^O^X^5M^UW:6)U^D;WA
M&5^P!(\$YSLK)E:SBZQ<^B_A9:4TF%_DA^IW=I5EL9HE_LUAR >8MO9(\$=&3 M8CC\$3/(HX23.D95C=9I\$V-
F6I/H^GG02H;:HYG4^X4:3OP)+X5C8? (@-Z-I MF-ANVJ^DC3\$3/JD&>@8SKPY+TL@J^4\$@4F-
D?,"MH89J!TCPGO+M/O3\$9, M\$X#+,E4+OR#;|>Y+^R/MOGYQ1)_K81RE/MXW\$Y>#M82K?
MMA>PIN<1CSTMJ7WH=;\$?2E%6=|F=HJFI4O4\$3D|_UE,M)?M M;CBT_X_#LZ>
IMABZ7/K#:GU?IRITM!+!)CY=#/I Z.^@N6J2O3&MZ^2?DF2 M4E:6%;
(\$^"79,J%D2Q6/^<^DBHLX+J53%|U7D6)L5ZB;75QW2JB,I^U!6; MFW&.^Y;O!%+(>>V=5JO^_KM3*"?
_J4Z^F^G.GSV3#<|(NBS&3@R4;X^P+ M/^H2AE>*4O!%5|3^1SWUV#&8^X>?Y#I^&TEX^MWL(QW^5|12&
(@Z^F8^2 MEQOX_1E^8?W&=%NL/HW4;GMA7PSQ=GC_XTLK0-I\$G>I7RKXSF^7K;J&>O=LL MKQ^WMO?
1%Y89V6|IU.M;#6#H@PX#RN!2;=+\$P<=5% MP^%PV!5V@OKMX MK3I=|H81^L7.M^W\$/PWR8+
I4J_VFVH^T10Q;N<<:|H?^\$06K^567 M.^DKBI=#.B-AXI;U&R9 TP-NQ!<5V_V9Z4_Z#H(+_O T\$BX^86+0N+G%\$CR
M0*\$GO.2RYF!U)P^1NZ\$HG!<7C M&V^UPEI^9(3I@E@*A. MRU+0!&7,JHGU14HC:|I.\$*#=#^6+^FB-
CM=;.0S#PO7UR\$M_%NJ<.*\$OHXIH MO_Z=U^EQSU-Y-G7W
MU.F%N.NUX+OUFV!F\$|^LJ6VUUFBS;JI=@EE99CPOLA0F M.\$DABJ.(8EZH^4H^3F^8EHZ728/X&5D)=!RYIBI-
P1<.XTP\$61N.J-EJAL M;_@"OS2<_>^D)G;)_*_D!\$7^*5@?3S!_9FXR^=@R(YI@_Y?TEO)S9>"X1T M)-/8WXR-/7^4ZR8-
L^T8JU^=#>2J7F#^HWOA^_4UQI2^+I7^\$-6FKG-0
M#IR1C9C)LD!%AF.HXE19.S15JE#0%.8B96G\$^LJ^W%\$5CLOOZ%933;M_%O_MTI%;T?
COS%K#_CQOPED/^:RT=S=64RI5OVP>^F^TOP.ZC7<M^0(V4H#=# MRJW)>|ZWJ^/OIX&^W!?:
61^H;|T^H_XH28B+!GV4MJ62;XZ9NRYCQ37O6- M5;2;+(DDH666P5P@^T^N;^/RP)F-
"\$UB"23;Z("GW^@1MY)P^<8L%8N MDE#K6.SB!H^?2AXE_)! TGI: 9Q4S_\$440\$%)5L@1GI80Q0N8HHH3OU7<
MKQAO-E_%6E!@-C/&^*X53SPZLHUG*+ZX&I(7SG?OZ2^_MX4^1W?_WOI.L M%X0LGE="TY;|^+P!YANI=_?
1;W^%3V!NLS-G.T^TVFAKX64VC7):USJ@_M/B-%*,TH;!(4G6L9YQ_6D8Q+^
_HCW\$J\$4ZL.C=^P>S(^J#U^+HIS,AYPU9
M7>O-.NR.Y_HYO|WP7M^8|V1TAT^WX6ZYWSVG^R/EW.F^C7&^T5XG6Y::R.*;\$+ KK<70'-&#"MD5L9YD=|
MARC257D1H5!M;P)EE..LR:C(F%_I3YB(^_IFC2H-TK4!GJ8+4G#WY1GF3I_MZW^X#BW003_2I0!E!#

(/C"/DR*7,8\$4DAPJ2\$F.8"TEB6@G/RK1HX'N MY*!7DO6&KKW/=M7-SLCIM02+@=-
LU._%+OO)JP.GKVI\$/O;L8+^HJSVD MDIYT?UGHXQ'W%L^X'3!OOB:P!>DE>,I-
B%JOU@OJAITZ<*,RB5\$P\$KQ5\$X/^YFB+RU<8'; ME3CC<1254/
R@HAG,22<1H)PG&!*1>I4JCKF,385Y<[CVI15ZP1=AMH#A! MB1WQ/DQ8QTO+EYYCW<4@W\$%^7H1 Q_<)
L_>VN<%#RJ>SH7K/XEBP)GYE.M.T\$68GTCI8FE.OC=SEF.2)2)!!H2I3& MJ@
+J" F#QH&S.V39;# "K+^S1D:"\$?NPI#CP94%\&P+SD,"8I?G:'2%2I
MHM:6R)XRPHE+3%8I:"M.MV#0^IF))%IWFKJ36>2ZOH;F2ITS=.'U?I7I>QF M1A@62N,EL)"Q.D2DP)"460%9QIE.,
(H3YE2!-!;C(^OQFKJ^JVB;*1EP'3) M?-L^(H)(E MLVIB35>O EZ7LK_/OMAWG%CNV B-
I(I/Q"=+2Y^IQ"YANP#/3Y>T0=)01P-MBMXK1@1ZQ.V\$/0I&"KE^A:"JFU"JGM;SIC"<2QP G."4X@*G\$&29Q*FJ=-I-
MXB5+>#);B@<=5;P?DLSJ0<8WO9A&#"IUPJ)T1)Z^ZF &Q;Q<5 M&V"X^,*K">
<7#6SVX%4S+AJ(4M4=5>?Q<I8Z"Z6,"IKL.3#4;0;1L>I MK_#15(TEV8EUC!L8Q\K%17GWRY)"FJJ^;.E?@FWN5JTH-
@?B7SY21*4B#3XW>?#M@M032,&3&#.K(T=-Z1L.RHFEZ@OWZ>,"*C>I3!K\$M" MW*^T9P3-*"
".A9@IH7HDD9'R [Y>1 RJ%T R.;O1E/(;T0#)-(Y@E>IXISS-8QBR"/.<)!B1B%E= M1500&EG-
IMK;.*04Z,\$+7YB=B18(C=E>=#2=0=(0SAHF=(EZ<*5(IVE.'6Y MT2613Y0477S\$/OS_7(SWSS?DQ!N3H-
YG)>CW^HH_TS(7,I\$DPAES&&*\$HQ M)'%10JG<-8QSR=+\$ZD;U(J61-W-VI0>?\$FIN5JS3_'LOZM_-P=%P6TO>P/@
ME+H)9Q7NF_RLE.%H)V\$W+M'M@Z#BPGFK#NJP3B.A2IT4(1(*49JG&=E M#I-
>8BQ26F94^LWPN1Z_%/ZH+SV1?6M5UIFIUSM3NIQT')3_!&C"WRE;F MX..F+A)^!0E1MH"<' ^MDO<*P+M ?5FLO?
UB>Z=Z\$UDFU?E/('B91P4:0R) M9!Q2BC@GE.8YLPJON)\$=6:\$TQ/TZ.U\ S/HV*#,.SI=, FAH">OLWANS+; MB1VX
?,%HJ_2;JD.B-ME2V?JE,0=V(S7YML(3,'3BUR_6->S62*8OW"Q5H2YA.ND6IAT<,M>^2H!)#?%YOY(JF_Q)DL?
GZEJQ_ M7MU+L_&(S\$5)WMDQ*2.F78N.;PIM9NR8.O MACY3I\$VI?IAH#H)T;A(LK4,")TSO;B:20'98U0T!S5\$_%3R-
W@+<%H_1 M4D.N.O#*V2&V%U.\$+>R4I3O=E6BF!5O5TITOG2A\$?N!%LI+.?_5NY-\$S8A M^_9)I'^V2EWRZR7_M
_(FIYQ@N^FKLI0PA*),8)\$*\$)JL<6PS!F!#)&!\$!1S MA,*+,AN%RI%-
&3UZ'HB6G)MR&^>IV.F_5T?;346VH((.OS)I>48=%FNXR15 M;)DV<^H;C.&IROP_N*+.P^_DZGA4F
+UJKC\$7F'&3D^_7AKE MK**Z01.5 B)41K!,<^5LIKH")9C%FBRR3K /VZTH/+?.\$W>R=I\$"+O8>9I-
M3IA7V0/>GV%TSGIB-V4/J(.R1FMA[*>WZ9GM6W)8D_MW59\7Y0&VKS5;<1 MG0F>)#0C7-
GG3\$*4T0ABG!;P2")68J3!!5NK0LO\$QU9;NO';M\$6>!E)T. M#2V_FT+L4^AX38K0(4I%&FZ&MF00;/LO/^F2^169
M" _1L\$F/6/3&;KWI2,B8+^I014<80X5SG(E, \$R98G+*(D,RI\$=U92B/KBY9N
MW7I532V<1=,.\$021V6WK0Q17=Z4S06?#I_2+L@7;V^2I3+J;+XHN'IO/^"9 MJ\$@6==HR)>S0^S51G@8S-
H.HV'IN5(2Y&F<9R5.99I"00OD\$4OD\$. (G4)N94 M2.;H\$7FE*5H1W?DW:RY #LV0(>/*I#AQ"O'P!99NIT_EYNFB-05.
DBFZ" MAI4M*0Z;9JB&Q1'.8J.CWL&%TCUI7;I8D+PZDXPH1,AKY?GOQH AP?E%RG MVQC5"9+
I1LOERK.D23;E.,42D8) 7-(\$M87)2)R&2&G4(0P5@;6RTUV:0Z M1GC-
I5#DU5(YIA^79J*EV6;*,MN0N9D@H'SXFWK07:OW^6UN6TX#=#)E&RW6F_1=[BJR=T&HTR!"0ICJ!;...F#=0\$
M!_0HG!>@I^6_OW+SJ4+LUVXR+U(0FJ0BAA#(D1*1<1B-MF3K5HYPG-79*V3^_!_TM)WK0GL LE-R8<1V4UJ_?P%
IAVU'=010I)P@51) M#Z4)5<-E@0^WNL43GO>?>
6TJLCBU_5J^1QR19;/61\$_.5)LIDOMX(W#=#WK,XQF!6(TEFN=C1/I(HEAQBA2#(<<'C-! *RD&IW],9&ED-U./ M%ZOE
U1/P)BB#H&=(B;AGIG1!)QQ!PPQDPK.F"X8YT.4.I-BI C7L-5_C MI#<A5;HJ/%0=J8-P<"IRC.'&K=X?
TO=IT;&S.J>K<5UU+I 'UHAI>S6@< M17DJH';B".(+^#3\$N(VBGUT;# MO4V)'33-Z+1?
I5Z#&R.R _"IF^#6FE8HS!"T?6WCS0 MCS3-LYX;JF\$ A4"VP>N; I.=_A.?^#_7&>JIK_<I,8#J?V.MT4 4EP*3,B
MU+XN"\$1ED,.\$@;G08H*CA!*7<.:97%\$8DP1<_3>04I3H!BMY6'R>JV>5^& M%IX&GYUP5I10PQ*."4PI'>&L@\$?
C\$.Y TF>HN9.H2;I/=YI?>IPK/ZNEKP M6I'62R\$8H8P(P1)J4Y9Y9\$CPJ4Z="6".4TI39.X2;C5O;AMP9%WY L6P%KQ
M8#)+&^(LP)ML\$N)X\$CHZ6I(ZR<^"6_4 1)EN \$(TICP>SFR8R!GMGU.,K;,*JPOU_6^>UJ.6?/LZ@4F2SC
M%)9(8HBR&&2TAB20L@HIB@3U;FNLZ(ZL&R) ^=HX=E!9F?T!0?"30FV%,&> M)B)CI.UHV3O,&2EFUH3IS I_#
<3*SR!;#U.)G!KA+VIBPLH88QA 76%IJ M"V49<5% _%+&ES+E>XTQN:0P.CW.9H<6"IZ'GNIBX/#MO:4SET'UX(94J/4
M%9R6(^3.I"X _28\=(S) 7;J<I.Z IEN%97)3JUNUZL;CGULIC4?0T_K;H M1IERW%B:PJCD.I'E>L.M873;NN;
I+;GMXUW>GP<*73;8'A B@VVM;EOVA. 08J M=98^<&>3K1)L&4/'=^L;I^OEZ8+X'F8U8*4DI1 M9#
I*5(G>8\$@1DK=L'R1G+ X3;%5KNH0)D96-6TK\$HIDG#^95B9.*7_WEV"U MXPZ0/7OVSK_W6I@(<*)D"6S<-=;9#3
UKIY>==@G@>E)8I>,L4I#K%WL9#6;G MD.Q0?K"--Y+3Q;Z&2I-YPS>*U@F?3*4V!6SV2^7*6QDG"TCR&!<4\$(D0H
MI#B5D\$6)VWS!;3X%F;CF0?IRTP_+%;?>ZP^O'C\NH=I>MZR6ODP;T MSW4YY%Q4.OIXL;JV:W%-*I-09R9H+*
PQSH@G4PC7>Y5F?1.0Z M,88R-+)"^);>EJ8Y"EUV(=I4J7F.I&D;Y;IDV=HVS9UM;FJ2O!OIT+2P>I M(SMU-
"7RCG=TE&E3-6ET H?_L0D\$_.I GD&PYQ#IV?8N&PT!P;BT4L3-Y MB6@I\$X5A@99UT5NO;/J0R5!%Z6).GKW-
&%B8U-U;JD*.2P")*8JCL7@\$I MUS.%>)0C_-R+JSZ=/=2&5GO=E-R+"<4E0 O.< MEQ Q2F&I?" H4*E+.*G(B-(\$%
<&1MZXZDM2NID;S@C;F1=CNX*VOVM.KL". MEPN53"/4./F"\$)CFIITXKI?2>>U+?NJ^XZ!6ZI5E3K MOH!_D.56S-
HGO0(,UA0F4.\$,@J0R:!)B\$!QGI%":D=^JE#9=(&RU ME=FI H9^ MR.HG2U6!<HC=Q%92E^,>54+8/NJD\$P?
GL_?HGCJ^_KWGUZR26Q."I%@;10% ^79/E!KS3/WX@W7I MS=8*H*GY.TUWP/5CFUWVM%HKI.*G.&@1R/KYY50
TYW"3E^X@MRO-4;\$UTUW MC MMP-0@3!IZ9J.K%1OMP_A>Z;C2F43U> K?B#?QX-'WMKVD@* M(53- M>=-
+8F<>M15+=\$9+IF/\$WT^ (204J2")4%AEB95+&3OF^_JR.K='V 7;@ MIZIU>X;7 M(V 6@H<50P2IS\$^7J<1ZR?
%S;,>=>QF/\$91A<JY!Q(. MYRQB-KJS:ET00N7C0.UCP PX3CO?8E""WB/\$& !0OK^+&B<2Y*&G0
ME.UY;I0HKDH^NF(S.'7W%;?KOE;;P6 _\$U29R15;))S3B1.2IGVN"P*2&(2 M0UQD&1%1Q.O\$ZLKE>.F1-W9-!1-
DRSLL^..Y_?JL.D0MD7T6 MGHD?KEYMA(ZI=J=%J(G@>I@>3LYB&@;?JZ\$!F2AOH60EKF 4J0QH1E"7)2S>EK1
MEPU9;^Q,@4\$N7P _SES2Z#0B1(F=T+LJ0.R 50\S)>F_I*J.;W/-3_-I) ME"E_4F3*14Q0H=X)2V!)<@*+G
C)8IX0'C7OYV2_Y10I.4KS/OOH^5?Y4W8 MV7>38>MVSFA"RJ74>;HZ1E;+2N@_HB&_>"7W2?")@@_!BI@=I
+Y.G!@V& M151>T!%WETI.IU=S L&R-'97I M1N;+)DIP? X?<1H/X89L..F I7F">R9LC#.4I;2H/HI;K; M?
%YM_EMLI@1;/2SG_Q9\1FE)(DP3R&B.H?+6"EBF<0FS#!41R!48Z?+J-\$X M?E4_'VYWT2B3;I.UZFF"%S&
<9I6W;NQ\$ _Q#MS.R)-SJM9K11\$1S_7=L5M? MT>OKL&JC?KL!SV(#JBQ>-9?WX7R.T=\$Y(^.Q^>DOLKH;3I S+U7=X
M'U9K;7I8WI;?IWHH\$YU VT_L.VN"7AGK JB.63_-/9%BV?TLS3L-AMY<""EI\$O>SQ!I-9*H@?;I;J3IM!>_0_W9?^!
MW4.*>ASC;W.N+EI0SY9CI28ID.D+@QALCH%QORD4IE1.F)Z0 MT-\$CDP5VSC;#<^< 8S?>2QOR74/F?E&?>
+.#;S^J5I=IF_.%J_7;^2OU?KM M0IUNEUATY4\$.1I(I@P M04J0Q3;EIV/YWGCAT1LLR07!PTR7IF=HU
M!#75*U#3#<FK^OHP9H6GZ;SMS&^I(I[M>.'Q?UJ*71_9M8/I_ MBOO5NWGU/UNRF;MYW;IN1MZ3'TTXHKI^W-
B6?JL/7X\$4+,\$6IX WPK=,^"0 M+7U5JR-E+6<7(YA@.U7-5-@ZJ891H/3J9AQ""9>58U>!"
M*B.KGH.NR6)L"#LZ/T8I6N.8)*H0&1@G<+\$\$SX8=)Z!8%;TsUL;.^IFV?H.X=3,I*\$JHE
MR3&!:7N46/7PJ"G)<4JZWMTM#J0O>OZK.HGK_# 19Z")^>Y9\$X;<\$^8B-OQLX<+I.YW!#A?*7I;Y;=O@P%>..??I6
M?&%?!=I NU.Z;\$QB55V#RE6;;I9&6\$>D(W,H2X ^TA>PIH(31=;#;.'IX'
M!ELH\$YFVI0G 4>;Q#63(E3WD_FXK#29K1'I?F3WN4I;U-0 NDJ;8HEY#K\$LI.19=<(3QB+U^IH M\$LNB+R"=C^_9"-
KL)H;\$Q3I_ @^0ZIKU#;.*X5&S1RGVXL M%=%6^IE>9S 3IF>1.V++I6<1^ZS!_+Q&&)TETI?T6(I;I;K-XFNIELY*
M\$E*\$PE9AI\$>I"Z4YUOFL(Q82FA",=;>LH/HI3IA/6@IG8\$!#NQOB?0C0#0< M &E8V\$ _H;I@8,C>J'IG^ (VMDQ-
P.E=3H5IF0.W_ J^C0S=DTE8P"\$..V/*& M+N15"=V74H8LYUS&
M699#3HH\$HH@02"E%D(M.9'FL_IJ=LIV/TIC9SV@I@CIU3= 0=DJH.YVR-(/S%(5)3<=>\$0^_
L;Z/^FW!G7FU'I=2I5+MXS2+4,%* MF.>RA\$@B!G&&I("5.".HB666.96\$IA\$;Z=@W^_W0IPF3I!<=KMJ&@H.MPWK

MCX/SUK41,->[B4UZ6:V\$?IP5UL|X|>|:Q6^8KT6W*0CU8E(-|M-M2%+/E|^MS\$29Q8*C##)
<|X=*89EAJ=R=F*>ER#*<6Y4W6-(;?Z^H7Z0|C:<^"?\$W@) M2KM='Q @MXV-QZ9)\$*OI@PIQ<%O?4LI
N-|2M4D5@*7HASK-|C\$W-<#%/9% ML.UZOGE^_X-JU3\$;G58|2PEE-,"4?7E:"|)OEG^0|5Q?F-^1C8AGC,0E\$6J/
M?Q0BZJ5AWBTMI(1QD6|U\$Z:C,S,F8MB4|E;N%0/B6H#U|H8VXEJ#9W=T3H& M(*XA0|KI7"?%=<,\$J+D JR5H^0!W?
6Y|>ND@!|H/^G M-^X\$T4^AR3=|>9&7C.V?>PN|PPH=-|K;VA<<@H%M-Z4T|+W8|KIT?938,-'B'S*0Q0@?
3=0&8FU8)A@#04C8%6^2D#JSIW%=U<M.- (=9L7HGCJS)US^_?|9R)6C':TCA<_&RYQ+ONA-
U|8|03SE(A8)IQ/0E"9+#+D MG\$#*SK-KW-62?U)?
M_L5QYU4J8UR60CE/!2DARO,"EBBC,"IDCO(T8U|TYRVG^K8UT|,,T9NR8'> M|9:~#Y-
Q@LU/ZP<%PTI5MM|L|H:#B=K7VDD=MHGM|9JOT*CX|/K5ESIK9,-?BQ^:-DNQOSYXU=HN/G6|VT&7%Y#>W;&G+
MXI Q|RXUEECV.Y|)8'33|LX(C|CU5|)"P%-(W|O:|H|Z|W0#=#'9|1^7|?V-8NK#?*>ADT|@-W4|!DJ9)GR#\$-N.M|!
\$*K4M(1-19N6-0I MM=\$0=-E0<'SKJER-B%PM94=[5>IPW*"Y5R%EMLBG@&XNKOL/F|8U5M|5?&
M*T9|5@BH+54&5^2PYO|@#6+9+<R'.?2>V%&Q<05JJ@'C:;UBA8J@G:\$R;Q)??|\$L-,"G*YTH7G0HQ78/M
=#Z"F@0KM37269A)3ZV?X|4='HX "5=^9 GM4|Q M#=@9Z-T9^S|!WCT?C0&=Q@F|)60D+93Q#%\$&2R)2F.6EE!
(7-\$N=(H(NQ\$>V MLANR@.|&U|&L-O)Y(2GW3DR%DN6E|SH2^?F@ZO+2-Z,%-W(X7V/82^0/K5B?2DVM
'E\$=Y;6&KY>NI%|H?|U_KP;MY|?>M6.M?D<1SZ*(0V4O:|L|UJ<==5TA-|+Q?%OK8@|XOCO|K15&V5W?|H4 M
**H|Q PDRJ.M.\$P91F:>PI G2M BR3%-.|8Y*|W1V?H33ZS7|+X%B6L'T|21" M6 A.&"PC\$4\$8\$)4D:8|8|U7+|U|!
QR=Z/N^?K?53>F/KD M_9K?KA9S-A25|7K%KOGJ2?=<^7) 'V|R|BPN-O"L:~N|^34R-|Y8+LS)<1ZM^KP<%QV|&N(
-3N|L|NJLQ?;*H+N^F39UV6&W2CQ2S@&.: MQ^8BW|L+|A|LC:;7@5|Z5U.IYN\$/X^WWS5>N|NONH?T|6LY^U;
GD9|5#1Y M>#100|5N|!-KVK*LT'^>55P%)S!@?M^|>VG*J?5Y|=(4YD:XGHD|9^2M#=#" MA82H4&XE%5D.4YY*&J58)-
BXW82L9Q%5Z9VHQJ|L.C-TEN87L9|0:7|G7A M=D^FCZ5N#VH66K|0%BX*,9ZXE|+%NSH7M5VV3/XI_G?<924A(S7|
MC,+0I^<%GCI&?>Y))~44A'B3BF<|V2AAQ'\$. (T0QA#@7\$&\$8HQI%D10<\$I
MD;FR\$HO_J@_OR=5^WM(UO2NPKBD"/-#3?@S&1;|~W:PA(|7/XUP#3%P/U X M^RD>@X3TF|/A)*S3%
(ZSP03,V3A^9K))&F?9|<|*/.^A0.FT7B.MD^RH|TSM|;G^44-M
8IS)/4HQ1/L^8^8Y7DLW5B9CAU*KYOM>25RQ8S/\$X|XMN)O9N:D\$/8WX(W?=#G
MHFI_4OKMTXHLJ^LE|TSZWHTQ3U F.(X9H5N)O9^G% *RXSC6*1EB2.G*2> MG(OLFUS?|?*"|.>:T-KIX(F
I#X3J;NSYX0=_A^X?C^K^-(S691-WS<1VIGM.1%3G3;:L E
M\$%":0(P@S?7\$6=#BB@K|;PI2+36%+FAJ;TW>=Q6""DY^~"@E,Z(NCFO35 MKFE@'8ANN0LYE,\$)@Y
S&>RH3CR2P0F*XXD;|HH5|2LE@Z=^GG|IRK|Y_ MS*N91#3"42ZAC"32%?
S*|B|)L.H*AB*A\$BRV"GS_P21L<.SBB34-(\$F>@4T M6?^G)NQ8CW|2(#M|.%1LOYBMEOC>36+WU/P>D4^EX)|B.6VJ?
8^01RGU?9|= MFKFBW: /B|7W+|NGIWKCDT5G6N)! _@/F15;FI82|O@A\$FD.R|2D,\$-95|H M2PKI=E_JQ|>\$62G&
|=,>.@8|+=: |OGGHA|9L5G5G7"|\$U+Y;A0|@?E!40%B2\$|L8<9|*@K&0EL.U|+WB9(|>P7|J3FKL_Z|HRL5N
MOFH>"LP%J@H|:2.Y!|E>0EQG N82|8C@I71(*PS+@X7^WEK|BGC.2|*15^#TR65;%.6:|215G
M/Q_J0^C|N%IOY|N LJM@*5|BL@JEE1ZFK<0CGW|^<^@GOT%*8|JR^G-U6|B MQJ5H@X2^|
<S@M^UBA&Y*0|/D@YU;>42MMGJD98+<_&JDK|0^T_7|>KRYA|PXORCQ8X/\$_YE8.'%R&Y\$%^|O(2?
OGE#%KKGZ>=0OFOT M3WW3^T3^R2;+BR5|31UKZ@H|_16D<(XER7AB2RBTJETYARAL6.,>EZ "9NK M'5 W6-
7JXW95IW" EA4|^M@PZ|5L|(NBG1O@8UCZ" T+Z*XY+,@:3\$63*3 MJH1+PA|N_XN?|S8NC*E2MSTZGN""69+FDG
8,9TV\$64"ELJW@+|/2|IX*J*\$ MSS;K#5E8FQ-|D)RV_HZ|H7?|7C|">..#LZ^0BY2U<1!*?F>#P!|NV|V/-&
M4LYP|W|OM:D/>QO13QSP5H|Y|O-Y|;2JR.+7|6K|H\$@LMKJ"6H<"5|O-?+D5 M_.9)U#4BM^N5^G^SK&V;S?
62|PKT|ROYZY\$|L.U2669^&"9H|&G6 |A#ED M\$K\$|L21_L%/WB|F|LC1Z|H#DP24&|QADF|_1H81|^98:Z-6@=E18#9_
'H% M=JR"|J|@Q^P5:-FMDR3|3B;O|Z|GSW1-3<*F*&T8ECFIE6BHP|H|^H>*9 M7^_.PO|"9G|_&>4#%T8Y4|7|X10.?
0NI?~H?<Y2B^WF>-8^D|JMH^MUC-6?|=S6F",1=*ZRT?CAH*&-VX76|NR\$;,"J*|Y)"R&DI(8H|!"F2#(J.
MB2Q&G&.9.UF|H3@;64.U|C Z&AQ|H(4#WSL8/3ZD04+5>S;|V:0|H|1W4?W MK%Z|W4NYZW|H<+9PP
<+L;MR=K1|^P6D1|Q|O26U6.C^Y;ZE*#3" S= M5MROJG
|8SF28DR\$D.9925\$G.60)C*4A2HU*U28A\$/O<*S8V7T^|PI|2_7 M=Y8 ^RK.@*%U)/Z3O36C.&8LIV?WJZJ#?
BE;@W|CQ?#&X|B6.=23E,MX_9 M;)K1DHU75H1N8%W6>X|K>5X6-J6>G1H9O:~5D9P@F6^8Q"E5 MVBTD BI-
:;\$1.3-D7);G9|-(?^VJODWZKV "&CV|V|?H9O";XGB5Z(BQ MY0WC>,BYZ;66\$=#AY*H#7S<?;Q|94|
0MU*F*?|K+2#Y|C.TS/9?Q4T-O' M|7|68@O8OUMKFLR5|)=(H"7#WJFY6;&G|H\$PIU.7|H|F|TK<2-|XZ:V
M&F>R0.H6DP5.1&DZUPA(4XEA*A&FE|J;ZF+T@K&V-^! MON;FRESE-CR^TX:|P0JD|)/Q:D@|GH6X-
3R#|8\$C3#43Q<*L3UU;+ZUF M;?:C2E"6=T2%D(#^3)^2L MS%0^|F(JWJR9RK?H3AR8<.*UGRX
MJ3LK(UT6FAXW|17%YD=T1\$Z#;E(&4C=6)&<5>*X@""H;)R>|=-NRS MR83 MY4\$LY2.GY3Q_W(C':D9007-9.)CQ.H.
(IQ@J+S2".A.)+8JD%*AP40N|U\$;6 M|YU|U YU|*>F#PP#CIGW_=#9*8)@+@AI@""8.*L!^QD#|?|^6I-N?"NQ#W>|
MW4.>/0V9N7.L|HW%E'/QMDVTE:S\$;>:PP\$4:45H@B&G.('L\$YC)"68F(4|O" M^F(C;_1.X|1=EU2R6^R^Z|H&_#^D?
R6)26CZ7TFD6|73X)ME%6V<.UDV>H MW?X|/9;|F^I=CH-7@\$B|8RZZO8HT^NK&>2K#=#4K|9T4JN-
|^&.#2.1FK;? MH(701RT#;9|QG:5R*G|3^06^>=Y |D47G|G:JY\$<7Y5|Q4Y?UU?"Q;_5-
MF64TIVDL4QC>@1X+CBDDA&88\$*R-\$<%4H|6B/P.+(*A2'-&@?X|78::17 M|ML_C UEMQO+!009G
QW;Z:OFN^V4FUXWH25LVZ_DU?LHC")G1D TV@'8| MAQ/K1D-XN-Q-^1.E/E=^*;6&Y%58?<^*3.' MURT@|ZY*S
J&DU@H51U1B%)8X.6-O?AJT_0X)E%;RR+|D&=6A|""^C|^A|8TYI8(P|AC=^Q+QCKWC7+M|
|#:S|U|Y_@8>=VO\$5TDWUO.P-K8=^""W=N|Y;>O|WWH5"GVGX?<9M M\$PG&9|2+;GG-
_ZINU^LOW|C::M/^VC^Q\$#W@|;R%E3T<|72SU1C?H|^~2?9 M:~9"M?O-Y|AJNU.CCN?D21/64G581;'NIU5CB-5*
(9<"I%S(7B\$^>S|?W/W MMDUNX|X%|AQ\$;L|HD0|H @2)G/U67|Z>|79Y;7>?N-\$?%'BMXFF55)=2 M5;OFUR|
4A+U1@\$@R/+L3-P^|;:(S^PD)#.'|S"?KHY^O&UIM|Y%NEM)=?LG' M.K@5D;P8T2;@?#+38FB35M-
Q.1|N5S6KT85O4|:#6VYNX RRU.1ZRQ-TMB4 M)|0%8 *G(&XE2PGG..1?G|TKN).1#&6PW("R78EQ|ZJA%(4
5.F2.2(P M_2R3|0(9Y(S7-#;C7DL/*X^?5M;^_VV^"HFWL8#LSQ^/KC0@MJ#;17FT=KX3POI8T|GNAN-Z@V?_X|"3N-
|H<|DO|JF= MT:E%5;7.C|HXL84%OR7=E0?=-XYCU-"DP)KEY^G^A^QH7DM" &\$RK2(;&J
MB'T3A=%1G8TWQXD>N2^O|DT E7|H|Q+|+2&)|FSJ-7J=5N08C2(C KCY)|^ M((R0JSJH69YK0|8?3FPUWJ>_JFDS
RKU+NE,=V|:<*|20@D|=02B|+@;3^C|J2 T%G0|4.AW@_U8 M^E.24. *)8%,6)
|KKZ|0<>+2H54EZ+X|6BW^7|3X;X^R|?*=, Z1K+Y)X= M4T8H>0P\$5*@WT\$!MIGT1A8^NY^T4:%F-8IR?
EVJSOA'_ M^AU7 XOCWS^\$3' MN&UZL>X>:LZB#ZO59KFRY;KK|^N&^>@_7|N^VF|R;\$M+^#4^RCWW)J3^N7V
M&'5|E-OW4?>M5|HJZTO-
A|5"/)EL_QC_5G*IM|XSE011G^8.@#|QUH|^ZUI"|+UK3H"/FY;UPZ;\$:NH^5>6|E6QF1-V|H|E9W M?
=|H@NB|A;=S7+Y3|9(K96X.DL2<3^4 ITB|^"|G|D.VV@+HJ1|0CM;6C|V|_&U) M_|E|H|68-6>|M28|20=8N|^1-
AO7CINUYOJ MN3E|-G0KWQ|HLNVT^4.N-V;<4=-|L<)*A0D.1!%PO2|H< DY0#G@D_H:9T@2 M0M.M|_&W^9H4?
6WVK_9.G?W|U8|_-^A=O|THC A^?3EQU>G8V|UC(D: M^JN-F2?|H^<|L^R|^@=+S6WCKKDA7M?
W:)7T#*"|4_ZRO?EQO&FGJ|+<MR+I=Z>-RH_4KV4(V511-|7RYO|IEM1)_EXO%'.%\$DD)|P*@;|VE" "&9|^F*
M^Y(PA|EU&E|KJL#8ATP5%3);TD?>RAG'.T<^YCHN^GHO29M<^>EVV?XT| M=;*M/@G8?I"\$8QYQU^|Q&0|N"
<|O-XKN/9SW@P>OM8VCRG*L4RS0"- \$PX0 M\$100K I0D:I0PW2?N0UGZQPD^B)LS.<;B MQ)
<\$L^S.C%47UZ_L&FH:P/^FALWO*;|O_MG|H0Y^|2U.NV01\$._^JFZ7X M(M>R>|K+ZO%X|LJM^0\$HF<.\$8R!\$G_6X
#0SC.9(20)3P1F|+C|OX>1 M^Q(|OE2|+S+ MR%|)IB3H>SLH@;@%AO^6@PJ3;_-&QAQNRRE);^|L_KYNV_?

R)";=14@ MTS#HD\$8E@ D1 W.J!.\$* 6=N,Z:X LIO2IP!< &+SHPLW%= &P9KFY M!"U\$ _^!Q,!GM
^T4:LK3!H!SYATO!+.?600DZ?..SZO%B4O!YDZTU%^68: M65(DV-!W"Z9T\$) 6
\$N.@(!09P9IGC"%/!@!SX@:QW8"8ZVDJ_M!)=244N MXV69!P1!P3\$! / EX6SQ!P')SG!+T% V>/P1?X-
_N>=&\$.9MOLYDESDG.GW.M.F.P 1D;1/9+AEWB3 LT.JKZM-"=G'QZ>J#6BW\$5:<2922@H 4*3:;DWU
MLMR0+!B(4X\$QCHD3W6&K)&WYTYR5'9\$.S:(!|"EMPT!VY>^V(<F=Z6.\$*M: M6!>J&Z.TK2=%M=-
/NFB!ADV.#7V!4C*Y>|Z=F+EF(L2)"SE6224IPSA9C MKC>U\$(IOF /%2 ZYWNXJHYKWVBIVYVIFUC:T<)Q>UO"9I?
3PX/BMNG/X1'M M-0A QK5>\$OLET5CL@+@UEM7S:O.*|HE"U.6|GXIWM&-G,>R M4+Q(4IT.0QU48P6UET@Q(SC1,?
8:6%W)=!G9&1/TQ-&KE-X:26;(8!6UI\$ MJR+4O_U#V>VVV;U,=JKZOF:35^7WQ44GJ_Z^9E:W OSJ9_U>VOTGQS_3A?E/
MTBX3 A.9>9<>"U4HU>W7: M@9C) N9\$ "B"PO#KP4IF@*\$\$ DT+F>9P6DF>N"%@C0>C.@*4?&!D!N!@G: !YN
MGO#LU=S5Z!CP\$U.. 2*@^QD3AH&.<%P' 6Y/>Q!^+>2!EVJB_O#TOW?|=!M:ET?9TKQ_KL6OVY!>G,1"YKI3-DD!:)
NQ#MEV-"0\$8SG+(!"I@!E'G7Q7LI8_M!;7!1>Y&M7!&|;V=M*4>'8:Q!8*6)!Y'K48=6;13J\$S73U=K:)&K>#N9Q L MPI
MIP5NN>JFY4%(!?E!M/M&M,1S5QJ!O!M<317PUO>OU2WCJL!M3OZZ8D!<S MY?GA7E#>4L'YP0F29HGB0!66:??
MCD#_ADB0_G!YX+!)1%+H!;9UUV3*5RW= MJQ!)^51!7M8Z^+!+6J#>BO06O! Y40G21G/>JFWU(%B4R+1
M5"VQ0Y9VQ(Z.K%U\$.RY>,@!QJ#6Y5@>L%-*-<75.G'JH'EC@^: @+F4W0\$9H M5!94X,WZEMT
ZFM@=EQH\$!F!;76MOH?W!14G1(!E!S:GJW>J3E=DW !-
O;J3TFZUG46UONT<5:UQM%=9_UW/Y#W@0QC8!EJ;\$-0W:8=|C & MK"YWK0#DV1#U\$+-VW\$!M@(!'
WG+:9(D/TK)UO!L.T_1Y6NTU2YJU.. &7"!_KUR5C0N:D@ M3!1&X!OVPX!C&_9*D=,: (SL)K4!O-JO:GDHSJD/5TL^-Z,
!SDDS:KG=FC!"Y2 M!4L \$CH0CG) 5.T!; HF%(!CHO8A^\$TB!+37#50
M8:X0NZQJ.GSIRL#VU5!GYX/NE0B72@7%)!R%4:G2=:MH#>)V!A%W=/R?0B MIHQ'KMJ7K&76=?38V
<<J!R6H2!>W!D62!>67<^!ACEY@!T7!@0>7"!M! MY7BMR1*1" T9TK>E(!UH8!47!OJL>3Z9?
_B^!JW0L_N+1X:\$!<M M^&:/&786-2!\$1H>@M4S6%H>K7KHN8VK!L"PR!9N3NM2=@C3/6%\$(FBI30^ M:6-
77.YDUY6=,2 M MJ8?<():/50P"%ZG? \$6J"4\$J% JF(=?Q\$B WYFB MOR!F-F0LFH;Q?Z<<7G!1-
\$+!^M,+A0JSDG%Y8QRO6IHYYIB!MSH6M33= M:B3>X*!;|>IFOM&3.3H_!T4%<@YS3F"/H!HX6A-J,2L"3/ <^53*F"\$"?*
M9: L_K-/9ZC8#D7YIR:T6:EOL!V>XEC&!(!\$ "AWO4!4#%N<^9)D MR13D\$.YBZS8:@!NH!^%(3LO-
T0J!W9TL/ZFWNF3< ML7NZ^#GW0!4OJ2!QM^WD^,TR1#4"H" H9.+8. P R!@E.H8YAR2*RJP# #77KX3EV.PP-
2QJ!MO04 ML9Q!;+JECZENV4LO9!O? J>(12MXY4HY03@\$33 #8F5*XAC(R)1&DJ
M\$JN2N*!<C>R=.GCTH!9378=Q0!N5Q>(C5-2V537KWUJ_#BU>A9@.97GV:SG.SB;KQ!E-
_K=7)8M>;EHSC=J6!\$OY 7FYH:M8Y)BFE<)" IN,XFLX(DF:Y F:8)RA&#.GTRU+!N6!/?7"T6T:HN0BXWM\$G
MB+!/%S!HC("XZ&/4D)ORA<9-.!\$6!F"H"JW(Z%"C6=34;G>4"DIDZXA&L G9
M=E(G'HSM!;7!&RWOST'1_J_.R.XJM52_RMOJ\$7J@5ROS3_WKV24)TG*!009 M*R!).% NQGM643&4DDBIE3 !FK J.?
87\$M>O?<CU'W5%Q!HYCJ%TA=G. M!XP)GIL3TH44,@7C%#S,5W%3SM\$TQ.
M_ SZ& WWJKI=1/7ZYGNYGFM?'FF* B27(<|N< "Z) %F>QQ)A@AIP!DX/L M!; Q+Y<>KR/V&M7J!+4^T9!&(T?^A>
<|5S32.BY>:6@P 6LWKX(P>A%W*>2 M?Y!;!HN0V)=T7UXB8*U02WBR?O&2WHW!6.\$!UT#G\$K'U(J' *F*R+AR<-0.4
MC"(CEP!UF#YF#=\$Y!6!P3-0#AE554= _SP8.52QS/L:1"B30&!<=)E)F="C G M"6!
(Y9AD2KL!<=5J!B)U18:W\$SNS/X<^N?!.6!G<MG_MH!G!Y!< T.M!4!0^"7!<2=OS>7D&28<0D4 MS%* 8L4!31
\$\$F809AG,8FIU6WM-T.BWL;7HJ"/C.NDT:U+%2!5L/HW44@(!M'.\X/*UW&EH8YK7X-+>A2<7FIC7G>
J=7G/9EK957*!9WZN!3E2REJ4KB/ MCX9LH"KI8ML66/?|K>M6H"W+%RP4*J0R?.\$0 X0R09D+E *6J(SQ%!>".67:
MOHJ,O-D;M4S!>E>Q:*!9M&O6!>KF2&+K^R78!<=30.OF1#Q1!\$;<@"VH;AL M?<68EM!V(%@GK+9#UW.OJH!H.
!443GP) GWIM_ TVIC2,*/C!+;8WQ!#N_!W!8ZU>
M332P:A6TK!CW_@:ZG=U4N#HZNAK2.Q4=E^PWD+X AE2K%FUU!Z#C!;6ON-A M"HSINB*&8!VF@V(H-
CU=%MY+3!<=3X;K?&X+4!2W">S2)W:C<*JN!;PK0 M&(<(%E*!3)EHMVU/+4S3!<=)I.4.#6C7Y0T!J%<+>?
X^!V@XZUHQSJ:BUC9 M!;5!\$!SQE!&NQ>_7#L5!7+13G3EK<_>D;N7J WZ;U!"KY9FH3OU3BH
MLV/QC7YOSV!9>F-R9YU.%QF)H0(XT;,"5UY\$V! ME1MMZ/>VH>J2!IO9#CNIC1T<\$;=-OA=O.OH.&E.)V!;_+E5(F
Z61T(=@ M)W-29^ \$P!%C<'08/76KJ>P.6^SX000;_ 3H!|!02\$S8K);Q5=KAL%RF4; M(5,=* DH2"- (OZ>)9F
M%STUW!71D_YDZV#L WBDM#)73VXX;/W\$!L0@_2SQ# +>C?_T_O!RM3? MF%80G;J^R.6S;/@CJ"JD%*FA+C-
T/9@0@%,>@S1"14Q2G.N.T;&G_Z*PL6/+ M !F9= *Z/L(+ +KX;8;_ 2P:=K_JH!X9KA+XN:NL?JHM%G6M>O/Q-R
MO/VY=6>4O((4R#FE:\$""R7_*4*P(Q0E(9%RH6*1YH80;8!EPK+QXRPI&WLDK M7%XN""G>W;I%H-&^B:*&J
(&N!+3FDT\$ _1& OJ-ODSY#/?3)!A1N2RVQ_MGL.44B18 @A*!CXUX0M3AH\$QI80G/\$TXMVK:Z!\$QV>&VW\$IT+
<8ZA:5_F8R MUFV/MB58>W/27S77H_KJHD\$#"J!UYRXYNJB4:2E5!<_ZIDQ"!H?9*;>5&@ MA%-4)7JH
(AH3;f>0FOC"G2Q 62>(R7^<\$*==YSLA8BDWD3@!AW;_#LY! ME(L<OY) "\$<2 P11"C W?
T0PAQF#J>!NR=10B((NANKN WOE7!012!40CAQ6+UMVD&!"I@Y!9@9*F.Z)V+;3*G'R!;J>@SGID1
M733M6XSRO^IS%5.2NEK^6B!E1T.#.Y>0D\$) #8 5)_.H4P(P'B-."\$*,YXI MXD1V,T48+Q5(*8969X M&43:R_=7*
(\$ (2QY07#J)=OPR!L!>Q5)=G!L.LJ<#SK>(M6-[S9WEN%C;.>KQ M!'/SVMUNU7.CCM<=5K+H9K.I2O:J>,>;5:F<-
+!YQ&&GBA\$VI*CYOP: %S.L?;Q7?1)=M/B!U9JRO;NNN):G>&J!KQNC6=9&68O>B!UJ(A\$5B0(M)
(1*##D@&_@X0+G@N:U5"9MNNY@?+P:T?3YR9NP)RFA!K^"9Q9NR M^3!0HHM;NG!XL%CI_7&I5M5C?
3BS*_G.3\$VLO@+@C KM220!E'%.%*(JP7E.
MXR)QRN7MY(Z=U7>B2.2%;BN&*TOMY16*RWK>CF6TJJB:YGBA!?,='OPF4T MB(P*44>'46J!>T.E?1;2ITV!7>#XN0
P/%OY RJUO5Y!T+^)E'BX\$S M&C- 44(!@AP!DJL49%(P@0B*AU= \$B/K)%!A_7L'6>_!+Q!C.O=/S C=-<:
M!HW")8^U,##05N^3_.GVMC#Y>\$O!; *WC>M3*U-K4.D^<|CR(AO^ZS.)XS?Z M_ A0M(NI'0!&W5!_8-(02SLQ!798 I&
((6)PQ4#"*(2LP3H53)!;LY%= M1\$O^;B!GJK52UD?5%6R.7/9K';E!;LZNC4RN.T*MSW9>> WN1;<'7S<'K
M@8!13XV6_XA^7:W7L!_7L.(OOU&D)^PUM;JH*W5Y6!Y*9N=<73@7"^^<# M@V.2%VJ;K>MA!F"\$3FDI&%6!%C #*
M: QHG%\$0"TPS+,<%U;7LPXROTHG6BV;JFR?;P%QWXO.1!JC@E;#R!MO;I5_M!;_D0.=1!BL/
DC?Y\$;NP0;J_VD4%8KC0=|X;_0=4#XZ/^@6UQZ_TN^?_ MG>KZ-X?
G(JPV!V\$A=*Q'F;@V07NDX'NYN_!AMQY @S#%"!@LZ!RDP: M:88!|CB!#>2J+Z_&TMPY-"_OY3KOW0TRQ!>:?
57N_<2F61\$<=<%@G4;3Y, M #&U)H(G.8H98Z;6Q(E2HU_@R.!00_QDY\$<|!3R=VU4(!=Q72&#<'_0P3#S8
M_.P.#4:D<47*.!OH&_ 08"K<|Q M:1\$=I27_M'=80Z5/XL<"0:1U;Z&6.YRG5E7+!RN!DE:69\$1%GU9!0>6A^OR!99)2;=
!U MOZGC!;SN7GV.ARM-UMUXUH!N3^Y#WAW.AZ=:EOD(!_DYA<=A:S_!8M_R%1!5@!@I3!51-'>JN3@5;);W
JLZY<|SUO.X&+GVH99Z^!A' UU=BZ7 M;0GD(X(F'2K7S;P>_?V?)OXS5!6F_@+!|H6R!*.BFY?3 \.1^7)VW7^!1E
MV_0^S_(BCW"* 5%I#I'2"E#\$((!\$AS!XA4*D3E=*PU4;^URUUL2P*|L!>K M' !CP6_G#Z8%UJCCAR+9JR5;HA&5+!/-
%!=UZ_2#EX!^SXLN^;K31T;Y: MQQK'747Z@*(F;YCLJYK&@;NOK*D7MC!U3;!&A0V M62!U6663JW'=TB;G9X=K?
DBGU9574VZ&428YH+(70VF.88(\$%H#Q3@ N<
M80@)TZ&FSJB:4U%C'Y;MN.ZJG>AH/6APS1FX!+,""X>;^!_7NI(ZNN6Q: MX.\$U9P2JR?2:RP9?
&E_3!X!G^!S>29BY5H;D!V&UT.^034GDYCG7.15!0!C. M0L!Q7 MC?
%PV!V_!H'POA!\$Y8Z2!M"!<5=\$S=MEQOOQ84'O;5!\$EY!>^05LA\$9&*DBZ?-ZXJX>RZ7)4.SV;(_Y_!LT MC.5N^*ZT=&?
1H_ H;7S>NYCM8/M_N2B_UV!%ERD@UXW:3MEK/XI_!|!0.M M*W->(7!^W?WK?Y:RT@L!O/XJ7!3=WTL=)N=)AE(!@?
WKINQ@<Z^ED(G?0>|7!)G9!VM-5:(>N;:GS!^VK_!6=@+!^!RS_2!+J MV!^K.4!A)!_O5\$N"NTK2 &PP@1(F6.HFA?
T6YHU>PQ;02 M+81P=\$O_HT!V.SW5G9ZZP=\$;9EF(6&34BK4= %^%F>@"@282EU6B?A!L6) MEW!W# +7RW03?
AGF+IT6G!+GTJ3^1JA=VQ1-J.(UK?/5@1U21^!1&IT2?_M*\$S';(AKP+;#^% ' TZRISTE\!EY.C:Q'O>*7<:;\$?

W(L7Y4_KDJVD.V-MPV_TWZQJUG0.2?I#EF44JX(1R 6D !S"P2P4 3\$^B1B7N1<0K<X 'F.%4"<\$X 3 0"+,60DCCEA1,
/Z8C*3EA,LE\ M2*#*<@;JW@%V"DSSHU^MS*W3(OI/NE, \ITZR3|MX.4^YUSHNT,O*OO
M#@^GHS_N(C(UE\$B/HV+=8,CN-NT%1&KM-G,ONS7\$=3VXQ,^KC3OV^,J+H M,
f:AIC_LX_+]=UX7471857=TA!S, \CR?G4) L8&D,B5T5LZ4SLJ9\$@ "3 MA!4TI?^8;VJJE_E5&=D%:N-32S1:9*J
C@>HQQ:MJ+=I& M*2M^IBN8!#N>L""X^15+)&;N4%AZIOLK/6J<|HRI&3U3G8F=NN>+)<(Q=3Q M_ON3-
&G<%ZDCH^7=LFY?KP_YIDL=12,,%,N4-%*"B0::HQQ!3!#B='M9 M:1>
N(CWN*9TV_U;T5%5RXY6RYIMWW=0N3VN=O%<*Q\1W>?X<^80=>HTE)B M& 3-W!/?7
Y/28ER^8C3>BQ|L;TQL<1V4Z|P5%FNXAPH?EZ)*<4S;0H#++4.#
MPZ=&#@7VPBQ>YVQZ_KKW=|DMUV|EQ.LA&R^E|OYZ.E)GL?GS>A^_ZH(G! MD| O\$<&T0X/C@L.|@_ADJ4@
BLUU?^X+<%0F<(PXQMCL.MY;L@;RXEWR7LL
MQ5P|=ZXHT^FMG%O|FX_OLF093N#P|J7OB+WK48KV^1.U79<@%WZMW/U4H_ M|U=|556+SHOJ-|4+<%<9"P#K"
8H_2G@*LIER2+=%ID4&|6IY+&D;Y\$;WCM^KZSE>K4F^1E_Y|V);M^WM8:@3\$YV2-0.H9LIN.QEW;)|175+8WL_YO;|U
MDD^RVKR;*@4.UFD?RJP^; & FXGM-"D8+B#*22<("OE(#AC+"TYA3SK\$D.MPN6|?
5WD^)NQ5F!6YW*;7?|L.RS(J!^5>CB6REE@;?>.#HN0|P8>"H|S6|K> MWD"O9PN|D|Z7|0\$X?
B\$|f.E9G6"FOHJ/O=_ D5;0MW>GPJ8|G| ^HH\$G M_ "7/^DIA*8>4:W3|TE_ ;MG^65_.;QEPC3WS"7*(5=8
)&2&.A7B|WAQ|L<=<SGU M""HK\$;Z.H.% UL|9_/R|UFYEO=;Y-C.T#^7%(E_ =+|O_)<5^H=U.J6| ^UY;
MB^LPH)+BD(A+ _JWSHO2?Y&8>"RXXHQ+ PK3JF7|C.6*|S@N(|9,*NA^K|_8 M/R<7X|I#8WCHRXY2|8581%NUW-
Q/Z_&SE.|(>)N3FVK_-31=|;M=8VZRFX9 M6K2JGK^XM1K/(JUS.^R#QQ(3J|AA2|O8_L>U>9W/
M%G1+V|KWJ\$#P;|3>2HR>M,B A50<7 M@+1SFDQ*Q^5AMT^DIF\$4|N#|WP16@Q*#2JM^*RZ(?
>2@GXPKI<57^D|.GL MOB/XB^I8.2#|KU|_0%6U_ M%1 M7|A|+=7S(C+=FXXE2Q;HT:R(^8TQB
NBXV"\$""",I8!!7|0915SF3FRQ8;\$; MV#RS5>;P#UO|1 M-5RT=7:2D?
|VC!^#/O=Q+CPN1|#+>2\$7>_ZJ/R)>Y6J.HB8K9_.#H%ONYKF"
MYW79;ZN;O9L;F#EG*14BC4*H8XOEAW"8GE3YFZEWRW9UK*/_9:Y7X^=-2#4U=CAXM->BYTU|.1*|/RG M@IV
WZZ6ZU+|9OS|MXHNUAWQ_."0\$<(D1P0(2'_.29(C M&-KLO&G4|CZ_|6_2;C;|CU.=DXCL|6N0;|E7?
N^B5@2.1@|^AW|7N)/A5 M^PD\$|C?MIX|ZON|KM?E);P;O#_.2VJCYO: #LL\$;029F8(|4|&.P?Q%C"SC^A"6.X;X6Z;|D=H-
|EJ6|C8 M_Z^<=.;^>9 17^W|O%_FM7)/;SX_M+S#%;<(|DX E^06(TPS0|^4@CKE* M,B80^ZRXL4Y6^GE7MK+LNT\$.S>
|?>(<=<MHK9W>^NB|@;|0|7FZS|XZP9 MW0;AQ_P>Y|I0J2|JVCZA|_1|^3K9D.6;|N?E6LYA6B1|D%
M0.63|V014UQMI4*EJFI\$ MZJ.D.B_46LKVX.GURY-?>5E1D9-E2.9VQ|JUTC#CW="MXH^XW;ZH|L;^6Z M%|HDM?
=SYGE)KO?N6Q^JPZGYU.>#(<C-/M_JUH=(JLTDPINV+K...=Y MRHC"%_4(%0SA!@4.4_)
|F0@DN88ZOIZ|8"1Y|PVY|GJM?RHJT#TYU8%QPZH_MJO#;O2!# N.V68=AXDXE:&EH*+|^<^F)06T-
/Z\$^<_V_>1^NY=RK1?|L^K> MK9|91CTO;CBO^8;G;+B#^D^J%P;SH<(<\$)%^D8)##|/_.6IU1061MC(VW|G MNN;-
K^27Y8NI>E|^+=%8_6WB#^>ZL_O_V6W|4""X;2JM|^T(PBVXK^/EA=^?T9ORU_B;?D MM^1W?2|^>S>F^#N9ZGWC?
Q&OW|VD?MJV26P^9JZ&MV|SU1R"S^7(\$L)^.6 M2,S=7:1_VF\$J&NR;R.0WQY?WTF=_V3P|^|H|A/L47WL+S_
MN/Q@QOK>K_4^<O+|O|=YDY|KJK_JM|^|^UYN|K^5_%A^7MR^5^<^J/>:W
MK4|V7^_DIT^#L&Q8W#LJG6D|C^<(N;YYW\$UFW|0NE#L^K>_23=VW?B<_<SVU
MSO4^R;XVY4.S_2_F@|Y%W|0G_JG&D^U-W<^7B_!|S?^0&=7|6SK|!#L^|MPG)0|3UTK6%EFYV2Q;4.|G58_TA-
@K5|EG;J&.0R3P&5_>(<LAPP12B@*4X+ MR1 M;.82+UO|^G3_6>YUC_VDO^|VIE,NY^M4T|3KSKL4|7D39@&&@7FP;&
MQLT=|AOY\$269CEE_5&OEQ|O9RG5-%\$X01 F.MT M06(^2\$)S0|^E,E,9^X33_%?14;>?/5EU&H^K"=ZD
M17|YI35T#|E^D)^<5 M* 31Z1@N=#1;_X 20T^=*ZS-(**)(%)A)QH3_|%|KC| H91R02_6S?WNM4H_MJE6:15JH^M5M%-
KUMRU_F14JZL^;|3C9|@= _H|Y;S|8^K|6BT_U>JH^R#0^* T2\$F027QH#E|10P262;_MNG7W^_DQ|COE@%?
|H|^1WTEJQ-Z6=XO#_-BM%76W.1MN1A_ZFCK.+&JNP M^V@NKR+Z_Y3SGO^YAEB242(|1+&.VQ2"!>9
6(\$;UX(F|>2.9K#9CFEJL7N@|^Z+ HU|NLC&D^7O69>3+;A MEE;R=K7>?*OD4GS1J_|YH;E>BB;J0GJ8@A%\$S%0""^F*
(ZSXZ MBZW7JFZ>|;|JYU_D> M@1P7&(M<(|4BA_G>|D3G33|I?I47=|J.CH8.?K^#L|V>|P?%LR#^RH2L MLP-
PWH|)CECQ^GJG^=T(|W(GA(L:_M;G?KHZNRIKL3)|.|SHL-(E_3=|
MZT;|GO3MZ^WWW)R6N77S;A;SOK=+|N1;HV|X_O^Y3Z<^;FRLZU|A|U3R/
M^MYC2P;T|^Z6FKAW|HB\$TH=DT_XY5+^?2EE4Q(B?S7_DNO|D6&|;0H|BD_B ME^HR#) 8I4"+|1GG\$.%2.R2*?
4)&_OFKY;FENOT8E_7R82RV&VC_5)G42LW_M;@0^YE)Y_3%0=M\$K;M++FZ7XJ%^>R_MR_Y7'
MW!\$M5N0GJG_5H|3^DSC_00XS9J; M@;TZ|7V!FP=PQ_7_)XR^EIN7Z_V8>M^PKSNZ67ZDISZCS&M&\$&9_DJU*
M6JXW^%2_NEDQS4V\$TK2*).9^FR^L@MZH|OM_.3C|2^RW5|JKD^Z|^%G&0|@KED.M(K)A=ZV\$
*6)SF01>ZX;3W4&E^ZQ|X_R%?="TWN.C8^3L\$PK M7JW0E57+K^9^Y;|^J^Q<=E267C.HKQ@_3#AGXJ|\$U_YF_%|GW-
&0U3R(\$!+_MCTM10I3BF2|6;DOWYXX=N^|H8@Z_AU8\$<|9>3VY&6JBV^X_LBXPSUN?+7Y<M"><6G(XQH<><
|Z\$OL|Y|JK1=;DVI&UU-%_OR)NE^%K>+VO&U;H8T1R=ZH3T_MV|1|K);#Z08S@65!"B^J|^XOPP(9^A^|X2GJ=

<^<(Y4J!\$^I5!<<=<4F98D+@;|H
M)^QQ(=;TY9PL%>8DKGW%4LOHYHT*!%\$DSZ4QH;T=D#|3C;9(6>2JH\$Y^\$JL;P)P<@=<#Q;?E;?QG&&GE(UG/^6WC?Z@
M56DZ8.L&L_E>HY1G^%)8 \$I@!|H@|)"@RXX\$BIE^*<.)58^PL8>2MMQ37= MCG^B8XMY">
(V.VK(7:Z|2PG\$YTWUR4|_FVOD4GW6"7C#O>8A<_Y|?)&E+Z M;_3|OLYQ-
YXB@W^5)8#0C;\$\$.8YH)030.L^9)CRE^1;=8C;^2MUTBN_VFZ_M|J>@^?Z;+;D8&0<N^R4\$HI@0@M_2N;=G+\$/P;
|Q|HK2|^58_@E M|QX?N|T;P&JWC=N;S|UG^6G*>Q_V_Q|YX8_H|H|U^&+QGIC;3|5|^O\$!
M\$|^<K9;K;5U/XQEVDI(|C|!"#^9ZK_WYS%@@^D^3(Y#^.(%)H91^6"-5^M?
M|^"ZOV;>D|Q.O"N;24^S;"D=2_ZN0&BWL0,@_F#J55=PU+ZK?VIE!Q|^&=D MR&%2EX5-/PGJN%GOSA=?V|8^V+
K#XG4!+=+=B+4Y^KW9T8^DBL_|M;2 %% M7HA;S;4;Y4HW=|J8|?_#V2X_(!)5G_G+<2S52V^W^YK-GS5;2|C)HU_?H^
M&Y_2K";8@C"|3-7!S0%6.4<9 CCG&^>(<%;D_XOQ200;>5X_&2XCX)|8^?D MO(UU|VE|&P_|#3BK?^!&QV;M-
^EC|/##K4IOBX8<&|!V?#Z9A=F^2^5(SM<>X M3&9I#(E.&H^5;@4\$)-J\$3B@J|8)(D32;V^#B/G^H?^>_0@CHB*
\$Y83B5@_MA;D)98P|1C(|6.HSF6FT&2S5@O|+H9L+@| MLH1+|^+7G00^96TF4,IU|^D6^ HE=\$@^81.U,V4D?
YXSL=3^C5U>+ _VHZ7^M|W^M&X^MO|8=^;H9;KU4AYNH0^C/Q>1@=W_6(B>^C+^X^216SN^9H3-B.M?
M41WYVZK;0H_O|HW|YEV%5FY@E7&50YR|^R^32QPL|H)^25U6U^MMLAUOZI#71886B;48RC>Y&8?Q1F72;3#7 M
+>_V;_T3%VZR|X"\$^VTUV.B_2^6(02Z7)-|AL<;&\$X_+8%ML%AE3|V|^+(M=@3PUPBR
J|^D)=)^F(FEGFRP|BSFJK6ESC7_M;F^OT>&@.OU8|^RZ_1.NX+;2|2F>94|3?_#L8WK?LB?@6MX^"/^ CQK02;|
M+H+6CDVC^1O4HDWZE9RO;9M6A5_#DEX?#^W^Q^6NO.=F2_K1U8NM_UQOR/H=A<^E68H(|D5;"\$*,4)K^0.0<
M48EXEBFG2R(W|2|FMZTRAR;|IT^\$&UV7C0>7FOW8H=12912>S(F=UY/H_M5^5R\$ _VAW_VFR4#_9|_|@N01;|3|
K6E.MZICOH|7A|^FE^VZF)G_LMM^B;E|8BD#,<4Q0^0G@#|^>%YPG.("OIYCG31X_MZC&RH_J7+|^2-
E+|G_|AC^YOV|^>#1+Z...|^1+=JLHG=2K_H|K|U>K^?M67;-O+8LTP|CMOLOAW?
H^TXYB\$BMA.T=>S6U6L4S<OF|B^_L|MWCA(H3FMNR|^DK;S)_6>_KYE1D&^N;ZC;|^90OUQ|<@8T4XU=;S
GT3OD?VL MS^F;STSPJ;E|^58=>2Y|2_1;3_@>>@8H|^GTOK_9^>@O>/%M#3<;|;6L.G;7U_7+?V;I>-"^2(S@B8
MU&=<O^X>=|TF|GFHGG=|K4&^T_4Y6L7DHNUU|7BX-IOL9U=&@PYUF;Y2I1 M%|0R^P""B.C-FL;
Q85B^4U(EF&7S>JEQ%(^T_.\$2ZLBN^YR#GGG9F|GN;*M7VM1G6#;F MGSFKLGIL^*W0>OULTACC<H.C&VA8F?
J3/U+3A5^DI@2H#C_1(ZB2_%3D#_M\$|^C2/^A=C|8VHJ%1(SU|Q.^B|H&0S;RVQ@;K9+TJ<_V5EL_3GM8K9_T|
TF0PU8I3_14U|_MH#6M)^@V5R(DE4PG(1)08U6#P4K9?PB^>I^ M6?XOG0H)^764JN9;J<(F;E^9?

<+ \$4G:/HO1;LCAW04P23D"2:)V"-PI\$ M 9P)"T*\$QXOG5&+I=-RDIXC.Y>+I.%D\$&^%CO_P.|->:Y\$1=7/G6.NDIO
M*.W:M?N1W%HU;S671AG%K &&ADL>KTPRBY5L7=(;\$VJ+R.ZBX8>?.'Z1^
MABYV9UTM)V=-;J#6;/R(08P40:2\$.048,>\$Y!-TJT*V?KIE\$FZU",BKX69VX"/I*T+?Y&3: #HA+I26
M3P_EUICA0J67614QYMI0\$H,#EFB0T(3<2=86M_JG-JM6<#K5%>+>JH.\$&NXSG3A28IKEBA2P+.4@+V@&85XD
M7-;9BH4H>Q)W7ZXYMQ<000P-=YC*CSYUH!I&F1>E JH1H63M7=+;IJJ5M:-
(8)K4SM)AH4F#N=;!N:"TAQ3@D&1I+4%\$'"6AQD>:\$C0*ZHPE;4!"?6'SEX M,A+M=-^|Y^Z|
/LH%6N7DM(RQJDE\Z3J5M)611OYHH+%^SN?(Z# .IL>2^FJR MJG)7\$>/RET_T?GHIT.T=VRB0I"@V/OJ(*#Y.>Z@H#E
MY>>#_Q=;K3;|G.SJ>D.W|HW|XZ=GXY#OU*_F6S&I7/,\$(DI:XUCFM\$@D2!*E)*I*0H.(A5IKU%P3F!3L.8W,2/ M!%
ZRM17VP2JN+9Y.<%=X-I'EANSJD7IX,QSZ.<8 O!\$*S*RTGXQ.U=/L"<M=G5YK>+G?
H"D:I.Y)@#OJLTUMI4W2B|J_|+TNJ#?F">\$*52*1%(9.QTQ.(@ MP.C.\$>*,%)G0D53AU.HU0)>1'9..!2M)C4 W+S0\$73N7-
!%F;OIH00514|XT MJR_L.V:JKH:SJ.8W,M!%1KUP_BH_1H&YJDD^T?%VJ|3SF>0)1D8(L-W6?D"G
_LD;AR.C.%>...1/6(EW&HK#EX@.85N.MY|H-K'VHYCHM<*!J.R;Z*23=001^VL0>9<269DD!3N&E/APDK0GTZVI2
MGTV/Z>WJF80&S=D|@KD_|@4&^A6=-)04%-L(9"@L.Y.8NF5I/ _BJ_22LC M-Y%JC;+=LC0.GJ|Z|H::Z7JFV@S:L_X%-
=R8>L|=|1XR+HMI6;%N2HT6:6 MS.5H^|=!K4;TF;|6N';8#;9%'|I7*UD;ZOO K>9>X(1L/7=38/16="^ SK;F
M^ZWDY|T^K4PCQ)/.X.XKIM@1Q! MCZ|)_QU@X|WML43H4XL*WNL!\$X?<%1-OV3_OJ""OD^C?V&'BX;>|SPX-
FT:"J\$2M<I M)0N/C M5ULR"">GBA.7HWN*4*R6F;PNQ<6H;JF*TW^^(=X|K"K3 M+ #XG6;2JO!
@AG2R%4.%"\$989UP(YIA(4YHYW1#WBQ09^~V\$-Z1;LY9Q*Z(I M! ?QYN*|@:;!FA\$/S1?N@?G:--
F4709X<(-.OL#A3Q7A\$T:JM@9?ASZ6#JE M'O|JOV*E%^D84#?=-AE|DI7CO! H)RA+|1X7T&0N\$# !#?
!O2A6DY0IGMB?/ M)2\$C;_2=P+;WT8S4LG^-7T3F>D@3PEZWK=M(-0S6Y.;!KU084RVCU9"F.X7
MH7A|X|247+.M)Q"Y^H.ADP<|@1_|.16K639LW MOJ/U@N|Z9;W2LFY^3|AR_GZY*3>O|QIE=-|JZ2_5ZN_-
@SEZIL07.60Y3/<M 15G.JM"5).\$P0*2A|GN1"46S\$47I\$SLHJ)\$=;T5\$C.VJ%VWFP.TCU>Z;
MJKMY'\$_3K1V*I6\$1%|ZA<9'Z'_9NX9KZTZRY2V-VVYEVX_|#NP4QD5<*FS| M^?
4W^N|5=-;N@ZW5=LH(/:48KYJZAYC*OTLCW8V\$DWZ1/_C_2" MYG0,I+R?F|HU|7RWB1;9A|#+;U1)G5A|! ?YU
8F=-^IS52Y^~61H'G8=)H* M4RYC|03D# " 5\$^V.1 IPPCA|&4=9X<25Z:7%^~D0JSGW=R5;OR M:3|J -(35*B4Y4\$I@))
%+I\$Y2D"Q\$FN4B+ZS8#BQDC>Q7MJ>&M6PS9\$G MW6_X0A|JEKXE#|9^Y|
<>.+@|D.L&AG(3/9^F=0;733|9A:/N!>1?UHM?|&K MMY6|W85W+?26M>775YJ@(NV7FY0/T;9LNZ.#?
1FZ2|Y|VS8|%)EX|MP^&P+P! M;J9ZE;E;+ #|9|N|JE=VB>(>G0MYB2);+M19@_G7|KW+S</_A^~S/=-_ZH=E
M_7Y_Q2OD6#|KS;=-N_7U5=Z/V/3F'6&5)G F@ "F6*0!0"&+ #NRT\$SE (
M)N&PZY=I#!G9+W5\$1ZRL;%B%:ZJ;Z.OVO00Z|_|"\$)=(YI_1W|J+ M.XW|EGJ|*6:BK5IQ'DI_2R&L?
XWF"4B36.6QL%/A|O>/N:3K=NB^E+GE+ M4.Z>:_.'X^2Y*^EJSIU(K)I_AU+GZB)|K?%|WBH+TM52+C?
O5|F.TX@_@4B2-M B0Y.TY|F.E.-6>.<_YHZR(C0-UW M|?Q7=|&3?C?5_1>#VB|NPEJWN|.#Y;|=3|HQM_KZ1Q8U2C0|
|68T>M.F.59K MQC6|VVG1N"CT#5LUK@_1WD)Q|6G/P|V2.\$OU>KYZ>.2+YY%N;PW|*(UW>BS M%_T
F=7R.O:@|JOGR|PR.*\$S.<|A0FC* 11%#A#.\$6 L3D&>8"0S+/-/\$.H!#
M\$&U&|CIJUP@W\$KYV2@6%86QZH386@XZG8=A9&K=%7 MJV;_4ZX0.
(4ZJAJDR|G32@_SdT"K*HG_/_\$2|^7C<#FALA:D8&ND.Q?#DWD|*RH.;J M0J_|JW|2"OPTL_|.@.H|.MKL|/H|V*#
(^'JR^#,\$(UC;6E7L4TUU>?K);& MVM|N*8W|0|Y|>5|?Y&*Q.3+!+!\$%I3'>@6'J6R0%N;
\$T%1052@%>8'?Jk7VY60|PQ*E*>0F7V5FO\$R,<#Z_X%89CR! MN!OM0(590^ZX?1=D,&|-KAP| "Q6/C6ED| M8"?
WKS_OUK8R|G2OVSTV"=-W9NB?T)S*A+*.9X)BD|*((\$9P#")09'\$5.4Q M(3|SNH'VU&-
D9Z%_4'A4#H|=GL'R^_CYBP|('SPVGV9J0=Q|)"#5G'3HL?
MF:3C&*|Y|PCR_DY+G,+5S0\$F5B|>IOC%3^KI(M:Q>Y+HM |FP5"EC&|<M(8 R7)C0)0QNE9WVD6
M.L0R0J|H^RQ\$B@5_.R!@H4.=9)Q(14H.%<2!03Y312ZG#YL=W%5IA?.^P1 M%~9;W=|
QTM;90^N=(S)@;Y7"P^_1C&LX9=CJ"X>RG/*O!L5G5:3-M3YU9 MJT,E_ M9+OEK^PY)2*Q(FB6
ZKT&\$&8.8\$53D.\$\$QJ@_@0B169W<_.D?>|W| MT4ZRYVO8|D&|K1D8%I2|Z@F>|VZO9&A:M=1^RN|
|5W@ (R@*"8(V+F8_7;Z.8ZMH.A.F>6VY+86_I4;NBB'B2Q_=#L;(%42"+ LU8'(H|
M7'UB(K^SHT2|9W_F&|_CJE6W+R:T|C-S5*8'J_G\$|GH?^|HUOM9Z|H|M|Y MG7R)|""^; X>EZ/98SB6#3!)< (FASEDRK@
K&_0T9GD.<2XY3=V.;>T;7>62O ML;6@/D236_5GT7VE?;%K)I#X7Z"=0_K|OA8W)|=5OJ'_W#^!O965#_Z;#9
M^&RO.;M_.6@V|A|3KS).|&\$V_?K@QI?XXEJ"|_|DX|L*83/2|HZ^RZ7FS_M_E6^R\$72CL2\$&@<3RK&F;PF;T0K?
CAANYAE2QMG^&H;\$6)H8^H3HCZ6U.IBZ;?/%JN<1 MO_U|W1>;IK*FB_E^J^?
7W^62|P2*N_.@IS)2JXI0"2+>#>Q#B3@(") 86" M)S"%4!9.F_B:P+3N|JXR,B|=N*|*.&O FBWU4/"XK;?AR#BO-
UMS0RPTZ^L* MFW3CVQ|O/NMG_L0*\$&N>QCE|2IE7.X@94P_5608(SAD0G""@%<;;W?>"" M-
G6PNM/F=N>7^F8>&=0A?8B%W=-;UMM!MGX|6B7Q6_U#-8P=K3|OI=9'XE%&>\$
M3590L5)-0V4MW>8NP1TWNRT8"@VW'3D_"/|RC|X+0Q=GG|/U-J4;/49?+SH M>|9S@|MEN:H^K39RW:9Q+;E97(@")
(PRG>&F1.J5H"""):@ A%G>8YGD@8 M>RO7J);H.F/<""W;.&R%SO6A)J&UXLOZT>^~2>2<;/N(?;A1
M>=7.#&C^|~|RAO|J68I2|K*17WM-"0A%CF"A0%X0!|AR:~J00LE@2JE" M<M.(USMQ\$ZIEYL;4.+O<3Z7'E5|L\$|
<_ZY^>NMY\$6P-I>48:%R_7>L|\$: M_25_P|6|T%|%<+@#RN)^TM#G9G:2%RXHM>Q!..S<=G05|QLZLI_UVL*T
MAF6N+3<_U.HX11 MA9D_7\$7&S>2R>;|S01...X9Y\$|O|H|:CNR3.O(BNHFD<4?6?
_(BY\$G239HYK5|3%R|YU79DG6TMJP.MF.2|H6|U3;)1XL<>)WD U.YYDH>K^3FEGY_7Y5*NUH%LG)9>|C/U>K#JGJD
MY?*\$_SH0R_2Y09WJD; M_/9;Z52LBZS^L:S:@= 4LDD1"*^+FZL|_
M1W9>|SV1=W.06U6CC|XSPXH8U>I&'7UG4:NOB?NW.K?24T?KR*AM)D09Q1VP^LWJ4<>#=-YC9SV>(%_~%
L_YN%OOJN=|8R_&|4MH.L:(F,B1Z,B1 M8\$&_XD2D4#OB(G:D\$'A0KUPT,ABMRJF\$B2E3+HX2H=R^..A.)IN5|M-
5;+G.OG|^?7| MX|B|2JK>5YP*45.0<|R|!" NS9RTI |9PE*((4EPYM228"UYD).X5DS\$.^*! M\$C=- M%V9X|
C=M^|YEUN2N7Z>|DCLRV6HU)O'0%B-&HEB|)26_RI2MP7*=3 MNK;_9^;OD""H25?/3Y5|L'BWR1'2IF^FT7"QT&4;|!
(C(4.H4(*K@0"%! M.J@*6|L.@P5=A(|_|AK;VFF7APH<|1<|4_.\$%MYW|& M#- X7%SKUVSP.\$ M4*5|+J*GK?SS_.6D;-
|G#5_VV7)Q>+_6;|7^GZ5=+W2KN_C>OVLW;_A0J2 M@(")>)SE 3.;PE.D_K5J:D M25Z*\$T"W?9U;
(DB6HJ)\$35C20%".6%GL>%ICV7..L* MG+N6'E4_O*K|4TFM6A/V/M+ "-GEVZ'L=GL|/4T>;XZ1BX7A:GLOBYJZIO>J
MT6=J>+| XUGW)=K^<|_B|L4.5>KN*G+23R!>DQ.MW3_/?|8/|*%UF6|F.LG7A
M'/S/O>+1^V7#|.IC1V2T.PBZ0_3385(.0BF M8R|Y;#%/5UG=TV7+W:|6JY7BU)LN<4^ZQ_S|H3B3C4D925=
|ZH^|;^3^|U M4% ".(\$00(4A%2IB#("59;A.=V1YU|M1K;E79TK&L3JEK6S9Y=)S3'2L;_9'0&*\$F4J73-09S%4O|!
M)H0|S1=Q56"R&+6^W^A'G_&TR>6#(O1P#|RJTS4:A-MU8F^U*7K49CQ8;V M6(P2%EJ(?;
(T|Z<_F#081WO.2:&8^=SM7HIA10_O_Z^EN+CL05ZR_L|3_P|MR"IX|X
G)FTHCK"@_O^+Y(8URY;*BL/ZV66NRSEJ+56C_R=:DSX;=(0V+*.4"2!(%"GF2)F@*8T|XF_J4<%K)PXN@:H.O(=
QJY7XNUQH M^~9R(6|)/6|VO\$0<%SPWM_1>6^E^J;N3,G/;-Z2T:&6L^A SZA5=|;M58T;M76=F&L|SR/I ""AKRX|
T;FTU_R"Y>?Y8TKW6|=R^>4;25N|NE>7W_M<MZD=K+|DR#V I#^5Y^VP=-W4OSWTVPH4HIENY+!^?^OZIL2
M>|_RO6F^Z="O5"@|53D#18Q6>E=*#Z_7;|UO2<""\$@N|YA *).Z(3MD3 M|A")8|_P3T"2BS2F^A^9=&
(L14Q=DWYX2;Q&_1PBHM=S#O.6C>?|6BH^_R&MB|;\$FMAP*F#;&0T7#3R9RG#YDYY_!F6ETY#=#=
|M:KU9SPN(19X2_2C/*\$) ME@_7<09@DA*.2\$Y9X49+<4;(R)NO\$;GOX'#L6C^BMW&&VJKV|9KS=R?M~?R M
G:9|U@3|J|G(A|>=|C#Q|S^_|K'N6M26IZ1#_0%^4CRU?S9WZ3>KW;25% MUCVAS<|PD2F/F=Z2<0XE0(R8;|4;
9ECAA...TZ3^5+>FR>^V:57|E|8_)) MXL^T<7^C&2OA+D/?ZS5B*I&#YUHI?W40T|/9\$;_EA#%L=9691%T,=TS<*

MI:U&5IQ%" SM\$Z-QL?1+A<CZ13V^\$/2D^AX+ #I9:N-O<#>9&,"*S?I%WE? MFAJ+Y>83?
91S'A.%&R&5*A\$Q(1CCFRNKPZY* D:.GMC-1+S,R M0ET,YH/PZ?>F(2QU/(%W,J*C)-Z)0-
:X8!6G+&#_KPYIXWO%SX7I+I_ %X'M MK_MNFVY_ =IV[8"=45@J3V)],.5!9R@'B60(8%!1@2A"/8P33V*ED/HQ:8YI
MF&M058^,MIGIXYH7RPSR E JY?AUTN_3W(AID2FGI/BO,*JHP@S6JHCN@ MORGK# 0?
N(4)KDKI!"\$4+GD1:%C3XKNIE9B47!QQOQIV^K3ZOE9IGZ?>FCQ_# MP(AO4:K3+C8^Y#K*T_B%JP-W.YT^P?
!8J0ODB_H M>EVJDC<9SO/&\$!I?)1.KIQ,D+C)\$A_1Q@76^DJD/JTJ6!N&%H: ?M.9ZIH2D'503?VG1=-ILWNMZI#M
M3GVCWS^OJOHO-@U1K.%E_+;Z3&N>IU@A%<.8@")-L#D"@H"A1#M7I!1,4,P8 M.%E!';,C/8 !+K/ZK?(IR;KPIK3W6-U
M&W5P>W7EHT\$H-M\$>_ ^W6N2I4NF85V_EDBIF3".*Y5*1)@1-9P*0'&& 9(*
M%2)AJLB=BGDI49CHD'0S@'G:\$5BIY'8"N_RVOWTO_1:3XIJUI9RLCIX6L'0! MZ*JJ/2/TSIM"9=D:IV<9S?
C\WJC"%ZYNC:(?#@>3(B(I^:(2';JT,S_4A^05:=-V2HJ9?M(I:~F8VYY?5YOYC5*U_M9_G_NONVWKAQ:2CPZFA/
MN)\$%"WUW=U#HDQ@01 MP@5_.\$H 25(&"*!+9;B?M;NG8%:KH::KZ6?X(=TT!\$3[OE\$*59=TH#D0]W29-7I?(>_&@
MO<6_B7#ACQI+OA9OE\ DF*UB*@(0X92!HIF4A@&Z0I3**);.Q3"64HOD_M62H3KJD^P>I;0I(P3W18.9E&_AYZ
M^6%7Q(^(2/#QL=%%^70S[!L-WPU5:43-7WM0T^LA:&.&)"R@!;HJ3K!BJO!MW00V>L==80<MC#,*&EIV?
H2V!/'OY-P3K!-P1!MJGK,P7F:WW_-IV:UR!X;%&L@!./B;+! M8<I:~D+3SKZRONI3.I43^QYOW&F
@IU/8B!2"!2IQ#0!XC"3*<APE.1+2 M*M_W1&SBP?="E"Z>UHV G>5?,&+D)1I2F*&+W);+/WC?:HZU5_3#;ZU_TIR
MNC_1U)>?2(C4O.YQ Z&/2_.FH@GSWP19=>#2.<-U\$6_AHDS)UZ=>(7V*:_O_MAIH@A_&D&3#\$R3@GI?
#"!""PW5H4%N9S29DZ--UO*S(C_P_729H_ZJ1JH_TK2G,1I!<59E_#\$>08HBB#_L51'392&*3)._M2P_TIL[#\$XIT)3=<*<'-
&9IQ02A!^LCIHL*7,Z5EX3S=ZP12VGN4^4ED4<-M*B^~XKJ@'Q_7J_M*G4Z;G&1UAQB'D= QIP"%N,*@ISP"F.8Y\$E-
\$>YF2_J M'(G)/5\$P_#4%*^~_PG_8';\$!D\$YKX:IC'Q_XY7>BA@C(MOJ^WA3_\$OPJ_MJ#_7I7WJAJ!H^A+74BA/XIR?T?
=#UW!J_6V4B>4%=&OC120*DU<->EK0FH*QX'ZJ+>+M2J+G^3XOC;=\$?#.#_S2CMW/R/O.<-OGW?
>O1^UBH!1ZK#YO_-M>G.SWFBH;9VMN20/BU305.W3NGDCUSG?*00DR1'(6<(32K,49T:N(#_R\$V_5
M'0.G6CP'-3O!GA_SL!&!&B^?EOTJQV!Q6NDE^*~9!;"KVTGM=-PV&'ZV_JBY
MJ/TCN<5;CNE=I92+NHCKTTHM*G6'OB//FN;MJJOJ>EID#;4I2T,0)D+9@811 M@'&\$_.OPCM,T3:"PZJOH1G9B>
I"O,P9LY+;5_J8&=%Y;FL%&45&;WMC;62K\$2O.4IN%/2 MGJ:_H2U'PK25K^M^TEHJ3^~I"5\$LTXH5QB&*)U=E"
()TIRD\$N_@@2\$8M<-M71T@Q59A)F=.)C8S+1?_ZW^\$*?R>UZ:WXM5!W_+5_-+S9TUFHKC-)@9HEF4
M:WEL:5@*6IX"S5171;LN#JU7)>EJ(*?="E_UGX;JMT&OZIUURUK)W^+E;-JT+ M)H&"JU(?)
U@MCGS,#=PR3ETG4%Q&#NB<_B6ZW*IT0W>GC_7X8JI-0)6U_MXJV9WD.W9WDFEXQ!D,&\$ 931!;
X20&')=80LAW#(S<0!\$UO,FC"H">I_1.M&M>;CZJD6_T&ZW**;3"TE+JULY<-DIH-T:1+GF&'G3A+P%Q##_S9R9Z4-R)
ME\$4?HXZ_>YVY_6KHMQ+=RMPUWN_"/RN-!TB7ZJVR6M!%K&,*4@SW:~4 M!S@G_A
PB@2\$4HHHW8U1U!8FM@@?NS?1ZIV4%:/5RV6:W45E/VSC-R=99YV_M9YD!PX'FV-
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P!8H5&NB'/OO6ZINNQZUO3^6OZK3!27%1+L)<-M\$LC#\$(@!\$0"%0>81RG
B:IR&':A+8^P(M\$H>KB@50IQ#LF6@NCF7P3?1 MU(S8F!O+^C4VAE!59&WJ1FO(Q709B^S/,%TF;.:9,5;,"~
B_JZ;R@GR!9YM4<+7P^5>7_W:W="AVE&0!F@&0!~A2!I="Y6#V_MLKS!;EY@HT@SBS&1>BROFV39I
T?WU8^M)SYZ_18GLR'C_49I4A#BHY_~4N_M0!CBTG_MFSMGN_X!T_~L=D);#T2E!Q4KJ9&9!E7_VJ?
%>0!S8I3@#8!_@869>C<-ME72;/C=B+\$23!A\$BDUS4SNDI^!/%D;WE_6:_U\$LU<+A)(!UT;FJH M^AIHUXHHA
I93WRT7EV1LJ#R7XLE!6M,K_4*O6RQV;ID(;4K!_MDIE!6J6U\$J5<1I3\$)*(.5@1#DBHZ!PSDF_H299@:E8P%2". \$ 8I%
JC,0I_G&*\$HB7,A?#0+.4=_Z@3%EXTO_M@Z)I;%_W#%\$+O6FM*X52[XL_>FDG<[Z.IM3U3VY!+
M"JYV7!W*%CG_3*91#K(XCS6:(@6\$P_Q0_M@1!A:4XQD8N5QG@40_8M-
'9IG*5IM*)PLZ*~!NOK@9AD7>;KS(^!@TPC31H
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MK!57I_-Z\$F4+OYB&#~!L%K76*WK_0_DQ"0#4!+),IP+F7+3KK>@_!_@H_QJ_M2,ZL_R5GM:/V8XJ6FK+VT!+
M+E#T@IK@55"3I+=)#TKD:7<^36/6;7E0S_/I>AAIS<^*~K8IS^I_, M4/ MLM0Q@M9!U\$89X1E(&<9!"@F'& 449
FB!_98A%#JU30(6)3N_(534M_9!F M#WVGN2U!EK? QI-! Z!&>HL6>@82^/= #L9UW1L(?>2!WG;0F_~I=MA?
D6G\$F\$=9>0%*,8Z?9?%.(,<I19+=!39"9>MN=17!;!OfC@OIS1
MF=FRJ)NP6!5T);P!;1!+>_AT7RM(+/\$)EU!0X+>KAJ+SOMC_9=-PG_@OCP_MV^JIT\$G9^VH!0!SOLP_O!";!0%?BT?I-
?SM!VVG8)H3;@H25!X97G37^!MA3Z""")G<# SX!Z&R3X1<ZP_"7"W9.6*DKX!-DN2_62#*4YKD&+ B M\$H!R(31B;
\$Q%*#4)!&_QHO*W)E_DHK5VG1U'ZLO:2&X?3S="J"=XNK1E6.C_MV/[5A.6HX!N5YYE!
<\$E?/B^~M_.4%CIK24V*>R\$@9>-BQ5'\$;=\$O>AA MG!Q!D*!J\$W&AS^?BB8W1MV/BS5?Q!!G0B*H\$Q3@!""@
HUA84\$(X(R\$>1 M58JL+XFWJKWY+002M&S+^T_@%F=N)5U&IG6_IH/TF7T#RT.2@)&J/9K5;
MR>TFY6YX4NQ+*7TKT?>AI3>^YBW#I*W.HR)-IP3<+.VL:5FL1%DI+FC;VJ8'_M!85U4(69%?
Y<_W^N2TV@NN@_SX_J/ZV?522-!@8_5@S@!E@#%*0!JP)E,44 MT%R=K%"6PRC-\$P:E0C:M.Q;
!7YL"+J!2>>+ #_3_7;FP,Y^=WP'/<:O^O"2 M?="Z!^JV_~R:7:<JFT JPPP_J_!&?59!UYU_<3;SEK_YU"X:8P\$!5Q65E?
MR9!~;U2;*U8HO-LUOO!95OE\ BK(JV"*2;_DC(#_0=(D!#>7!>PAR)) M88QH&EFYGOUXF_BFO^_G;
I45L!O5ME(ZUS9%8IK6R:5!1I5BU#6=RT;U9L9!_M8H7:6>@7R5!_U="S^~JUL;IS!5T#F/S'.02.>~5L'_B5-#
(%9W++G_9_MRC76_5149*FKXU+T*5OY:=5CYTQ_~";122",4E#NYZZAH0G-EB?URN@-P:R#%C#42!Z+&F0;<)8@!C!1)
!U_M;E;_C=4L&GXW+~;\$/!C9KZ+!0=#P'=5CJ!+!~6NK2V!-D!R5)R;R%V0!(!
MAIOME\$<=>K=IWR&L!_!0W:W*U37_1WG_@IV459LG8AK5_/_!U&\$!AX=-G:0>
MW&EX2NW0XO_8EE4=*0CNO>9_P42@D88M0GSG5&\$0X?_@!@QG^XN%I>Y*/I3YXJ&Y0%TOZ_G1H;%%C%";
MJ>X2S#+UC!QTOEM(8VR)\$8IC5)FU=[4FH.15WG=6(/LZ.FH@XD5IR_Q=:X MI%KCF!AT"K_~AYS_T!#_!FXEUTV;
<<_E2;H7U*H!SP_0Z5,AJ1QB?XK8V@8 MJNH;I0,ZM19I6)5G^LEEOG_XFEEQ=J5N0%O!VN0HM=N
MGWDFCBF!#"H+B:(" QHGB3*2J50^I0E411;A!IQX6-JGTK+55"S=15HQH#B_M#&ADRZOZM-WG+MBS9JUM;VM;I>
<9W_~1/V?K9<&>ISF:1Y#*F_(HDOB=1I+ M,D!HEFO?"X)A&C,N\$AL39TIX8IO6L5\$'DG8!V*((&_K0S\$!-
H1D[B]!QT!RN MJ!>Z41_6?3?VO!G@:"V58(W:~) #LC/CE=@IXQC\$Q/+IT9&H7GBKPV)4=-_Q
M&@J_5U=/(3@B\$H0PC0^0PZH9%NCLL)BZ\$Z2.U!!)S"4VZ,&2VU_Z0!%WCJ_M
XQ7YVB4H_JM8U;3,M,S3,\$1!.PDD.EQ^O_?IW+DY!6B5N/4_Q#&CFPFSGL
M\$6V#_@LD;_2R\$(DQG*BD3H_T1P!)E"8">7>A&0V">W")*R.2ZI9I&QLPM0)
MU9C9GG\$"VOF3%_~CI>:/IR7Q),9.\$%@UG5!7L##A3KPI"?XTOME!HI*_!1 M\$8YEDN8@PY0#A&@*<@Y#0)@!#
!%D+\$JM!C\$#M*9.6WP!_!F604.Y!@("=B7!_MTY=A-B%BP#P\$?XIU="I^ (MCRM*U'@_M+&-
J:P;)S/=>)HU""!\$2.YNH6@D!JC'HT?9<3VY<I"~W5RG_72T&33.FR_MWHRR+>(<Y:~4R&NLA?WO@HTX!%FO6?
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M_79U797XK\$YC7!0RQ_BM_6J^EXN*%1SN,0I^C777%S"7"<("R+!(UREN;0 M+L(PCIV)-U>I^PUPC71KMDY?
CZ=V>V1@!US>SU5^DRVG51N5QX3/_SH9_I_MNR;0)4>O!~L^C:S;JHW!0)6YE=>~8&\$GL2IRI76IXZIK?
^Y+;KG3ZNRVM2G_*V M^BXV7!^3U>U3G1SOBOI">_1.M_N202E3(\$4PF0S#&@)!*"XV4B"!&W"!_M="I&)UIZ-
3&U;6IXU*;CBB4NZFP3;&9;WN*TV-DM^V@6M2Q!3YB@EB;HE#A!_M*X!&;M<2Z;JB23_O9IP%GY_8<I_!V+&C)-
Q\$E!C3OIN.!OJUW@I3;S?/U_MBO^R_B\$VJ!>^_OAF\$H(0LZA.MWE"2"t%\$!0\$6490R&25FA%@!2FMODI!"@J08-
3J3B>U_0K^A2!RG@\$ MFTY_9FO:C_IV" _JDW+L,\$22I+QUV2T?HM7%7#@0VP\$PY7_~^X/NQ@!_<(Q!>
MTI*&.32(#0Z!;GGLD7!W%_-OG5T+2)R0!*;Q!0Z<-M*G9%*WI"5P9B#02@

MAMZ>+81D\$("-&3RN*BW1JZJ#ET_ZX/AF3)=/A)\$2LJN:X7;#V>5V/7=>K M;:>5/D&X(#0A*9Y(#F5*&(-)S\$;9
L2PC/&2;\$KC;.*WL3;T=J6"C:(TM MZ!TU#6;.^LHU\ZJGBX%{O\$;_%Y{4;)}C+U3;EIR=-=S)KP&?TC2) 4.T 0BS".11
MF(H3".91B\$E26J30N\BO7/B_.\$C9.2=1*M6--0)!BB1*< 208!(@C.;1ZF
M=+!\$2U022IXJJA*%R.XIMMG6Y3*3=IO/ETNQ9IQ"/NRLMA9I7*A1(Y7)?A*M.)\$-YPI0!%6KIH! "@AD"22HP
MD92&.J266 UC^)^CX_%JWK3\13I)&9!BE<V#YWR;= *{8}MO7BE"Z8%H&E&00Y9FI\$)A(R\$V.V0&-B \50#5JR5X\$FK-
02;-)F1FI(M\A;OQY4=L;.\$26!CXV\$@T@!G7JL07JA!T)&HSEF5M(%2W5\$T>=49*T>@\$ MY4?
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**90CJHUOY4OD)P^K=ARRXO5 MPTD0I_ K55M.OXAGR*(A/I1)!0 -40PHE2Q-LRBB@MAE\$(HE:6+CTF;
M\5TL&U!^C7CEC"7@JGJ(LY"2D(LERE L>" OKHE#E%6FPH*)8&.L Q5J-I5 M&{6WX!5N&)}@[-'8">T4-D&L<)
(H"DL3H!YU2"78DNB"&9@.IKD;A773"*W^3AS@Z M;NN"DY;?H&&M0='K6 XTSJU?U;..{7}*MF4.OM=)-
+/{KS8QEKX{7S.22*M9 MGB;A;JE^LJ+J K;O.G04ZCU*_-!\$B(S%U2U.24? A0:5HBEU9?GQ0_K;L
ML2H+5HNPP!E&*&81@%&JKBN19(!((@"+6282)"#B5C>5.9B>^"ZS{U51=&2# M'VJNMB2ECL\$Z\$S8Q1:3RF\$2O-
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Q0%B*0""1SE(8BA7X!#_ SQ/K^%I6,> M_!_7C?<:K_/?\$;?)Q_3^?RUYDC \?STO!H?HAQ-A
MW?IDS'5F{CYVSJZ^Y12ZQAI"RX8F@ /FW\$=IUYX=06^7Z47YC@U ?Q'F)G Y?R@J&@X.A%Z;2% MUIZ@2C/S{E-
!=C9Y0!_Z/=E49VA3@;WA:U!@-S/(MIGPQTC;ANY)KKHJN_U M8?E!K%&@A&O?U0MW8DRP).8"9QLM.)
*\$1P@(!^%0.89YB8@60UC?D85FE?T)%A;L-HR>W6MH/0!OD'@S+YRBDX363>/C%{08IB_+/OS5(MO8_KC11%L:\$V6U
YQ..4Y(R"G&\$-BT0XR)%D{.60!5C\$(1%1UZYKXE"0?=& M2^IE3RI{<{^C^!;A!8XG\$X=(4"DR\$"5A
E"F';!QF@\$<9E)R&:9)RAOZK!WM M&77HTO87FI;)0WH3S=(Q{TFNF;)<C6;?
Q\$E(LICB6D,02IUDW2)A"Z,D4:PF*08)Q\$WZZES<@!\$EX0= MZ%B//!-\$!-)9Q3DYG!HB"IG7%UD=L95^V.5)Y!U0ZIO
JBVAE1S!&IG7M!M;+O)+^078HEI"Q"P=7=/HL60.K4?ZBN6"8Y#DA"&24"NG>@8>)EW@_922H M;^Q5#23T4I-
K4#-K>_IS4+KA*6Y:55J>QGL!&S2.5=FK:5.O.2/FG/P2EFR MUBHZGPMKY2="!.,+I
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7)2IYV;_QO^!TT+66Q@J3RIFMAJO2!^%%RL>*F+R9M+RP>R M616*677+*7B@JNOV>E.?"M@M.Z;!--0!
<{00BZ;}&CKJ3M.4B+VX1.GLIH-MSJN>T(UUS(R>KYD;H"O.\$-VQG#NR2&C;U9MP/H XI2:T9WYMI7_IG;F>
ME=695!_#.@.#GFBH_JL@ZFCZT{A+W@F".HB"%B2A !E20I(%F>_QWF4)!!3 MAJ2#+!&8@7D!@9IP<&^";JY.L!-?
7^VXPG+6+2*AY=EK2T;+I)XO")MVHG N M#T33D{<^>AVZC@!76DY@/2 W^04^D'J\$;..>G!5NP@KK.8Y#PF(:!8P!91
M^.'H0 9YAD841B9H6M8DYDZXG;RTB!0FQ_M(7^S&S^%JQ.RC@%+OCG^ ^ MTLUOJ;C/2U?
J2EDR=0J!SN_D6H!T6A!5!@-NLZ-AA<#4;ON6VHL*JETIU/DZ MBM56=WW43RL%I\$@="52!;BE/&\$ 9C0#E) 8B"D64
M\XSOV.JGZ<{^U!&4AHJ=-1BA6#-+.8^ZI*S(R!+=G0^T8:P'D*.NC)JUKM2W
M9JZN>AC4L!6A&^B3T9H!";S&JCO"CLT7AY&M&_C7%O_-K\$+IXC&&.6 L 0# M%#-UJ8BP!&FB?
D0X"K.D;.%2!^_<G>/H<#%#UF.\$&"X'BHMI8H.BF+>==A3) MKK/SED;YU){KQ_7FZKX5SU?K=,B
M=@BK9Q<_YNKZ42;\$/6-&4KG2+;4*3C+;1C:T*HS8F@PJ*!";JW#X;)-MLT/(!#JRLSJ#A0!7M=>TSG+M,W?
51FS4.UZS.D8HQE^&APL3-T/TP3%*F!0 P!I&-BA.08@S)C\$;A0B-L(O.4I@K
M@ML0#135X+UQA_GS>ADV^EZDM717V@KJ?+DI^/VIX4Z%3;I02# M_IYGS006IX0Q"2%0/V7Z,T_!93B!#!";
IQRJ#==ZLA8E;{IKQ&63GWB! M6X^!KHRW=B;L_I SR1G>G=#F@X8;KE!ZNX(\$V\$-DFG/'K'L99?#?E#F8;N
MILIZ(D\$F_*8A!PABK/?""#S0AHA&_HM'KA?S!Q.M6\$PN^&.^29U1@MCC= M;.;CCN9%YWAV7P58/_7B!57MIS-M
E,%@73#UU%*U!_4S MU;#9 IU"+W9+M^@*MCQ,%CPX!&SU)R7_!HF3G!>RS5,81A) M^V!-U_ S M>O5#E)7@G!?
UJA:Q6\$8;I?E@@*4ZLI-G\$A 1\$H0E6FH4P\$9Y &.,<(!Q3 MD_-8_6!@SG#DO\$T;=>9W0!_VK/VQV+%_UJS;
f8'OLGYLMM\$YXAVXED M?JR% ^BL_IY9ASH*3XJ6GGE&AXLRAJ?X#"JR#" .9U^OL/ODTBR+-4V@F5JA;JLTDBK5*
MS!FAEH\$S\$I=19TOT&2%R/R%HS#N;HQK_HIM6=5;IM?U-
>2HJLCQ!^E*G.YU*^4I{67!3G2;H_7#ACQ^\$0TDJK@7FQ\%\$TU.LP=YL(@S M'@O*) R3P%*900(!
BD@B+!DC2CD5)!BO+;?6LBM;/!5/I7GK!C!OZZZ!P=W=7_43>U@/Z!#"PK(W 0ZSOM M*RO9TPWWM;28!;HRE-
U>/M!7;R^C!19H_H^-(3.G=NSIOD<MCR/M/N"9I_ DZTS9;U+SPK&Z6Z'MU&@O;X>PJZ.NO
M^N>FRE/729.F.Q@-4CIE8I;HJY?#@&R&L7-IMRIZ_%F=TE>DK(L9;&0/3N M@OY>E&Q3U*E19B%A"80@C@389-
0A%.(0)C"4\$B6>0!TNK M8ZU;_!LSI9+L+!A^0;XCFS;W3'8LQ-INULO"-8!3;LG5XUXLD+6Y&>U0ZI*
M;1\$SN.XUV!^W;B;7NVH^R*>UIMJD1,64T(I0#14MRW!";\$^M48>799^V3;716V9;>XM.#UC>Z%JSI>;WN|K>
!\$BBS5!;2L-IVG M<91BG(\$P205_L?D).AZ#-.D0B@DB%\$Q3!L+NA.OU+;X>"V#JG@4>N XK^3 M4E_N-
Z+;E;I/Z/AMX.17ZX#5+#+<!)4-O^<9)!#9!U!L\$RK3;OWOF @;+M0A
MH>4C;:D)6DZN+G75J4N\Z2;B=3FEFSC47U6*38.2AA(K;\$9;4&@<1^ZDT M+J!^MF38O.79+GM0#-6?D+!J'
M^8*&;<1E0#!5\$<A0 OFC&OY'DH92YRD5JUX_&V>3&7;9U(Q>I3MFZ@!6 MGYVV)ZUEU-#?
D(C=UY%YW8VWY_ZI=#?#O&S!2-!HFQ27PK9P"00(HR2D@>0 80AS2' DN!VP25" M4V?YU;0!M(Y@1SQH)O?/
>5=>GVZ4L%EB=01^FMKJ\$FHCE=10<'GNTZ;B)> M_TJH+QK?I>*)JXUTNYQ>@=(8U3@C&0\$*KS32X\$R".
<@{(S!5"UAW9K6"%-T ME,SD^N>&Z+Y!H\$_!0(Z;IK"BLBQ!;PLJ!&>#78^I0!> ?Y&18)F!JV\$X2
ME;GCVI"@Q_W5!HY3/_O(?S=R@;U2 VNDY#5JHICA)&0(M(I#95\$0,*>0H@
MCR5\$+X\$3;14 &B(V!U#35!2LV\$JHHHKD'==DEB=U M6" JH=7!_6FSYE061(!#\$.8I"#F->
(10*0\$*G=FC*>XH0)Q(TB.1Q4;=-O>)WSF;..5S6HL)D1+J^N!4J.N(!&@&amp

B<618DB M*8DBL;3@KHB+8D"ID?SIF)1.: X 07R> ?(Y8CR; LGREY=S)S(M(O_P^ M7G(Y92D?OGL/Z)A3?
_RX>)7^;9 "LA JGIVLO9Y8_Y^++A=N5L;/W3 M^9^T5T+P(GC3A*9K">:DT\$! G)Q^BL/AN A0J/Y4 @E_+IBZ:+
+IC _\!&6YO/S3K\^_000?_P>YI_ MSN87OW)*Q_ K3 A^N?>S\ N^_^@S9QSOW8_O?GH8KSO@S@L^_5 _^7=I_@%
MOGHRGBZ6?AK+!(OOGQ;=J HEIV7^4KE N_43YBJP 1JWD(U\$!#1^7Z0_M_>=?
++BAWSV00^00ZE /W7CV_03D?YLM PO^Y&E _^U^>?GC\$OIC#XOQU)K+ W90X91YF/<4XN&5_-^/^N?
N_7VXDOYI! M^0+ M78?N/IU.LDQ1.#W)4P3K):VGF.RBW<^_"F.G=WYLO^F3?'248CHIS)B M.?
=Q.7+94@@A\$44HHHY15P*GI@8@Z>_ OLR.NM! J(!,!>P.U!-G<.^DG#47QG!A M)TED.YVE^I-B9I-
XR^S>8(Y:HIU='X>=Z1H%I/7G CUTLIQ(I*_C"=I=MY
M/QM:0U;+607.K<2"YIA%UQUAODR)>I3Z#Y90^GT^F5GWR\$ MRID/(@*,YV0@2/L!
M/\$NOI^D5^KVC"!9Y!2/0(U0%L@7!YP3:5;_C@J.YVH5*-R9)B LB:Q<#PO
M!P;#RZMYK=2;+2+Z77^!GZ_7X+2U0CH@D#2:22XY8I66R!8%*FEOJ3I--PW
MT&0D.U"H@F^U\$1G^=^NA@7WE^K.ZCS5:@45B4FP2=" FZ#K&I62!NDJF
MPM;_IZ%"M8N**AP=&!60HOQL>+03>7WT_!IQ*TV2B&.(HG.E\$K\$N.X+? MY\$S)3(%NV_A/0/VG
>A0+>+@LXV(3TA/+%N#!ANGSOOZ);_ (?_AY>OJ MNIS >#E+.#(.68%>\$.\$FXW("6C\N.(IKLHOYATI-R@K>)"
(@W!B6!>)3XW-M 9O/_OO;A.P;Y_\$J8G6M";WRR2>(<#;GB>>@*.<@>,)M(+S%"SG%0!SS_0'
M0<6U#14.O&T")&YI/)_F_>^C:<11BK^G O#.PK5)\$Y;\$Q M4L*#C.Q^3Z-3I8"Q-?MAZ&@XREF-M2U!Y_-LL?
23_WIV=E.T>B4.3?(!_9>_0!=PS12494\$3+VA!K3^HY@ CVG.#I+DIZ=9? MF/0P##<&%IMKFTVR(AV8_#!O-QR
KL+8)B+R=XFC(CO\$W>_.67_GI9(Z8_M9=PZDJVW>#PFC=ZQ-V@I91J!)Z19C4#D_MD/@TCS@<@*K&T"
(IWW>^F7<#&; M_OB!22%G!+>+>+(BT-J#C!O)/AB?0_+NR)>3GDD/ T3SH J+Q4B!Q.#(-XRU"2.>>("GHT;:
(E:07YM(<#>R8!# <-1R!/9603 M_C!%>87>_3!J_100SR<<_#!<-AR=K;79@?+R-
>7YVE<;XB;/E\$A8K&;R9^<(LIZC>D)4D8C2; M0/TI*+)_1.ELL_#:>W^L7' W(>AH^H926V-I* @_68\;3INGPIG_ F+V=(
M1+Q9#9/;@#;<_60DC311D2%"(YIGP"E+/@M_\$D@>I^\$PL#0<+;S.YB9.G\$! ? M8#)9Z\4#+I5#AEC+?
I9"E5A!#3\$ILPP2247JD;_W/PT#1< CT1#8V 8(/ M5V\$RCFFE;_!^RO*1150EZ;DOY& 2;#W0>R!0F M\$(#0_5KRB6?
Q^Y^<(-L6YU?+YJRW/)_F_&9J=)UB\$327.FD\$B^&3;I2W M!S4R8QZBX;"7@A?G!9J3E5T2;I4Q^&BH8CF!68VA0R
MRD/JU1*_2E84&AIE1"-9XX1QU1/M_G1"GI8;NV?BPU#1<+RT!D_QL09 MTI^Z-1376T110\$A)HC!H-
'EFB\$V"%YN%08CDEPV/IZ.O<&>ZP^3?<%ST>_.95 MD_J_!K#O^?XC>+2W610+?34B&L^&TNQ0=5F=H9HE+J8=);
!V%*YB=I/W% MW)GB!B+>@LH*W4!1+6YH6!"(7+RY-R&QG3=GMG;+EXIE.VL2K45>98S%+
MHT0@):XJ*...8322YI&WATSKK3MO#M9_-4GJHHJ3N;^4@F#JW 5V2_NZY6 M-Q);"6!9\$Z-3L50#);!&@%P8*+248?
3S/ZM^8>I=40!HYB9ALX>#.>?WV; M1DI8*U)&I.98".?HKXAR(&D9%O).IWS:5<6=Z8:I=40!HY@9+N^L0SIY_;
MWIUI=?;YI:L79^_.WKI\>G/KUI_ G3\$Z7I_6+7J2AY&I(GG_=6"7'A_>H> M8A8;ICR_&4_I-
(I0YNM"@K=8(DJHC@5F>2C")+@ \$0.6.\$(AB:B%PF!)=*AF
MOPB=R*G7>TIF"P7Z^<;JZGT^6LOEC/<_98P)QLTKM6+1@V^H!F++V325OUZC M?S'^/IQ=_Y
I&+IH0HB!U\$#@N"HPOK!P"R=D&8QS7G#I4 M(/_8!Q\$6 M8.@D LIZETO\$S\$F(L19L6'R\$"+BE.X#TLUTC_"8"!LH&
+4\$ M(XI&VD@;2?)79!8>>@:REEI?Z@9Q@?J3!5>+I SCZ.(=+/TZOOU_"= 'K M103'-#...LUP)3)Y(-8Q04R.4D;ME):U
+27D&\$Y_ Z0DB0!Y>+ICZRV@I+Q3!U?OL#RXE!> I^+AZOQ MXG^V!>YK.KR!23+DJV2KXW3B+L?
3*TCGE!"J1IA>I6#;1^X"L4E!(I6_MQ_<"4>V1 X=?RA:M"&I;4#M;+>\$>#ICGD5LS"%T3+SG+)&A&((9\$RATF
M9(\$GUF(JFLE7PH0^!D;VZ8:L1X^&8!AX/C=G23TZ"1HFK?BQ!GO1OX;)\$ M1-"|&ZDL>11>?X4LM(-0DET4%#-
%SF9W9#BGONP;_D%Z_@DUIT"PQK0 M!!_F;HERQ!?)KYTXD@W;1%_K^>A!_! CZ67E^G^+!+Z%AWEI\$S= BNOEY-
M2C+=*1 %Q/%*2M-TIK4!0/IGZCK%4^K_Q\$2BUJ6TKN3\$AY!Q/X"!8/PC=Y! M6=5IKZH%\$IU*Y*DO
#2P);X/I^G%OG6/M\$F!(<@)*D7F90Z>A*@X_HMS%V/B M63Y4J_!HF_A@EHP_ZL L!H;_&!06Y3!H&
(<)BOR#W@RO/Y^;4C^_INEW!>3 M^1J_@EL>T..5)6;B%;HUF262(UBJD^6.UK;I#J&K!;_>"J*J"Z\$!8-W0G8*1
M\$K@G8"QZ"(%I@M;%)RJ+>+W05KG:8?0G_!IG>IT^0(YB9@_@V B1O)!X!6C MD76(61A)?J*2)X%"4
%P6)!%A636M16)WL)&::M2!GTELE;@ K3PAFI"R5 MOD!3EA^W@2O.BYXXA;Y.H!&5EYSTX?RB8Y!U GD#M.FI
?"LIT5&BE1<"5!2?L.UV@@E/ 8(S2YTA0\$)A<>R\X!Q9FX^62 MY&?/*H0&M-?>8-
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4NOTK@_ ^!GMNKG91AO!J;#0=NAJ;S!&0BI/8B!P^CDX MVEM2W5U*AKUQZ0E""9C>IG3FZ)7N\FB4-5+\$T=0\$J4I?
ZJ0+#+""0.C;^A31 M+JB>*X2.E/0^H JL;P!#&RLX*->Z3;@2(B*PH0!^V%9*2F+26AJ4H
M7>TCIT22A!UGZ0F/SRG&ME!HLX*4?7+2D1#+324X33PK+?ZHEI:RF-5.QDOJ
M!W"8*YK^L74_LUN(=VTX)JW;C.MQ&2JNFI(8Y1R.RTR3)%BYDXRE&R?E.E@XO;A=5,E>8P8L
MLD<1.W;IW9MCY4K(2)T-LE;M%#T^!U_8XHEWA_A!22GPNH*I@&DO;J>MI10 M_J?>?<-I-
!I'ZPE6B>%K@Y^5X<I2Z*#S\$+TCI?;_8I2&K&MN\936% MT@#&NF2/S27<I86#*2).F)B2>DN=4&
<0!?:QTB58YP&^E!7D;_3_92TXQE MWZ/>_JB.*!D!UK#>I6*-5H%VE!(T^4VI+R>)%3X0I9AV3_*\$S\$-ME9!SKM%*
M"MAS7UH^AVC;_O_HA^1HXD BY)V5UGBN!!\$ "23I9"LI#;_FRFUW/#ZTG; M;B#(44JUCY==O>WB0^<IX
+0W\&E1*M38X322E"GI4.MU\$IXKP0_@W*==^M"0_<-F?
ST+CFH)HP!IL!65R#1S(!CQ@X_4I^(+X4\$(LU&RF"EO"TX7@E* M1R1^L>J=%9X5/B?PO_!\$?%C/VW%G5?#&*Q)
!%XT*Q325YW5QDM0+N<^9>>L*R*-<*09_@M^+< M1V.T1;_MU7Y*L4W#L^*VB@_@YB;E-P;L12ZUD\^<^%Z;
IV^<2@Y+8P0GA_J M^2XD;FI"/49M12MZG:JL^I7G^4TBO_7R* MJM;BSD/H/(CY2BYI+QED!(I6^<403_-I+X4_J_XO
K;K2IRJ88/C%7%4 M60 -0&IC!5UK+3.FI_7E"ILWV_5@WTW6Y3(ZWG^I+^/0N2>"HE!;\$K0&@0# ML3:4<)EQAEL?0?
60>?44\$H>-D==46CV*I@^D?9Z#7US_?W1^_.HT7QWD&K3.MB7_+@0ZD0DC;*C]*_<^6H;-BE?
\$4A5F/OTT;@6:*5P4%^!N MAIU=MW24HA J^D@\$_=:5UM&4D *KAG))\$34R%XK504W:I 71\$O)S^X@7#A M8W&;D8K;
<8?N)%_1\$FE#>=;H+3\$94@J^I>U+;7;#K;??^7>95UNERJX>SY MFB1\Z\$3Q!9;CB
I6G76V(RK/T4IA_9K^7!^!WL_FKV558YJO);IWDVU* WDE4SL3Y\$AC3 M7).0M")>"A>34K2^MS1/(?
GZ;3P%ISMV.FI^L!*_ UN(!9W_?F8VCJS_0R;^T^W"\$VRC 4AE8I2R!ARD; M-DIZS" I21R_@NOM8G&%[*])#
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463%M8VSGGD6Y/P0D2N&9\$-/28#?>D M4ZNWQ- GQH! F@11YMGNG9 E8_HB!>QOAZN(\$+AWI6"
TQ&N9KEWTB)YA M4X"?U"BJ(!6.VY&EVM:62T92IZI:1\$J4/EEA9*BV!DBQFI<^5+KEP+S\$#
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:9;G<@&^CC5+;W*#)PTQY9R!U=N@;_!_H88RH^BYAY33.QFN! Q< M+@E&SJ6\$#BGNGJ!IZ9L*Q)F\$NC;
I'8++ANKZ60R%;_OI5U_#WKN!#\$=S>_#3 M;3%?EAXZZ2HNT&.\$^;=QA+/OX\4H:9:3-
XX82+I4\$FB4E2SR6WF1UDKAR&C^T^AH%"9GN N1\$!@JFW=JE=Q?X&N M^P?7&VKPS/WL\$E_ZI IO5Y-I XO_D M)
!("Y8_P#97<@)VM?K;JZ_4\$!)HKB^QEP!)?73.DT^Q\$2XHI;_Z78=HM/C0< M;MMUE_X M=8QD+=%5R6DZ+E%12F<-
(!IGK;+B>S5)_;_!;I80&XB>W5CEP!93 M>(O_7"JIN;3!)K6SAH^9!J07_X62&(Y3X0D(8Q2?HJ5COO;A=
MPVJ6.A+>Z21Y(KL;@_R;W;_F9%FY6F&0!LAHA&FA+\$>8,>F5+)>JAJMI7 M+ILT#*M;_>H^*26P>V.XD+/T=3P=
M^W8MQH@K3DYQ"!J;XNN^KJL30EH;X4N+(I)@?6U;_#Z-LV.<\$01Q;/8BD M_"M=M!OLUG:C&86A?
L^D*8X7O>S//LZFR_ ^R^>)E\$40&GS MY=Y*ZJ6FUF!^/V?_GT^7L*KV>_3DDOBH!^L%3Z@7%
IT6C@ZM+;@GE@0M; M^TKC6%)J^+6W=IHVN81K;I^I-OSA6N6OEPF)FFR9*M<- MN&IH3@3-644\$";5L*<2T4Z?X/D?
UJ7/_ZAZ>U5_XW4&KMMA;E&V3HJAG M56E#M!;BQ>09W.X;>D\$BI??

D:THS?2\$SWITIOBE@0G^H(VZ5BSXL@H<8!4 MRU(3J\$X*CD M-IC:P:DG\$3AL"D: 6#D2F\$177+NH?
#6>7.%W=RL10(R2,YH(91SW=8B46,B: M4!2:,R#17#=D1D<=B,CQ:0645X#6!SW1)D7?GIAF2,XV12I5 Z"#1*C61H
M>J!OGP#+5/JLE:1>4.X>6AJIF53G"1"1",27K=7LM+R6E'G8T\$(F0B*==M9S(KS@S3-
'(PU:1=1Q(R<\$^Y*E)#!1/9WB#N=:D8Z,SRH(8F"TL26XG: M6@&QT@5JC\$LL&?@)##FFI2!>1THW*.8?K/5Z3FY?
W2/GQ1>27IS1=OK M9L+QRI=W%W-2M9JH_=6KOY^XQX6E F*YNI5=Z=1\$ M*1 **?
&V8PIC+UW2O3KOHLS)#^VK1H6" X4D) L0?+1)2S<A:EK?'GV>K3CTC:1.G(3) MT:#KILKJ:I
=)0Q9O3PXIEMXQ\$7862 M_8 R79=Q*IE3+W&MXUO6CB!*Z:5":F7JB.0\$O3E'UM MGG #:8DG6(_XK/Q??
T1XL00%N,CG5X51*SR1"WW HF666#(5H6D2&Q>%SNX10Z2-6/3 Q3TCQC1%I B61)XD MH9(%X"
(+M)N&V(K:1^1Y=7^G-NJ7X0T?K8=XN9:FX(K62A0"GG*9"@)UE%B MA%8A21F8KQV/YD-
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M>,:\$BL=:E&AF2?6"N0APBIW&HX*7\$+9&JM\$3:@/M)4^8"1*B1"KUWQL MJ>-)22PTO_D*?
QNP(BIH71%D)A9U/A!&*,=E21@L15>8P.5D9XD2 MD:8@8*KL:12% C6#1"TO>1YF2V-X"AK35<5^6TCAFT'WAV3
B)3CBK=>\$ M4DO1\$DP::U(IEY"1^L'Z8+>4 GO-*XW)V-1H?71=FE9V"5T22Q4N;2-IQ
M0C,B0#,:D\M6U+Y'WR%BX)3@/PV?,2T\$6=@XX<#V@G2WC4D!")UXRK:WBS%:/SFZ:15 51_TX M!C<D>TKHK?3W?
#8QJEDIF8V_JW/TTC1D%QW\$V&HKMJT=ZS63#">:(Q4!X MKGV1/9\$10S1(Q&Q6X&G_ \$T@+X-
AW3W87J0)LK\$T9VF^K00:Q-J%#C-*3N#9D&1M?<:(B&94\$YV_(1A6H?8W69"+S1-IHK?="1^0N5VY
M#JZD^1'DL:Q&_A_@5_E4_V\$>+L8MJ-1C<-N8*1D26)*P=BF?/H#1M,K-&1 M4*W!6HJ& JV=-1'WFH8-9CPGXIM"1P.
1Y=7XVSC1:"TV1^7?QOE1AC.N& MCYQW31@,,MDKHGC02AB&10V?%>^C9=CBCL^1)SBK2:,10\$?-V17B"M*KJSDZ
M4JLH_0UL61HNXRW#,:9ITGCG9*%F41)1)EGD6G<(<:C36/C188F?/MLT*_,&=,12^ST^3TK1(K^E1*
<=%U:1%+GB)5)D 0L*A\$SU:E^& JG4CEL MMY8&0%1+@+@U@1&196>EKH>3F8_#H>?;B:QR_XB0_SV<7772>*
MUHA'L?(JE&T/F@.8F!H?OK2+!ED8!FH-7FBJ9G^E8>(*#@;O@-'NU!A
MNR!=G7Q1%VB34(&3\$#@WLZ)Q)B:89<V#8SQ26_M)X>-4'8:1?YU1 MJGHB:BP<<_"5N\$Z7%+D?2
4H!RG058V",%K>GM.03'391UJH_5C11V&O^1) M&ZZZ FH>
1F\$1B&P9P&ZE0&AU\$@R8&39X88QRETJ0L:ZS:>UFGOM2?1@ "9D21"*B\$2155#BD&,\$ XZ72NCB>161XL'^)2Z43A1!
M52-12)_5>3B"RS'T4_NKJSF1_RITSSO6_TEOBL#=-1C%1R%D@L/5NE%HKX M1!%;70\$)'9+RO3U*
1O/A_H9FOKD\$N^F#4.ISX:X8(9.C4"X1)5+96/B-RJ7 M3AJ<"DJ1O U;U#1X1Z6KD>3;KAYX-2L(YN?L\$G%V:
<_OWEW_O=/:7;S9A1 MJ1+Q?76^61^LUD1OMM9VMOG5\$J"V*#2"51%AW(%!PR2)N@8H;ZQ8L?HJ=" M(F0911-
15K9!>O'CK^BSO+UMNGT6E1A!EF-8!M82;L5:7GFI+1\$4B8R>4L1 MU4"TH=+;9).
(M2M3UJ&1&4UW&M+VY%D^MU@;,"S=S21EWO.N%17J7@1HTE(
M61&+U%.CD_21MF'14+>4(1#P8++O43111.5C40%TG8=F=DI/H1*S> TSB> MP)T%?IX=R:1WJ*)DDSDD21::JSF?
1JFOA.E*94BF1(B\$GAGQ)Z#1Z1HA M11DR%+2M:/<1R5F6#W9-3K"+1U;292*%44UWZZ<4X3:1LL8#E8E3ZHI(8
M(%9E10,7):C=G*VD_XZ9HV%=H36.RHBB; ^:1=0C?Z<713_ 'M8A29<HF?8EVL_\$2A/\$&.#D+PGI5FI M8_45B7A@1?
31B*F>@&A&M6%DE:E1%87)KSG\$ _/A1OX=7L M1^G(QN@IMXY*\$B6N\$SSQ2FNB3-2,)9FJ9VS?
2RMP1XZ:QKSR+^%F1^1^>V*MSY_1=^32_2JUYQ*SQ)1H1+J2"2QG/JP5A!G>PH-QG61W.C1T1#NT MMF%;4YP-
P'/=>Q1^LE/X#R_*^E7:>7XE8(2:S9VWU^LD'6#TL@P#2N+E1# M7/*
.4Y*00/7:B=T/\$T'H=1%-8T='L4=3MYO%V!E'TW(M?WSS=7TB/@M-3'
ME(0QSXFTW!&7LR,L,NMTU(IE7MHT'T+K/+ZC>?M M%9Z7VD8:B,W!E95E\$D10)\$=&/>...571D>_AU
W1%JQ1/8DXR:1NW9,D>1P_M_M95L55*<%MRK'%EH51%H22 +%3QKDS\$#7+19Y"%VM%B@\$X1 MJ\$^"W9?
Y>.^*WDZ(<G<1RN^9PZE^R1XEJK2;C.ZN8T33ZB\$1OT(ZOCZ.)YV=G(F MR&0
RL1W\$\$.1^4B_L\$89S(S8"K63D\$ZA*16BG0^1^).\$5_#H#L17"496F2 M1\$J7 E\$*QC!&-K#Q+"80=/6T.KE5
ZG;EB5UT#R9D^",*#1J3TK*\$S;X@G. M52PJ3R7:AR7+@WN?>U)AE21-GAVNPS/?X(N6-M'YIF<>?8JU_7V+MLFZ
MU%21U?C.=ODK9Y/N1CL*.CL6'EA8")%)5#"\$.ATG_QTE@D1C_ P%5O<&.^M213UG+((=0*C<%F4D2
M81D1XR2G3-1DK<-SGW>1\$&3?D"XSE@UH1X6E1WN\$IDV?+1AXF?+L^FZ6:1 M(Y#4)+3."6292M(5(T%91Y+RP2#S
&AMS^9PZIHT+P=5@'4\$:.PFW,B^NME^ MJ1UW_P15%"DSEFPB(P)YP_KB+6"U)U&VJ\$1? M7"W&4U@L8-
4A1+#+^B=IQ*G12GM-O(QHDE@*Q,, "4M*\$L\$UM1RVQ_4^H;- M2VX1HWT)LR&M>KW\$-1YYJL1@3VL1D9%#;
<5^Z*@\$IU@ROUBHBH^1 DP1> M_>HB20.F1#<\$&K1\$&D1P#V)#N4Y
MOT)3O20/11%33B8%*VJ_@7^HB"58184#@_15#1_<1TV2L="C@'2^F!O#V\$2ZO36K<-W<6 M(@0WE"E&P/*1DE4Q+
@21'"64BU:9V%ON1Q#9D 7U.O-41T_>3KEK6\$- MNBN%LVFZ8>-YF(P05CS1_1 CMRY+(Z+5JD<4DD,619)Q3XMY1-
12:C5F0E> M6+M.11V)CSD0_(<"SW"7N=H/TOX@HEFY:>O)5\$U1KN1K11'2FI?1 27GA2:34
MR">%1H4)EG%119#UG8X*6HR C@0^DX56%, B31H"??2? 5Y>2BF5PY%1 M;V;S>Z149&22*0%\$%"ARW6D+?
REENB*)4R\$89:(OK?A46IN.O@X1VEZ%1+QM MN?<&MNM..?3Q2@"S4\$Y3IB*Y^L8J<1'SC-C. 9.8/^F?2:\$N^4(*
LYRC4Z1/E.'Q111JV+0(OA. M\$EL+.1R1\$KWMG:>1YHEC(92<(&9TLA415Q:EJ94MP\$IG33ZO1Y#W<#U!AJ M:.\$^2:
^W7.\$)?G^25WW:3" B(6^1A6A9; B1Y>M_19&4U(Q_ \$3=(EQ(U M37>_L2)D7?
&*TRH=&66*R+O"6129#:AFBM\$%V:F8/RQ@VWMG:U2:0 F_ M5#AHL:M.K+O/4.DJGB1FVQ=L7JDL@1.FT"R\$Z41M3?
\$ 3#"1:1)SR?261O^M?>X5#AN.16VG-R31@Z.TS0&5<+@8A.Q+@&BJ9:\$9NK*U4AR+HJJ0=2ZAP
MZ"WBVR;\$GR3\$1NZ(@?ERP9P&WEB(C(DHMKFQF.A/*@DT2X))ZB3EE5O5-T1
M;GL+^C:*VZ<(L96VUE?7EY.E7ZR9N7:91-OZZ\$N6;19=XR;2@I9=*(3\$;B M\$<9P7S*;F\$HZ,58IQ\$@:
<.&>WM#8A^":!&FWV(>:>TS?\$.P(R-P6:URLP.9F8 M/1 3'2MMWQD)/&:"Q1+QBC+1JA>2WZ5BX-
(=SP*GUZANW:IKC M"B1Z21C'/R270#SWB01KD&GH(ZGJ_5@/H608JZ1G/=A.\$LF_.M*.UQ?+"ON
M7R)_N@K_C9FWY1GY_R;T1P:HWL1O2QUVWVXNKY?O91K^@4LC21\$+51&7
M5O&E18BRQ%A27(Q11Z2.V\$1^WQO)8X:Q+1W1Z&C1F0PF1"5Z7R>NJ=J.Q
M1@H%BIKHJ!R=UW*4Y92SB6W'OT7P6A982"*1PL1"IE%1:Y6A1+6WF%:19-1 MBFA@Q:CN\$1.8W2W1X#*=
(SWEC+&9;E2N,Z(B)46R"V1?E3%LF&5@&V1&Q M?;KPV/D?GK8L_H1%1\$TH?%6C%N7D;1Y#1R1871M5H:&\$UF"1QT-
PS.D47D M*"Z594TD1818")XKR)3FP+VEO+HE/(WF@2,1)1/9LL1#NQ_ "%%V3B7Q>K M)H68>G'TY(4L+1.0>
D17(NC1MCO>S> C@8+>+6).P02G*3\$ND1U%EGY MZGLT<0.V.^+Z:VWYH1BX K1CS_1U1WA>O^1H1M^1VD1H?
UX111 M.WS10^:24 Z7A:9U144Y+11UN\$(M'SRM8Q/FX2Q.05F<1)V)MAT>DR>V2=J8^5LNIA-QFFU;Z;IP1:"
M;AKO^LF-.KY5R"E22GE2B"2%^TF\$6^*1&H8\$ \$AH'GM>GQ5"#1Y<1X7V_H1
MWZ9QC9*D07\$921#0161)8H71/1,166#.YNH1Z?TJAE6'SX^IG3RXT^121=BN
MKNI>^,6XL19Q1T1U16E1.1WG<2P%ZU;&AXX Y#ML61%/EWS:3-+145X1@K MZ<7=:6X3-
)VPU\$D(C"@)\$Y0C05LE(X1811XL+R#K^?FE.U6.2O1SO/VGN\$ MWY^1Q21F)=W9<-&
CIOMJ0"&8J1"ST1(E2B3&@&D&MGQYQ1"11:L1*BME7= MLPEP7:7X\$;111^6S=<=?>&1.DZ;11@E53:8^15TEC7TY2'B6_Q
"KOH1 M>:58SK1" +9KG?29>FV2(A_1)NRZ#7&4+QQ-G-E=H1O1*2PDG9Z<90"1HF?
M/05+O7"EX\$%QX<#KCZH2*32.?@3JC: MJAM VKH K T&YME1ZDU+)R*J'7 MVX++QVBENR-
44TL/\$:B3BK1X.WQ:X-WDCD5E"+!@4!A!DZL1_3J(4VU_ N MMXV&?
>'X>X8_N6WPW>:13GR8C&W19L;O&IP0>:12=6.U1^1F3B@S.D=V4F M:0Q1YU1A9*?W8.J&T2.UY+13ZKHCKW#5-(?CY-
8R:"Y MMR#1B1LIG0P> @Q*(TN#">1R H<:6%=5F.VA19HT15>*^>?
X)1H#AUQ/"*M&^86F&D11FLD)SV3(0@Z&YBNG+1B_&=1F?F7>9*Y2X5D3;J(AS

MTA#T9J5Z'NK5#00_6D4GAQ/VIUMWT:@5&6I>224Zl(R^*.2Q(M((J2@ MJK:M=I AEPZJ'M&T\$S>J+ZAV=
=90LUGZ?3Q!%9W>EO24BW&8P'4'JV.1^>ZVH:A07K@.B.9YEDR2,HT-1.3 JH6(AUHH/HG M4Y7809-
M)'RW('90(QAFDC)\$PG!E0:2P02508&HW8CD:10.J13ZP1:V3NM1 M;NWJMM7Z_@R3E&?STL+J'(VV.T8E/?
8(<96T5Q'NJJ01(V**M.T3E#1;3Zl MNKR!;L&2A>)(A\$2;3WN4!>R B6^*^ M"LV>)HH^D",4%FT*A)SQ/H8J'5",%
<18_44FH25KN^AT%67(Z!GDW-.W@=C\$9K5U_<01<JE.LD MOZTQ*C*^@9SFU6HVDUHWUE) Z13;I9013VX!
M9*5&DT%\$H\$FCI7)^%(LX;('EE=P',ETI(VE9%SR&W=K54UTKN MZ7KIM@/=Z9IHEX1:GCP.O"V
M4W*R7WYGU%MD)L:5,K@'M.3H#3+&B%4)B,W,@H(D>:A=@>0>4@;VHD^7_XZS M7('E12J#?1V>CE.>X>H"P>)
!%"MMF>26f0(SAW.6H4LH?2%Z.TIV/!DBP< MZGT=).CMC-?
!FY'MG>+DNG)^LC*I@X_#SWTP4.>L^-7++>H\$%MD'R%!V? M/VQ4)7?!(A&"!UK!^<\$3R!LN[ZP6
G8*S/0DFW9URFM4&+,.?@+^S',^!5UD0 M8 IV?1EZ0.#5=(OAY);R439;+G3E6!FS0-5%2+S%@R:& M+))@2F3E5VUUZ
GDGIZCA='M9SI0D9^GY=K7%:O5CZYMU>X;+0*_BVCATG;BUN'.40DJ M.D!\$2*5X51;JG?
Z7VH@6JH6>?POEGBJ=07'68Q77ZIZC=F9G63SN%+L4_ MP6K!
!V9'E>TY=.1ZEW)/7T@EG53>FBQ-W\$!..L8&MV\$Z8R0BX&3O.FS*.C MP+4WQM>.#-VEX.0Z>[N>S!;F"?
VTJYQO.OL C!JTY!%S ILE+.0Z-54C '\$UPO MOK6>[VOKOCW'G*16:\$X%GD;%ALTT\$!O \$2ZX&1Z9)(PBN!(C
MC\$ET('F3G('VM1V9!ZBYU0!M6_L6WAGF65B&=T%G7&Q8#WQ)D62A\$;OA
XRFITZOU!1_GWG.F#1**D0_3XC^P'4>G2H18!1(M(C";<^V\$@2>0-W3-OHK8V2W6UX^06BXG_PDNRJH?Z'YW3";
!B"UL@>(:^2 M2KJ>YB-S@>+YQN/R3*JH18IK<5.SC^!AY:3 MTRZWQMV;X<(C32(G\$E1 HT\$!
>"4<0+"N@G<.1!WMM3N54P<9.GF5E8;1K M!7V*7R!=3>#MV^(LKEN<_ZK/OGG'UVKD-
7SEF/4SJ#%UU)&1RWE1!6UF"! M.L=[19NMK&*25EPR 2]=T# I\$"65?1:2)J6Y/>@Q*\$ZYL7/QJH M=>S@U
MQZJK.L.T>?YX;GVLE241D2J^C.(XL-10!)X@WQUH;H.J;.&#G+;F""20. MHY ZPM%;L3VGY-I5=DSA4-=+ 8K)-
%D.9I!:=7)2+)!+AV60NB8N91 M^* HK7UYUWLG BZT)2JS^W'SVY4PTG!%57GQ)QP2*\$D3:ZS*D+(VMG8*P6&4
MM=N=X@DHN:<[14VA-%!_XL-!M_ /PS?80X18M%M!4I6:7_OEITXX;+Q& MG(%."UB:TL514UQ?
5(FXCD3\$,%P8:L_FW!BC@)?KT*J@\$@WNFNM;VI MC,K,<1^(:.84^!^!@K;.).X5VBTT"EH!90@0/T)8-4\$T*8_.)+R97
MOTL;V3<_*;00TY14LOY.);<IKV?6"UJY*Q*F7M*%."R R.(.ID"E9QY4E062T%US)WN8EF3037-
JIT61JOY!@)R#,&5^_DS58G!#2+JW M!@M<^17!Z0S*Q%_.L49JMAC7V%=8Y7/^XG@48=%C;@=#Y!
MF!>5".6Z\$9\$%.2+GA.Q6&=OB0""EJ#E%F3M^LA>@X+J-*? M!\$+5)="FF"2WTX7N!CT(SZB?;?8'N#: ?H-EB&QW!
GS08BAXI="!;D;V M6&5K0Z@Y@*S!L/6S1>MKRZ;B#M4U8V;..PF@FQ"1>RIP"710\$QB M07,IO)/6I-H@!;#P;3Q>;
!D\$P#B!L\$F!X8OKR"N>>OKLIF=4?3E9%4< MB1=6H4U&1G)3JL-J-6.6(GH@M3MS^TWL89C^V<+YSR;!D"ZKS_B
MVH;0VNG.(5\$*.0@C%7\$="O!UVJ!-R@7(ZA?DIU)S&Q^MB!H)>X/I!.^T&WK
MSH!2Y%TO(1WXV^P!G!^0"@*3B)1@;5HN1Y.DUL:0<6P66((ENYHPGW.9;1 M47@8+G^6>'Y#TFQ-
YXOZLWM>J!W:6*_.RL<.(?(<;=8)!UB M#DIY X&KP+*NW7GM4;(. I?!=AE05Q8-@.NVL!F8<+SR^NTX!/?=;2WNG4WO
MRJ!UR@\$T81+.#.FS)#Y#(DY2FSR(H%3U^_K3R3P.@#_.34?^FH DC>E!+;W
MEI#1)JG0C:>2EWM;33P3BHBHM14!MU?U!+WT7(8N'Z6NXJG&1_0>_A!PT.MS6=3_&=;VZR*)
(TWI9B_!@<R8!XA4Q5,2@-(FO#;Q^@3Z7QL&3;G^@J MHE=) 4N!R.0(8;25CQY M!QAUNG;V?P\$
M;UJ>@Z#1SN;S.T;+!HV;2C=>10U523(<16JU>2S29X&3<^@K^!^/EEY=7 MBR7;7;F"61H;%XP&D5(H%1F-
)O590_VN.RTI6SX@XD+237#O=_QX&L>(F(W;..Y8W(V.\$;L(S)!3RS/0(P4G.7 I8VU;U K MKF#H&C#U;CCK
XG!0;ID%?CA;^XF.JL=AYON9XIV,V7*OR6\$*I3+0NS!0C M<12&0GR5ENEO*"Y>I_*OP@;IG'?/ M\$EFA!>/6++?
U&I23@>@*0Q(PMI8,3NK%!\$;_953KI\$/TAF:GW#'_K>FM&MW' MH8V\$ J.#BL83T!4%;@C+))J)%OK
NI&.)C!GW"=..U;PAP2"YE132GND0#%UJPUE\$RA9=X.(&<5PXP.TT1-/2 MZBE&03R3@="L?
&E/X\$VLK9V>1F&J*)UW;..?D-ZFELM&9=>-<\$F.T7DT4G7(Y=K?9F*#Y02B MX0."R5+5CB0^D<1A8PS/B-P^1=?NP;Y.
O6!^%G^!^/CUGIF^B!95.^P=2 M.O=T.XK6,E\$<4M6JW4L""5Y6*,G>>)ID-9JL_G\$5COK%I/N_&H3,FH)9JH
M!6U(VON(93J2'#F58#2+IGH2VOWD#L&JX>^X_@TR32P*MZNY0WIV>G;UD, M2;H6-6I^RDH\$B M*^,<^4
!ZPPBYOZ,Q8!>98'0* 4BP*9 ^!HQB;YE M0LXJ 7+44B)ME,10DXGP1H.4.Y(VJD=1Y(C;V (<#;GR3;-0572_LS3!);
MNY_V(CXV_VJ58/GT.(K63L%81U72:OOU?PJH^0!D/OQIR*)!|=3=W?/?3N/D*EUW>-BE M9Y6W_
DEWJ44O/"34HW@TO> \$C@!2ZGSN/QD;X!X8*R OVZTAN4R! #<< Y M,4*CSR6\$T% !ZV^ 90YKH/);/L5;9L8:E=)K!H-
^V9!_QZ)75!TF5=;/J M@AO@66>I&R&)YBX3"4\$1&ODE3@804JH0;>VJWV^#W^=K 5-.(3V>^?KB!Q>/G;)
<HGH!WEXG>"F51&Z(RE*."J=2I)+@!X(K8),7 M_05/GD3JL#YH117U*"J)&E1"O M2TWO>@8N-YT/_!BEU=S_'L!K!
(E!7G MZ%>7/I=>.=32;.&ID^"83%FPVODL1Y Y;.'YJH=EOR)J (5OQM/B.ARV-.9C M"C*AKQ"Z5'9-K,BL-
\$%T")GM+HK_P3RAJ!7Q%U?8FD71_N+8Y^K4;L!Q MD;[!AJH5:CN(U%IYG?Y'-WCQYK5 P^G;N#<
MSDXN=)BJRJ=)A72*PC'IY=O_(!E!7.?.5""CC!GHLCY@TD 5)T:(HRS-? M7YX/4!6H2\$G0(^H^MI+2<4
_9J1&WXLFTT)!*8CU+.;O:G7IA(;A.+)S!U MVO6G3G;I&3CD?3H2^HALG;^!HSEV!5!@>NPV@<-FK5^!Z\$%)3(,1CI
1)NEY4;WQ<^!@W M"U/*,AIS1B=\$4R)5!A6W.BAF3&B\$!4"&6_J\$1".HE0K;B*N&7TSO.Z
MA!_N'C3M<&IX:TEV_SO>^CP?+1:S)>C=1\$!\$-OE_0&U:Z? !?X^3JDM>; MUD*UYU;ZR\$F669.2BTMLRD
HN!1SL%ZE@HY(24.)Q=^=7MJG4SD.,93_U! M7GUF>ZRIQM-J!@/P=18M.EI %/+XA-!5W/INEVICWF
M52H5#9Q'H6.JC*^(<M22&8-\$!TIS^HVZ#R;OY!ZIZWI'^:S_X;2@?B: M_1OJ (T?S_F)U>H!00\$19H*NTUJ+86;LOE
M-'!)+32;10;\$!X;^D\$!""\$J\$_.@)Y(+!I3L/X>>4=5,@?PIK_IVDZ^_D M63#^L!+%N^C5@+^X53RA L=*^B&%G;
(3R0L- VEM_KN<.;#TY-0_!TGW MZ;f(i+V;RS 70.1\$J71P<3G+&@&(KH)WGS2D_
MPL00"Q5XCG8IXT(A:@V7V<3ZR'C.P9.D.0+%E02*C+ZSLT*QHKTRU'Z3=1K%
M%1^O;JFP^+W'G%04;Y!^+GP=Z2!^!(DPVR2>&C7**R.LCXZ-!EJ6KGX.)M;
MD\$F_^_EV4(7JF)F!0#)S:%SEJJC'T\$7Y0- M(+6!EOTPGT6 5
+24.HTH7WWV7^_MKM*8Y+=;5T6OFV*11>IX!\$1\$Q@0R1.0 M@*LFUK+H\$GY/F-J7%/6H'SBU=#A#P2_!J"__PSZ
^N3&UW)8D?6!1+^!H: M+I9^6HKJG,7E^_ONH!H0*;0\$Z%*!B(3!6(9YT2CY9N"92G5CVK47."PMQQ# M*OC!8-
#"K@JW6ZX>Y? R.%Q<<.[TZ_5_.!YZ_3<2E%OI<76>9@0P229?>J MW="B"C3)V1CAF%;T/ZLFNKK&?
82I0T3;0B0M.O N>DG?L(K!TQ*H5J'B^N M4GSF9I8!\$<'@HS#62F*Y1!=-.H9"-H(\$UG45AI902;7^34+%5;)GD!>%3
M!83XUY(YCB4A#@_OMAY9F7*3EDHC;6H+S7TD!J&PCKZ!Q%AKFZH7PBR<-&
M.VHAZZ%"M7W+L.FSOBCOV;2<#^NEXW)+O^VZ@/NKG?VNIK"OT!@MS0RD\$@ P/ M,E"B@DI.H6D#6?
0&V2>3.VRPHG^X!BN_HJ#ZZIH 7."^*G;MT\$)?8I\$UY2 MDB3-
^!L/O\$%06G"=A>|R0!W78>\$/_\$.U;DW!W7.4.S:VU/C(UKC);-S
M6M!PWMZ);.SDI4(\$Y@Q!OYSBJ<\$5!.&I^H)"JC+2(P& MW5MPBH10%OQU!(!N9?K*JGO9WBW%?I9
M\$9R6>D46(NY1H=" !M3TG.FLJ0XTT?ZAY0H+&/:@KH:ATJ9/Z^0Cl-"WV>
M9CW7V/#S*;)B!0%666;5!8/U"M>AH'DN%G+T!B:ZO:N3U!C+IMZEE!<+<936"Q>P=*)!>H
MRJ>7DE!KV@2@RU<_Z7L^EB-AFG!N#QOKNBD2Z2^!A2(ALD3-MJ='2<6!+36='E0*7Z8XKO*HZ<[!PRJZYT?
(912TH@!<+ 4KMRL7!\$A #M.#;Z+=6)\$2I MBN;JR>R<5;EV1&8_)<,>R950L/*ZW2F.W""N!.%\$S!^XZ^>?
1!O1B9#\$X" M2;!\$L55Y_.LC)8Q:*9*3(!?5CQ SM"U;\$^7IE_.I+U+^*H+.35!*L23T* %%%=!S_6X#2==AF
M9TE_@>+;C*+UI?D+(UPSM&*MP!V/!@X1@4H;D>'IOJA!C!)C4J6-*00ZJB M%J U>[.X&^S)>O?
OZ!OM9U.#29D%B+IU@A5?_E!TO_VIK2+!17EOIE+U,5Z!_970).BNN;DZ@(+G3,>3H62FRV; MM074(4B@B>HRC-
UP&10%-GMJ5!""@17@>HHP-X?0QGN+Y\$;S#1^N+EYD0 MHG_8CV *66(6CAO)%*2K"ATY;?2FTCI#<@;+KAXFE@P7?
ZJNW-ZK"2/U M!K!FP!JD @L0=\$F@0A1D: 8'+ ">GM M?(%OSO+>J;X=E\$X\$DI)!1S#(+P%G0R,7;

(>G614I/4S/UCH/QC:7I!#IQ M4N>Q8 @)Z\+L P!5_5/PB>9D'B:JC9F.>^HTAN8H7-E,OUQ\N2+7(Z7HC
MK/,T:M<^RU9C!9URCM-VMIY?>^=&*EJZ.R900Y3:WXV<=PK601DBI(KB MZNP+!'.P\X!%ZB+T7N5#/-DN+O?
NDT!9%FBM!;?A,IK0!>N5LG#9VLC7T, M:F\$J)(->(4"LLW6UY2M?;3K? ?K;E@,8Y0UY16:BFO@""U;+K^1U?]?X
M\$>M*X#^6IU>OOI&I5 7SZW+UGOXP5&/X+88U @=YV14PQM5IF6>2<<^SM"#H M@(-2AB#/)3GV&I,
(ABN"J"W0:2_2GHQC<4_+!HZOAXIY7+2%+;N2;RP7 M9I7QY8 VCI843!;?_V%TPXT=!(=4)
(WG*9M4AP,3.B5914SK1%YS\$)RW'E(T M7OWL2/6I7FM^T3.: ?_1=%"5%!=!T%GU<1%Y 4DM7*F8:HR6E-+ ?
M@>ML;:G6(IKI"NH&!4@40/LJ>-E,VAU@Y3_Q\SR=X?J*>AF)?%8"B"A-'8Z.X%+1@-KJ(F+) MJCE6IE,P;3G/V%@Y0-H-
ISSMCY,? @EP@:OO=V5SQ8S0/GJ.F5QD3!QH*!_1 MY0E;JYP92UJ5UA,8GR%GYEJ>L7^42@|=7\$!U(N0%?=Q#-
C(3R)!Q8.60^>B+ M!_ KZZZU3T9;V7ISL.MI\$PI2WML*+60?Q=WTZ\7A7IO(X:7^1?YW_7GVIN M6>648SE"BM:2?
9@=A"P4>\$1K/9.&8^MRU;>IF78AU=AP.J2*'A+TEZY%209-M9A!;+71%:_3E".X7""Q8P M*~7*TMT8++VS+F!R-
BK!_ZM\$Z=5KC%(64^4.PR1W-19^WOE!EQH17=3@J)< MW<!)C+@/D1GM(ENZ"AE!^XJ9KC%
(94<6.PR1W12*OU=NP%3@VC;IT02+!NAU!6VN-2J!TT_2H0.OI2Z MIN>+!;."YEJ4HZFEO%+6LBI4%8)#B5J M1G8"*^"3-
E#M\$0'K=3TFVYRA 4/+S &PB\ ^O@UJC:>EXOS^BE6>4#TJ\$@_M OOKRB:2(WA5(AG9!(.L2!&/2D7;U4;11-
VTT:R1(#:2X+2WI+5 M9_+*2K0#IV%#++@DQ22_(3IZR/;(4QMM;DIZ#E M#W@X3H7Y!B2ZAQ8*1!4 MD!&#GD/D-
I7BIP7M!;.>)= 6D&HK^,D/T(M+*MDLT7GS4X50*<7!Q;7O+KP+!YE!S:B(B2S5BD!F)T&E2M/BCM(@<5\$ M2.
<:6!^@VX6N7G*EHQ@.HRFH:1#=";A.69"J.U@T#K-)EJ(5@C03#L4ZIBW MK0N
=J%KXO65S=&P.ISV5\$V_.\$="KZ7R_8UI^(!;AIZ%5>T%_(I1R5W^!&-MD<*AY#>*WEU!5V3I7IYV^C3_YR??
Iz>I7N!^D09R(GEP RG.Z^BG+9U-6J MPA6?K%&FI9NQ(VDCK4JH91!TNB+P@G6D1=
(0N4I0;MHIFB+0M*Y_!7%5PACX MV!%OPA-3&QSW^S6N;=%;C.I5@Q,MA;!A!CHLYTMWJ=
*UC\!L0VE1+#+^<R%6HF8+ES+L SC)BPJA #WW;4+B7#%;R+N!T MR/%+EM+>4*H&+>J^<S/S_-+;1V*?:VE!%?
J!J!%05I92 M.HM,/%>QML;T?SXMO_W?JT^A;+5VZ1!=3V80NV1@|_*Q%Q+L!IRT%GV/*+K3\$^!1
M&%&I@.1242:1PA").TCIPR.EO=NC'P)%?P#%+Y@!40^3?_91N;^2GEK_H MK#4KZ"&C)8:*EA"M#;10+%D!(W)J/?
GI1:(Z@I6^ZE^J8L.P/727B/9_Q5 M3B'7\$'RV F)(HK#8@1WR8?6%38M!CL|=5K_ZR6>N@!5B\MEM\$!7!\$D%*4
M*BL!CB4!3#I0K4J&SM#XEM3P_4I7EG0V)S:7PE=@NK!@A"F0Y+<6W(MZOI0 M)#UXZ>D
EJ+1T^D!@=5">UWVD0 H:N=QJBC@|@M7W-\$!HMF8BYQ>U!L6C M!8J0PY!&*UBY+HUIDYQOI.@7>^TWVF(X#M
SY,+AC1ZD@L/I%0I69<::PBV M-O^CJR4U!D/5SX_Q\$!SL=@J\$FXN_1L^MI-&%7_LGB3+0(7_P&GMP5C/ OD8
M6^K)2CMJX")AVI?_Q=SI%<8BM;1PU!;V\!< BWIV M_OUJO_V1N!8)Y#89.GHL4)SY_U26Y0XB6SY!_B;MN4I0%?
V=EC=AATQAI1W M'U?2X^J%6@A%YM!KBU45^_QKRTH-EH0%S%*C!"C=B"L(MH^97B*K MLZ!
LPNJ3L8:DA*S84KP)\$IFH2DYARQGD(63N7A).1EUJ>#S;Z"/; MJ:F &PXY.T(IX^V@^MLNN!IT(G=|MM*XYL M))
C5U^&8(U#0J1"23>:T=43U_(.09P)42G=W^I4A7ES_-U^/1IA9V^JT- MNYN0072*(A<@\$>E<"L!@EEA Q^B#J?
TS.39F^SEZ3J.B<@A6^KZNS:0Q_M<_WIFUUE*!4E4ZCI/PIJ4F.U0Y1.U5=CL=HA?*MY+9HH3G;:?
594.1IP&1I:M%ON)@?17+0Q.%I=7_%%F#2G57NU8(Z&.1REJ>_M=MMJOQM_'A.P71W=X3H#)
#!=Q7'&70I/919WR_IX.A=7E!UW^!T+PB0) M1:(ZUXK!C6AL)N0):&B!_QALF6*~+37S@Y2@Y5I-/A@T92GA@Z=XC_&
<_F MWR!^="8I_Y!<L5-F0ZZR4HHR*5;_:"9"=ZGK3P/I) P1KZ34
MDNWRFCU^=.\$@9P^XRL!L\$N9ZB'KR*#CV98;6H3FLDV3!#IYQ49)7EDLPN M^V.W?
O@TH^F/8EKL(V)U;^L!%E>^VR_A-6"#*.6QH"/UZI@_M9OL"SSFE'
)DX0.HQA"B9_4>#"X'8C&HAR&U;4AY^9MVPHD!#9PTENO4-JE M4(B'J^?QJL-8:GM*C@H\$4TW(Z'=>|PDIXA!
(=AIUS3<1^Q\$S+<2"CF2PI MR'0_\$2!S<'E6Q149/+K>DFYQ;Y(XP+H-THB2,9J<^X\/#6_!F/W3/+Z MBBHZ@-J
I>J;2IQ9L47K(TG\$0VYZLA,75.6R0@C#QU"=(EK:756.RU2&8^T M)XGLDJI^Z78RB@_R2ID
4CIBY#A!4FA/Z7_PA_SY3@08G(P;K;Q>UXM?NY M@51.CH!>:B5:MS!006:75UD;I(VMM'YPN9XI@^BE(B_"E0#E-
_WWMMD2((BL? MHZ1CIP2VB;O CH&@8>+>Q;+W VPL-W>>76_L5?L;%>O!MZK=^J>4DZSIC MI>U)?
3YS)3"6"jmw,B2L,TI7L2&>@Z8S(&U\$W&G5U-Z/XHZ3ELM=L0;_PEH)H"LFC/&;X!
<H;N@5*ZIE<58PU/4<>>4L8OZ+DZR!4""S% MJT"PR1^<^>10_1X8Z!@I32XD>8YUFZ3R%E1R+(7,
(SX:504,'+9_28IU7@=" MHH\$T^X#%5>7K_-P?99RW!A",_QZL"5X4)+@DIJ-EFG9"KI!^NYGD&8_-MO^J/R!O?
6#FH6F7R;SP+!S?>?>U-V%?D;_C<H4J!"?TV+M
^Y9(Q/*JID>I@?;3(PG/OX0J^G!1_YCM5RO9I%YQYR4P#;MKXD(IOP#;_IK MW!KR&)0*SVI=-8Z4<1MI#L<?X2,8OZI-
&S MT3I>F3=G!<D)EF4VB*&=5L;9@9")MA;610W7F6K'A:2I0_1^N1L;TCP&H MU)J58#2W
_B+ _\$J_3TL@UWMWG2;7^ZOY&P_WID6.2*XEX!^V RR;_!L100/P70P6/*C?I9#/8_7B3IX1N_-HM GO^K2 MKZZ
M"694Q+HT5MGMMB!4=H7:GGKI&IOR6(A M3GZZ(';%Y^NQV8+\$IU@54B+S*3?>9'F_3;G%RLD\$?TZ_!O^=#-\$
M2P2)JC*(FKP0)AUO@AF8-R0@+G2.K:M\$GJ9FFGDTOP)3(RUT@^27R7Z?61
MJE>+ \$ANGXB5FSHJ&Q6J("S:U'3%UJY.7>NH6.Z>1U1%C;#;Y4EZHE=<|P+
MJI\$F.D#5DI)Z>|L%BBFY(#6PPG(M&5?4LM>"I3-Vc-VUH M6J"L\$-JDI_-/G!_?ES_7N-E;E=+(I!)-
+I7WWU9;DZG_O M55ZI+G9ST4\$MR*#3^03XDC2@2DX\$+7+)K:VT(I#5:2AL3R3N"O2)8'&Z)V5' M84CI;&(Q0<)01X-
DI1J2_026Z!-&R^S1;006#^4;I90T=(P A>G+D Z52:\$3 MNJ@.7.0>I?=@^H^@G\$*(3.0J6AMM>=LMX;5(YR1W;GJ-
PY!4\$9"12G5;GU M+JSJN)90!PPBV>EC1ZS'>IZ%HY5>&<5E#;-5&32J TY*!RUX5FIR7KG4B M8_32JHMGXMUR!?
6R@6QC5I4%)B4:B%DP4"1%>HE.K=%%N2ACCK%UK=63Q^IJ M).^C\$?
M3DFFF/NO>\$EEQ3SI_CHSJYCB\$C5^4Z!NH_X!F_F.HMD!;-
MA^FT2S8R81*!IRK91+;_PA."###B61LI/I0>_LHY5Y+N3GB/2CJ!")B\JNF9!%X;!3S6V

9:=S;.\$6M@Z"P1WWK\$+UT+4'!7/(4U9):) ^DJE<9_2'O\$!*V:H8G6.N
M!2VY1WGBH6M@Q3!?'GB\$&EW@)5G*~6\$;M!H\$&D@J"!Y1!"SG2?ZPSM8/S MK7%S8+W&I'6NAV"HD1:Z*?=
(=Z)Y*.[SQ&XUZZ&!"0XX3.(KTI@.9;"CA8L M.K7<^BAFU7ZJZ>'Z&I HO1?3IJ%\$'HT!U-* XMI'E-9_"D5IRVSS;W)?6GM
MI/G<\$S;_!YC*+!OH#I%88@^Y)W)'P M-D@-IY6\$O8W0;Z8*T7&Z6)ROEZ6V"EJW"=*/6IMW=H?U!7P!6Q^0IMM)S(
MT1DX2N)D6K4<+;O"8J#_20R*3JY3B5P!4PSW4.AADK?ISI(5X8>J^"9>%
M'B!ER87U@6GP2JMD)5.E>0_KCY)=&8*O;K0_33@;FI2I36V2JV)\$)I*!B M7;9.OA-\$QU";Y!";=Y;I-
F507C8(I1R1#DI^X^U.@ ZSD5J(!;+FOA94H7J MN)G7!(!?
2JA117W0V17ID%AC^S\$+U;_!7IKNWS;KOMY1Q<JW.Z073F14P M7B(HGB4\$XA92T1#*> X&JM@_+;\$C81@\$;
M'N!E:5I8T<9!_0LULPU^X@3;_.\$@<HG94=A*%ZIL_L'+U5H\$@TX&6A2XJK
MR*T/3IM.&CY_D&V^4I""#H)^5PA+ZE(%0N;_DE>H\$GN#(IT:T.&RR@?! MS_-51_JN9CO)@S(2*/K-
H_QTL2;K!>OEUBR643/6_OS+;3QS;*0QGH5\$F M8.L75Y!@LMD@+!DD1#.A&A>|C>_PG8Y
M@NOOO?EZY^^W_G5I4"%?YD6M@U8NA=2Z27@HC=;:
MVR.BI.D\$P@C*Z!""WL+555#2QZS(%P^QH/*04.LFZRDRL@+5T:DUA&-)TCI M)6\$PAOZ7I971*;JCRN!F9-5=)
A&\$A!DTG_74U/0-C8BDYI6QLZU3PBT3U M<:4=I/H=X+2_'B9.#.P_#H_PW78+6IGBJK&-E6P@#C(9.I+&KT.ELP/INB
M(RJ)?=MFUNN6C^P/#_8LMI-B!I?+1US-ZUK4_XL_S;/%<LI/N;+?+UG-
MPHFV6_JZ8LZ9T9B3*T?#QI3R^IHFELEKAW4_B\$ MLYGORS.Y^?WUW4H_&^/_+EZIGR.^)ZE+D*\$H\$9ZO!
(#%69X>#M.ID+273_MXKD>US6F_-I^>W TE=<@HI^N.72,U_4!9G-#4AWDH6L>Y:5Q!9EE!BPF2,S_YCHTA!\$T;
MT&+N=%5U\$63ZQ;N/JR6ORY77!;1.G_=UGPOEF4_KY\$A&5W>=U MNT4_OX358KIXM^Z_>KM2 WH74Y\$;_
(F;M3L(4=,UH,FOCT86RYL/MJ+ MEVFWDT,9%5W!\$1N#;9KN6!ZRL>|RQ+H;_Q\$;3<% B2I1UT<8!2*)5R1I;

M+PY\FHH\JL-&XI 8VWF:BY (&DJ?R7=CED5)+P \$Y8D;+P)Y<763@@RA MZ"RDD@^~U6V^SLO?
-VRDE\$IG<;B;0:6HU1-W)ES>:~%G\;:ZSF=/F>G5TY M>6VK0G;^NA&K1?9C>9HJ\$IDU=I3%4FV
MB2FG&-3YX2215,@ T R,2EPKOS\$TWI?I0U>1#\$'8P54D0Y37@?7V5/9;_8_!
M9T\$HLO6(E1^CBF20_G>L(AFBC\$XQ=3)+J8T4MKHX
M2:A(0E*_-5@9A15UVTB(SK=>>>BB522#5#^XBF2('CJL(C%%^1*X 5/H3E=,
MU&"1LV2I(G)OM?/)(31#U)%,DAQ+U21#)%BGI?+K8,48^%):*(B&I0LP0 MN#/ I'/*2>:Y'RNC\0-DYQN_7?NH2,
(W;,\$OZX2>3XOY_V)^DTGT\$S*O\$MN8 MG#>^=,VIIM^>GQ'WY&&OUQ=?,+^6%5=7?Y-
^A2I'X.OIFL/5'XEV;B%2IAZU/LHC'1<,-'+0=A/Z3I8I_LD)LSI\$XG"#6N?U*
MV@A!*\$@M:8/8HRO2ZI+7HS#6<5U'+R>C#2A^L/RIFZE^C3?I)7-FXCT(\$)Q-M.EW&DPBO>7L5!%&"<I&BB
T9J7CTH>3L_<BO_!^ Y5T@K2\$9A':3LD&Z MK JXC *8LS:3D'I'NINUL?I'^O'*4I?S +WNE8E(?@
M\$@>ECCLMU>CD(I+@I:WL%WN'Y3'EO90)3M' MI!M-FO\$)\$ \$O0*KHB=,^>P;L=H5/4V33""R'*KJ#R_!>RV7^:WYV-
BN.87-9 M U<<02F7:C41AV2%4D0YI'Z'U\$U+(KHX)6>[DD+67:~\$ WZKMFH F3422/IH? M?-NZ38)YI-
+6I5_6QB+H#UTG8<*76-DI/I-D-N#XDIK3-5MU=Z08:IZSWIV M@6&I UOCN3AI_ IVR,+R@HN*(6*0UB>IE
Q!N&%%@%:0M*:H"TM0Y MHBD)PTH\$-3DB&3*+8NEOTQ"A4Z7_'0L4ARN@4 M4P JK\$+ROM2)Z%0<8@4.IA=?
ITOYN=8K=@I M":Q+9^>GII^% _UZN7H%DET/3(&S\$DPX)O*GR0IO?RZ#B;A'GFVO/@15DGN-M2MZ)E3\$>I K*
I2^I7C+V+OPY?KHIB%I*5I'I'L<&#RHZ<_I+X7.4L8D>.M) M5P_)G/R&PTJNT/R8+UU_07%^OSY1=<;=9BUA/I>?
IU9L"ACI7L,\$\$TN@I? MX0:BY0F<5"BIM*KUBIW_~1T'I'?#8; <1R==3*1YMURDY9>O>(ZO/I%ALEG# M>FU1Z,
(^@A:9%-YJ>D5=&I'0%BBB5:A;=I D I34+>VBYT=>>=IHF"K1990Y5T+-K MPH\YI_Z)=;D.YE?
T.H=>I)VE*3CCA@F;DP*->ID\$9 *RY%,A"25P1)+XJWM MM\$;H\;@UXQI:8'DV%)SO_Y6H^U^>+KU_-F9'6'W_.9R'T2;
O/2%QYDI_XCM M:9*K.KAD;PCR64=91*1.X*>I;M+2@;Y9.GG5QI^+E7I'U\$2\$H)EJU+QX
M#71"JR&#MJIHW(P27IN\$D8(+?'PSKP MMDAB@ZYV-#R?X39I-/G0ALH>
<>\$YQ")=PJ<^_D;ZX7;JLCKIMJ2U5J/521Q MY>@*XIR&E;...WIB"<IJA<^I!RBAXD3GO^I_J_1UAZUI!F,"G3AIB!K
MI!\$<1^2\$;(&K2YN&\$BY99I PFWI.P+@D.EV,\$3\ #MO75MC9%DN7\$+B(IAQ:TD MLZU.M_&);I2+(C_NA-VFK:8Z&@
F^?M)%Z\ #9%AR^IE^OYLC/>>TJG;I*#I-KJ:H*D;' MIH/W)EN1XW.WV8H?GUTZ8\$VA+K6%8H#C1";0%?
@KGF\8:VW8IIEZJ66Y M.I_-IX:SNL3Q?F9@)AA9FEP6;_PBV:RHZ5_I!IDGIE-V*~7#L1(IIA+;C8!I MYZ"TOIQO--
\$IZH@I)%V>_+W5URL<>83"5,A7KE&F#GX(IWPS+77)47+I&\$P M>_-"TIX:~2JN#I%UMT#ZY6S^Y2HA+I!QWO-
_=(77,Z\$RK%"",#QP.QF"6# MB-I!T3IC=B7Y1PT;.+IV>^==FK'44#53NH;=;*QJMON/IT5>J(^?5R33

OS-TX\%.#ZN#HJMY?6J8W\ M887GX>^IKDOVLF!Q(*4A0>J8P!=,Y+IPLB<=D^E0*^OA5TXI#^_HJH!TNYW
M5L#U2(2P>%3ARZLZM+0;IA_!PG+CR3DFE6P]"^6%Z)0?I8\$BOY "-"3)VH>B"G7_Y.9Q=YOOBT M"?
DLPMG9IY_Q&YXMOV+^N"SG?Y\$B_@O/_UC^A!_.0MH(>OD15I_F":^X+I0I_MND!O2T:RY!DU^>2@4DF0A*)I-
+;~XJ9:~5;D';00:~7Y3.2OHU#H"/M_ M2.IJL&NW4T0&XGA'774:O MRG#>X=_G?_R%9I_P M^7B_-ZYA*/C-
=1\$1.D@0'D"0'1TWB>44S(I TK&-M MBJATQ9F=0:5?9IWF@ER.'A9)EX *,M=+*1^E..)R_THG79I
M4H@;J^DDP/I+22.J>JDE"PZ\$A:M;26T@!\$1PQ3E6;\$Q.MEX\$=@YNT?2 MY;A(70?
79+ICZ)XLKT=R7;IET8IVWWZ;A;OWIV1Q4D*>2I_K+?EV=GORY7?X55GI&#%UQ4&>IZ='+I/+I_L M-
T^S*UDS.EM=^A8Q3*IT=@I*GDH_I;I'#!B:A7^L:MJ4'51T&0?RR%B- M;9D,T<0\$W*1H95&9X5A9ZPT!70!G;W4^
8_ALMT;.&%I_Q-5_FC^=A=3Y"=0/F M5RE=?+G8M&IIR+Cf&+3+0D/*;.;/D@97H0I&1EF670*8IT+Q(W;4)Z+%BU MU#
(-0J2Z2(O;VZ8*6A+3Z_R2U^LSS<I3F9%J<)ELF!_W88G=(^HR~?E+*="R_I;NMOSWN0:6VZ
M=RPLCJ6GCFQV\$A?/RU>7Q_-B_3I#L?_"//%Q@)P+.6@I0.64=%5KP(\$;00(MX>F6IUJ!-
U8S40439N!0MXC;72\$=XN_1A=YY!;GR#~3#+2&0C>XA"99M-DE"B"0 %R0Q88:@N"LA M)D/7;-
<>XFBYS^DIQ"Z;.>AML;=S-C(8E86I(X.E+6)O)ER:9+~S#J%2IBQ MPKS3)B_~P^2+3I+31-2^MM";
MNI>J"\$;HF2"9+T:&\$WJ;O;C&NDH5H=3N2R)D(A_B;7I#57IUEK["_"MG+XR!%;'3%I9HJ;K/HA,QJ*!^22E
0LB5SMTCKTNTY@CI*DEIWOI((@E]"<I M?6400@Z8OC)\$77TCCQ1+_"13&30_WCFB*F4<IG6AY)28PC^,--7IL%@
MP/25(3KI5I++U!OZ..N9W\$D-T54R%)KT/@H*7WY(LE!^3#>9"!823&@FB> M0MB)I&YIO-M#KKF>I@;?;
US%92/X7-S_1.FIH2N6\$DI8+1<0Y"F5D0E#S'7 MA50Y:BHK2_IH_>);*;%NWE.&NCCPINM9UJCI_)F5C(>I<)V5) YZL-
+^ M"LDBZG3_7IO3VX*STB>Q'X*ZAMTEYD5'NDF+D5#3)MIYTE_4.H03(P45A2M MPA%IA@Z*'=NC8'>8#5=)WQ"
IDU^YV_4PXTXJ@SJ3'6I2-0HR1+K*P5GE,+LD ME3TBZ)Z@LEM+;G08ME!;/P5*SS#Z#LIGS
6+*20P3@A0J#P9J;.%#%LG:5%R(MN76:I'F'NC7M1L?=>44T6U70(FWQ9I&QO&2>D)I54:45SR#
IX>\$RLH_YPTCL9=4IGNT/RB-ZI+J^D?FHL_ GN%F>0T+A5CDOIEG&M)MH+8^>YI:KV =@RIT7HJ+
9!M&#==@I3/I8A8R5_.L8N@LY!^D<+V KQ2-D MW?A60^H*K8DQ"IDZIO>0AJX!>KC2EPTUT
&"!AS(6IO:>F*L1Q*3I77\$>2K@_M+9?!=/"O*HGR'NXL&IO08IZ?;\$_H'Z>"OR3S\$A-H5Y=IUV%_#M%7@6KC
MC2V*M>Z%'DICUU=E_I0,@^EA*NP"HH_B!(IXNO\$*.P.Y95E#>C&DI>":TI M;
(G,%Z<06>MXSA#Z^FB='_I'DUG>)Q\$I9_2J81PRITIEV)=(ILPI"80P" M)YO%
<<9*R",C<3ME4U^/8R'C!0@V4%,\$\$<<IXO;N\$ LZ>XCH9IVU;A_Q:8!9 MDU\$(Q!B_.6FQOW3+T4_YLOKZ2:OL(M\$9-
IPLG-6*07)O%"K 42;%0Y.8P& M>>NA=>O0>TC/>D%>;~*^MT=? MC&3H&0HR&AN?Y8\$D'GZEU8WJ'TF)6,00?
@IG89'PXV?<_K_5SEOMK" LUM3 MFIRI^Z30IUR>K^VD7X8LJFK&B-9)G5N)E)B-P#9"ME-M9&SEL^X \$VK26
MYGB?GRWJH>5\$ERG>QQN0B#S.D^7"AY"1^+R-DQB"((\$KDF:2<I2I5;=+G M&=?;9WJH*F=I0YAM;QAWU#I+J-
0G"LDK)3O)\$H.O%=2%NM"B*T' M-KO(U.OW:SL(I_ZO/31&^NK+IUM>J6YIN/Z%4&+ MKBT\$!*~7I.#S0&C3VI@YLI6I
IJU#HIA/2Z?NF+JQ*(Z0^WIH@Z:Q)^7 M?RUF3G%A C) 4QMAF!3@M\$K@LPZIH..R>='40K3^Z!VGN!
HMT9"PFMP!2C MQ_%N9_<= _E%8Y+?S\$;=GI#;+^Q<;QOD&?^=8<<##F)H3HB6*>F IIEJ8'4 M\$IR/AGR!G"W6*+
HW;GI@I8)75%*I9TM (=HZCEULA@D@%H/Q!_4.*^B=5ISD%MW\$/X13C@4 M1@/CA\$-TVC=\$KIC(EG;I27)@H@XHL-R
YE(-<_9)MC<./X*<7)QPS@<%Q MPBZZ U@_R)-3C!OF\$=(H79GLIO@)NVA)9DU#HV#I^I^/(&"0\$Q_Q.M@X<_H#^
Q==A_9G4T_ OE_IW;?I&SW%>FWP+0FT@F OC\$&3NL O#_C*O+ MI5+GEH;..NE#*: EIHZ4IR!0!W
J,*"HZIY05!Q\$!>:/!"0#I0!UW_@I MA'S!ITQ+H'S;_P#PH9YI+X_"2A,I2M_3MF?VEDF>4X\$Y2-I=I(^Q,^K M^9
#^W05^EFUP#;C>IIM%>F*WR2I25HA^3.)^~5%0)!"! (ZYH,LOX?_0S0!S MIZUHF7;3YI&Q.HD&IAY!_#I8:6D^I^?_
R#WOCKVVI A*VI56P\$AC*NCA@-\$ MI3EP-L-2YJC8E%IC#AQ.NV;T!(R-UBB8\ P;/?S3Y_/WY<_UI>=H<;,"S31
M6D8,%H7IZ.6YENF MZ9AFI7D&+2V=5&(8 KH(EH-HML2<I-U?%J WDIV;CfI M"N)I\$Z*5,R\$%1@0NH&I>D!B?
2A)C>2Q-NF1GV+XSKPU5I6M!^;^I) M+\$F4S>@IE#;?IIRZW:U)\$<%IFG\$Q_Y+9Q?K*ZD
M=M*ZIT\$X@S>@P;.%8!HO\$J/EGX<#&\$90MZT MA23'Q==^@93IE'UB5LQ5;
<&^+W6\$EPSK+I)W9+I%X(Y+4*46IP=G_*RH2C% MK1(3VC);B9IVIH\$ILH_.000P?;SG5+GE>IWX#F9-
URF^A4YU9AJB3(E0_M2^Y;=>^900?>TY20GA;.&N_ ZOL*_K=D@J7*CG0!>D!SF"3V\$S)4YM)YS MV8L5WT61R:0
/Z:R3Z&05G0"78=C3K870Q" WYUZ3OR\$YSA.09_*K@J=IZU# MB8=3/6WER4E>YWNJO_~)WM30&XPAON)#VHT?
^3.NTVK^M2K@L@V4&4IA MBH1DZU:N9 UXFV+<%^9(1ZA@ZY44SY S<0QL?IT NET:B7S"MW&I.I I'A:?
M<#;0(ONLN?<&A*XEIHPH%\$J*.)+QJ5CUN!4L42?>@37@QNTI=JH36 R*VH!2_*912&AU_J06#0@DI&PZ+G*S>-2SY.T
M<0*A!3.QAAXFSN5>LO(IUC\$^UR&#W#U9>;E=45\$IDR60_5<6:CP9A60I_ M"2'T+L&?
ISZ_1 MA3P4N&TNS\$T0L!JIPMB\$>K9"8LH%ZL8+*6L;3X8VDTZG
M&BK2_.\$P>>@A_TOU;ZMG(EL^Z\$J'8D9FJIMZJ&>L%@HN3!B!;#I'8D M; >KWJQF8QE!%9PAILZ#/Q?
7YU5T^HX<I>.0.6.0&5/4!'1<:CQ?D)F!8J!7C(^+E) D2%5GEWM;MT-(#89DXIU+

M2.!0#)C1%\$Q&D77/&7C&.W#R\TK(6H38 M>L+Z.'-FO&*(=IC83YP==(1!_\$S08_7R:CF0-CT36EPFO!5S@GS1%*(G:P(MK*Y\$:7U3/*)BXLJ\AK?%80+NX""YSI":UY#C+0-%.B0X6Y\UK**2=7JHX0*X M9Q:10,9\$Z\CCXB8=B1\$0X (<)M13B:=+0@S\OI%B,0

22Z".QBD3:TGGSI+4!#G??3I+-AO\$/\$ MOC>&ON\$J+L>/Z=VT\+XOEW\K'LX^+->:JMU?ZE6\KH-IWL\H_38YN5!R!"S! MDY\$GZ?TN(H\$@6R Y\$R7+K='6A/>IBXW0>7QU=C\#?@.T\.@?4S>%Q)F2F2? M)@T.10)/DAX%PZR\K:>K/\$.-#\./Q\9\0\%/G#&. ?XF_6N3G^#+!%2&8 TL6 M!=WISD\$4UM0R%%&2U.R97+:Y#OG.'B8.'X27487<01#I<4?E:9%SU.2R%@Y" M)*\2XP0F*0_ J&0.8R0_VSP3_"0U726\#K'5&PF\@U=K>I/71^OFQ<10(9.% MM(P(RAL.GAD':%R)7"N)LG6:ZWF*NIFB<9#>G\7B#U)=V:\0VX&&(!DYFEG M4@96M+I<.."5\ E:I- SKEYFW0:RKL9>1\$2H\HM8\13FN9\#7.2.SX(PG M#T45_4YX\ VIB\(\%&VSKU-US\0SA>)8L\ND@ I M+67^D9*B7--DG! YF:M M1\$D>(E<%.\$JL#F742HYHJCTFJ*NBDD:6VH%B\I\#3I@*%=R?EHW-2"P>*>8Y MNC881LZ+\$RBE(6^F^(H\F?@ MK I@%*(!6P)#YOK\=L\JZMJSK/73\$Y7 ME:K\WG=3\#8#H^S^-?BFWPF372L)O\0Q7K:"MD=DKPI+(+F@Y2E-96VE +MIW%U)P\1LPYQ8XUV@-A!\N4S;A+3C"X F>MJD&2\&+@ +XKS="5D5L9T@1NA MM:F?VPM:1J3F*:WUFT& (%XOSW\FZN77Q).2\$ KEX& (HKV4-87\$PV8NL%5G> MJB%T#W\EMQ'25:/14= I\W@I71P3WY\#MPE\\$/N\$K5ZX\A9)6EK"U:2%X_#0%"

M5\$G+1>+JLTJ7R\RS2>R,M^~.R&O.F'ZK(#K.XHRVONBF(.1@H01*+T0N@ M=T9#\ZQO*25NG7+PS_*3^1-X\I3\$? 78.#.S_F"=L\I\Z\GRKV,T>>W^76,- MV\FV7&:NY+2KE8>0*IEQLIY#I\A:IA@\$W8.F\TG"IV_Z#^%I306M9UF3 MV>..I<88\94*AY U&4'!LR0-CVRWX\H0\W7E'35\#5\$V\ I7L)NK.'1W: MQQ40\Q>W47ID0&@9%"2OB*N8\;E- AJ\X1%>I\>23>NE\KM1UE4\B%P&D\$1 MG<'KPVJ^2\OX>SEK.@LK:..P?F:FWU#""R@@Q9G7H(X*Z*I=J MI:..#Q- X\AAYD<=Y'.@86F-I\2OD\2\IS@'=KIXHXIFE\$IFI53O<2@%*)@M> M"P4B1XL^6AZ:3PX\@-RN\KZ'X.18*CL1=&I/2 \$2W-I%=I8?1N;AZCJ=D2*W"UN7MPM;P\73QV6#5#0'<^<O'LD/ M;2.*<=Q2PWG6Z /8NLQ(U3T'CD<\$46)B\I1=6.NDZ9ANZ\TA7ELE/U<1H4 M=LEXIOB

488G:VBJ:Z:CG(KPFI RHE<9R6M>WT=>7"#D'&J7\#932P\O\(\YY M_S* P\I.K\I_ (5GW_"WY>+H\WK&63'6UF42- JA@Q)9I%1>UM;Y-Q M7UJG\>)XZ-FZ:V%0D59X09A+P+J\OY8SR8+D7<0G2K3'(0DQ# HV769UD' MTZ\$U"L2IXW.= 20211W:K@DH.L<.9U70&=LZC+H\$4&9\IDH\>J8YVIP-I' MT0<2.6VPITH\#E;>B:'SU^7%:E:<ICKSNI*415 ^"HB%*X4-E+Y+P<9Y B-MIC1&PCJ\IN#57=JTDQ_POE7261E+7C,Q\I\#W3T0@)FI\#"%"YTG?=\$KC=-& M@QJ\$YE#5G1-T7Q7ZSALFDW8.@W"@8E*~4JH7<'6:832**EDF\$B?XC=-J&M@NY NKI23PBI,^69L(+5+0*1).F4K6/%\$B_)D26>,VN_WGU'VJ8M@.T.CX-4 MU4'3W\I-;G(5Y5IF' Y.I%??2?6E_FI&A@J/ B- 8H>O.-WH6O'X)Z%=U6VY2 M1W\GR)TW"Z'QN<3938SVJ2IW*KJF3D7?46M3)B_0<(\%P,%,\CG;U2E\YW M=NPA* (<=>"U4\$0';"VC.@3TN(UZY"2_90)02D5(4KE 40F.@@MA3K&\$(\$8# M.C?JA8I').SDD(ZA=JS07X75\$ET(\$PY*H8(P2\I94NR:.;(0=LS2Q_SS- M6% C9929(*6= #~O@_O9Y;K.3H\$U:XF"B1#40IX9,4:~X+&AUNSO\9C\$IF8 M3F"XCYL\7V\+VUDEFDEZ#1UI/%6BR\$NOI (55)=_9&=Y2172WE7'I'X&15 MG0&+I\TB.M_-BS(VORE,UDV63BRSMK&#*2)KD"R^L=(3 P8HZ%0#6\$>/_MBB6- !F1=(N<LNA60SDS\I(20 X>?ZD)P_.5=0)/^H#U+9KU4\F)(M=8\I2=I)(2&X)\$B_V@QJS&O4R\4ALH^8D E)=M\U^M#60Y/&" ME\FI\B.=":4B.WH6;R?-U@SIQ/FCO3_*U\D:AAPVMT/PNFFKBXF^UT= MV-IQ\$B_KF4&#+ %SM6. "D3<^<%" IV5PGOA57K4W\=M4M_I3YTVWM:1@=* MK0HJ?U@MO\+U_? UC6,G\N1F+ _OZ<+00K3A\B:V@BD"#40T"+,Z3\42@189 MD\$1+G%.V63_L0'L&#+M\Y;1Q^1&1TES>7>QWN3,? I@KN^OI3&0OG-D%1,I(M-M)WC=E\MI'N'0#1.9FH\3V4DM\$'VL=Z?E+O(&3T\77_HI?<'&I_Y<%\$2X1 MG*W\I'POWX+(6D+FUG\U+TOK*L4)\$P;1+!+8?(N0.8?25\F:QOEAS#^JW M4LGJ&X'LTx+&X%>6@TJR RQ1_...<_!%SIUFF5;71,&I<=>"S_2?P#U/QT ML9XO<+U^O?P2YXN-2EXO?I7^D01+/ZWG>5;N;R;R:'9\C+DN4X&I:==#4"F E.M.IBD)."B&XV9P^85U_ME#E\$1R%&E8*IUO?<IQ1&I>"V-M= !HYFD\H:"8W=AJ31-M-C\F- D)OEV9K'HG_&>'X\J*K^:QI8I-.?U2@6 MO2.QC6+1F\^?K\9DDRG.WD-5EQAF@.Y8+6XN\LM=!31(L)RY2:7V%;Z?D M<^MGI-9>+ZZJ+F:/^KQF:DHBJ30R36H&4 SAO-#I'E.M.NDEW8WF=I\;T M4>8&>G_LLATFZ@X>H? LLO\H7LO\I61UG^R+("RV8-S*4)A1#R+7&-I\W1-Q MF(KI\7*08H%RF I=X>3=^\$+_KRLRY)FAEL4ZIT(5:= <^EQW76=L%E.L#QE MDULGT)^BI2?#-?QLY#94^!3YS!(=2=I\AS7O^&7B*N9(M?8S9DDK->?Y\BM\74\M&8NM Y? XN\<2'I\CI#* I<9-8A5@R M@HG"<)99YOGA_*4ROU0E8^6JAO%Y7N+K8/GX7?MCSI-E\>DW?/3_--1- MM.;>F>*>35I+P+I'M2!;!*I)(#)\6LS'T8V'ZK^'39B^;@J>I CI TV;2 M\DA_0_FCYBN9BQ? _2_LXR+&I(X=..I/V'121I":8\DB)1N;#I<OD=I3\AKM\DNX0+5#DI7R\I\NEV72% M@6?2).83!&E<'1== (#B7@)4@'3DZV ML8"3I=2B5_+I0I'2%.<)58@F/HS=M45*#L'H:H%BI""KB:- EXIEQ\#.% MB\^\$ (+)7.H9@60)Z421;QF9L)\S*.:@3\ZK_#9%>?<_1M\ LH^FEV.+N8. M;J?PEFM7OSX&?^?W;53V7J1.? A"MU:;FK\<^:~N\$Z@?8<66"2J&U"7,4 M+3W%:0Y_G9I(O%0D7\TSYI&'VM"5;1U28\B\G% H ME(NI^0+TIGI#T; I'Q\6<#17>_I/O7=45WYSCE_5>1NB\0W.TIGS* &M7^B7=XX&8RN#DH8M3SBA\INV&K:C93I I=P>:Z8>SW<(Z_E(+I?/X/^ J M54U\H%Q'U.M 2BI;CL\KK8\$%0Z&:D8#SZKUBT/(PCLJ0YC3T@)"L6^ND M??"Z"R1GXDY4B:K(E%3: M81IS2_+%;4^&H#0Q\$UU_'^GCY<^IKL_7=DU6\5ZX%>RQ-K,5L"%0*Z0 M=,1&MG2+>LNM54JFT#H-I\OIT_*CW\T\I'S?C8UU<3V"U>I)5>+?#FG=;= MPGHJWL>S^>J M90%NGL(M2C- TW\CX\HVJQ@W&PN_#I\W3+&C:H%I@(\DV13NEAKI9>_ M8D52T7D:16MK?Q"ITW:73X?221S:C?G+^0M-I?7C)4- 76T.A-K1CR-5?B M8C2MLT>[439M_YTJ\NDD2YL\)+4>GUQ8VR\O5.X\FJU"HM/N\FK6XV03%=W M8:@@.D6W=I\TE+C)P"SQ)KTHG+(+CLET(VFGE:0&WD:Q+OE%I*\$ MSSZLYHLT_QK.+MWO\;+*<'7N\I3 @9NT%B3/R M1+U"*&0L*5VP:F(AC=/1.Q#Y_2H"F1N8^R3A*0FZ6_DS\^H^330I*P0H\15AN- @4*8IQ\$E<%8XE2)C'6KAX6<M:E67UU+UHF000B=/LDV-2@'J^LD:5F7M6F?N.'@(+L@027CP)&@Z_.J8< MVX^NWH00Z9-WDV-RJ+I."Y/W=P@&'QU7I9:Z5C-%>#*9698@0L@0+@JGMQ-@:R2\3C.@NI<-E:W12-U\0 MOYKT\QY"0A4)M8.T?LN\$VN'B+H#_VO+G\$W%"M-%9G*HZ_H7B)\$%37H8HUD M162ZID<%2Y13:P? C2^<_7HT>N0E<@W6;#9?0BR"K\ID\GBG\$'L' MOMD)3ZP=I*GG)M8.\$5L=I76\$60N6Q8579HZ>DYN7AV:Z7T SG\I)@/9WV.X MY?VASOD73E8TAVBY>KP;.*9Y8N2V_+25UJHX4R2X.BSTAS&-C9<>7I7# M;S;+IAXNX- (-GS.6DF\$9>H\!@5Z8Z4\$7R)"#HE&80TT>G6I5^G.KC Z\FRWQH"G\N.D7G\Z\A:I*JCBT1D=2B?AR)3 M(2Z3\$7S<5N\GB.O)XSL^I0944O?HJV4VUWQY5;"NA&+H"TF/>_#;); F&IUM MB:+Y\I1=;>O)C#LZ\I0944? _0FW_#F.F@AKFL+\$@=0AT1DR"R5\I10LPJV=R\ M\&I7VJ:OO\I2>ONI;J P^?_29S_?1T.MMX7GTH_H>1^IHN\$E'C\$4K MM7Q8#+HMBK\ICUTU?/C<*D.82>?7U\N;/C_A\I4) Y2H:Y\$5TT+IP*M&7." M18%ZW(?R\;#IB4<= MPNO+&? O+N#S\AX=4H(<-3L%0E\B(G5F0C60@Q&@118 MK*#7+M07IE;6GIR)/=4I+/@V5/JW:'GV2%GLFC.'>_ HVZKI#8;VZ@;@; M%LO\QS<78EOJGN\.\$J7\04M+&"L"T"" M0P@2#?V\$*L4<="CCSGHDK2>7,0Q\9&)Y." L&I^ZO:5V0OCE'H_0_BXI=I&H68*^"<+9?7/M6"9WSD9PTC\L690D3I24V^58>D>3_*^MAY:""5510<(P\<.#9NTK'? 4N\A M>M^EU'N(Q+NST"^\B2++19_EJUR.\$F.2L.BIU'J3C74N\ MAPB\@U)O?I=0S;B+=,*O.4:5)(&? \$Z<_G,7#)61/NP'N^I4F_?38E=&TTM M&XFM@I\MB:WEJ\KAL<#=>I.P\Z5QC6/3L:E>*0V=C\$O^F\I/>5<.EG2'+DZ M\%)I&Z4RH"UWH**60\Y9/4M*F&AYM*;U\I23*24>I.'=2KV'B+L#T#RN08X; M=5""0=*<I\BL2WUK(PC+5 PF;_ +VR&G4>H\I2+OEGH/\$7;_FAL#06TFM2 M\$5C(LNZBY^ R22I;TH@G%1>KQ/K=2\G?MSL;ZQ\75R2M)1EO(Z&=I <3HK M7@&=#PN9%739R*S2PSC'HZ1&1=OMZ3U#+E#.#\$(M=(UU*K%&U\I(71D4#H9<%8CW10\H^)\TA_3- I<_#&8MLO\I.P=J*3N MT7>O?EUEP8K3&8HK&HB1"%\$&#=#B2D5I6?AIK\N!+0;3UGF/AIT#5=0_IJJ

MUP.ZF*V34&PNH(S7\$15%9%D:JQ(W,G6.\EDEN:7!FGIK%X\$1.\$AL".2R!|XTA(*+:Z90.90!|"! M98KN18
H(OD\$QG+IE46NI->>.:.\$#/BW:59IEZ-13-[-P>9>VT2P&SVY4.FNHQ3(@.+5H#D M6E(TI'7\$<<=>YI-
ZL,DC1^S:K#)%Z=^CY;DM\$SB\$X;SE8+RW4"0W@7920\$AI?
MLERY\$SK^36KM\$-8;UTA|FCVR^LXDQHNM8X+NIU@(@_@8PQ.JN3(+SQ5 MP'<.K2KMT-9&)^<#M?
O:&+!:/U_ (QYYI0U0AK&C(DR+<)A-1%0)\$H;IU M72?)YKGL27-
/7MD)P=E&BUW\$E\$/>CS%:L6I'"#KDNKJ=9.TU(GB+6%00S+F' MQ4"G;ZIZ41+L-R=3@HMU>| ^N'-U?IB\F-G%/_U-
ZJYI<0T;J-8C>=RN MJLRY"SYI&@TJ)K+BL9(D#GQ@HP^M_GBQ-U504=4/-0(7#02FIP\$M!;\$ \$>A MYPN9-
Y%QI18.5:WWX7*8+N "OO<\$ _I&VYXN7FB4@50>4D(P*+=ATT2QXJZ IC|CE^6%U JEKMOI/-C\$A8A\$8' M3*.JN=F
S.0 G#-C7+1V1:'S<|FC9IV1Q I80 ^9"3JQZ0IT@!'>:Q|V5" M\$L%:"Q>4"W5&MZ|7|N0)JE\$P.5!>\$SRZZP>_I/G#;YV
PU(XJY@X-H1V.T MUR2):1Q0,0K9 ZB(IDE|W.QRJ 1XS:-|JD*>HPS?*"24N\O03|JH+21ABL(MMBXKT=Y!<#J!
<"06M#QI/'>UK>_1 X-TO. ^(@2\$"IP XWSH,4E!MRL#BZJ^ M0CL#P<<\$6E#('D.%#|TY^FOL%"
MXDED:~XN.T(I7:~TL50-7-|W.S^~IZOH2\$RT\$E(Y|K.WOLH:~5AY3HK"4Q M(
05/3":HK4*)1V\K0/N0^=8G+1!^!CGY6A)=XB6:QOB)M.90!%>V ZI.0+! M:U| (RY^~RYTTS4L6SV:.Q2-[S?'8HBX>P#-?
(\$/TDPFIOA(#!)"#<=|'#\$B MH&+&<,YU4*U+?1Y3T1=8#M'M0I@<)^@.H/(?8360!VTM>|N: D/O/C+)(F:
M#R|U=BE=H6-#CR&YG@J_?SXD(>ZFN.OX6.DG!G"+DO&1:~*3E!\$76BKB6@ M.1,22.M2XEF;|FC.<\$N,I#S'~?5|T#D
I%/(7%#U.BQ"GH?%CQ@NZO.&\$8"Y MLC(SW8=KQGWA!i*N@Z68R!"*(NNIDWU|_|I@/F.IG NMPPEACB%Q75Q#J*"
6E|D/RI\$V MP&C.K>^H:RF8-I9NC)DCA-L-|XJ726OWR17V\$IT^N36T1\$:&2M0=\$DYZ>*D M&='=
(VYM|C7|G*NUM 6ITF+PI@.W|Z.XVYQC^FG^ ^/S#; MKS.24L1.A&E571:6H0@F(0DG)7&F|R*'S' ?
HZ^GMCX/<3\$=V+OIMK!'G? MRHL-W_GZ/=2M0%_8.=SR+3B5/| 5%+!TI*"2%;3HP%4-&9JH3/O2UM/K
M0Q0\$C:~5B8.W75;T>OD^R27M_1SZ;.9 MHO=| ^ER&B+H#|VOW='QNA"TF7Q5%JF*0XB&9(
:=|L0K&L=*Q|0G-27IM! MRMUKT0-27>(ENML2Q+^D)W/2:Z=Q4J <%0L%+%+BPJHW,8NZ*CAW>2XS6|
MWPO|\$%W)I7ZS52!)^B?GFML?U|:U/Y" S#8OUJD>^<@IO|PC!
M>A);DIR'+*)JOHOH#.F@P|Q3.9TB;ZSB"|3Y|P7U|@LCSB,BSRJ|458>X M%<;VT^C|KD1TY)|C(S^UY2|DE@ (8-
^_@6>2%.04:~5+D67>0>67|B6A^L5:P M-.8TJ|E'&QECTMR-90FD|H""+<&BD)9DU^ (OY=|R4/T?
M>&8PQ2|/3/89(N3NPS2|3Z3/88(>N)G00%|W|+1 M-RA>A1SK&N @~SEZY%OJ6(+P2Q
L'|+G|.WUIYWJ.4BSA|77%Q%\$R?~CJ9@ M,B9)QZNG@~.~.N|^FSO?Z8&^E(*7>DWM=GM(SKW3,
MP)|SH)CG\$(I3D.C+I,1%|,3?N|UK|76#=#+QO>_T0>7< G.^?EH&XX9Y%""~N M'=#T"QW(%J(I2D1=6"ZM?9J,
|ZPV.A-47C\$-1V@Z?#0%G(M70)K.=MY.G MQZ1 YAPP|Z6=:)UQ&|<|Y?0-<@|~#2*ZP.A.Q|"96*R.*D|/?F#BO,ZULD'
MR.@2ZA)%?C3:ZN-1|G^,4W6TI#M\$RTT+1Y\$^2*4@:S3\$!=9M/\$R US9ZGHQW
M|9|S|J6H8)"&|VSI'R#N'D#SN:N=JY*|2@EDS,2!#0Y"IKM<1"Y=L,GIU'Q. MQ)FT_0-1|?_
M_T.\$W0%4GGI>9%B|TPKH#0:"&W|C#770J+|E384|138'8?#"375=Q7*U?#O=9OBDB=^6... MD7WC;
<4)+!22R.CY"P9Q??H9|>16\$/- TU*0(7K?IQ1DB*@[<+V/60SCL(G"4YG|ID#4%P MBC*BEQ\$%Q1>F14BNI2!#=#+M/*
<@007< EIV:1X23Y.87 SYP7|HX&,283#UM M|7/-D|_GL>1ED^W6?(R1-0|P&5GTY:41OG:3T-|0)7=?/_0"OBY?_
M5XT=.%9QT@*08^ZAH7=(5JNC>CXR7 M^FZCS6|WUO%\$ "W)K~*2H|/..|^0Z|?E?-(7\$X.BC=(R&)&:=S:>R50%
M(C^_U8Q1=-0&5^56(/#H7%>?DRBEC|EVA>S^9BYX'7">X^Y(I2|5)B: MZ\$@I=X>3>-4I"N7"12|D27(E>2">?
+L(I'N7G.NBB#S&&).S*\$4 W+V#N.A1%5N%4:.W;5|A BUOLW:D(I0AKC;|I%VUTYA|F|IA< M/Y7<.%EO+S?
K35CD^>+C|H|ULM>LJ%SGEN-.) M_N=HZND .E#Q._NC:30 ZKN^>VS9\$7R=#:#1L'(RNKT\$&.,H(S;QXUQN8(MNO?
Y|>5<&f'E4.EVAHP|2CP/I91X<-P%|HXL@:C. M|XX/O7T+3|+3|46.%7.:HC.K:IXPT_%\$RF5L 32A^?
^KBCD.Q|Q|&Z/<C%O M.*PQAO3/#ZNP6_~|9|_Y|T6SB00M?%:)4|6RS|H|KC^MT*Q|R7
ME^N+K^~7%WD6E>2913)|Z1/93-80E!(@B|:-48RM<-3QT\$?WN=Q=:#R'YU6 M8VKBO!(&=R,I7R|_QD67|>
|OJMMUF#89XZ84CB"~9'S#8P.3.Z5-8W.@~^Z M@..2ZE3&XH*+5N6'2|Q.G&-8|0957/;N-
KYS6.H|^HC08S:UW^G_|OM< MQ|F% (1K=IYMBB*PI=JX>ABJ88RG.V J:~E.F(KT|S:6,I1<695|J6SY|1
M:|H"!^81ANBC8YC=BG_T|IH6"DA*KC5\4DC'5%Q0HS:IXFM?^<16H|A>|YA MB&:Z<.AW|T40|<-
\$QR\$2R2CG#E\$S045F)QWC/G'Z'XG>EEYA\$%:W"N/,\$2D M'9Q|3SUD>EUX\$B) 9H6B82XB|&?HS-.HBV-
)HVR|F/9L5G8< "K*5^N@/?Z|!?:TKV,JU|<^:.O\$A<:"KGT&P4M.)|H.* MV42EQPWKOJ6G|H-K#&@=(?V#D?
0%5W'9"\$M_+|+GY6H|_+|V'H65-N/_WU MDR|6.&.%:|NR|4"XSMQ%8L59S|!|0K\$P9SJ&UA>|RGJL^SI&#PUU:|P1/DK
M1"V0?+CK|SUJVM|R?#*=2?6&URQ:YAYO5QOUC-F:0Q(C:D:0 MR6L2|/3C| "T!%|:LW9DK?-\$%
(PS+EIF1/S90<9>X%&GP-H6LEZT|D-Q.SS.%9*01% MJBS44*?YTOZNJ^ MVVH%|Y6F8|V:K:~Y|Y|DW>P
8S|5BE|A#Y=Q"X|UT" M*(LU*9>ZYBC7K4>13G2>@&=O1\$S:~G*J O"NWM4:@N'02MT|FND8 +@+ M%E548-
EY|D|) #60"2J6R6E0CS5\$79N+VR#P#~#1A6V(9K|H8=N)E7J|K|1F
M(RA9*\$85=2+0Z==G+|B#|R-.9,7MD%:W.N%:8A(C.SZ#|H(8YE5=D|2 FR!! M813@0G!@!\$?.M\$TIVLZ>35|?07W6':Z
!>KY>+K9=Y&2|N+7'2_QE|1L% M+Q_ ^A1=?|%?ZGD_K63|1%Z,D:-B|3XYA.@Y2|LDYJBC9|WG?.Y-79|V8&P
M>#@,=|P==?&~C10|S\$M%_F_,"1G5G=SEU E% +H+F\$* TCUI(W-GNE=.LT MYSYTI7G(C8VY_72|5GWX=-|=
<42BL|2-\$*7B\$S|QETN9D7>N* MN3W(FQ:9;B|D:~5KH'V|_JRM?FTY4FPQJ1'D74|S?F>-4PY)B(#)4GNPHG
M0IH=7=.^ \$X%M0/UTC?6YN6:I91.INL?H=8/UJV5"0)/ @I%|@H!\$KQ=(?: M+5G3/AM.AK2#M-
(QT%X5^HP|KGOA(JO^D-V6) O&IBNNY2-EPYDT7KRL_|M*)OV"7(C:N|VAFUX1-Z-
CV9M(9I.T)\$Y\$#N|B,70^_YL+CTZ%DP0#>^)|OB+M#9+|A 4S-?
UW_P'W.OXWILVY6 +Q>NP_02|/%^|75PIYE8ISJ010QH:~+IOH M0?F8P/FD0013/J|I*AV:X /%
MOYLRZ5E2J|@T'F2HLR"RU|!#1*W(HDPZUC"@|6K"|"U #/W804/GS |68TC^V M3NO#6_|O^%F%|H4+R+@"
|H,"5:2!\$&T\$K|C)6L04|X\$SV.BG|Y<|EP," M|"(Q.JP%P|&LBY,<@N>B+FN(X%*@Y8DHS+6V\$++|B_9O-?
(65|Q|P@66^:3% ^<|/U3Y=R@|C:~1UI\$<2*#<&L0BWU&Q
M8U6E<(5)X0T(+@@-66APRB7(3)9@7.4#X=W'1 _|S\$W>|<=>(9O.U|)=T&F M2I_X=D-*>
|>DCWBHG^UWW)&QOGKB%<5J6V-\$A.EW-8|0|RM0M\$YX M-2%|XK5T(Z'P|7EY:AUWD,RXDV9EYW8IEPX:|
<(DJFZ|JL^PL"|>~MIY|2 M;:=^!<A-R=1-K">'Q+*Y?KI\$V74=E8TL>8R_|WK4VT0\$(VJA0\$H^,"6?~!
M|\$_1.BW2NXY6>@<(/0.P.;#G-2PI5M?6.0UZ5S-4G,2""0A|@O_@0|WA M%I(SM@3Z2NOMZ_1U|N8#M|
|H|H;^~6|HQ|YIB|+ MU1576-4I.924H'L8B"GC@E%|H4%B61_T0C|36M|#2|OZE|J6_(L339P|GW MF(UK0RY*L\$R6#
9YJ\$N|!=1./XA28+E?S.F?UYO2V:(5@!43(I1%6^K|C\$-T*7\$7B:7F>P1V4S(M MG|H|>=E*Z)2KLMA:~&CG\$|^&026H)?
U3CS|J\$WT_\$1:ZL8-M*~\$|7FZNP^LZ M|^AW3,N/BSH^:B85>LNB 9)FJ2-?%3D(4I&KD%/.HMF(P|^X3UYO>?"C>| M
=Q0B1/TT@E^VL:YG+O" _8^L_*~I.PNT7Q_~EC_V6Z M|&_U7'Q|W+UK|!#~RZ+RD5)8\$K5A:|2@H^%UZ\$U
MQGI5BG" M?9/4&T_~H>+YV_"A5'8R^/W\$U7^~WFI_JFWAIO^|UB7,2O39 MJ+I>R@IRDYBOX\$QID%
(@3IU07K3OR_|>1.U=_A.@|V %|=1%9/>;G/6XV%|MK M9?W8|*Q()>6 X|TJND4H?2..W|:<<&-L.|1+)|KV/P>A:V|Q4|
R8~\$|A| M^>9=|EV8Y|E1WKE|K<=Q*~45<0>(L3D8HH2,^?COU+?);&WY<=>|NJ#53C|
MP*6GN=Q6<*WFX+~.GNS7|GULJ+|(*B|V2,2:M6XDMA\$~2D8AB|%;_77K#4.M|@1 M%SIV
+C5'5D|//3HLV2T*7CNA.#F<M=267.O\$4NT7|E" M5A&E3H'SNB4&|4U\$|2>DT2M47*LP
|7FT=)XNNN@9^Q|WE:O%V<8|_%6(1 MPC/06=1%/HZN*JO# X66DH(^M.WW"NY/76^Z43C:*|+H_*IRJK360^|>"
M:R_(ZG25GW6@29XRT4^6|@300\$>4R4^02#HO%~NHKDM,WLN2W3,U*USRL0X_
MTJ\$V9.M(+K<*8+PQF+EU*ITTOSGPD)P@~W|B|ZOMH|H|3N6ODE|8"E^)|BK M8R)J7BQ_X,5#-
L&*9%7*O"HMDV_/EJA|T5_1W7/Y^<|M%/G' M&O.XK<-C4'K"ON+1|3U|TW\$6VFO-

D15Wl(4&H@L;#D%/N03=2F=0AS=DW' M ADT(1>(/H55VQM@LBFIH/Q3)2H?6XIB_%OUG0\1(7C-IT/T7\$>,,GFAUC
M'4\$N(A^ND39=1M;\$%*D M9>IXW>+1)7AD2'Z% T3%\$JTI&V7KZTUDU'0 2\Y-OT.\$W@%XGNUMV9=X)K4!
M%FIOCLH*1<D3B*+*(5A;N'3W3IN!FA;=#Q\$#1W ZI N5A^8\Q@U.,>) M12\$0@BF2(L^VLCIMU3@B/U*
<9^17;1"6E9JTB. B M(X;47@AZ?YXM*7ZWTV? 2AJDV&A@Y Y1WKN8<+DEV12)K?AGRV1!8T>K-4*
M%).9Q"X.E(W6%J&<22;>8CS MB^TRB=<6BW2XJFJ=;9)NKOY54=[6;>4%0F6,LE R62^2DJWW\4A0#>TCP*R
MW1HS"37>3XG!\$;R OF*< ND*7@;+1+Q Lf6B4;+&7!
(^08)/K.+>:H%!QM"V.^ (C^6_5,O/G=ZT.1!>CH"TI@D;Y).A&CJ/IF\$V2N> M77+C-QX<0'AON_9SVD*@@Y\GN\^M#_%
{&^XJ6V;ZJHGB>M7AB M=DPCJPP-I,E?&MG+ " !NYJC_3'1HN_@O#;E8R\W1+;JB3Y^&@ ME1.BS9DB(24+VA1SUJ-
;Q1"">^O@F0+RHVFX2SS_<;&9?R;VGN";ST((0@O&M 7-J
^Sj6'N1'7B+BB618M+C#JEXCLK>VLBGP&U339fW(Lf=1-ZOOCIKX3K Mf?)>).X363#;#AA>1@1PIF@1:L(HW5-
Q)O(\$32'D+Q##+1+3CCG?;36R8>S M;_Q"51M-18)LA*G)X\$PG"H4DB6/R3,G,T?@W1<0>.QA,- M)Xf3%
<0>D#LXI<+6+USDSV?K6.*O&KT?ZWK?Q.XC0.P#fLQU;LDH MT 8H5@905PNH(0LS561">* W2CUV#-
#VW\J*&#F!U2"18SOS4PKPX+) M#PWX4(L8\VMK fPV/3=79=@HfTF*XP 9;,&IX4" M*^@R8fX\?
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7>3fV_H;=fMIR?4'WQ?M9fZM.^ ("Y%\,3%4Jf;U)T@ \$6K4'EF.C
MfPZ288)S#&;UDW\$)WRfO) fV+C5'D4f1H57&%10 Y8fS49fDSCfP6)YXVBB\EA*B!LMX !65!1>"3.G#;Z M1-
;ZD;f\^815;_?4^(0/72)HfNY8fX<"8UWfX&@+f/@NQ@?72)Kf_ ^G/fLK% C?6FfHNR #B\^B-
fH;YGF7'81E.=POfN&LSUF*+M2)9+ +f\ M*4 MSP37)B8N0"OA0 F6(&CM2*RH'#+D6HQ_\$>f:V^fA>.#=
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fT4"VN;JO.NNKU7.W"";4)f(NP)ZVfW8Wf"PEO"G(fC1>1@EXQ7fJHM <M>\$Z^)(fNL-8CRLYNfED#+VO"WXf3Z
f78#>Y C.fB**UfJ\$?R^f/ZfO=P@* MOYD1-\$3"7@ZMXT;WRf>W G=fMLDfJ?OKf!+WBQ+3 T\$E,0W@ =FfF4\$0*B
MD1P\$=f;73f>?;MVRMOfEO6691H?;2HS? MC;5A(L7Hf+@0R7)1;
fK#7G>&;UD.fIfL1f>8W(ZP5Ef\$#P%MR.fUTBfXQ#4K M.fJBD7f0#;L*"ZfA9LXHCE-6fLS;-V^B^0XYTZ;AIP77(1Kf
%RfO9;?OMX& MCfJ_#fCfN5W<7PVCBfS0f1"8CMf^+S%6@XYfO;)(<9Zf"YSA^*NfD)\GH-SFU-MES>6)CL
Z0XVKfJW8%BLC"fY.121K<1)"X\$1#4#DfCU%fJUWP/fE;\$f19F-%+ MPfZ=)KKH
%2OP_H3f6CfST_ E=VX0f(fT3\$&3f1#W-X#W-fNW_RM'=<6QPTD'fF0fUGNfHCUEGY4Vf M2f\$QB8&@&R46
C'W'G/A0CT;f9f2^ V?_U;f\#A;/UAN\$^M^fYRVV J_#Lf^ M UW0f7JSC8U3H&*D2);%S1P3A>K\$HP_OfY8Y?
Z0_1fTZ9MD="*VGVf(Q? M/NfJXWSQf=>P^B?>7f@fIMATXGG^f\ f#;9BB^OL=TN9fO2\$C7G)B83 RU5;#6\$AA5-GCO-
;C@ M.fV_*fZU'D+Z-#73UfJ6/XW0VDTGf*Jf7fVY7)%L?L2X><0.XRRH8DUM52+ MN<9Z@;\$(QD?CG-1>-
)fF^UV""fL*2/2fLM=- !W"Z;PR*R?ZQ_\$)G;LU6W28U-MA0CP9;Q)>9Y(-=)!TCf=;G;? P?8>0_HGYT3&LC43&1*!S-
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Df3&>6&&XE_@Z0f\$-8_//_BSNC4B^27";HfL;3\$K0H>4Ef(0< M&;2Z+"F&%)K_<#P)f\H>A.fLIM13fQ8NG=S6?
>GfJU6fHfWfE)BA^G.7B; M)fB0C2W9.VD>UGOL2B;f+Gf(>_4LQ""6YBf6^+fJfDSB9Y*Y;f0Y%Q2RQ
MSJ6f\$D51A6Y391XN-fNEfWL_fI9AGQPRHLUE?TS16)*<)"6;Rf8R^LYK6/4C/
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(09B;F5<P1GGH' 7 M;L U_ M^K+I\$V&A@P/V;_>^f=W0fY8)/&<%fNfI&V3P*NH(fB9#&f!)>U;f(Bf+5M?;5V M-L'LR
^7fFG?;AfL_5fF_OG>DKfWX>NVfVCH)AT;fL \$LRf;fJ&@ M#10N4Z2NDD0(Vf?FfJL8'
fN6OMN9S<+PG.F3\$H12O&&S)5;fM)f=KKD+* M)+8>7(OSG04Qf(7CS(f8HN;_7(8GPM6ZOB+f;f;
4P4%KfL;96;8fJB6f4%1L M;7VMQV5N\$TfB0f31\$UTB;f+K;)8)0=X0V;OU*\$5A5;^E@R)H0B;4Q@;QfL=9
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M.A#%2PHH6.T&5f))f;3.^>&6U5fTf)@_ =MDf(9;#=&Q% =L;W+RfJZ_V&A/=# MfJ"N.fA5P_196*_K-%SRf<&O/fJRH-NfO-
Af57fITEE+_ =L8f7M1"LfH<;OW^ M\$EfK;3=P;=N;56)UHfH0@8(NUNV MG_%;f(9XN/5W/\$?
_AZfSW7+=SZ5UCfJfQfDMfKDA%HHfLT)#HTf-CfO@W M;f#@fF3&0f1-2^XESRZ3#fIT
>8fOT3_@'KU6;V>V5f6RfJB7#*)+B@P4K@KHB-R Mf+JfDW;>98%fcB;_8K;fJZ=O!-P1;^PXfK;=PO\$8Z@-
fA@KMC>Y%"K MXN.WfEF&-fDEPM;28*&9VEf=;f6@)DY3P\$Sf7(K?>HC<"M&fP\$;fZ&#U_ MK>;_<f3Af?^;S=
fNB^&;*9\$7VfZ;_fH0Q=/ZCU<fC'5>>59RZfU\$3Q(S M<> U.4Z68RBM_2fPU59KCZ'1<*M&fG;G(fN+%(?;f
f\$F\$Q0#&&f2?;00 M53f-VQMfVDC+Q1=X;fEHHK /<_8fKS6f>GR.V)O3'8KY9_f^CYL;^LPQ29?H
M.B\$G6A5f13+S&H2UG&N>8f"MT?==@fJ;MP>H;@^V4UP\$2GY7N4f1>fZ;+1;M@
M;T^fD1(4=QEfH\$M8'Xf(4;K'SYRCNY5fDOUQ)CN(D ZL>fI&_>V_75;COE;7 M^M7EYM-R-2f?
S#;fEFF%#fIR.8MCV3N*8#C9.V2.2M#ZU+;YDQfTfMTfVfF\$K M(V@"B1=D\$U_"*(>23fO5^@?
fN9Y6ABDHEfE+K4FY#NV\$QfLE;)Y%)D;fU M3>Y80'3NA9^fA1P'D X;Y3;fQ=67^77f\;A*9;GX00XA7CF?
Z^fTW/M_7U C MZ;MUN@LWOV;fEQL3PS;_95(f"Gf5L")@00f5RfFP;f@6B%OG9<;C9G;@X5Q
M3;4B+QD6WFJfDRTQ%R;fZ?27S&f770E8@%;Z0f(3fSfEQ48R;400fAf6Q?fVfVfZ^X MGR\$79fVfVfNfL^f;T>)X-
6(=)"VU%;MZ.U8SX;=M5>K""DT_@XBX5807S?!"2;CC4\$#9^DR2f
O9;NR(L/M+;f"MAf?^*9/A.Hf;_>@FHS+9f1P'=O55A!>CK-\$B MCW)L-J) VA6Yf9R<4P"AfR;XY;XS_OV"%B3f%)%S4>
<>2N=9Q3";fHK5_9 M'-(00D@M\$@_1NU&fJKUHS.NUBWQfL8E)Hf&(f?A^C@fI_ ^YG&^f^K)8;U;7Vf?;
M;5OHATfAL3f/^\$^L@J*0_@NN2\$S;O_PQ;/fV_O_>5M(fAX8Y^25A3fYBB!fFOF)UZ#WfLAfJ"&0f1CL8@CK>*fICVT&
fD9fTVQS8GfHYXfZf(*)f4fJB;fR M8;fA9@5?) M-U;f)MC0?K_+fDK;f>EK%\$#3MYfD;4DP7_OM>f^%WfVf/f(fPw-
fHLR;"R"P M+""+\$^O(6Q(E\$WfG;L;L"S_+>fIO=3%DTf2_G\$0XZG_#BAf;f>f%>^5^K;+X MTf!f^fF+fJ9AWfLWf-
W&X>5M(f#-CAM#&"DTfCXJf"8Qf1&6 FL13U#fJfUOG;f M43CQ9;f44RB(fJM-N=fW>0Ef?)5VLR_4"0GfJfG0fD5>
f+fMfN+ZfZfVQ" M8f"LfJ^EY(RfO!>?f<9;fL&8A^fU2WfAfRf)>>GNY66fH8fJEO0_CGMBO.A6LMQW\$X.6L7>@B;6U>5-
0#&;f;f/9;f" M58_ \$Kf1A!<=< Df65#(fCM-U%W6BZ"-HfTf_ f6.H\$V?;f1M80f>;9RP\$P.=A. M_MSF'
fOPfK3A;7fJfD0MFDE#@0fH&0fHHCR0#1fK2CfF;4#3?;7;5_7*_>7' M^f688Z'2PfU2/>?<
UNM+5#f1>KfFYKfJYZZ;ZYS>N?_L)5fFL<9EP6PX3WP+VD M*+XVT_E"# MG9)
(^@Q6EM3\$;fO;f^f) &QfJXBNXG<7.Lf\$G8f>=U;GL=)"f7 MFfUKYfLBE;f>>6f11% N)8BY*;@A1fT-W8f9EKOf;fJP-
GF7fJ3N^<fKT;VfL+H MY9C78Rf3;W)C6(+B'_.%5Df4P@+3(3;N+9K<_#Z9)!CIK_>K7_ Y#B9f!B;_ M+7(7MG)5@71U?
&RWB7Q8UBf=WfHUN;fU;A*1MfZ@#f!@5K;fJ#L NQCA^B_1M6(fJF="^O)WUZN4N;f1P_-#Q*^D7fX+0fB#RF=-
fYLA+7ENZ63QHc;<;>M M%4%Q>+>+5S*37fTfIS>0X;P>fAWTfSXH(fC^f)!fMY@fFK8U"N'0/R4%5_2\$E
MR^Lf/H*3N8f(!#-fJfTL_HY8.YG+BS;GG;U\$C ^K08W*SE*6UOG^PL3K@2>T MEfH
L_1U78RVS1^"3f3;BWFf&07ATQCD(+B=SW//DQ_-f^f^E9 G;f_V6?(M2M;QSf!8T%fD-9'Q=(\$(<_f)KQfUf+^9YfN;G
AVYfWf/B>;&^fWDTfT;EDE M-A'OZCL.0DF.0@A%9NfL8;GY^f+3%VfTf78;f1@1-R6Cf1;6f; MTO&F
H;@2*M6;\$PGOGTEQA-2.* *9%xf MM65MC*GL"A0X"6Q.BRP^1K\$23F>UfL;f"MHQf"l@_ORWfJO0=17B1;BK8CTP
M9LEO*9"9""@A6OHfJANR2fV;DX#f#6fHWC>L;&-@9TSG?(QfJNS/f%43XH&\$G*AfL868^fA>3#^HIP-5E0\$E4L";UV\$)%*</p></div>

MCH&UGUUIWLV+CO).VTE3ORPVJ_EB/4I7XZ.LY#(-"&3JOLXA*5SHBA(SEN MO2+I6IA2"" "M0E%30F=S13:05!6?
M;P-I!>->+U=^!4WRVE VM.IV)# ME-X5R.[&NH?>\$ &9 PIE>.92E!3ZN>+ B8N^YP&!_GD1VLD0![@=+C@!MA>
MY'<782%;(P+C^!^6*F)>-6^0*Y>J)FIHT1+!@Q1A>#MR5^9#^!C6G?M.MF)52=-P!SN_!-=L)"_BMC>
<>=>2@H4LAK7<@8AU-UL3H;L?V0;IZ! MV\$U*YQ7THV/D83;B<(<ZP-W!>
<\$WMT/D445/GI"K^T%D'=H4P2M0*%45@6!M55;=I+VXI7KBVO.N^6.3Z_ZIW;1/*^DM^@BB;C%7+FN(K+BZ
M8SK1=1279XA%>@>1%7XK>;XV9;>V.3+!SW=@H-0>?<+ MO+ QVDO?/QLC_);W,^U-?SE&>
38HJ>-3VNF=%M&WW'7'Y;VS)ZOZ MI_ -E!@9J"(S>"L3>!&1%M\$IZ<IGHGO\$WIFV#+ZDN^XXR!U!W75NCP!C8!^T
MLL8XB+F.IS8F@/<(&27D000TMIR/-1Z2B;FM.^G?MG@DW;Z!>7=_X3OH=M&MS#_287*!2?
R^HIGRCON0H.CMOA5E(&KDY&E8QNH4 MG/PHQ1!"F29VS><\$8 M#8XOVM/=7WPSI83R*3&PHE!TX+6I8Y43;
(O9R>"T.%FO"+?Q@9SW Z/0& MH?AO!ZCRO/A\$3"QGB:1UDIS*2)=!)*04PA.)!61?6FODSO<'5B?!'FA^MT8!
M!GVYP5G4+<A*780)4T^6B+L_ QVA;HB=3>U>*V9?_%0R_@(!@3
MSQ>!'!=^\$MA#;J3=R&GFW+\$\$"FOK4IWZDJPRG@M5T(H'Y)!#STYMS/N-#H(I2_ZEK!W2_1YJ87\$B70VJ!MXXW?
M+W OP/T0G^3U!N33RWYG22RFM<)>J*=<6K+/IYYH9LE@_?0QLD0IR.SP#ARO MZY(59T#N;@9CG!
(^"M4:S_KI8PL0:ZU\$#*M1CJ8B;- M;_!>63(OL^.-!FB_@!BNFIG&<3L+;K.0\$CM0_6E(!J!\$'@NSH14<I/'EG2 M&
3?5DR1",=P.EPP7UG5 %),^3D;CM?(U"KE!0(H/-D7OCI"SA\$V.9SZR M9!"L3C&R9(B..!#Y+K?N!_=_7_-!B-
DX*X0&T_@!Q=D HE^YI!-^6T.K6> ML?=@CHO&ID=+!NOE-FV!#@\$5&Q IHAN4PZ"H?>S+M^
M!*&F!SC*IQ8!>_JL.*P.7"R!GGD+GOH++6\$)T4H*72J.AO.I^*O^<0DT^X MG7:(R1 P_3U;
L;J9(=IYWUT\$*VKLT8+0@RHP:P.LJ44+KSL!*"X1"300B? MK'=F"-S^=O6V_-(K&-!
O>E.M8!D9RB!4TCRF8=M/7#X1;R^<6KH_6SP" M;_Z2GPP5!+SY!RY;"!K)Z)RP8-G&&N%0\$J;|_-^=R(!?
^)GT.X19@!FWZ!MR1!HR9FYZ37D(OBK*QB\$%(R*13%&38!M9/#G2J(5S+B!MWR*!@!S?P2@?M.?
%!'!.\$4'56VCC!3SM750PDT!RFEJ'-F9U@(-B!F/.=S_X\ABX_7O>PLZJ M/6%!2+;J5R'2B68"G6C"U@<YZW!);.@C'Q_*
(=@:!'Z4REY(RR M)+.00!D72!": 7>J.(X88SZ?@^#?1Q9>W\$\$(P)IY?I\$\$(P)I52(SH>2!EIUBG M5\$2(1AH01Y2G:Y
MJ#);EJMOB%B6\$[SWS8?W8A_!B8WZL)LRWJ@'^_9CIA!;YM5I6511!H)4JRI M#TH;@M\$"+C;SQ>5!1?M@7ZK
MSO4/CP1/OUEOYFE&H?2(0AC0-M85'Z5-Q)R(2OH+9;PH?76M"/(G387W I! M#T_A4^FO !2!%;IGJ.K9#\$K-
1W\$ZV1.61@H!SVXR#+DZ)URGC&?6HHKWSQ.E/Y&2;/S15A!W;f8D@^4Z%12.2?0Q'W!9\$'EDM#_O'_V? M9R!2XK7!-
X\$KWH\$U1@A!;K=9#W96?>7%Q'2!1!_X>;PG(3+D!NZIY;+;_ MU_2S23;C^?/?J8/NT0!D_@QWH*
H!;4);U=B/OB=GN8'DC%-2&JMGCTIKU M\$?W8UY>K.O.WG_#3754DQ1HP@66^V66\$MX((3.Z19244)C!L@!((\$T!\$@
M0Q3,M3Y3#Z>V7R!V"X>IDGTEX\$LSUISC*2IP@E;!)UDK2@2E\$Q" M)&!*\$6CL+!L<MR924AQ!*@!1=0E,%0
!;UH>!)LV.)D6@0U5U@!_GY#E3"*WVB<+S"93MSAY MB.ZY.J.6^1"LX.IAUH%Q_!HWZ>G15X+!)34+?(4XGK!L8=(.2
L8!>9!+H)B M?56^A<ID9!9HEV72G)G6!^(!Y;K3PF(#F5_CHX'6!8O?9UGS)_93/+UB2H
MW(\$2WE!Q9:ST*BA74FK!V+;291-/OCT54)X:\$.M!83%*P_X*X<H6;!9#6
MDN"!RUF!=4MZQD'UHW^!%;1.2M8X8D!3TJ# MXC*3^*R S.DSD4%8XGTD1.Y#W!2QS-2X;*
!CM#Y%#LZF&5EJ59>64'S%;0K*1 JN6D!8WHNP?E^<AZ#D47JP MN4XZV !XPZ#C)HDFNO4*6!# M>.!%:(K0C31N-
RZFJ=H_!>UA_X(GUW"G?7!R>;J!7?)J.=F(5(F4G(LW+!)%WQX?NY;7!1T_!SCP.P\$ZA MB?Z!>A?_7U?
PIN"C***HMNVW.4+AO!4B>HU*IV(>9P@_!JO@C)WY6GAIH M!VEFB?Z#13NIM"!&FW?@!F+2;DKW_95!0N6+OX-7
MDD=M^!(O"%!J:??>Z;/L-S.5@L^R9"BN!NV"/\$Z'YXUCM!7XW^/F#88U>93WE!F.Z".VL=;(.Y!CX!&@0LC(L9!C
MR&/56#U+7)CX^ECKJ&JNKQ"!_W,+^6V:3D*)S9UG(H!@-\$*!;I>"8 M.-%CE6>_UW"NGRH.
T\$CU%1_!4GR!^5JWJ&I>+;3T_ZL5C;+Y%V8NCY=
M!G)6E0KU/FE^M916V+4R1'3(N0V.73QJD@V4)MO8/S!ME_M?XH(8_(4T MN_@XCQ?7!S@/_SPC_V0Y9073TP!X
M+-7V!^E;G_T>H.L27+>9!<1*H+1_2=V"X5ZFP(I!W13Z/7JZ?_09"XA'_M^!HC(V1"?R&F1)4EKR \$YR!TC*8UY#
<\$P9+50QH064C!V4!%LM?4RTW\$#J MK2\$T9LWT;V%5'V"^8).ZZ\$<_K7UM!<)/D&JLJA'AW8&A"VR'B:!'!T.R#I'
MC;-HB@!G4Z!^Z.ONE@^XB)J_1#H!IXY1S>P"0*B3_F4C0@A.XJ&D_"U4\$-
M<30^Q+3;UWR\$#0!V9A0E.P!R;/=,O+D4FWMM,2H2UT M#.<0(6@Z/474)48A&2NMLQV!*>D\$/L>I^2GP""
!S+!S'X_)SF"!FNHZ)4:P^MI(A86RHY^%1+ QJ'7T1F;7ND'B*EDI0GX7_4+O #PWPZA?+R!7F!77 M7W&!M)
<%EAQZ2R MFF!ZNO_?Y6J^SO_4U7+-#L6>K&Z\$A))SC4+KH+1"UWH2+C)A9:E=6KT&9(Z M>99LB:262N@
4!NN^#=W"Y2-S<88"YZ7.BO?7UW01RZV;>I?YXOY!O/I'TS MPZ,5=3&(K!)H!O.P0CRR;_O_!U!U)X314)E!/%!?
%GW_!45@L2 MRYI86*9Y?2Q^S_GFTHOEAF0!#Q?O!OTS_2A M^NWLS_YW*>MXH6ZX'6!\$ ML9IG>5C<4T"IMAC,?
\$.5Y!+3BY^/H!SJ^WP!P18TV;!"B>\$Q0F.43!/!UTF)*NC3.9/-+OC M6 MR)BX#.V+I\$!1F/0!&>4BS2_F6!T^_3-
CT3=DX!V)!>Q?I\$!P_!(1?6?7Q7HC\$*!H M!)D0NNGA/!P_2%1>8AB#)R4=K9-
82!>_1Z0>D=030XTH&VJMW!AN7L>-G9F M4"Z)M%00>D@7E;JFT*V2">4H0ZVQ;UUV,Y#\$3C+PIX%CSU-
G"/XJ4LJ/G7 M;XSJ@=E=70FO;J==JC1+!="%0& @J.D_*=.9P6AJ"RC*!G'_M?0:5-
2.HD!1Z(RA.IZM^S!G7GVT^R^+O=*/!/?! ?#.9'D:S1A0B1G!GM MG/21ZL!ICJ3O+SISE-
Q)FO_C!5FCU4LRZ7B!UW!X+Y_#/-5;42N3!NU M*2IS7Q1#<(S!%;4TAY@!0N#6Q,!3='RT(NWAY'R%'
:Q#;77H!007V^7<X M8UE)!L&+NA\$G<@_Y 1%2^\$LN3GRT23FD0!Y!U0G;2S3P.Y 7233V/T\$7V!W MGW#U*Q_WY7IS-
:7&V^!2=4NTC_64K(EF;@*P*&)4TBF?3W!G/R2MD_3;2!V ME%YZ.M(>_!0KP.12!)^ED!/_K8_@%1F/C_9@H:IT0ZR
W9BC39_-W0X'2'W M?G=B04KRO/E13T9MP929S"LV.Q>AN@50_@!J'CRK!>SQ?TW7O^X!_?@4Y) M7;7HP6^I>#8
M8W-/D5ZUE23!)M2NM""+J;OS"CEZFS-N!0D"!>Q!>O\$!JF?>HY AD!S!3 ME+!;U-IU8/XTI>=T-MMLVXM1U-
1&Z@A)!U3Y<7U(!#)(Y5;-(L67N^!L\$ M30N!7"PIXPB5(Z0_@#JY!+!7N0BKP=:4853M.TV.T#OA<!9^Y;#V>
M2OAA;ZZ8H0K391D%MK0NOE&'L3-VT)PJA8:ZB5!X!;I6?W!8>HS/(79!@K_1J M3@8!2PIBL\$Y+K99;=W-
Y3&0^ZDT4%HZJN!VB^??W+J!UF-8^7FRJL#MW M6P7!AINWI2;(EQ<7/U_U_YR("4"."XTL1;-!"<8T
AON5:65&=TD/(!L MPM0#"OEFG^<G)5V7FWM8X;V>YD./G_7L:3Z0BZ_*+MA&5SD M_@953:M^<CB9XV?
#D5A\$^KVWY*7HG!=VP^VZYVJH!><(-2 CN!Q=7" M!P!Q?8440A EY)O/N;N2)*G+<^V9%!0KUVL(QPAT>43.F1#
?DIE63UR^9 MV7_0TDKF T63B0?ACXY6.#VA/S!\$^D?ZHS!M'DTQ"=M!8H+4UNG84ZBN>WA/PLYSGNQX:NLP)-N7
MV6T-08E.&_V!NRYC9R)/V^_P6SN^H O&R\$?4!HMO26N!J9Z"<%3IG35)6F
M6)>_<^L7("F2XEFL0@GP3#O"MFQ*B41^B40BD_F!N3-(!J!0 MGRU61>RF2D/X3:NA;ZA6D!3Z;
(Q_8^U>7NMA2T59&!7>6!C0L!+&_2:(2U M^JAR0L!^FS6_XQ!3!_7K\$@!W0/F^UBIE!?(N("'+*AQ!(<"F4SH)!")O
M4F@):>Q>S_X_C'5.H^NA5)K7L_G8%:T!05(41TLSC?Y/H6#>/#!)@(<M%=J1\$LK8IGAX>O!H-
Q'!O(=X*&6@0QTD B/C=R)>\$ \$ %UT!0R?PRXF4I MC::%C=UZ!H?+%SX+Z\$!YPN=
(0/5Z9J'^L6VQU7R/H2&_!^:G_Q_0!SD!4/_MEY JORH(\$0!A8U=Z"PTY8(J5)4-
\$%C9V9GH.OC.XVP!2GYZYQ=&P3%P3J.M! M7V;XX=&V!5MV^G<(&R&P-ME""PI!%X("TU0\$NA_#54AXYZ""B""%<
MWD=XNO^&'I2SAHC0JMA9?Q'93ZNY^814WTH#.C^<UW;J!K!R_ H15FZ"W_J2;A
MXB54LEN6AKBU6\$HKO/TPV!90>1#EH(H G1#"I=RAW'8/#QO1-G>067WDOQ MMD_U!5;0#?
7H0A_6Q!Z_!13W/976N53IE!YO/C=S!EC JDLLVS7*Y2;OH MU7K6@H0^5YX!VMO%14(6AWR.!#?&TH;^L!))A'=
(OL8QNI\$><3E!1K%2K M(!=!&9K..!5I=")FDIG@*A+KTD&_@OVI!@5G+C'+!1W>S-M(HJ3# M<K
5G^Q!7KYW6KK5PMU7@P%!X8XLH804&2ABMC1<)4I&3#5!QD#;I-1?5
MZH_)X(3LL;M!>9G=3Q;E!F1EUFUP)D.ZLW0@&BG'IUSV(Z7D;0Q!L3WL;FTY MZI!"SF!Y*&0Z^Q.4W^V.T
!C4UJN(G)HNUW8T\$5!%H-#3=;|^OF\$ (N#9!F^ MW"DG_3A!8W@5^3M(>_<3E6TS%0&##; KW9NT;ID
MTS!;TYXL7W8 H&^4N MK=;%T(6=X,XHP&2FL/INM022_0@?ZLP@M28HN9B5W7!>+ MU#&9WOAW+Q!L#4?

-6)KGU_*+I62"6HL*!+37>-"W50_M_#8;M+!Q!MU073_\$ANKX?ZW5YO#H^A-'SSKJ,+P+KLF.+UH23T(L'\$M,J-
#?EH2H2P2_F(\$Q0RBJ2-WF7O,=#I8U\C;#B1!)X2>&?/LCS'WU>IH_M?
&4;'+>'ZL<+>#H76HPJIKP+'84_J1+AYZ8)YMO/SLCM%\$S+!<@_.'3DPB4FA@-?+Z_M<#=#;G>XX_MB51^RVH
EQ*WEQ67ZU^+;H_J,OTW?#E#8^3%/I_V>3%\$S-CN*(\$,CFF384_M*4-8%A#I8@T-/A&+(WYM(8OFKYM|YYIP;W_7UM-
-WSZLN)H_Q3'U!_L4^MV>GBG4XI#'"LQ_U'"WH>0%T_R9H"W\K+N_&QXJ=>L\$WUA6I4YI+SQ,,Q)
M,S=W_M=WY+4I=UA&&%/1^#Z<04"WIXF<2_Q4R%PKE9VYB)U6?Q6_F>AI10PXI
M872XCDIY+X)+=>N7YX,*JN!U#B4='422*P,L%25_M%\$JHH;KM<'>8K4RL7RQ5Z+>#%#L\$E4U6;K5;LTIZC\$B,,2Q-
BWC+,*3Q#T,Z?_MRR4DD&)RIA5<+KPE8FRO5*&+OI<\$&1RTK8I;8ZU&HX,XX5"&I9AI?VB@&)
MI/3>C6;&ED0:C3'+18\$TF929K9IOIE&9+Y/25NIZ_ML=U"RJ@H0%Q\QR-?^\$3B9LOKHCS\$MJA:72Q\H0J%:I0
+A@KOV\B@A2@_U=M;)@C,;>_U?32Z7Q\$0;OW;#Q=WLC9S* M2MOK;I_VOI2+&I\AWS^MO"%?8?
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M8FET,S\$Q+AT,5!+ 0(4 Q0 (\T35K:IE4-1 @ % (L 9 M " 9(Z !H97)C,C R '\$T+65X:&EB:70S,3(N:'1M4\$L! A0#% M @
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HOLDINGS INC.DE20-353053927500 Riverview Center Blvd.Bonita SpringsFL34134239301-1000Common Stock, par
value \$0.01 per shareHRINNYSEYesNoYesYesLarge Accelerated
Filerfalsefalsefalsefalse335000000028455466Certain portions, as expressly described in this report, of the
Registrant's Proxy Statement for its 2025 annual meeting of stockholders, to be filed within 120 days of
December 31, 2024 (the "Proxy Statement"), are incorporated by reference into Part III.<div style="text-
align:justify"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:112%">Our executive management team has established an enterprise risk management
("ERM") program, which includes an evaluation of our cybersecurity program as well as associated risks and risk
mitigation strategies. Our ERM program is led by the Vice President of Internal Audit and our ERM Committee,
which is comprised of members of senior management, including our <span style="background-
color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:112%">CEO, Chief Financial Officer, Chief Information Officer ("CIO"), Chief Information Security Officer
("CISO") and Chief Legal Officer. <span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:112%">Our cybersecurity policies, standards, processes and
practices are integrated into our ERM program and leverage the National Institute of Standards and Technology
guidelines. Generally, we seek to address cybersecurity risk through a cross-functional approach in an effort to
preserve the confidentiality, security and availability of information that we collect, store and otherwise process. For
a description of the risks from cybersecurity threats that could materially and adversely impact us and how they may
do so, see our risk factors under Part I, Item 1A "Risk Factors—Risks Related to Our Business" of this Report.
</div><div>
</div><div style="text-align:justify"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:112%">Risk Management and
Strategy<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:112%"> </div><div style="text-align:justify"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:112%">As one of the critical

elements of our overall ERM approach, our cybersecurity program is focused on the following key areas:

Governance

In 2024, the Board of Directors (the "Board") assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives updates regarding our cybersecurity program through meetings with and reports from our CIO and CISO (or their designees).

Our management team has established a cybersecurity crisis management team, led by our CIO and CISO, that includes other members of management depending on the origin, severity and other factors related to any cybersecurity incident identified. The cybersecurity crisis management team is responsible for communication of significant incidents to the Board and provides updates to the Board through incident resolution. Materiality of incidents are evaluated and determined by our cyber incident disclosure committee that includes certain cybersecurity crisis management team members and which may receive input from relevant stakeholders.

Operating Model

We have adopted a cross-functional operating model designed to identify, prevent, assess, manage and mitigate cybersecurity threats and incidents. We have established controls and procedures intended to promptly escalate certain cybersecurity incidents so that decisions regarding the public disclosure and reporting of such incidents can be made by the cyber incident disclosure committee in a timely manner.

Technical Safeguards

We have deployed technical safeguards that are designed to protect our information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls. We evaluate and strive to improve upon these safeguards through vulnerability assessments and cybersecurity threat intelligence.

Incident Response and Recovery Planning

We have established and maintain an incident response program that governs our response to a cybersecurity incident from detection and initial assessments to incident resolution and recovery. We have a dedicated cybersecurity team led by our CISO that monitors our information systems for indications of cybersecurity threats and will employ our cybersecurity operational model within the incident response program promptly upon threat detection. Our incident response program is tested and evaluated on a regular basis.

Third-Party Risk Management

We maintain a risk-based approach to identifying and overseeing cybersecurity risks presented by third parties (including vendors, service providers and other external users of our systems) as well as the systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems.

Education and Training

We conduct mandatory training for all employees to communicate our policies and procedures regarding cybersecurity and to assist employees in learning how to identify potential cybersecurity threats.

Assessment and Testing

We engage in periodic assessments and testing of our policies and procedures that are designed to address cybersecurity threats and incidents. We use a range of activities such as audits, assessments, tabletop exercises, threat modeling, vulnerability testing and other exercises focused on evaluating the effectiveness of our cybersecurity measures and planning. On occasion, we use third parties (such as outside counsel, information security consultants, and software providers) to assist in these assessment and testing exercises.

Our executive management team has established an enterprise risk management ("ERM") program, which includes an evaluation of our cybersecurity program as well as associated risks and risk mitigation strategies. Our ERM program is led by the Vice President of Internal Audit and our ERM Committee, which is comprised of members of senior management, including our

CEO, Chief Financial Officer, Chief Information Officer ("CIO"), Chief Information Security Officer ("CISO") and Chief Legal Officer.

Our cybersecurity policies, standards, processes and practices are integrated into our ERM program and leverage the National Institute of Standards and Technology guidelines. Generally, we seek to address cybersecurity risk through a cross-functional approach in an effort to preserve the confidentiality, security and availability of information that we collect, store and otherwise process.

Board of Directors (the "Board") assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives updates regarding our cybersecurity program through meetings with and reports from our CIO and CISO (or their designees). Our management team has established a cybersecurity crisis management team, led by our CIO and CISO, that includes other members of management depending on the origin, severity and other factors related to any cybersecurity incident identified. The cybersecurity crisis management team is responsible for communication of significant incidents to the Board and provides updates to the Board through incident resolution.

Board of Directors (the "Board") assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives updates regarding our cybersecurity program through meetings with and reports from our CIO and CISO (or their designees).

Our management team has established a cybersecurity crisis

management team, led by our CIO and CISO, that includes other members of management depending on the origin, severity and other factors related to any cybersecurity incident identified. The cybersecurity crisis management team is responsible for communication of significant incidents to the Board and provides updates to the Board through incident resolution. Materiality of incidents are evaluated and determined by our cyber incident disclosure committee that includes certain cybersecurity crisis management team members and which may receive input from relevant stakeholders.

The Board of Directors (the "Board") assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives updates regarding our cybersecurity program through meetings with and reports from our CIO and CISO (or their designees)

Our management team has established a cybersecurity crisis management team, led by our CIO and CISO, that includes other members of management depending on the origin, severity and other factors related to any cybersecurity incident identified. The cybersecurity crisis management team is responsible for communication of significant incidents to the Board and provides updates to the Board through incident resolution. Materiality of incidents are evaluated and determined by our cyber incident disclosure committee that includes certain cybersecurity crisis management team members and which may receive input from relevant stakeholders.

In 2024, the Board of Directors assumed direct oversight of our cybersecurity program and management of the associated risks. The Board periodically receives presentations and reports on cybersecurity risks on a wide range of topics including recent developments, vulnerability assessments, third-party and independent reviews, the threat environment, technological trends and information security considerations. The Board also receives reports regarding cybersecurity incidents that meet established reporting thresholds through the process described above, as well as updates regarding any such incident.

The CIO and CISO are responsible for the maintenance of the incident response program that is designed to protect our information systems and information from cybersecurity threats and oversee the incident response team which responds to any cybersecurity threats or incidents in accordance with our cybersecurity incident response plan. The cybersecurity incident response team is responsible for monitoring, preventing, detecting, mitigating and remediating cybersecurity threats and incidents and reports such threats and incidents to the CISO (or other relevant stakeholders). Depending on the threat or incident level, the CISO will engage the cybersecurity crisis management team and the cyber incident disclosure committee to determine proper escalation with significant incidents being reported to the Board.

The CISO has served in various roles of increasing responsibility in information technology and information security for over 30 years and has attained several relevant professional certifications. The CIO has also served in various roles in information technology for over 25 years, including as chief information officer at another public company, and has extensive experience managing cybersecurity threats.

The CIO and CISO are responsible for the maintenance of the incident response program that is designed to protect our information systems and information from cybersecurity threats and oversee the incident response team which responds to any cybersecurity threats or incidents in accordance with our cybersecurity incident response plan. The cybersecurity incident response team is responsible for monitoring, preventing, detecting, mitigating and remediating cybersecurity threats and incidents and reports such threats and incidents to the CISO (or other relevant stakeholders). Depending on the threat or incident level, the CISO will engage the cybersecurity crisis management team and the cyber incident disclosure committee to determine proper escalation with significant incidents being reported to the Board.

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PricewaterhouseCoopers LLP Tampa, Florida 8300000071000000220000002000000058900000056300000047000000300000004000000047000000170000000.010.01133000001330000000000000.010.01133300000133300000033300000033100000028400000028200000001832000142000000-118000000490000049000000927000000092700000013960000001273000000787700000070610000003189000000287026000000-224000000-122000000019400000000020000008000000-30000003277000000283500000023060000002910000004470000004340000008000000010000000010400000021100250000007000000-170000002000000100000020000001000000-30000001300000000-1000000-2400000011000000-290000001870000003580000003010000002970000001822000000-53000000-100000000-6920000000977000000330000000330000000-290000000-29000000027000000270000002.30180000005300000071000000300000-15000000-150000004000000400000011000001150000001150000002890000001820000000224000000-129000000-8070000001108000000347000000347000000110000001100000018000000180000002.537300000073000000300000-25000000-25000000400000040000001000003000000300000011000001200000001200000002820000001820000000498000000118000000-9270000001273000000211000000211000000-24000000-2400000017000000170000002.667600000076000000100000-12000000-1200000050000005000000100000200000020000002840000001832000000633000000-142000000-92700000013960000002110000003470000003300000006790000006430000005360000008200000071000000640000230000002400000014000000310000001225000000108600000091700000010480000001320000000116800000028801511000000-1581000000-16820000008000000000002008000000212700000026180000002399000000138700000016160000001900000016000010000000-10000001200000017000000190000007100000054000000350000008300000071000000540000002580000002210000

and Description of Business

Here Holdings Inc. ("Here Holdings" or the "Company") is one of the leading equipment rental suppliers with 451 locations in North America as of

December 31, 2024. The Company conducts substantially all of its operations through subsidiaries, including Here Rentals Inc. ("Here"). With over 59 years of experience, the Company is a full-line equipment rental supplier offering a broad portfolio of equipment for rent. In addition to its principal business of equipment rental, the Company sells used equipment and contractor supplies such as construction consumables, tools, small equipment and safety supplies; provides repair, maintenance, equipment management services and safety training to certain of its customers; offers equipment re-rental services and provides on-site support to its customers; and provides ancillary services such as equipment transport, rental protection, cleaning, refueling and labor.

The Company's fleet includes aerial, earthmoving, material handling, trucks and trailers, air compressors, compaction, lighting, trench shoring, and studio and production equipment. The Company's equipment rental business is supported by ProSolutions®, its industry-specific solutions-based services, which includes power generation, climate control, remediation and restoration, and pumps, and its ProContractor professional grade tools.

451P59YBasis of Presentation and Significant Accounting Policies

Basis of Presentation

The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and footnotes. Actual results could differ materially from those estimates.

Significant estimates inherent in the preparation of the consolidated financial statements include receivables allowances, depreciation of rental equipment, the recoverability of long-lived assets, useful lives and impairment of long-lived tangible and intangible assets including goodwill and trade name, valuation of acquired intangible assets, pension and postretirement benefits, valuation of stock-based compensation, reserves for litigation and other contingencies and accounting for income taxes, among others.

Reclassifications

Certain amounts on the balance sheet in prior years have been reclassified to conform with the presentation in the current year.

Principles of Consolidation

The consolidated financial statements include the accounts of Here Holdings and its wholly owned subsidiaries. In the event that the Company is a primary beneficiary of a variable interest entity, the assets, liabilities and results of operations of the variable interest entity are included in the Company's consolidated financial statements. The Company accounts for investments in joint ventures using the equity method when it has significant influence but not control and is not the primary beneficiary. All significant intercompany transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and highly liquid investments with an original maturity of three months or less.

Concentration of Credit Risk

The Company's cash and cash equivalents are held in checking accounts, various investment grade institutional money market accounts or bank term deposits. Deposits held at banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with financial institutions with reputable credit and therefore bear minimal credit risk. The Company seeks to mitigate such risks by spreading the risk across multiple counterparties and monitoring the risk profiles of these counterparties. In addition, the Company has credit risk from financial

instruments used in hedging activities, when appropriate. The Company limits its exposure relating to financial instruments by diversifying the financial instruments among various counterparties, which consist of major financial institutions.

No single customer accounted for more than 3% of the Company's equipment rental revenue during the years ended December 31, 2024, 2023 and 2022. As of December 31, 2024 and 2023, no single customer accounted for more than 5% of accounts receivable.

Receivables

Receivables are stated net of allowances and represent credit extended to customers and manufacturers that satisfy defined credit criteria. The estimate of the allowance for credit losses is based on the Company's historical experience and its judgment as to the likelihood of ultimate collection. Actual receivables are written-off against the allowance for credit losses when the Company determines the balance will not be collected. Estimates for future credit losses are based on historical experience and are reflected as reductions to revenue, while the provision for credit losses for rental transactions is reflected as a component of "Selling, general and

administrative expenses" in the Company's consolidated statements of operations.

Rental Equipment

Rental equipment is stated at cost, net of related discounts, with holding periods ranging from one year to 15 years. Generally, when rental equipment is acquired, the Company estimates the period that it will hold the asset, primarily based on historical measures of the amount of rental activity (e.g. equipment usage) and the targeted age of equipment at the time of disposal. The Company also estimates the residual value of the applicable rental equipment at the expected time of disposal. The residual value for rental equipment is affected by factors which include equipment age and amount of usage. Depreciation is recorded over the estimated holding period. Depreciation rates are reviewed on a quarterly basis based on management's ongoing assessment of present and estimated future market conditions, their effect on residual values at the time of disposal and the estimated holding periods. Market conditions for used equipment sales can also be affected by external factors such as the economy, natural disasters, fuel prices, supply of similar used equipment, the market price for similar new equipment and incentives offered by manufacturers of new equipment. These key factors are considered when estimating future residual values and assessing depreciation rates. As a result of this ongoing assessment, the Company makes periodic adjustments to depreciation rates of rental equipment in response to changed market conditions.

Property and Equipment

Property and equipment are stated at cost and are depreciated utilizing the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are amortized over the estimated useful lives of the related assets or leases, whichever is shorter.

Useful lives are as follows:

Buildings	8 to 33 years	Service vehicles	3 to 13 years
Machinery and equipment	1 to 15 years	Computer equipment	1 to 5 years
Furniture and fixtures	2 to 10 years	Leasehold improvements	The lesser of the asset life or expected lease term including lease extension options.

The Company follows the practice of charging routine maintenance and repairs, including the cost of minor replacements, to maintenance expense. Costs of major replacements are capitalized and depreciated.

Leases

Leases are classified as either finance or operating at inception of the lease, with classification affecting the pattern of expense recognition in the income statement. Operating and finance leases result in the recognition of right-of-use ("ROU") assets and lease liabilities on the balance sheet. ROU assets represent the Company's right to use the leased asset for the lease term and lease liabilities represent the obligation to make lease payments. The liability is calculated as the present value of the remaining minimum lease payments for existing operating leases using either the rate implicit in the lease or, if none exists, the Company's incremental borrowing rate. Operating lease cost is recorded on a straight-line basis over the remaining lease term. Finance lease cost includes amortization of the ROU assets on a straight-line basis and interest on the lease liabilities using the effective interest method.

In certain instances, the Company may sell property and enter into an arrangement to lease the property back from the landlord. In these instances, the Company performs a sale-leaseback analysis to determine if the assets can be removed from the balance sheet. If certain criteria are met, the Company recognizes the transaction as a sale, removes the assets from its balance sheet and reflects the future lease payments as rent expense. If the criteria for sale is not met, such as available repurchase options or continuing involvement with the property, the Company is considered the owner for accounting purposes. In these instances, the Company is precluded from derecognizing the assets from its balance sheet and will continue to depreciate the assets over the expected lease term. In conjunction with these arrangements, the Company records a financing obligation equal to the cash proceeds or fair market value of the assets received from the landlord. Lease payments for these properties are recognized as interest expense and a reduction of the financing obligation using the effective interest method. At the end of the lease term, including exercise of any renewal options, the net remaining financing obligation over the net carrying value of the fixed asset will be recognized as a non-cash gain on sale of the property.

Reserves for Self-Insured Claims

The obligation for public liability and property damage on self-insured equipment represents an estimate for both reported accident claims not yet paid, and claims incurred but not yet reported. The related liabilities are recorded on a non-discounted basis. Reserve requirements are based on actuarial evaluations of historical accident claim experience and trends, as well as future projections of ultimate losses, expenses, premiums and administrative costs. The adequacy of the liability is regularly monitored based on evolving accident claim history and insurance-related state legislation changes. If the Company's estimates change or if actual results differ from these assumptions, the amount of the recorded liability is adjusted to reflect these results.

The Company is exposed to various claims relating to our business, including those for which we provide self-insurance. Claims for which we self-insure include: (i) workers compensation claims; (ii) general liability claims by third parties for injury or property damage caused by our equipment or personnel; (iii) automobile liability claims; and (iv) employee health insurance claims. These types of claims may take a substantial amount of time to resolve and, accordingly, the ultimate liability associated with a particular claim, including claims incurred but not reported as of a period-end reporting date, may not be known for an extended period of time. The Company's methodology for developing self-insurance reserves is based on management estimates and independent third party actuarial estimates. The estimation process considers, among other matters, the cost of known claims over time, cost inflation and incurred but not reported claims. These estimates may change based on, among other things, changes in the Company's claim history or receipt of additional information relevant to assessing the claims and the amount of the recorded liability is adjusted to reflect these changes. The long-term portion of our self-insurance reserves is included in "Other long-term liabilities" in the consolidated balance sheet.

Defined Benefit Pension Plans and Other Employee Benefits

The Company's employee pension costs and obligations are developed from actuarial valuations. Inherent in these valuations are key assumptions, including discount rates, salary growth, long-term return on plan assets, retirement rates, mortality rates and other factors. The selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation, as well as independent studies of trends performed by actuaries. However, actual results may differ substantially from the estimates that were based on the assumptions. The Company uses a December 31 measurement date for all of the plans.

Actual results that differ from the Company's assumptions are accumulated and amortized over future periods and, therefore, generally affect its recognized expense in such future periods. While management believes that the assumptions used are appropriate, significant differences in actual experience or significant changes in assumptions would affect the Company's pension costs and obligations.

Foreign Currency Translation and Transactions

Assets and liabilities of international subsidiaries whose functional currency is the local currency are translated at the rate of exchange in effect on the balance sheet date; income and expenses are translated at the average exchange rates throughout the year. The related translation adjustments are reflected in "Accumulated other comprehensive income (loss)" in the equity section of the Company's consolidated balance sheets. Foreign currency gains and losses resulting from transactions are included in earnings.

Business Combinations

The Company has made multiple acquisitions and may continue to make acquisitions in the future. The assets acquired and liabilities assumed are recorded based on their respective fair values at the date of acquisition. Long-lived assets (principally rental equipment), goodwill and other intangible assets generally represent the largest components of the acquisitions. Rental equipment is valued utilizing either a cost or market approach, or a combination of these methods, depending on the asset being valued and the availability of market data. The intangible assets that the Company has acquired are non-compete agreements, customer relationships, and trade names and associated trademarks. The estimated fair values of these intangible assets reflect various assumptions about discount rates, revenue growth rates, operating margins, terminal values, useful lives and other prospective financial information. Goodwill is calculated as the excess of the cost of the acquired entity over the net of the fair value of the assets acquired and the liabilities assumed. Non-compete agreements, customer relationships, and trade names and associated trademarks are valued based on an excess earnings or income approach based on projected cash flows and may be amortized over the useful life if they

are determined to be finite-lived intangible assets. Determining the fair value of the assets and liabilities acquired is judgmental in nature and can involve the use of significant estimates and assumptions.

As part of an acquisition, the Company will also acquire other assets and assume liabilities. These other assets and liabilities typically include, but are not limited to, parts inventory, accounts receivable, accounts payable and other working capital items. Because of their short-term nature, the fair values of these other assets and liabilities generally approximate the book values on the acquired entities' balance sheets.

Goodwill and Indefinite-Lived Intangible Assets

On an annual basis and at interim periods when circumstances require, the Company tests the recoverability of its goodwill. The analysis is conducted as of October 1 each year. The Company has two reporting units and compares the carrying value of its reporting units to the fair value. If the carrying value of the reporting unit is greater than its fair value, the Company recognizes an impairment charge for the amount equal to that excess.

The Company may first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. If a quantitative impairment test is performed, the fair value of the reporting unit is estimated using a combination of an income approach on the present value of estimated future cash flows and a market approach based on published earnings multiples of comparable entities with similar operations and economic characteristics as well as acquisition multiples paid in recent transactions. The Company's discounted cash flows are based upon reasonable and appropriate assumptions, which are weighted for their likely probability of occurrence, about the underlying business activities of the Company.

Indefinite-lived intangible assets, primarily the Company's trade name, are not amortized but are evaluated annually for impairment and whenever events or changes in circumstances indicate that the carrying amount of this asset may exceed its fair value. If the carrying value of an indefinite-lived intangible asset exceeds its fair value, an impairment charge is recognized in an amount equal to that excess.

Finite-Lived Intangible and Long-Lived Assets

Intangible assets include technology, customer relationships and other intangibles. Intangible assets with finite lives are amortized over the estimated economic lives of the assets, which range from five to 14 years. These assets are primarily amortized using the straight-line method; however, certain assets may be amortized using an accelerated method that reflects the economic benefit to the Company. Long-lived assets, including intangible assets with finite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of an impairment loss for long-lived assets that management expects to hold and use is based on the estimated fair value of the asset.

Long-lived assets, or disposal groups comprising assets and liabilities, that are expected to be recovered primarily through sale rather than through continuing use are classified as assets held for sale. Upon designation as an asset held for sale, the carrying value of each long-lived asset or disposal group is recorded at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and depreciation expense is no longer recorded.

Revenue Recognition

The Company is principally engaged in the business of renting equipment. Ancillary to the Company's principal equipment rental business, the Company also sells used rental equipment, new equipment and parts and supplies and offers certain services to support its customers.

The Company's rental transactions are accounted for under ASC Topic 842, Leases, ("Topic 842"). Equipment rental revenue includes revenue generated from renting equipment to customers, including re-rent revenue, and is recognized on a straight-line basis over the length of the rental contract. Other equipment rental revenues include fees for the Company's rental protection program and environmental charges and are recognized on a straight-line basis over the length of the rental contract.

The Company's sale of rental and new equipment, parts and supplies along with certain services provided to customers are recognized under ASC Topic 606, Revenue from Contracts with Customers, ("Topic 606"). The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for such products or services.

See Note 3, "Revenue Recognition" for further discussion of the Company's revenue accounting.

Stock Based Compensation

Under the Company's stock-based compensation plans, certain employees and members of the Company's board of directors have received grants of restricted stock units, performance stock units and stock options for Herc Holdings common stock.

The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. That cost is recognized over the period during which the employee is required to provide service in exchange for the award. The Company estimates the fair value of stock options issued at the date of grant using a Black-Scholes option-pricing model, which includes assumptions related to volatility, expected term, dividend yield and risk-free interest rate.

The Company accounts for restricted stock unit and performance stock unit awards as equity classified awards. For restricted stock units, the expense is based on the grant date fair value of the stock and the number of shares that vest, recognized over the service period. For performance stock units, the expense is based on the grant date fair value of the stock, recognized over a service period depending upon the applicable performance condition. For performance stock units, the Company re-assesses the probability of achieving the applicable performance condition each reporting period and adjusts the recognition of expense accordingly.

Income Taxes

The Company applies the provisions of ASC Topic 740, "Income Taxes," and computes the provision for income taxes on a Separate Return Basis. Under Topic 740, deferred tax assets and liabilities are determined based on differences between the financial statement carrying amounts and tax bases of assets and liabilities and are measured using the enacted tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. The Company records valuation allowances to reduce its deferred tax assets by the amount that is more likely than not to be realized. Subsequent changes to enacted tax rates and changes in the interpretations thereof will result in deferred taxes and changes to any related valuation allowances. Provisions are not made for income taxes on undistributed earnings of international subsidiaries that are intended to be indefinitely reinvested outside of the United States or are expected to be remitted free of taxes. Future distributions, if any, from these international subsidiaries to the United States or changes in U.S. tax rules may require a charge to reflect tax on these amounts.

In accordance with Topic 740, the Company recognizes, in its consolidated financial statements, the impact of the Company's tax positions that are more likely than not to be sustained upon examination. The Company will determine whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the Company presumes that the position will be examined by the appropriate taxing authority with full knowledge of all relevant information. Upon determination that a tax position meets the more-likely-than-not recognition threshold, it is measured to determine the amount of benefit to recognize in the financial statements. The Company recognizes interest and penalties for uncertain tax positions in income tax expense.

Recently Issued Accounting Pronouncements

Adopted

Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued Accounting Standards Update No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU 2023-07"), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The Company adopted this guidance effective January 1, 2024 and has made the appropriate disclosures in Note 21, "Segment Information."

Not Yet Adopted

Improvements to Income Tax Disclosures

In December 2023, the FASB issued Accounting Standards Update No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-09"), which modifies the rules on income tax disclosures to require entities to disclose (1) specific categories in the rate reconciliation, (2) the income or loss from continuing operations before income tax expense or benefit (separated between domestic and foreign) and (3) income tax expense or benefit from continuing operations (separated by federal, state and foreign). ASU 2023-09 also requires entities to disclose their income tax payments to

international, federal, state and local jurisdictions, among other changes. The guidance is effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2023-09 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

Disaggregation of Income Statement Expenses

In November 2024, the FASB issued Accounting Standards Update No. 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)" ("ASU 2024-03"), which is intended to improve the disclosures about a public entity's expenses and address requests from investors for more detailed information about the types of expenses in commonly presented expense captions. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2024-03 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

Basis of Presentation

The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and footnotes. Actual results could differ materially from those estimates.

Significant estimates inherent in the preparation of the consolidated financial statements include receivables allowances, depreciation of rental equipment, the recoverability of long-lived assets, useful lives and impairment of long-lived tangible and intangible assets including goodwill and trade name, valuation of acquired intangible assets, pension and postretirement benefits, valuation of stock-based compensation, reserves for litigation and other contingencies and accounting for income taxes, among others.

Reclassifications

Certain amounts on the balance sheet in prior years have been reclassified to conform with the presentation in the current year.

Principles of Consolidation

The consolidated financial statements include the accounts of Herc Holdings and its wholly owned subsidiaries. In the event that the Company is a primary beneficiary of a variable interest entity, the assets, liabilities and results of operations of the variable interest entity are included in the Company's consolidated financial statements. The Company accounts for investments in joint ventures using the equity method when it has significant influence but not control and is not the primary beneficiary. All significant intercompany transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and highly liquid investments with an original maturity of three months or less.

Concentration of Credit Risk

The Company's cash and cash equivalents are held in checking accounts, various investment grade institutional money market accounts or bank term deposits. Deposits held at banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with financial institutions with reputable credit and therefore bear minimal credit risk. The Company seeks to mitigate such risks by spreading the risk across multiple counterparties and monitoring the risk profiles of these counterparties. In addition, the Company has credit risk from financial

Instruments used in hedging activities, when appropriate. The Company limits its exposure relating to financial instruments by diversifying the financial instruments among various counterparties, which consist of major financial institutions.

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Receivables

Receivables are stated net of allowances and represent credit extended to customers and manufacturers that satisfy defined credit criteria. The estimate of the allowance for credit losses is based on the Company's historical experience and its judgment as to the likelihood of ultimate collection. Actual receivables are written off against the allowance for credit losses when the Company determines the balance will not be collected. Estimates for future credit losses are based on historical experience and are reflected as reductions to revenue, while the provision for credit losses for rental transactions is reflected as a component of "Selling, general and administrative expenses" in the Company's consolidated statements of operations.

Rental Equipment

Rental equipment is stated at cost, net of related discounts, with holding periods ranging from one year to 15 years. Generally, when rental equipment is acquired, the Company estimates the period that it will hold the asset, primarily based on historical measures of the amount of rental activity (e.g. equipment usage) and the targeted age of equipment at the time of disposal. The Company also estimates the residual value of the applicable rental equipment at the expected time of disposal. The

residual value for rental equipment is affected by factors which include equipment age and amount of usage. Depreciation is recorded over the estimated holding period. Depreciation rates are reviewed on a quarterly basis based on management's ongoing assessment of present and estimated future market conditions, their effect on residual values at the time of disposal and the estimated holding periods. Market conditions for used equipment sales can also be affected by external factors such as the economy, natural disasters, fuel prices, supply of similar used equipment, the market price for similar new equipment and incentives offered by manufacturers of new equipment. These key factors are considered when estimating future residual values and assessing depreciation rates. As a result of this ongoing assessment, the Company makes periodic adjustments to depreciation rates of rental equipment in response to changed market conditions.

Property and Equipment

Property and equipment are stated at cost and are depreciated utilizing the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are amortized over the estimated useful lives of the related assets or leases, whichever is shorter.

Useful lives are as follows:

Buildings	8 to 33 years	Service vehicles	1 to 15 years
Machinery and equipment	3 to 13 years	Computer equipment	1 to 5 years
Furniture and fixtures	2 to 10 years	Leasehold improvements	The lesser of the asset life or expected lease term including lease extension options.

The Company follows the practice of charging routine maintenance and repairs, including the cost of minor replacements, to maintenance expense. Costs of major replacements are capitalized and depreciated.

Useful lives are as follows:

Buildings	8 to 33 years	Service vehicles	1 to 15 years
Machinery and equipment	3 to 13 years	Computer equipment	1 to 5 years
Furniture and fixtures	2 to 10 years	Leasehold improvements	The lesser of the asset life or expected lease term including lease extension options.

[illegible]

[illegible]

[illegible]

depreciation expense. The gross amounts of land, building and leasehold improvements and related depreciation recorded under financing obligations, included in the table above, were as follows (in millions):

	December 31, 2024	December 31, 2023
Land, building and leasehold improvements	\$72	\$72
Less: accumulated depreciation	(42)	(40)
Net assets under financing obligations	\$30	\$32

P8YP33YP3YP13YP1YP15YP1YP5YP2YP10Y

Leases

Leases are classified as either finance or operating at inception of the lease, with classification affecting the pattern of expense recognition in the income statement. Operating and finance leases result in the recognition of right-of-use ("ROU") assets and lease liabilities on the balance sheet. ROU assets represent the Company's right to use the leased asset for the lease term and lease liabilities represent the obligation to make lease payments. The liability is calculated as the present value of the remaining minimum lease payments for existing operating leases using either the rate implicit in the lease or, if none exists, the Company's incremental borrowing rate. Operating lease cost is recorded on a straight-line basis over the remaining lease term. Finance lease cost includes amortization of the ROU assets on a straight-line basis and interest on the lease liabilities using the effective interest method.

In certain instances, the Company may sell property and enter into an arrangement to lease the property back from the landlord. In these instances, the Company performs a sale-leaseback analysis to determine if the assets can be removed from the balance sheet. If certain criteria are met, the Company recognizes the transaction as a sale, removes the assets from its balance sheet and reflects the future lease payments as rent expense. If the criteria for sale is not met, such as available repurchase options or continuing involvement with the property, the Company is considered the owner for accounting purposes. In these instances, the Company is precluded from derecognizing the assets from its balance sheet and will continue

to depreciate the assets over the expected lease term. In conjunction with these arrangements, the Company records a financing obligation equal to the cash proceeds or fair market value of the assets received from the landlord. Lease payments for these properties are recognized as interest expense and a reduction of the financing obligation using the effective interest method. At the end of the lease term, including exercise of any renewal options, the net remaining financing obligation over the net carrying value of the fixed asset will be recognized as a non-cash gain on sale of the property.

Reserves for Self-Insured Claims

The obligation for public liability and property damage on self-insured equipment represents an estimate for both reported accident claims not yet paid, and claims incurred but not yet reported. The related liabilities are recorded on a non-discounted basis. Reserve requirements are based on actuarial evaluations of historical accident claim experience and trends, as well as future projections of ultimate losses, expenses, premiums and administrative costs. The adequacy of the liability is regularly monitored based on evolving accident claim history and insurance-related state legislation changes. If the Company's estimates change or if actual results differ from these assumptions, the amount of the recorded liability is adjusted to reflect these results.

The Company is exposed to various claims relating to our business, including those for which we provide self-insurance. Claims for which we self-insure include: (i) workers compensation claims; (ii) general liability claims by third parties for injury or property damage caused by our equipment or personnel; (iii) automobile liability claims; and (iv) employee health insurance claims. These types of claims may take a substantial amount of time to resolve and, accordingly, the ultimate liability associated with a particular claim, including claims incurred but not reported as of a period-end reporting date, may not be known for an extended period of time. The Company's methodology for developing self-insurance reserves is based on management estimates and independent third party actuarial estimates. The estimation process considers, among other matters, the cost of known claims over time, cost inflation and incurred but not reported claims. These estimates may change based on, among other things, changes in the Company's claim history or receipt of additional information relevant to assessing the claims and the amount of the recorded liability is adjusted to reflect these changes. The long-term portion of our self-insurance reserves is included in "Other long-term liabilities" in the consolidated balance sheet.

Defined Benefit Pension Plans and Other Employee Benefits

The Company's employee pension costs and obligations are developed from actuarial valuations. Inherent in these valuations are key assumptions, including discount rates, salary growth, long-term return on plan assets, retirement rates, mortality rates and other factors. The selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation, as well as independent studies of trends performed by actuaries. However, actual results may differ substantially from the estimates that were based on the assumptions. The Company uses a December 31 measurement date for all of the plans.

Actual results that differ from the Company's assumptions are accumulated and amortized over future periods and, therefore, generally affect its recognized expense in such future periods. While management believes that the assumptions used are appropriate, significant differences in actual experience or significant changes in assumptions would affect the Company's pension costs and obligations.

Foreign Currency Translation and Transactions

Assets and liabilities of international subsidiaries whose functional currency is the local currency are translated at the rate of exchange in effect on the balance sheet date; income and expenses are translated at the average exchange rates throughout the year. The related translation adjustments are reflected in "Accumulated other comprehensive income (loss)" in the equity section of the Company's consolidated balance sheets. Foreign currency gains and losses resulting from transactions are included in earnings.

Business Combinations

The Company has made multiple acquisitions and may continue to make acquisitions in the future. The assets acquired and liabilities assumed are recorded based on their respective fair values at the date of acquisition. Long-lived assets (principally rental equipment), goodwill and other intangible assets generally represent the largest components of the acquisitions. Rental equipment is valued utilizing either a cost or market approach, or a combination of these methods, depending on the asset being valued and the availability of market data. The intangible assets that the Company has acquired are non-compete agreements, customer relationships, and trade names and associated trademarks. The estimated fair values of these intangible assets reflect various assumptions about discount rates, revenue growth rates, operating margins, terminal values, useful lives and other prospective financial information. Goodwill is calculated as the excess of the cost of the acquired entity over the net of the fair value of the assets acquired and the liabilities assumed. Non-compete agreements, customer relationships, and trade names and associated trademarks are valued based on an excess earnings or income approach based on projected cash flows and may be amortized over the useful life if they are determined to be finite-lived intangible assets. Determining the fair value of the assets and liabilities acquired is judgmental in nature and can involve the use of significant estimates and assumptions.

As part of an acquisition, the Company will also acquire other assets and assume liabilities. These other assets and liabilities typically include, but are not limited to, parts inventory, accounts receivable, accounts payable and other working capital items. Because of their short-term nature, the fair values of these other assets and liabilities generally approximate the book values on the acquired entities' balance sheets.

Goodwill and Indefinite-Lived Intangible Assets

On an annual basis and at interim periods when circumstances require, the Company tests the recoverability of its goodwill. The analysis is conducted as of October 1 each year. The Company has two reporting units and compares the carrying value of its reporting units to the fair value. If the carrying value of the reporting unit is greater than its fair value, the Company recognizes an impairment charge for the amount equal to that excess.

The Company may first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. If a quantitative impairment test is performed, the fair value of the reporting unit is estimated using a combination of an income approach on the present value of estimated future cash flows and a market approach based on published earnings multiples of comparable entities with similar operations and economic characteristics as well as acquisition multiples paid in recent transactions. The Company's discounted cash flows are based upon reasonable and appropriate assumptions, which are weighted for their likely probability of occurrence, about the underlying business activities of the Company.

Indefinite-lived intangible assets, primarily the Company's trade name, are not amortized but are evaluated annually for impairment and whenever events or changes in circumstances indicate that the carrying amount of this asset may exceed its fair value. If the carrying value of an indefinite-lived intangible asset exceeds its fair value, an impairment charge is recognized in an amount equal to that excess.

Finite-Lived Intangible and Long-Lived Assets

Intangible assets include technology, customer relationships and other intangibles. Intangible assets with finite lives are amortized over the estimated economic lives of the assets, which range from five to 14 years. These assets are primarily amortized using the straight-line method, however, certain assets may be amortized using an accelerated method that reflects the economic benefit to the Company. Long-lived assets, including intangible assets with finite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of an impairment loss for long-lived assets that management expects to hold and use is based on the estimated fair value of the asset.

Long-lived assets, or disposal groups comprising assets and liabilities, that are expected to be recovered primarily through sale rather than through continuing use are classified as assets held for sale. Upon designation as an asset held for sale, the carrying value of each long-lived asset or disposal group is recorded at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and depreciation expense is no longer recorded.

Revenue Recognition

The Company is principally engaged in the business of renting equipment. Ancillary to the Company's principal equipment rental business, the Company also sells used rental equipment, new equipment and parts and supplies and offers certain services to support its customers.

The Company's rental transactions are accounted for under ASC Topic 842, "Leases." Leases, ("Topic 842"). Equipment rental revenue includes revenue generated from renting equipment to customers, including re-rent revenue, and is recognized on a straight-line basis over the length of the rental contract. Other equipment rental revenues include fees for the Company's rental protection program and environmental charges and are recognized on a straight-line basis over the length of the rental contract.

The Company's sale of rental and new equipment, parts and supplies along with certain services provided to customers are recognized under ASC Topic 606, "Revenue from Contracts with Customers," ("Topic 606"). The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for such products or services.

Stock Based Compensation

Under the Company's stock based compensation plans, certain employees and members of the Company's board of directors have received grants of restricted stock units, performance stock units and stock options for Here Holdings common stock.

The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. That cost is recognized over the period during which the employee is required to provide service in exchange for the award. The Company estimates the fair value of stock options issued at the date of grant using a Black-Scholes option pricing model, which includes assumptions related to volatility, expected term, dividend yield and risk-free interest rate.

The Company accounts for restricted stock unit and performance stock unit awards as equity classified awards. For restricted stock units, the expense is based on the grant date fair value of the stock and the number of shares that vest, recognized over the service period. For performance stock units, the expense is based on the grant date fair value of the stock, recognized over a service period depending upon the applicable performance condition. For performance stock units, the Company re-assesses the probability of achieving the applicable performance condition each reporting period and adjusts the recognition of expense accordingly.

Income Taxes

The Company applies the provisions of ASC Topic 740, **Income Taxes**, ("Topic 740"), and computes the provision for income taxes on a Separate Return Basis. Under Topic 740, deferred tax assets and liabilities are determined based on differences between the financial statement carrying amounts and tax bases of assets and liabilities and are measured using the enacted tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. The Company records valuation allowances to reduce its deferred tax assets by the amount that is more likely than not to be realized. Subsequent changes to enacted tax rates and changes in the interpretations thereof will result in deferred taxes and changes to any related valuation allowances. Provisions are not made for income taxes on undistributed earnings of international subsidiaries that are intended to be indefinitely reinvested outside of the United States or are expected to be remitted free of taxes. Future distributions, if any, from these international subsidiaries to the United States or changes in U.S. tax rules may require a charge to reflect tax on these amounts.

In accordance with Topic 740, the Company recognizes, in its consolidated financial statements, the impact of the Company's tax positions that are more likely than not to be sustained upon examination. The Company will determine whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the Company presumes that the position will be examined by the appropriate taxing authority with full knowledge of all relevant information. Upon determination that a tax position meets the more-likely-than-not recognition threshold, it is measured to determine the amount of benefit to recognize in the financial statements. The Company recognizes interest and penalties for uncertain tax positions in income tax expense.

Recently Issued Accounting Pronouncements

Adopted

Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued Accounting Standards Update No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU 2023-07"), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The Company adopted this guidance effective January 1, 2024 and has made the appropriate disclosures in Note 21, "Segment Information."

Not Yet Adopted

Improvements to Income Tax Disclosures

In December 2023, the FASB issued Accounting Standards Update No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-09"), which modifies the rules on income tax disclosures to require entities to disclose (1) specific categories in the rate reconciliation, (2) the income or loss from continuing operations before income tax expense or benefit (separated between domestic and foreign) and (3) income tax expense or benefit from continuing operations (separated by federal, state and foreign). ASU 2023-09 also requires entities to disclose their income tax payments to international, federal, state and local jurisdictions, among other changes. The guidance is effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2023-09 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

Disaggregation of Income Statement Expenses

In November 2024, the FASB issued Accounting Standards Update No. 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)" ("ASU 2024-03"), which is intended to improve the disclosures about a public entity's expenses and address requests from investors for more detailed information about the types of expenses in commonly presented expense captions. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2024-03 should be applied on a prospective basis, but retrospective application is permitted. The Company is currently

evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

Revenue Recognition

The Company is principally engaged in the business of renting equipment. Ancillary to the Company's principal equipment rental business, the Company also sells used rental equipment, new equipment and parts and supplies and offers certain services to support its customers. The Company operates in North America with revenue from the United States representing 92.9%, 92.0% and 91.2% of total revenue for the years ended December 31, 2024, 2023 and 2022, respectively.

The Company's rental transactions are accounted for under Topic 842. The Company's sale of rental and new equipment, parts and supplies along with certain services provided to customers are accounted for under Topic 606. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for such products or services.

The following summarizes the applicable accounting guidance for the Company's revenues (in millions):

	2024	2023	2022	Topic 842	Topic 606	Total
Revenues	\$1,000.0	\$701.2	\$701.2	\$1,000.0	\$701.2	\$1,701.2
Cost of sales	\$389.0	\$101.0	\$101.0	\$389.0	\$101.0	\$490.0
Operating income	\$611.0	\$600.2	\$600.2	\$611.0	\$600.2	\$1,211.2
Operating expenses	\$159.0	\$101.0	\$101.0	\$159.0	\$101.0	\$260.0
Income before income taxes	\$452.0	\$499.2	\$499.2	\$452.0	\$499.2	\$951.2
Income tax expense	\$389.0	\$101.0	\$101.0	\$389.0	\$101.0	\$490.0
Net income	\$61.0	\$398.2	\$398.2	\$61.0	\$398.2	\$997.2
Net income per share	\$0.10	\$0.67	\$0.67	\$0.10	\$0.67	\$0.77
Weighted average shares outstanding	610	595	595	610	595	1,205

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double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,568</td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,682</td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">600</td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,282</td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,382</td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">358</td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,740</td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Topic 842 revenues Equipment Rental Revenue The Company offers a broad portfolio of equipment for rent on a daily, weekly or monthly basis, with substantially all rental agreements cancellable upon the return of the equipment. Virtually all customer contracts can be canceled by the customer with no penalty by returning the equipment within one day; therefore, the Company does not allocate the transaction price between the different contract elements. Equipment rental revenue includes revenue generated from renting equipment to customers and is recognized on a straight-line basis over the length of the rental contract. As part of this straight-line methodology, when the equipment is returned, the Company recognizes as incremental revenue the excess, if any, between the amount the customer is contractually required to pay, which is based on the rental contract period applicable to the actual number of days the equipment was out on rent, over the cumulative amount of revenue recognized to date. In

any given accounting period, the Company will have customers return equipment and be contractually required to pay more than the cumulative amount of revenue recognized to date under the straight-line methodology. Also included in equipment rental revenue is re-rent revenue in which the Company will rent specific pieces of equipment from vendors and then re-rent that equipment to its customers. Provisions for discounts, rebates to customers and other adjustments are provided for in the period the related revenue is recorded.

Other

Other equipment rental revenue is primarily comprised of fees for the Company's rental protection program and environmental charges. Fees paid for the rental protection program allow customers to limit the risk of financial loss in the event the

Company's equipment is damaged or lost. Fees for the rental protection program and environmental recovery fees are recognized on a straight-line basis over the length of the rental contract.

Topic 606 revenues

Delivery and pick-up

Delivery and pick-up revenue associated with renting equipment is recognized when the services are performed.

Sales of rental equipment, New equipment, Parts and supplies

The Company sells its used rental equipment, new equipment, parts and supplies. Revenues recorded for each category are as follows (in millions):

	2024	2023	2022	2021	2020
Sales of rental equipment	\$311	\$311	\$311	\$311	\$311
New equipment	\$125	\$125	\$125	\$125	\$125
Parts and supplies	\$12	\$12	\$12	\$12	\$12

0 2px 1pt;text-align:right;vertical-align:bottom">8</td><td style="background-color:#fffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales of parts and supplies</td><td colspan="2" style="background-color:#ceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25</td><td style="background-color:#ceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24</td><td style="background-color:#ceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28</td><td style="background-color:#ceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#fffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#fffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#fffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">348</td><td colspan="3" style="background-color:#fffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#fffff;padding:0 1pt"></td><td style="background-color:#fffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#fffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">384</td><td colspan="3" style="background-color:#fffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#fffff;padding:0 1pt"></td><td style="background-color:#fffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#fffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">161</td></tr></table></div><div style="margin-bottom:1pt;text-align:center">
</div><div style="margin-bottom:10pt;text-align:justify">The Company recognizes revenue from the sale of rental equipment, new equipment, parts and supplies when control of the asset transfers to the customer, which is typically when the asset is picked up by or delivered to the customer and when significant risks and rewards of ownership have passed to the customer. Sales and other tax amounts collected from customers and remitted to government authorities are accounted for on a net basis and, therefore, excluded from revenue.</div><div style="text-align:justify">The Company routinely sells its used rental equipment in order to manage repair and maintenance costs, as well as the composition, age and size of its fleet. The Company disposes of used equipment through a variety of channels including retail sales to customers and other third parties, sales to wholesalers, brokered sales and auctions.</div><div style="text-align:justify">
</div><div style="margin-bottom:10pt;text-align:justify">The Company also sells new equipment, parts and supplies. The types of new equipment that the Company sells vary by location and include a variety of ProContractor tools and supplies, small equipment (such as work lighting, generators, pumps, compaction equipment and power trowels), safety supplies and expendables.</div><div style="margin-bottom:10pt;text-align:justify">Under Topic 606, the accounts receivable balance, prior to allowances for credit losses, for the sale of rental equipment, new equipment, parts and supplies, was approximately \$17 million and \$11 million as of December 31, 2024 and 2023, respectively.</div><div style="margin-bottom:10pt">Service and other revenues</div><div style="margin-bottom:10pt;text-align:justify">Service and other revenues primarily include revenue earned from equipment management and similar services for rental customers which includes providing customer support functions such as dedicated in-plant operations, plant management services, equipment and safety training, and repair and maintenance services particularly to industrial customers who request such services.</div><div style="margin-bottom:10pt;text-align:justify">The Company recognizes revenue for service and other revenues as the services are provided. Service and other revenues are typically invoiced together with a customer's rental amounts and, therefore, it is not practical for the Company to separate the accounts receivable amount related to services and

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family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">81 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and fixtures</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Construction in progress</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Property and equipment, gross</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">959</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">887</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: accumulated depreciation</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(405)</td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(422)</td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.5pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">554</td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">465</td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">
</div><div style="text-align:justify">Depreciation expense for the years ended December 31, 2024, 2023 and 2022 was \$82 million, \$71 million and \$64 million, respectively, and is included in "Non-rental depreciation and amortization" in the Company's consolidated statements of operations. </div><div style="text-align:justify">
</div><div style="text-align:justify">The Company leases certain of its service vehicles and office equipment under finance leases. Depreciation of assets held under finance leases is included in depreciation expense. The gross amounts of property and equipment and related depreciation recorded under finance leases, included in the table above, were as follows (in millions):</div><div style="margin-bottom:1pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.098%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.081%"></td><td style="width:0.1%"></td></tr></table></div>

December 31, 2024			December 31, 2023
Service vehicles			
Furniture and fixtures			
2		2	
2		2	
Finance lease assets, gross			
126			
111			
Less: accumulated depreciation			
(52)		(37)	
Finance lease assets, net			
74			
74			

height:120%">The Company has entered into financing obligations to lease certain of its properties as discussed further in Note 12, "Financing Obligations." Depreciation of assets held under financing obligations is included in depreciation expense. The gross amounts of land, building and leasehold improvements and related depreciation recorded under financing obligations, included in the table above, were as follows (in millions):</div><div style="margin-bottom:1pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.952%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Land, building and leasehold improvements</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">72</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">72</td><td style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: accumulated depreciation</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(42)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(40)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Net assets under financing obligations</td><td style="background-color:#e6e6ff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">30</td><td colspan="3" style="background-color:#e6e6ff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">32</td><td colspan="3" style="background-color:#e6e6ff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>1360000001310000005910000004880000001420000001220000003300000027000000160000000810000001906

Combinations</div><div style="margin-top:6pt;text-align:justify">On July 16, 2024, the Company completed the acquisition of substantially all of the assets of Otay Mesa Sales ("Otay"). Otay was a full-service general equipment rental company comprised of approximately 135 employees and 4 locations serving construction and industrial customers throughout the metropolitan areas of San Diego, California and Phoenix and Yuma, Arizona. The aggregate consideration for the acquisition was approximately \$273 million. The acquisition and related fees and expenses were funded through available cash and drawings on the senior secured asset-based revolving credit facility.</div><div style="text-align:justify">The following table summarizes the purchase price allocation of the assets acquired and liabilities assumed (in millions):</div><div style="margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:79.016%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.784%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span

Accounts receivable

\$

15

Rental equipment

129

Property and equipment

9

Intangibles
(a)

65

Total identifiable assets acquired

218

Current liabilities

1

Net identifiable assets acquired

217

Goodwill
(b)

56

Net assets acquired

\$

273

(a) The following table reflects the fair values and useful lives of the acquired intangible assets identified (in millions):

			Otay								
Life (years)			Customer relationships								

61

Non-compete agreements		
4		
5		
Total acquired intangible assets		
65		

(b) The level of goodwill that resulted from the acquisition is primarily reflective of operational synergies that the Company expects to achieve that are not associated with identifiable assets, the value of

Otay's assembled workforce and new customer relationships expected to arise from the acquisition. All of the goodwill is expected to be deductible for income tax purposes.

The assets and liabilities for Otay were recorded as of July 16, 2024 and the results of operations have been included in the Company's consolidated results of operations since that date. Total revenue and income before taxes for Otay included in the consolidated statement of operations since the acquisition date are \$35 million and \$6 million, respectively.

Pro Forma Supplementary Data											
The unaudited pro forma supplementary data presented in the table below (in millions) gives effect to the acquisition of Otay as if it had been included in the Company's condensed consolidated results for the entire period reflected. The unaudited pro forma supplementary data is provided for informational purposes only and is not indicative of the Company's results of operations had the acquisitions been included for the period presented, nor is it indicative of the Company's future results.											
width:36.911%		width:0.1%		width:1.0%		width:9.133%		width:0.1%			
width:0.1%		width:1.0%		width:1.0%		width:9.133%		width:0.1%			
width:0.1%		width:0.1%		width:0.384%		width:0.1%		width:1.0%			
width:1.0%		width:9.133%		width:0.1%		width:1.0%		width:9.140%			
width:9.140%		width:0.1%									
Year Ended December 31, 2024								Year Ended December 31, 2023			
									Here		
Otay									Total		
									Here		
Otay									Total		

[illegible]

[illegible]

size:10pt;font-weight:400;line-height:100%">2</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:left;vertical-align:bottom">Pro forma pretax income</td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">288</td><td colspan="3" style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">439</td><td colspan="3" style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(a) Depreciation of rental equipment was adjusted for the fair value at acquisition and changes in useful lives of equipment acquired.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(b) Intangible asset amortization was adjusted to include amortization of the acquired intangible assets.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(c) As discussed above, the Company funded theOtayacquisition primarily using drawings on its senior secured asset-based revolving credit facility. Interest expense was adjusted to reflect interest on such borrowings.</div><div style="padding-left:13.5pt;text-align:justify;text-indent:-13.5pt">(d) Historic interest on debt that is not part of the combined entity was eliminated.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(e) Merger related direct costs primarily comprised of financial and legal advisory fees associated with theOtayacquisition were eliminated as they were assumed to have been recognized prior to the pro forma acquisition date.</div><div style="margin-bottom:3pt;padding-left:18pt;text-align:justify;text-indent:-18pt">Other Acquisitions</div><div style="margin-bottom:3pt;text-align:justify">In addition to the acquisition of Otay disclosed above, during the year ended December 31, 2024, the Company acquired eight companies with a total of 24 branches. During the year ended December 31, 2023, the Company acquired 12 companies totaling 21 branches.</div>1354273000000<div style="text-align:justify">The following table summarizes the purchase price allocation of the assets acquired and liabilities assumed (in millions):</div><div style="margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:79.016%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.784%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable</td><td colspan="3" style="background-color:#ceefff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ceefff;padding:2px 0;text-align:right;vertical-align:bottom">15</td><td colspan="3" style="background-color:#ceefff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Rental equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

129

Property and equipment
9
Intangibles(a)
65
Total identifiable assets acquired
218
Current liabilities
1
Net identifiable assets acquired
217
Goodwill(b)
56
Net assets acquired
273

(a) The following table reflects the fair values and useful lives of the acquired intangible assets identified (in millions):

Otay											
Life (years)											
Customer relationships											
61											
14											
Non-compete agreements											
4											

5

Total acquired intangible assets		
65		

(b) The level of goodwill that resulted from the acquisition is primarily reflective of operational synergies that the Company expects to achieve that are not associated with identifiable assets, the value of Otay's assembled workforce and new customer relationships expected to arise from the acquisition. All of the goodwill is expected to be deductible for income tax purposes.

1500000012900000090000006500000021800000010000002170000005600000027300000061000000P14Y400

The unaudited pro forma supplementary data presented in the table below (in millions) gives effect to the acquisition of Otay as if it had been included in the Company's condensed consolidated results for the entire period reflected. The unaudited pro forma supplementary data is provided for informational purposes only and is not indicative of the Company's results of operations had the acquisitions been included for the period presented, nor is it indicative of the Company's future results.

Year Ended December 31, 2024	Year Ended December 31, 2023	Total	Otay	Historic/pro forma total revenues	Total	Otay	Historic/pro forma total revenues
3,568	3,609	\$	41	\$	3,609	\$	3,609

[illegible]

(5)

	(8)	(9)
Interest expense		
(c)		
(10)		
(10)		
(18)		
(18)		
(d)		
3		
3		
5		
5		
(e)		
2		
2		
2		
—		
\$		

288

size:10pt;font-weight:400;line-height:100%"></td><td style="background-color:#cceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">439</td><td style="background-color:#cceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(a) Depreciation of rental equipment was adjusted for the fair value at acquisition and changes in useful lives of equipment acquired.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(b) Intangible asset amortization was adjusted to include amortization of the acquired intangible assets.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(c) As discussed above, the Company funded theOtayacquisition primarily using drawings on its senior secured asset-based revolving credit facility. Interest expense was adjusted to reflect interest on such borrowings.</div><div style="padding-left:13.5pt;text-align:justify;text-indent:-13.5pt">(d) Historic interest on debt that is not part of the combined entity was eliminated.</div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(e) Merger related direct costs primarily comprised of financial and legal advisory fees associated with theOtayacquisition were eliminated as they were assumed to have been recognized prior to the pro forma acquisition date.</div>3568000000410000003609000000328200000073000000335500000029100000040000002950000004470000003000000-3000000-3000000-3000000-300000050000005000000800000080000001000000010000000180000001800000030000003000000500000050000002000000-20000000002880000004390000008241221Goodwill and Intangible Assets<div style="margin-bottom:3pt;margin-top:6pt;text-align:justify">Goodwill</div><div style="margin-bottom:3pt;margin-top:3pt;text-align:justify">The Company performed its annual goodwill impairment test as of October 1 and determined that no impairment existed at such date. Subsequent to the annual impairment test, it was determined that goodwill classified as assets held for sale was fully impaired, see Note 8, "Assets Held for Sale" for further discussion. There was no impairment during the year ended December 31, 2023.</div><div style="text-align:justify">
</div><div style="text-align:justify">The following summarizes the Company's goodwill (in millions):</div><div style="margin-bottom:1pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.767%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Years Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the beginning of the period:</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:0 1pt"></td><tr><td colspan="3" style="padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Goodwill, gross</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,154</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>

[illegible]

[illegible]

[illegible]

[illegible]

height:100%">64

(47)	Total	312		Trade name	271
Indefinite-lived intangible assets:					
Total intangible assets, net					
\$583					

—

[illegible]

[illegible]

width:0.384%">		width:0.1%">		width:1.0%">		width:1.0%">
width:12.207%">		width:0.1%">				
December 31, 2024						
Gross Carrying Amount						
Accumulated Amortization						
Net Carrying Value						
Finite-lived intangible assets:						
Customer-related and non-compete agreements						
382						
276						
Internally developed software						
(a)						
39						
(14)						
25						
Total						
421						
(120)						

[illegible]

[illegible]

</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">271 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#ceeeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Total intangible assets, net</td><td style="background-color:#ceeeff;border-bottom:3pt
double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">\$ </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-
top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">583<span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-
top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt
double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">\$ </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-
top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">(116)</td><td
style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt
2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0
1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">\$ </td><td
style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px
0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:700;line-height:100%">467<span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"></td><td style="background-
color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr></table></div><div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">Intangible assets, net, consisted of the following major classes (in millions):

style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.081%"></td><td style="width:0.1%">
</td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:0.1%">
</td><td style="width:0.1%"></td><td style="width:11.765%"></td><td style="width:0.1%"></td><td style="width:0.1%">
</td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:
12.207%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-
align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%"></td><td colspan="15" style="padding:2px 1pt;text-
align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">December 31, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"></td><td colspan="3" style="border-
top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Gross Carrying
Amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-
top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-
align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">Net Carrying Value</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Finite-lived intangible assets:</td><td colspan="3" style="background-color:#ceeeff;border-
top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-
color:#ceeeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-
color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid
#000000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Customer-related and non-compete agreements</td><td colspan="3" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">\$ </td><td
style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">382 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background

[illegible]

[illegible]

height:100%">64									
(47)									
17									
Total									
312									
Total									
196									
Trade name									
271									
Total intangible assets, net									
583									
Total intangible assets, net									
467									
Total intangible assets, net									

(a) Includes capitalized costs of \$3 million yet to be placed into

service.38200000010600000027600000039000000140000002500000042100000012000000030100000027100000027

Held for Sale <div style="text-align:justify">The Company's assets held for sale consist of the Cinelease studio entertainment and lighting and grip equipment rental business ("Cinelease"). The film and studio entertainment industry has shifted to a studio centric model where owning or managing a large footprint of studios is becoming more important to be a competitive equipment rental provider, requiring significant investment in fully managed studios. This business model is a departure from the Company's stated growth strategy. </div>

<div style="text-align:justify">
</div><div style="text-align:justify">During the fourth quarter of 2023, it was determined that Cinelease met all criteria to be classified as assets held for sale with the expectation of a transaction to be completed within 12 months. Since the determination was made, market conditions changed due to labor strikes within the industry that had impacts to Cinelease which slowed the process of exploring strategic alternatives. Cinelease continues to be actively marketed for sale and management expects a transaction to be completed in 2025. </div><div style="text-align:justify">
</div><div style="text-align:justify">The Company assesses the fair value, less estimated costs to sell, each reporting period it remains classified as held for sale. During the fourth quarter of 2024, there was indication that the carrying value of Cinelease was greater than the fair value, less estimated costs to sell, based on slower than anticipated return of business subsequent to settlement of actual and potential labor strikes, therefore an impairment analysis was performed. The fair value was estimated using a market approach based on offers received through a competitive bid process, exclusive of potential earnouts for future performance. Accordingly, the Company recorded a loss on assets held for sale of approximately \$194 million. </div><div style="text-align:justify">The following table summarizes the assets and liabilities held for sale (in millions):</div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;width:98.830%"><tr><td style="width:1.0%"></td><td style="width:62.805%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.651%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.653%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets held for sale:</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">—</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Receivables</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other current assets</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total current assets held for sale</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-

[illegible]

47	Total long-term assets held for sale		
220			
408			
7			
8			
5			
6			
Total current liabilities held for sale			
15			
3			
5			
19			

Operating lease liabilities		
	60	68
Total long-term liabilities held for sale	60	68
The following table summarizes the assets and liabilities held for sale (in millions):		
	December 31, 2024	December 31, 2023
Assets held for sale:		
Cash and cash equivalents		
Receivables	6	

[illegible]

[illegible]

color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceedf;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total current liabilities held for sale</td><td style="background-color:#cceedf;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceedf;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15</td><td style="background-color:#cceedf;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceedf;padding:0 1pt"></td><td style="background-color:#cceedf;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceedf;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19</td><td style="background-color:#cceedf;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceedf;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities</td><td style="background-color:#cceedf;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceedf;padding:2px 0;text-align:right;vertical-align:bottom">60</td><td style="background-color:#cceedf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceedf;padding:0 1pt"></td><td style="background-color:#cceedf;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceedf;padding:2px 0;text-align:right;vertical-align:bottom">68</td><td style="background-color:#cceedf;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total long-term liabilities held for sale</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">60</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">68</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>01000000600000080000001100000012000000170000002100000012400000018300000023000000340000004</div style="text-align:justify">The Company leases real estate, office equipment and service vehicles. The Company's leases have remaining lease terms of up to 23 years, some of which include options to extend the leases for up to 20 years. The Company determines the lease term used to record each lease by including the initial lease term and, in the case where there are options to extend, will include the option to extend if it has determined that it reasonably certain that the Company would exercise those options. </div><div style="text-align:justify">
</div><div style="text-align:justify">The Company also leases certain equipment that it rents to its customers where the payments vary based upon the amount of time the equipment is on rent. There are no fixed payments on these leases and, therefore, no lease liability or ROU assets have been recorded. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Lease expense for these leases is recognized on a straight-line basis over the lease term. </div><div style="text-align:justify">The components of lease expense consist of the following (in millions): </div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:31.502%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:32.379%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.274%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td>

[illegible]

Net lease cost

100		
	87	
(a) Includes short-term leases of \$62 million and \$52 million for the year ended December 31, 2024 and 2023, respectively, and variable lease costs of \$6 million and \$3 million for the year ended December 31, 2024 and 2023, respectively.		
Balance sheet information related to leases consists of the following (in millions):		
Assets	Operating lease ROU assets	Right-of-use assets
852	852	665
Finance lease ROU assets		
Property and equipment, net		
74	74	74

Total leased assets			926	739		
Liabilities			Current:			
Operating			Current maturities of operating lease liabilities			
39			37			
Finance			Non-current:			
Operating			Operating lease liabilities			
842			842			

[illegible]

Operating leases			4.31		
3.95			3.95		
%			%		
Finance leases			4.29		
4.01			4.01		
%			%		
Cash flow information related to leases consists of the following (in millions):					
Years Ended December 31,			Years Ended December 31,		
2024			2024		
2023			2023		
Cash paid for amounts included in the measurement of lease liabilities:			Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases			Operating cash flows from operating leases		
\$			\$		
51			51		
%			%		
49			49		
%			%		
Operating cash flows from finance leases			Operating cash flows from finance leases		
3			3		
2			2		
16			16		

12

Right-of-use assets obtained in exchange for lease obligations:	300	291	Finance leases	17	24
Operating leases	300	291	Finance leases	17	24

Maturities of lease liabilities are as follows (in millions):

2025	2026	2027	2028	2029	2030	Thereafter
2025	2026	2027	2028	2029	2030	Thereafter

Operating Leases	2025	2026	2027	2028	2029	2030	Thereafter
Operating Leases	2025	2026	2027	2028	2029	2030	Thereafter

2028	2029	75	13	2029	72	11	942	11	Total lease payments	1,325	87	Less: Interest	(444)	(10)	Present value of lease liabilities	881	77
Thereafter	942	11	Total lease payments	1,325	87	Less: Interest	(444)	(10)	Present value of lease liabilities	881	77	Leases					
The Company leases real estate, office equipment and service vehicles. The Company's leases have remaining lease terms of up to 23 years, some of which include options to extend the leases for up to 20 years. The Company determines the lease term used to record each lease by including the initial lease term and, in the case where there are options to extend, will include the option to extend if it has determined that it reasonably certain that the Company would exercise those options.																	

height:120%">The Company also leases certain equipment that it rents to its customers where the payments vary based upon the amount of time the equipment is on rent. There are no fixed payments on these leases and, therefore, no lease liability or ROU assets have been recorded. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Lease expense for these leases is recognized on a straight-line basis over the lease term. </div><div style="text-align:justify">The components of lease expense consist of the following (in millions): </div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:31.502%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:32.379%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.274%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.277%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Years Ended December 31, </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Classification</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Operating lease cost</div>(a)</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Direct operating</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">158</td><td style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">132</td><td style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Finance lease cost:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Amortization of ROU assets</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Depreciation and amortization</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest on lease liabilities</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest expense, net</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-

[illegible]

Operating lease liabilities

842					
646					
833					
60					
61					
Total lease liabilities					
\$					
958					
759					

(a) Finance lease right-of-use assets are recorded net of accumulated amortization of \$52 million and \$37 million for the years ended December 31, 2024 and 2023, respectively.

Years Ended December 31,					
2024					
2023					
Weighted average remaining lease term:					
Operating leases					
17.1					

[illegible]

[illegible]

[illegible]

3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">

77		

The components of lease expense consist of the following (in millions):

	2024	2023
Operating lease cost	\$158	\$132
Direct operating	\$158	\$132
Finance lease cost	\$16	\$14
Depreciation and amortization	\$3	\$2
Amortization of ROU assets	\$14	\$16
Interest on lease liabilities	\$2	\$3
Interest expense, net	\$3	\$2

align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sublease income</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment rental revenue</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(77)</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(61)</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Net lease cost</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">100</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"></td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">87</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>(a) Includes short-term leases of \$62 million and \$52 million for the year ended December 31, 2024 and 2023, respectively, and variable lease costs of \$6 million and \$3 million for the year ended December 31, 2024 and 2023, respectively.1580000001320000001600000014000000300000020000007700000061000000100000000870000006200 style="margin-top:3pt">Balance sheet information related to leases consists of the following (in millions):</div><div style="margin-bottom:1pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:24.522%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:39.749%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.005%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.154%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Classification</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease ROU assets</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Right-of-use assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">852</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">665</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px

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size:10pt;font-weight:400;line-height:100%">Non-current:</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 6.25pt;text-align:left;vertical-align:bottom">Operating</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">842</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">646</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 6.25pt;text-align:left;vertical-align:bottom">Finance</td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt, net</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">61</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total lease liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">958</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">759</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">(a) Finance lease right-of-use assets are recorded net of accumulated amortization of \$52 million and \$37 million for the years ended December 31, 2024 and 2023, respectively.</div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.566%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.274%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.276%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Years Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average remaining lease term:</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">17.1</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table></div>

16.8

5.1

5.4

Weighted average discount rate:

4.31

3.95

4.01

4.29

4.01

852000000665000000740000007400000092600000073900000039000000370000001700000015000000842006

Cash flow information related to leases consists of the following (in millions):

2024	2023
99.561%	99.561%
1.0%	1.0%
1.0%	1.0%
15.346%	15.346%
0.1%	0.1%
0.1%	0.1%
0.387%	0.387%
0.1%	0.1%
15.348%	15.348%
0.1%	0.1%

Years Ended December 31,

2024

2023

Cash paid for amounts included in the measurement of lease liabilities:

Operating cash flows from operating leases

\$ 51

\$ 49

[illegible]

18	2027	78	14	2028	75	72	11	942	11	Total lease payments	87	Less: Interest	(444)	(10)	881

Maturities of lease liabilities are as follows (in millions):

Year Ending December 31,	Operating Leases	Finance Leases	Total Lease Liabilities
2025	\$20	\$20	\$40
2026	\$82	\$18	\$100
2027	\$78	\$14	\$92
2028	\$75	\$13	\$88
2029	\$72	\$11	\$83
Thereafter	\$942	-	\$942

[illegible]

[illegible]

[illegible]

Insurance reserves											
31											
18											
Acquisition holdbacks											
13											
3											
Other											
7											
10											
Total accrued liabilities											
\$											
239											
Total accrued liabilities											
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(12)	Total debt	(5)	Less: Current maturities of long-term debt	(17)	Long-term debt, net	\$4,086	\$3,688	(15)	\$4,069	\$3,673
(a) Unamortized debt issuance costs totaling \$6 million and \$8 million related to the ABL Credit Facility and AR Facility (as each is defined below) as of December 31, 2024 and 2023, respectively, are included in "Other long-term assets" in the consolidated balance sheets. The effective interest rate for the fixed rate 2027 Notes and 2029 Notes (as defined below) includes the stated interest on the notes and the amortization of any debt issuance costs. Maturities										

The nominal principal amounts of maturities of debt for each of the periods ending December 31 are as follows (in millions):</div><div style="margin-bottom:1pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:88.124%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.676%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">17</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">2028</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 1pt;text-align:right;vertical-align:bottom">810</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:right;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">10</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:right;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#e6e6ff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">4,098</td><td colspan="3" style="background-color:#e6e6ff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">4,098</td></tr></table></div><div style="text-align:justify">
</div><div style="text-align:justify">The Company's liquidity needs arise from the funding of its costs of operations and capital expenditures, debt service on its indebtedness, funding acquisitions, payment of dividends and repurchases of its shares. The Company believes that cash generated from operations and cash received from the disposal of rental and other equipment, together with amounts available under its senior secured asset-based revolving credit facility (the "ABL Credit Facility") and AR Facility (as defined below) will be adequate to permit the Company to meet its obligations over the next 12 months.</div><div style="text-align:justify">
</div><div style="text-align:justify">Senior Notes—2027 Notes</div><div style="text-align:justify">
</div><div style="text-align:justify">On July 9, 2019, the Company issued \$1.2 billion aggregate principal amount of its 5.50% Senior Notes due 2027 (the "2027 Notes"). Interest on the 2027 Notes accrues at the rate of 5.50% per annum and is payable semi-annually in arrears on January 15 and July 15. The 2027 Notes will mature on July 15, 2027.</div><div style="text-align:justify">
</div><div style="text-align:justify">Ranking: Guarantees</div><div style="text-align:justify">
</div><div style="text-align:justify">The 2027 Notes are the Company's senior unsecured obligations, ranking equally in right of payment with all of the Company's existing and future senior indebtedness, effectively junior to any of the Company's existing and future secured indebtedness, including the ABL Credit Facility, to the extent of the value of the assets securing such indebtedness, and senior in right of payment to any of the Company's existing and future subordinated indebtedness. The 2027 Notes are guaranteed on a senior</div><div style="text-align:justify">unsecured basis, subject to limited exceptions including special purpose securitization subsidiaries,</div>

by the Company's current and future domestic subsidiaries.

Redemption

The Company may redeem the 2027 Notes, in whole or in part, at any time (i) on or after July 15, 2024 and prior to July 15, 2025, at a price equal to 100.917% of the principal amount of the 2027 Notes and (ii) on or after July 15, 2025, at a price equal to 100.000% of the principal amount of the 2027 Notes, in each case, plus accrued and unpaid interest, if any, to, but not including, the applicable redemption date.

Covenants

The indenture governing the 2027 Notes contains certain covenants applicable to the Company and its restricted subsidiaries, including limitations on liens, indebtedness, mergers, consolidations and acquisitions, sales, transfers and other dispositions of assets, loans and other investments, dividends and other distributions, stock repurchases and redemptions and other restricted payments, restrictions affecting subsidiaries, transactions with affiliates and designations of unrestricted subsidiaries. Upon the occurrence of certain events constituting a change of control triggering event, the Company is required to make an offer to repurchase all of the 2027 Notes (unless otherwise redeemed) at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any to (but excluding) the repurchase date. If the Company sells assets under certain circumstances, it must use the proceeds to make an offer to purchase the 2027 Notes at a price equal to 100% of their principal amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

Events of Default

The indenture also provides for customary events of default, including the following (subject to any applicable cure period): nonpayment, breach of covenants in the indenture, payment defaults under or acceleration of certain other indebtedness, failure to discharge certain judgments and certain events of bankruptcy, insolvency and reorganization. If an event of default occurs or is continuing, the trustee or the holders of at least 30% in aggregate principal amount of the 2027 Notes then outstanding may declare the principal of, premium, if any, and accrued and unpaid interest, if any, to be due and payable immediately.

Senior Notes—2029 Notes

On June 7, 2024, the Company issued \$800 million aggregate principal amount of its 6.625% Senior Notes due 2029 (the "2029 Notes" and, together with the 2027 Notes, the "Notes"). The net proceeds were used to repay a portion of the indebtedness outstanding under the ABL Credit Facility and to pay related fees and expenses. Interest on the 2029 Notes accrues at the rate of 6.625% per annum and will be payable semi-annually in arrears on June 15 and December 15 of each year, commencing on December 15, 2024. The 2029 Notes will mature on June 15, 2029.

Ranking; Guarantees

The 2029 Notes are the Company's senior unsecured obligations, ranking equally in right of payment with all of the Company's existing and future senior indebtedness, effectively junior to any of the Company's existing and future indebtedness, including the ABL Credit Facility, to the extent of the value of the assets securing such indebtedness, and senior in right of payment to any of the Company's existing and future subordinated indebtedness. The 2029 Notes are guaranteed on a senior unsecured basis, subject to limited exceptions including special purpose securitization subsidiaries, by the Company's current and future domestic subsidiaries.

Redemption

The Company may, at its option, redeem the 2029 Notes, in whole or in part, at any time prior to June 15, 2026, at a price equal to 100% of the aggregate principal amount of the 2029 Notes, plus the applicable make-whole premium and accrued and unpaid interest, if any, to, but excluding, the redemption date. The Company may, at its option, redeem the 2029 Notes, in whole or in part, at any time (i) on or after June 15, 2026 and prior to June 15, 2027, at a price equal to 103.313% of the principal amount of the 2029 Notes, (ii) on or after June 15, 2027 and prior to June 15, 2028, at a price equal to 101.656% of the principal amount of the 2029 Notes and (iii) on or after June 15, 2028, at a price equal to 100.000% of the principal amount of the 2029 Notes, in each case, plus accrued and unpaid interest, if any, to, but excluding, the applicable redemption date. In addition, at any time on or prior to June 15, 2026, the Company may, at its option, redeem up to 40% of the aggregate principal amount of the 2029 Notes with the net cash proceeds of one or more equity offerings at a redemption price equal to 106.625% of the principal amount of the 2029 Notes, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

Covenants

The indenture governing the 2029 Notes contains certain covenants applicable to the Company and its restricted subsidiaries, including limitations on: indebtedness; restricted payments; liens; dispositions of proceeds from asset sales; transactions with affiliates; dividends and other payment restrictions affecting restricted subsidiaries; designations of unrestricted subsidiaries; and mergers, consolidations and sale of assets. Upon the occurrence of certain events constituting a change of control triggering event, the

Company is required to make an offer to repurchase all of the 2029 Notes (unless otherwise redeemed) at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date. If the Company sells assets under certain circumstances, it must use the proceeds to make an offer to purchase the 2029 Notes at a price equal to 100% of their principal amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

Events of Default

The indenture also provides for customary events of default, including the following (subject to any applicable cure period): nonpayment, breach of covenants in the indenture, payment defaults under or acceleration of certain other indebtedness, failure to discharge certain judgments and certain events of bankruptcy, insolvency and reorganization. If an event of default occurs or is continuing, the trustee or the holders of at least 30% in aggregate principal amount of the 2029 Notes then outstanding may declare the principal of, premium, if any, and accrued and unpaid interest, if any, to be due and payable immediately.

ABL Credit Facility

On July 31, 2019, Herc Holdings, Here and certain other subsidiaries of Herc Holdings entered into a credit agreement with respect to a senior secured asset-based revolving credit facility, which was amended and extended on July 5, 2022. The aggregate amount of the revolving credit commitments is \$3.5 billion (subject to availability under a borrowing base). Up to \$250 million of the revolving loan facility is available for the issuance of letters of credit, subject to certain conditions including issuing lender participation. Subject to the satisfaction of certain conditions and limitations, the ABL Credit Facility allows for the addition of incremental revolving commitments and/or incremental term loans.

The ABL Credit Facility was also amended to include a provision that the Company, in consultation with a Sustainability Coordinator, may establish key performance indicators ("KPIs") with respect to certain environmental, social and governance targets of the Company and its subsidiaries, which if mutually agreed, may be incorporated into the ABL Credit Facility through an amendment (an "ESG Amendment"). Upon the effectiveness of an ESG Amendment, the commitment fee and the spreads applicable to revolving loans may be increased or decreased within certain limits based on performance against the KPIs.

Maturity

The ABL Credit Facility was also amended to include a provision that the Company, in consultation with a Sustainability Coordinator, may establish key performance indicators ("KPIs") with respect to certain environmental, social and governance targets of the Company and its subsidiaries, which if mutually agreed, may be incorporated into the ABL Credit Facility through an amendment (an "ESG Amendment"). Upon the effectiveness of an ESG Amendment, the commitment fee and the spreads applicable to revolving loans may be increased or decreased within certain limits based on performance against the KPIs.

Guarantees; Collateral/Security

The obligations of each of the borrowers under the ABL Credit Facility are guaranteed by each of Herc Holdings' direct and indirect U.S. and Canadian subsidiaries, with certain exceptions, including special purpose securitization subsidiaries. The obligations of the borrowers under the ABL Credit Facility and the guarantees thereof are secured by security interests in substantially all of the assets of each borrower and guarantor, including pledges of all the capital stock of all of their direct subsidiaries, with certain exceptions. The liens securing the ABL Credit Facility are subject to certain exceptions. Also, subject to certain limitations and conditions, the ABL Credit Facility permits the incurrence of future secured debt on a basis either *pari passu* with, or subordinated to, the liens securing the ABL Credit Facility.

Interest

The interest rates applicable to any loans under the ABL Credit Facility are based, at the option of the borrowers, on (i) a floating rate based on Term SOFR (for loans denominated in U.S. dollars) or CORRA (for loans denominated in Canadian dollars) plus an initial margin of 1.375% and a SOFR adjustment of 0.10% per annum or (ii) a base rate plus an initial margin of 0.50%, in each case, where margin is adjusted under the ABL Credit Facility based on the quarterly average excess availability under the ABL Credit Facility.

Covenants

The ABL Credit Facility contains a number of covenants that, among other things, limit or restrict the ability of the borrowers and their subsidiaries to incur additional indebtedness, prepay other indebtedness, make dividends and other restricted payments, create or incur liens, make acquisitions and other investments, engage in mergers, consolidations or sales of assets, engage in certain transactions with affiliates, and enter into certain restrictive agreements limiting the ability to create or incur liens. In addition, under the ABL Credit Facility, upon excess availability falling below certain levels, the borrowers will be required to comply with a minimum fixed charge coverage ratio of no less than 1.00:1.00. As of December 31, 2024, the appropriate levels of liquidity have been maintained, therefore this financial maintenance covenant is not applicable.

Events of Default

The ABL Credit Facility provides that the occurrence of any of the

the following events will constitute an event of default, payment default, breach of representation and warranty, covenant breach, cross default to other material indebtedness, certain bankruptcy events, dissolution, invalidity of the credit agreement or any intercreditor agreement (if any), judgment in excess of a certain monetary threshold, any security or guarantee documents cease to be in effect, an ERISA event, pension event or a change of control. Upon the occurrence and during the continuation of an event of default, the agent may exercise remedies on behalf of the lenders, including accelerating the repayment of outstanding loans under the ABL Credit Facility.

Accounts Receivable Securitization Facility

The accounts receivable securitization facility (the "AR Facility") was amended in August 2024 to extend the maturity date to August 31, 2025 and increase the aggregate commitments from \$370 million to \$400 million. In connection with the AR Facility, Here sells its accounts receivables on an ongoing basis to Here Receivables U.S. LLC, a wholly-owned special purpose entity (the "SPE"). The SPE's sole business consists of the purchase by the SPE of accounts receivable from Here and borrowing by the SPE against the eligible accounts receivable from the lenders under the facility. The borrowings are secured by liens on the accounts receivable and other assets of the SPE. Collections on the accounts receivable are used to service the borrowings. The SPE is a separate legal entity that is consolidated in the Company's financial statements. The SPE assets are owned by the SPE and are not available to settle the obligations of the Company or any of its other subsidiaries. Here is the servicer of the accounts receivable under the AR Facility. All of the obligations of the servicer and certain indemnification obligations of the SPE under the agreements governing the AR Facility are guaranteed by Here pursuant to a performance guarantee. The AR Facility is excluded from current maturities of long-term debt as the Company has the intent and ability to fund the AR Facility's borrowings on a long-term basis either by further extending the maturity date of the AR Facility or by utilizing the capacity available at the balance sheet date under the ABL Credit Facility.

The agreements governing the AR Facility contain restrictions and covenants which include limitations applicable to Here and the SPE on the creation of certain liens, and restrictions and covenants which include limitations applicable to the SPE on the making of certain restricted payments, and limitations applicable to Here and the SPE with respect to certain corporate acts such as mergers, consolidations and the sale of substantially all assets, with certain exceptions. The Company was in compliance with all such covenants as of December 31, 2024.

The financing agreement with the lenders provides for customary events of default (subject to customary exceptions, thresholds and grace periods) including, without limitation, failure to perform covenants, ineffectiveness of transaction documents, invalidity of security interests or failure to cooperate in the administrative agent's assumption of control of accounts, material inaccuracy of representations or warranties, failure of certain ratios related to the accounts receivables, specified cross default and cross acceleration to other material indebtedness, certain bankruptcy events, certain ERISA events, material judgments, material adverse effect and change in control.

Borrowing Capacity and Availability

After outstanding borrowings, the following was available to the Company under the ABL Credit Facility and AR Facility as of December 31, 2024 (in millions):

	Capacity	Remaining Capacity	Availability Under Borrowing Base Limitation
ABL Credit Facility	\$1,845	\$1,845	\$1,845
AR Facility	\$1,845	\$1,845	\$1,845

0-1pt;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Total </td><td style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,845</td><td style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,845</td><td style="background-color:#ceefff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="padding-left:13.5pt;text-align:justify">
</div><div style="text-align:justify">Letters of Credit</div>As of December 31, 2024, \$34 million of standby letters of credit were issued and outstanding, none of which have been drawn upon. The ABL Credit Facility had \$216 million available under the letter of credit facility sublimit, subject to borrowing base restrictions.<div style="text-align:justify">The Company's debt consists of the following (in millions):</div><div style="margin-bottom:1pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;bottom:width:100.000%"><tr><td style="width:1.0%"></td><td style="width:33.256%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.911%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.940%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.133%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.289%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"></td><div style="text-align:center">Weighted Average Effective Interest Rate at December 31, 2024</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"></td><div style="text-align:center">Weighted Average Stated Interest Rate at December 31, 2024</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"></td><div style="text-align:center">Fixed or Floating Interest Rate</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"></td><div style="text-align:center">Maturity</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"></td><div style="text-align:center">December 31,
2024</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"></td><div style="text-align:center">December 31,
2023</div></td><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-height:100%">Senior Notes</td><td colspan="3" style="background-color:#ceefff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">2027 Notes</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">5.61</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-

[illegible]

N/A		
5.36%		
Floating		
2025		
400		
345		
Finance lease liabilities		
4.29%		
N/A		
Fixed		
2025-2032		
77		
76		
Unamortized Debt Issuance Costs		
(a)		
(12)		
(5)		
Total debt		
4,086		
3,688		

[illegible]

[illegible]

[illegible]

[illegible]

10pt;font-weight:400;line-height:100%">72</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total minimum financing obligations payments</td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Obligations subject to non-cash gain on future sale of property</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Less amount representing interest (at a weighted-average interest rate of 5.45%)</div></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(48)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total financing obligations</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>44The Company's financing obligations consist of the following (in millions):<div style="margin-bottom:1pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:95.906%"><tr><td style="width:1.0%"></td><td style="width:43.869%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.552%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.409%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.113%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.409%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.601%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.409%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.538%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Weighted Average Effective Interest Rate at December 31, 2024</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Maturity</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Financing obligations</td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">5.45%</td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2026-2038</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107</td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">110</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:9pt;text-indent:9pt">Unamortized financing

[illegible]

2026	
2027	
2028	
2029	
72	
Total minimum financing obligations payments	
120	
Obligations subject to non-cash gain on future sale of property	
35	
Less amount representing interest (at a weighted-average interest rate of 5.45%)	
(48)	
Total financing obligations	
\$	
107	

1000000001000000001000000090000000900000007200000001200000000350000000.05454800000001070000000

Retirement Benefits

401(k) Savings Plan and Other Defined Contribution Plan

On July 1, 2016, the Company established the Herc Holdings Savings Plan covering all of its U.S. employees. Contributions to the plans are made by both the employee and the Company. Company contributions to these plans are based on the level of employee contributions and formulas determined by the Company. Expenses for the defined contribution plans for the years ended December 31, 2024, 2023 and 2022 were approximately \$23 million, \$20 million and \$16 million, respectively.

Defined Benefit Pension and Postretirement Plans

Postretirement benefits, other than pensions, provide healthcare benefits, and in some instances, life insurance benefits for certain eligible retired employees in the U.S.

The Company reflects the funded status of defined benefit pension and other postretirement benefit plans as an asset or liability. This amount is defined as the difference between the fair value of plan assets and the benefit obligation. The Company is required to recognize as a component of other comprehensive income (loss), net of tax, the actuarial gains/losses and prior service credits that arise but were not previously required to be recognized as components of net periodic benefit cost. Other comprehensive income (loss) is adjusted as these amounts are later recognized in the statement of operations as components of net periodic benefit cost.

The Company's policy for funded plans is to contribute, at a minimum, amounts required by applicable laws, regulations and union agreements. The Plan represents approximately 99% of the Company's defined benefit plan obligations and 100% of its plan assets. The Company made cash contributions to the Plan of \$4 million for each of 2024 and 2023, and no contributions for 2022. The level of future contributions will vary and is dependent on a number of factors including investment returns, interest rate fluctuations, plan demographics, funding regulations and the results of the final actuarial valuation.

Additionally, pursuant to various collective bargaining agreements, certain union-represented employees participate in multiemployer pension plans.

The following table provides a reconciliation of benefit obligations and plan assets of the Company's pension plans and postretirement benefit plans (in millions):

	Pension	Postretirement
Benefit obligations at beginning of year	\$137	\$134
Change in Projected Benefit Obligations	\$1	\$1
Benefit obligations at end of year	\$138	\$135
Plan assets at beginning of year	\$137	\$134
Contributions	\$4	\$4
Investment earnings	\$1	\$1
Administrative expenses	\$(1)	\$(1)
Plan assets at end of year	\$141	\$138
Funded status	\$3	\$3

1	Interest cost	7	7
2	Plan settlements	(7)	—
3	Benefits paid	—	—
4	Actuarial (gain) loss	3	—
5	Benefit obligations at end of year	—	—

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Pension

2024	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999	1998	1997	1996	1995	1994	1993	1992	1991	1990	1989	1988	1987	1986	1985	1984	1983	1982	1981	1980	1979	1978	1977	1976	1975	1974	1973	1972	1971	1970	1969	1968	1967	1966	1965	1964	1963	1962	1961	1960	1959	1958	1957	1956	1955	1954	1953	1952	1951	1950	1949	1948	1947	1946	1945	1944	1943	1942	1941	1940	1939	1938	1937	1936	1935	1934	1933	1932	1931	1930	1929	1928	1927	1926	1925	1924	1923	1922	1921	1920	1919	1918	1917	1916	1915	1914	1913	1912	1911	1910	1909	1908	1907	1906	1905	1904	1903	1902	1901	1900	1899	1898	1897	1896	1895	1894	1893	1892	1891	1890	1889	1888	1887	1886	1885	1884	1883	1882	1881	1880	1879	1878	1877	1876	1875	1874	1873	1872	1871	1870	1869	1868	1867	1866	1865	1864	1863	1862	1861	1860	1859	1858	1857	1856	1855	1854	1853	1852	1851	1850	1849	1848	1847	1846	1845	1844	1843	1842	1841	1840	1839	1838	1837	1836	1835	1834	1833	1832	1831	1830	1829	1828	1827	1826	1825	1824	1823	1822	1821	1820	1819	1818	1817	1816	1815	1814	1813	1812	1811	1810	1809	1808	1807	1806	1805	1804	1803	1802	1801	1800	1799	1798	1797	1796	1795	1794	1793	1792	1791	1790	1789	1788	1787	1786	1785	1784	1783	1782	1781	1780	1779	1778	1777	1776	1775	1774	1773	1772	1771	1770	1769	1768	1767	1766	1765	1764	1763	1762	1761	1760	1759	1758	1757	1756	1755	1754	1753	1752	1751	1750	1749	1748	1747	1746	1745	1744	1743	1742	1741	1740	1739	1738	1737	1736	1735	1734	1733	1732	1731	1730	1729	1728	1727	1726	1725	1724	1723	1722	1721	1720	1719	1718	1717	1716	1715	1714	1713	1712	1711	1710	1709	1708	1707	1706	1705	1704	1703	1702	1701	1700	1699	1698	1697	1696	1695	1694	1693	1692	1691	1690	1689	1688	1687	1686	1685	1684	1683	1682	1681	1680	1679	1678	1677	1676	1675	1674	1673	1672	1671	1670	1669	1668	1667	1666	1665	1664	1663	1662	1661	1660	1659	1658	1657	1656	1655	1654	1653	1652	1651	1650	1649	1648	1647	1646	1645	1644	1643	1642	1641	1640	1639	1638	1637	1636	1635	1634	1633	1632	1631	1630	1629	1628	1627	1626	1625	1624	1623	1622	1621	1620	1619	1618	1617	1616	1615	1614	1613	1612	1611	1610	1609	1608	1607	1606	1605	1604	1603	1602	1601	1600	1599	1598	1597	1596	1595	1594	1593	1592	1591	1590	1589	1588	1587	1586	1585	1584	1583	1582	1581	1580	1579	1578	1577	1576	1575	1

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New Roman's,sans-serif;font-size:9pt;font-weight:700;line-height:100%">2024</td><td colspan="3">		

[illegible]

Settlement loss	1	
Net periodic pension cost (benefit)	\$	3
Weighted-Average Assumptions Used to Determine Net Periodic Pension Cost (Benefit)		
Discount rate	5.1	
Expected return on assets	6.3	
	2.7	
	6.0	

height:100%">4.6

Average rate of increase in compensation	3.8	3.8
Interest credit rate	3.8	3.8

The net periodic postretirement cost was immaterial in 2024, 2023 and 2022.

The discount rate reflects the rate the Company would have to pay to purchase high-quality investments that would provide cash sufficient to settle its current pension obligations. The discount rate is determined based on a range of factors, including the rates of return on high-quality, fixed-income corporate bonds and the related expected duration of the obligations. The discount rate for the Plan is based on the rate from the Mercer Pension Discount Curve-Above Mean Yield that is appropriate for the duration of the obligations. The discount rate used to measure the pension obligation at the end of the year is also used to measure pension cost in the following year.

The expected return on plan assets for the U.S. qualified plan is based on expected future investment returns considering the target investment mix of plan assets. It reflects the average rate of earnings expected on the funds invested, or to be invested, to provide for the benefits included in the projected benefit obligations. In determining the expected long-term rate of return on plan assets, the Company considers the relative weighting of plan assets, the historical performance of total plan assets and individual asset classes and economic and other indicators of future performance.

There was no average rate of increase in compensation for 2024, 2023 or 2022 as there are no longer any employees in the Plan accruing benefits.

The ultimate healthcare cost trend rates for the postretirement benefit plans are expected to be reached in 2049.

Plan Assets

The Company has a long-term investment outlook for its Plan assets, which is consistent with the long-term nature of the Plan's respective liabilities.

The Plan currently has a target asset allocation of 25% equity, 65% fixed income, and 10% in real assets. The equity portion of the assets are invested in a diversified public equity fund, including domestic and international holdings, that is both actively and passively managed. The fixed income portion of the assets are primarily invested in passively managed government bonds, actively managed treasury bond portfolios, and actively managed intermediate duration corporate credit fund. Additionally, monies are invested in corporate credit, securitized bonds, emerging market debt and other opportunistic bonds that are both public and private. The real assets portion of the assets are in an actively managed fund which allocates to both public and private real estate, infrastructure, and natural resources. A modest amount of cash is maintained to facilitate payment of benefits and plan expenses.

10pt;font-weight:400;line-height:120%>The fair value measurements of most plan assets are based upon significant other observable inputs (Level 2), except for the high yield mutual fund and cash which are based upon quoted market prices in active markets for identical assets (Level 1). The following represents the Company's pension plan assets (in millions):

Asset Category	December 31, 2024	December 31, 2023
Cash	\$7	\$2
Equity Securities:		
U.S. Large Cap	17	13
U.S. Mid Cap	1	2
International Developed	6	12
International Emerging Markets	3	2

[illegible]

[illegible]

12

2028	13	2029	14	2030-2034	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

[illegible]

[illegible]

[illegible]

			Benefits paid			
			—			

[illegible]

[illegible]

[illegible]

5.5		Average rate of increase in compensation
5.1		—
3.8		Interest credit rate
3.8		
3.8		
6.9		Initial healthcare cost trend rate
N/A		
N/A		
6.1		Ultimate healthcare cost trend rate

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Projected benefit obligations			133	137	1
Accumulated benefit obligations			133	137	1
Fair value of plan assets			118	119	—

The following table sets forth the net periodic pension cost (benefit) (in millions):

Year Ended December 31,	2013	2012	2011	2010	2009
Net periodic pension cost (benefit)	\$0.1%	\$1.0%	\$8.841%	\$0.1%	\$0.384%

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align:right;vertical-align:bottom">—</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest credit rate</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.8</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.8</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.8</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.8</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table></div>7000000700000050000006000000300000060000001000000100000001000000020000003000000500000010000000.0510.0540.0270.0630.0600.0460000.0380.0380.0380.250.650.10<div style="text-align:justify">The fair value measurements of most plan assets are based upon significant other observable inputs (Level 2), except for the high yield mutual fund and cash which are based upon quoted market prices in active markets for identical assets (Level 1). The following represents the Company's pension plan assets (in millions):</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:69.031%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.541%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.543%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Asset Category</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2</td><td colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equity Securities:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">U.S. Large Cap</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17</td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13</td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">U.S. Mid Cap</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>

[illegible]

Asset-Backed Securities	1	2	3
Bank Loans	—	6	17
Preferreds	—	6	17
Other	—	6	17
Total fair value of pension plan assets	118	119	119

7000000200000017000000130000001000000200000060000001200000030000002000000400000000230000001

The following table presents estimated future benefit payments (in millions):

width:1.0%	width:69.075%	width:0.1%	width:1.0%	width:0.384%	width:13.519%	width:0.1%	width:0.1%	width:1.0%	width:13.522%	width:0.1%	width:0.1%
Pension											
Postretirement											
2025											

[illegible]

Compensation <div style="text-align:justify">On May 17, 2018, the Herc Holdings Inc. 2018 Omnibus Incentive Plan (the "2018 Omnibus Plan") was approved and provides for grants of both equity and cash awards, including non-qualified stock options, incentive stock options, stock appreciation rights, performance awards (shares and units), restricted awards (shares and units) and deferred stock units to key executives, employees, non-management directors and non-employee consultants. The total number of common shares authorized for issuance under the 2018 Omnibus Plan is 2,200,000, of which approximately 1,140,000 remains available as of December 31, 2024 for future incentive awards. </div><div style="text-align:justify">
</div><div style="text-align:justify">Stock-based compensation awards are measured on their grant date using a fair value method and are recognized in the statement of operations over the requisite service period. The Company's stock-based compensation expense is included in "Selling, general and administrative" expense in the Company's consolidated statements of operations. </div><div style="text-align:justify">
</div><div style="text-align:justify">The following table summarizes the expenses and associated income tax benefits recognized (in millions):</div><div style="margin-bottom:1pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:57.757%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.227%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Years Ended December 31, </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Compensation expense</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">18</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">19</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">20</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">21</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">22</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">23</td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">24</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Income tax benefit</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">(5)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">(6)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">(7)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">(8)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">(9)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">(10)</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#e6e6ff;border-bottom:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-

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[illegible]

[illegible]

family: 'Times New Roman', sans-serif; font-size: 10pt; font-weight: 400; line-height: 100%">2

colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77.10 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Performance change</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,509 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77.10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(873) </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129.16 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Nonvested at December 31, 2024</div></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">174,073 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">154.89 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">
</div><div style="text-align:justify">The weighted average per share grant-date fair values of PSUs granted during 2024, 2023 and 2022 were \$148.01, \$155.80 and \$164.43, respectively. The total fair value of PSUs that vested during 2024, 2023 and 2022 were \$12 million, \$13 million and \$5 million, respectively. </div><div style="text-align:justify">
</div><div style="text-align:justify">Almost all PSUs granted in 2024, 2023 and 2022 include vesting conditions based on the achievement of the Company's return on invested capital ("ROIC") and average rental adjusted EBITDA performance measured over a three-year period starting from the year of grant. </div><div style="text-align:justify">
</div><div style="text-align:justify">Restricted Stock Units</div><div style="text-align:justify">
</div><div style="text-align:justify">RSUs granted under the 2018 Omnibus Plan will vest based on a minimum period of service or the occurrence of events (such as a change in control, as defined in the 2018 Omnibus Plan) specified by the Compensation Committee. Compensation expense for RSUs is based on the grant date fair value and is recognized ratably over the vesting period which generally ranges from one year to three years. </div><div style="text-align:justify">
</div><div style="text-align:justify">A summary of the RSU activity is presented below. </div><div style="margin-bottom:1pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:73.277%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.201%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Units</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
Average Grant Date
Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Nonvested at December 31, 2023</div></td><td colspan="2" style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">200,139 </td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td style="background-color:#cceeef;border-top:1pt solid

000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">123.82</td><td style="background-color:#cceeef;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">108,138</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">152.88</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(81,543)</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,353)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150.68</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">Nonvested at December 31, 2024</td><td colspan="2" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">224,381</td><td colspan="3" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;padding:2px 0;text-align:right;vertical-align:bottom">137.10</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">
</div><div style="text-align:justify">The weighted average per share grant date fair values of RSUs granted during 2024, 2023 and 2022 were \$152.88, \$150.58 and \$155.68, respectively. The total fair value of RSUs that vested during 2024, 2023 and 2022 was \$10 million, \$9 million and \$9 million, respectively.</div>22000001140000<div style="text-align:justify">The following table summarizes the expenses and associated income tax benefits recognized (in millions):</div><div style="margin-bottom:1pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:57.757%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:12.227%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Years Ended December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr></table></div>

Compensation expense

17	18	27	(4)	(5)	(7)	Total
Income tax benefit						
(4)		(5)				
(7)		(7)				
Total						
13						
13						
20						

A summary of option activity is presented below.

170000000180000002700000040000005000000700000013000000130000002000000016000000P1Y4M24DP10									
A summary of option activity is presented below.									
border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;text-align:center;width:99.707%									
width:1.0%									
width:52.565%									
width:0.1%									
width:1.0%									
width:9.603%									
width:0.1%									
width:0.1%									
width:1.0%									
width:11.070%									
width:0.1%									
width:0.1%									
width:0.386%									
width:0.1%									
width:1.0%									
width:10.043%									
width:0.1%									
width:0.1%									
width:0.386%									
width:0.1%									
width:1.0%									
width:9.461%									
width:0.1%									

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Account Information

Account Number	188758123.2168848148.0115316977.107050977.10873129.16174073154.89148.01155.80164.4312000000130
Account Type	Nonvested
Account Balance	174.073
Account Status	Active
Account History	154.89

Summary of RSU Activity

Grant Date	Fair Value
188758123.2168848148.0115316977.107050977.10873129.16174073154.89148.01155.80164.4312000000130	174.073
174.073	154.89

Units

Units	Weighted Average Grant Date Fair Value
188758123.2168848148.0115316977.107050977.10873129.16174073154.89148.01155.80164.4312000000130	174.073
174.073	154.89

#background-color:#cfeeff;padding:0 1pt"></td><td style="background-color:#cfeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cfeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">123.82</td><td style="background-color:#cfeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">108,138</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">152.88</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cfeeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cfeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(81,543)</td><td style="background-color:#cfeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,353)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150.68</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cfeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Nonvested at December 31, 2024</div></td><td colspan="2" style="background-color:#cfeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">224,381</td><td style="background-color:#cfeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cfeeff;padding:0 1pt"></td><td style="background-color:#cfeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cfeeff;padding:2px 0;text-align:right;vertical-align:bottom">137.10</td><td style="background-color:#cfeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>200139123.82108138152.8881543125.032353150.68224381137.10152.88150.58155.6810000000090000009000 Taxes<div style="text-align:justify">The components of income before income taxes for the periods were as follows (in millions):</div><div style="margin-bottom:1pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:62.589%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.613%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.613%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.615%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Years Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cfeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Domestic</td><td style="background-color:#cfeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cfeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"></td>

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height:100%">

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

The principal items of the U.S. and foreign net deferred tax assets (liabilities) are as follows (in millions):

	December 31, 2024	December 31, 2023
Deferred tax assets:		
Employee benefit plans	4	6
Tax credit carryforwards	5	3
Right-of-use assets	185	230
Deferred interest	80	58

Accrued expenses	59	
	55	
Net operating loss carryforwards	42	
	108	
Total deferred tax assets	420	
	415	
Less: valuation allowance	(5)	
	(2)	
Total net deferred tax assets	415	
	413	
Lease liabilities	(218)	
	(179)	
Prepaid expenses	(4)	

color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3)</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Depreciation on tangible assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(913)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(899)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(80)</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(75)</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Total deferred tax liabilities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,215)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,156)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Net deferred tax liability</td><td colspan="2" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(800)</td><td colspan="2" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(743)</td><td colspan="2" style="background-color:#cceeef;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:3pt;text-align:justify">Management also records deferred tax assets for unutilized net operating loss carryforwards in various tax jurisdictions. As of December 31, 2024, a deferred tax asset of \$26 million was recorded for unutilized federal net operating loss carryforwards ("NOL carryforwards"). The total federal NOL carryforwards are \$136 million and have an indefinite carryforward period. State NOL carryforwards have generated a deferred tax asset of \$16 million and expire over various years beginning in 2025.</div><div style="text-align:justify">
</div><div style="text-align:justify">As of December 31, 2024, deferred tax assets of \$5 million were recorded for federal and various state tax credit carryforwards and expire in various years beginning in 2036.</div><div>
</div><div style="text-align:justify">In determining the valuation allowance, an assessment of positive and negative evidence was performed regarding realization of the net deferred tax assets in accordance with Topic 740. This assessment included the evaluation of scheduled reversals of deferred tax liabilities, the availability of carryforwards and estimates of projected future taxable income. Based on the assessment, as of December 31, 2024, total valuation allowances of \$5 million were recorded against deferred tax assets. Although realization is not assured, the Company has concluded that it is more likely than not the remaining deferred tax assets of \$415 million will be realized and as such no valuation allowance has been provided on these assets.</div><div style="text-align:justify">
</div><div style="text-align:justify">The income tax in the accompanying consolidated statements of operations differs from the income tax calculated by applying the statutory federal income tax rate to income before income taxes due to the following (in millions):</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.642%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td>

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100

(a) Relates to non-deductible goodwill impairment on Cinelease assets held for sale.

As a result of the Tax Cuts and Jobs Act of 2017, previously undistributed earnings from foreign subsidiaries are deemed to have been repatriated as of December 31, 2017 for federal income tax purposes. Beginning in 2018, companies are generally able to repatriate earnings from foreign subsidiaries with no U.S. federal income tax impact. As of December 31, 2024, the Company continues to assert that earnings from foreign operations are not permanently invested. The Company, as a matter of policy, looks to repatriate foreign earnings in a tax efficient manner. Many foreign jurisdictions impose taxes on distributions to other jurisdictions. Due to the variations and complexities of these laws, the Company believes it would be impractical to calculate and accrue these taxes beyond the normal earnings and profits standard for U.S. tax purposes.

As of December 31, 2024, the Company is maintaining the assertion that future earnings associated with the potential stock sale or liquidation of foreign subsidiaries are permanently reinvested. Accordingly, the Company has not recorded any deferred tax liabilities associated with these book-to-tax differences. The Company has analyzed the potential tax liability associated with these differences to be approximately \$67 million.

The total cumulative amount of unrecognized tax benefits is \$15 million and \$12 million as of December 31, 2024 and 2023, respectively.

The Company files one or more income tax returns in the U.S. and non-U.S. jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities and open tax years span from 2014 to 2023. The Company is currently under audit for the 2014 through 2016 income tax years. Several U.S. state and non-U.S. jurisdictions are under audit. The IRS completed its audit of the Company's 2016 consolidated income tax return, in which Herc was included, and had no changes to the previously filed tax return. The Company is under audit for 2024 as part of the IRS Compliance Assurance Program. The Company does not expect any material assessments resulting from these audits.

The Organization for Economic Co-operation and Development (OECD) has a framework to implement a global minimum corporate tax of 15% for companies with global revenues and profits above certain thresholds (referred to as "Pillar 2"), with certain aspects of Pillar 2 effective January 1, 2024 and other aspects effective January 1, 2025. While it is uncertain whether the U.S. will enact legislation to adopt Pillar 2, certain countries have adopted legislation, and other countries are in the process of introducing legislation to implement Pillar 2. We have evaluated the impact of Pillar 2 on our effective tax rate, our consolidated results of operation, financial position, and cash flows and have determined there is no impact to the Company in 2024.

The components of income before income taxes for the periods were as follows (in millions):

	2024	2023	2022
Domestic			

[illegible]

			2023			2022								
Current:									Federal			\$		
8									\$			—		
\$			—			—			—			—		
\$			—			—			—			—		
\$			—			—			—			—		
\$			—			—			—			—		
\$			—			—			—			—		
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\$			—			—			—			—		
\$			—			—			—			—		
\$			—			—			—			—		
\$			—											

[illegible]

Top 1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeef;padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:3pt
double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">\$ </td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-
top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">100<span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-
top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeef;padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:3pt
double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">\$ </td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-
top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">104<span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td><td style="background-color:#cceeef;border-bottom:3pt double #000000;border-
top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
</div>80000000004000000040000000500000009000000070000000150000000210000000110000000200000000630000000860000
60000000-10000000020000000400000002000000059000000089000000084000000080000000100000000104000000<div
style="text-align:justify"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">The principal items of the U.S. and foreign net deferred tax assets (liabilities) are as
follows (in millions):</div><div style="text-align:center"><table style="border-
collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td
style="width:1.0%"></td><td style="width:70.056%"></td><td style="width:0.1%"></td><td style="width:1.0%">
</td><td style="width:12.955%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:13.104%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td>
<td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">December 31, 2024
</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-
align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">December 31, 2023</td></tr><tr><td colspan="3"
style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Deferred tax assets:</td><td colspan="3" style="background-color:#cceeef;border-top:1pt
solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeef;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Employee benefit plans</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">\$ </td><td style="background-color:#ffffff;padding:2px 0;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">4 </td><td style="background-color:#ffffff;padding:2px 1pt
2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">\$ </td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px
1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Tax credit carryforwards</td><td colspan="2"
style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">5 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">3 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-
align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Right-of-use assets</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">230 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px
0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">185 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"
style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Deferred interest</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">80 </td><td style="background-
color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

[illegible]

Depreciation on tangible assets (913)
 Intangible assets (899)
 Total deferred tax liabilities (80)
 Net deferred tax liability (1,156)
 The income tax in the accompanying consolidated statements of operations differs from the income tax calculated by applying the statutory federal income tax rate to income before income taxes due to the following (in millions):

2024	2023	2022	2021	2020	2019	2018
10.600%	10.595%	10.595%	10.595%	10.595%	10.595%	10.595%
0.600%	0.384%	0.384%	0.384%	0.384%	0.384%	0.384%
0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%
1.0%	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%

Years Ended December 31, 2024
 2023
 2022
 2021
 2020
 2019
 2018

[illegible]

[illegible]

</td><td style="background-color: #ffffff; border-bottom: 3pt double #000000; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td></tr></table></div><div style="text-align: justify;">(a) Relates to non-deductible goodwill impairment on Cinelease assets held for sale.</div>6100000093000000910000000500000009000000100000000140000002000000-1000000-10000000-20000000014000000006000000060000001000000010000000800000000100000000670000001500000

Other Comprehensive Income (Loss)

The changes in the accumulated other comprehensive income (loss) balance by component (net of tax) are presented in the tables below (in millions):				
Pension and Other Post-Employment Benefits				
Foreign Currency Items				
Accumulated Other Comprehensive Income (Loss)				
Balance at December 31, 2023				
(20)				
(98)				
(118)				
Other comprehensive loss before reclassification				
—				
(25)				
(25)				
1				
Amounts reclassified from accumulated other comprehensive loss				
1				
—				
1				

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

3

							7	
			10					
Amounts reclassified from accumulated other comprehensive loss			1					
1								
						1		
Net current period other comprehensive income			4					
7			11					
Balance at December 31, 2023			\$(20)					
						(98)		
			\$(118)					

Amounts reclassified from accumulated other comprehensive income (loss) to net income were as follows (in millions):

<tr>	<td style="width:1.0%">	<td style="width:0.1%">	<td style="width:1.0%">	<td style="width:0.1%">	<td style="width:0.1%">	<td style="width:0.1%">	<td style="width:0.1%">

[illegible]

[illegible]

1pt"></td></tr></table></div>100000010000000100000002000000-2000000-1000000-2000000-10000000-1000000-1000000-1000000-1000000Commitments and Contingencies <div style="margin-bottom:3pt;text-align:justify">Legal Proceedings</div><div style="text-align:justify">The Company is subject to a number of claims and proceedings that generally arise in the ordinary conduct of its business. These matters include, but are not limited to, claims arising from the operation of rented equipment and workers' compensation claims. The Company does not believe that the liabilities arising from such ordinary course claims and proceedings will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.</div><div style="text-align:justify">The Company has established reserves for matters where the Company believes the losses are probable and can be reasonably estimated. For matters where a reserve has not been established, the ultimate outcome or resolution cannot be predicted at this time, or the amount of ultimate loss, if any, cannot be reasonably estimated. Litigation is subject to many uncertainties and there can be no assurance as to the outcome of the individual litigated matters. It is possible that certain of the actions, claims, inquiries or proceedings, could be decided unfavorably to the Company or any of its subsidiaries involved. Accordingly, it is possible that an adverse outcome from such a proceeding could exceed the amount accrued in an amount that could be material to the Company's consolidated financial condition, results of operations or cash flows in any particular reporting period.</div><div style="text-align:justify">
</div><div style="margin-bottom:3pt;text-align:justify">Off-Balance Sheet Commitments</div><div style="text-align:justify">Indemnification Obligations</div><div style="text-align:justify">
</div><div style="text-align:justify">In the ordinary course of business, the Company executes contracts involving indemnification obligations customary in the relevant industry and indemnifications specific to a transaction such as the sale of a business or assets or a financial transaction. These indemnification obligations might include claims relating to the following: accuracy of representations; compliance with covenants and agreements by the Company or third parties; environmental matters; intellectual property rights; governmental regulations; employment-related matters; customer, supplier and other commercial contractual relationships; condition of assets; and financial or other matters. Performance under these indemnification obligations would generally be triggered by a breach of terms of the contract or by a third-party claim. The Company regularly evaluates the probability of having to incur costs associated with these indemnification obligations and has accrued for expected losses that are probable and estimable. The types of indemnification obligations for which payments are possible include the following:</div><div style="text-align:justify">
</div><div style="margin-bottom:3pt;text-align:justify">The Spin-Off</div><div>In connection with the Spin-Off, pursuant to the separation and distribution agreement (agreements and defined terms are discussed in Note 20, "Arrangements with New Hertz"), the Company has assumed the liability for, and control of, all pending and threatened legal matters related to its equipment rental business and related assets, as well as assumed or retained liabilities, and will indemnify New Hertz for any liability arising out of or resulting from such assumed legal matters. The separation and distribution agreement also provides for certain liabilities to be shared by the parties. The Company is responsible for a portion of these shared liabilities (typically 15%), as set forth in that agreement. New Hertz is responsible for managing the settlement or other disposition of such shared liabilities. Pursuant to the tax matters agreement, the Company has agreed to indemnify New Hertz for any resulting taxes and related losses if the Company takes or fails to take any action (or permits any of its affiliates to take or fail to take any action) that causes the Spin-Off and related transactions to be taxable, or if there is an acquisition of the equity securities or assets of the Company or of any member of the Company's group that causes the Spin-Off and related transactions to be taxable.0.15Fair Value Measurements <div style="margin-top:6pt;text-align:justify">Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal market or, if none exists, the most advantageous market, for the specific asset or liability at the measurement date (referred to as the "exit price"). Fair value is a market-based measurement that should be determined based upon assumptions that market participants would use in pricing an asset or liability, including consideration of nonperformance risk.</div><div style="text-align:justify">
</div><div style="text-align:justify">The Company assesses the inputs used to measure fair value using the three-tier hierarchy promulgated under U.S. GAAP. This hierarchy indicates the extent to which inputs used in measuring fair value are observable in the market.</div><div style="text-align:justify">
</div><div style="padding-left:13.5pt;text-align:justify">Level 1: Inputs that reflect quoted prices for identical assets or liabilities in active markets that are observable.</div><div style="padding-left:13.5pt;text-align:justify">
</div><div style="padding-left:13.5pt;text-align:justify">Level 2: Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.</div><div style="padding-left:13.5pt;text-align:justify">
</div><div style="padding-left:13.5pt;text-align:justify">Level 3: Inputs that are unobservable to the extent that observable inputs are not available for the asset or liability at the measurement date and include management's judgment about assumptions that market participants would use in pricing the asset or liability.</div><div style="text-align:justify">Under U.S. GAAP, entities are allowed to

measure certain financial instruments and other items at fair value. The Company has not elected the fair value measurement option for any of its assets or liabilities that meet the criteria for this option. Irrespective of the fair value option previously described, U.S. GAAP requires certain financial and non-financial assets and liabilities of the Company to be measured on either a recurring basis or on a nonrecurring basis as shown in the sections that follow.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The fair value of cash, accounts receivable, accounts payable and accrued liabilities, to the extent the underlying liability will be settled in cash, approximates the carrying values because of the short-term nature of these instruments. The Company's assessment of goodwill and other intangible assets for impairment includes an assessment using various Level 2 (EBITDA multiples and discount rate) and Level 3 (forecasted cash flows) inputs. See Note 2.

Basis of Presentation and Significant Accounting Policies, for more information on the application of the use of fair value methodology.

Cash Equivalents

Cash equivalents primarily consist of money market accounts which are classified as Level 1 assets which the Company measures at fair value on a recurring basis. The Company measures the fair value of cash equivalents using a market approach based on quoted prices in active markets. The Company had \$27 million and \$31 million in cash equivalents at December 31, 2024 and 2023, respectively.

Debt Obligations

The fair values of the Company's ABL Credit Facility, AR Facility and finance lease liabilities approximated their book values as of December 31, 2024 and 2023. The fair value of the Company's 2027 Notes and 2029 Notes are estimated based on quoted market rates as well as borrowing rates currently available to the Company for loans with similar terms and average maturities (Level 2 inputs) (in millions).

	December 31, 2024	December 31, 2023
Nominal Unpaid Principal Balance	\$1,200	\$1,182
Aggregate Fair Value	\$1,200	\$1,182

Notes

1,200	
1,180	
2029 Notes	
800	
809	
2,000	
1,991	
1,200	
1,180	

The fair value of the Company's 2027 Notes and 2029 Notes are estimated based on quoted market rates as well as borrowing rates currently available to the Company for loans with similar terms and average maturities (Level 2 inputs) (in millions).

<td>	<td>	<td>	<td>	<td>	<td>	<td>	<td>	<td>	<td>	<td>	<td>	<td>	<td>
</tr></table>													

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[illegible]

[illegible]

[illegible]

Net income, basic and diluted		
211	347	330
Denominator:		
Basic weighted average common shares		
28.4	28.5	
28.6		
28.7		
28.5		
28.7		

top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30.2</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Earnings per share:</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Basic</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7.43</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">12.18</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">11.15</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7.40</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">12.09</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">10.92</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">Antidilutive stock options, RSUs and PSUs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">—</td><td colspan="2" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.1</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.1</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>211000000347000000330000000284000002850000029600000100000200000600000285000002870000030206 with New Hertz <div style="text-align:justify">On June 30, 2016, the Company, in its previous form as the holding company of both the existing equipment rental operations as well as the former vehicle rental operations (in its form prior to the Spin-Off, "Hertz Holdings"), completed a spin-off (the "Spin-Off") of its global vehicle rental business through a dividend to stockholders of all of the issued and outstanding common stock of Hertz Rental Car Holding Company, Inc., which was re-named Hertz Global Holdings, Inc. ("New Hertz") in connection with the Spin-Off. New Hertz is an independent public company and continues to operate its global vehicle rental business through its operating subsidiaries including The Hertz Corporation ("THC").</div><div style="text-align:justify">
</div><div style="text-align:justify">In connection with the Spin-Off, the Company entered into a separation and distribution agreement (the "Separation Agreement") with New

Hertz. In connection therewith, the Company also entered into various other ancillary agreements with New Hertz to effect the Spin-Off and provide a framework for its relationship with New Hertz. The following summarizes some of the most significant agreements and relationships that Here Holdings continues to have with New Hertz.

Separation and Distribution Agreement

The Separation Agreement sets forth the Company's agreements with New Hertz regarding the principal actions taken in connection with the Spin-Off. It also sets forth other agreements that govern aspects of the Company's relationship with New Hertz following the Spin-Off including (i) the manner in which legal matters and claims are allocated and certain liabilities are shared between the Company and New Hertz; (ii) other matters including transfers of assets and liabilities, treatment or termination of intercompany arrangements and releases of certain claims between the parties and their affiliates; (iii) mutual indemnification clauses; and (iv) allocation of Spin-Off expenses between the parties. There have been no material claims or expenses incurred with respect to these agreements in any of the periods presented.

Tax Matters Agreement

The Company entered into a tax matters agreement with New Hertz that governs the parties' rights, responsibilities and obligations after the Spin-Off with respect to tax liabilities and benefits, tax attributes, tax contests and other tax matters regarding income taxes, other taxes and related tax returns.

Segment Information

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the chief operating decision maker in deciding how to allocate resources to an individual segment and in assessing performance. The Company's Chief Operating Decision Maker ("CODM") has been identified as its chief executive officer ("CEO").

The Company considered guidance in ASC Topic 280, Segment Reporting, and used the management approach in determining its reportable segments. The Company has determined that it has two operating segments that are aggregated into one reportable segment: equipment rental.

The equipment rental segment derives revenues from customers by renting equipment from the Company's fleet, which includes aerial, earthmoving, material handling, trucks and trailers, air compressors, compaction, lighting, trench shoring, and studio and production equipment. The Company's broad portfolio of equipment for rent is fungible and can be deployed throughout the geographies where the Company does business.

Performance and resource allocation, particularly the amount and timing of new equipment purchases, are evaluated by the CODM using net income. Net income is also used when determining other capital allocation priorities such as completing acquisitions, paying dividends or repurchasing Company shares. Net income of the equipment rental segment is reported on the consolidated statement of operations as consolidated net income. Additionally, the measures of segment assets are reported on the consolidated balance sheet as total consolidated assets and rental equipment, which is also disclosed in Note 4, "Rental Equipment."

There are no significant segment expenses other than those presented on the consolidated statement of operations and the Company does not have intra-entity sales.

The Company generates substantially all of its equipment rental revenue in North America. For each of the last three fiscal years, revenues from external customers attributed to the U.S. and all foreign countries (primarily Canada) in total are set forth below:

	2024	2023	2022	United States
	54.635%	13.164%	13.461%	

family: 'Times New Roman', sans-serif; font-size: 10pt; font-weight: 400; line-height: 100%;>3,314</td><td style="background-color: #ceefff; border-top: 1pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom;"></td><td colspan="3" style="background-color: #ceefff; padding: 0 1pt;"></td><td style="background-color: #ceefff; border-top: 1pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom;">3,019</td><td style="background-color: #ceefff; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td><td colspan="3" style="background-color: #ceefff; padding: 0 1pt;"></td><td style="background-color: #ceefff; border-top: 1pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom;">2,499</td><td style="background-color: #ceefff; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td></tr><tr><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt; text-align: left; vertical-align: bottom;">International</td><td colspan="2" style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">254</td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt;"></td><td colspan="2" style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">263</td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt;"></td><td colspan="2" style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom;">241</td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td></tr><tr><td colspan="3" style="background-color: #ceefff; padding: 2px 1pt 2px 7pt; text-align: left; vertical-align: bottom;">Total revenue</td><td colspan="10" style="background-color: #ceefff; border-bottom: 3pt double #000000; border-top: 1pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom;">3,568</td><td colspan="3" style="background-color: #ceefff; border-bottom: 3pt double #000000; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td><td colspan="3" style="background-color: #ceefff; padding: 0 1pt;"></td><td colspan="3" style="background-color: #ceefff; border-bottom: 3pt double #000000; border-top: 1pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom;">3,282</td><td colspan="3" style="background-color: #ceefff; border-bottom: 3pt double #000000; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td><td colspan="3" style="background-color: #ceefff; padding: 0 1pt;"></td><td colspan="3" style="background-color: #ceefff; border-bottom: 3pt double #000000; border-top: 1pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom;">2,740</td><td colspan="3" style="background-color: #ceefff; border-bottom: 3pt double #000000; border-top: 1pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom;"></td></tr></table></div><div style="text-align: justify;">Geographic information for long-lived assets, which consist primarily of rental equipment and property and equipment, was as follows (in millions):</div><div style="margin-bottom: 1pt; text-align: center;"><table style="border-collapse: collapse; display: inline-table; margin-bottom: 5pt; vertical-align: text-bottom; width: 99.122%"><tr><td style="width: 1.0%"></td><td style="width: 70.286%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 12.911%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.389%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 12.914%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="padding: 0 1pt;"></td><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: bottom;">December 31, 2024</td><td colspan="3" style="padding: 0 1pt;"></td><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: bottom;">December 31, 2023</td></tr></table></div><div style="background-color: #ceefff; padding: 2px 1pt; text-align: left; vertical-align: bottom;">Total assets</div><td colspan="3" style="background-color: #ceefff; border-

1pt solid #000000;padding:0 1pt">			1pt solid #000000;padding:0 1pt">		
United States			7,375		
International			502		
Total			7,877		
Rental equipment, net			7,061		
United States			3,962		
International			263		
Total			285		

align:right;vertical-align:bottom">4,225</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,831</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td colspan="3" style="background-color:#cceeef;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">United States</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">525</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">436</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">International</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">554</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">465</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company generates substantially all of its equipment rental revenue in North America. For each of the last three fiscal years, revenues from external customers attributed to the U.S. and all foreign countries (primarily Canada) in total are set forth below: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:54.635%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.164%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.164%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.461%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Years Ended December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td></tr></table>

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[illegible]

serif;font-size:10pt;font-weight:400;line-height:100%"></td><td style="background-color:#cceeef;padding:2px 0;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Year to date December 31, 2023</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Year to date December 31, 2022</td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>20000000700000000068000000220000001800000065000000063000000200000001400000052000000048000006 style="text-align:justify">On November 8, 2024, W. Mark Humphrey, our Chief Financial Officer, adopted a trading plan intended to satisfy Rule 10b5-1(c) under the Exchange Act (the "Trading Plan"). The Trading Plan provides for the potential sale of (1) up to 852 shares of Here Holdings Inc. common stock and (2) additional net shares acquired through vesting of restricted stock units and performance stock units between February 6, 2025 and March 13, 2025 may be sold so long as the market price of the Here Holdings Inc. common stock satisfies certain threshold prices specified in the Trading Plan. The Trading Plan will expire on October 31, 2025, subject to early termination for certain specified events set forth in the Trading Plan.</div>November 8, 2024W. Mark HumphreyChief Financial Officertrue852March 13, 2025238true

58LU6O)&VEP=_A2L6\$!7X#E./8^@+@RWRB>=E<=>MF+W''M3(\\\$>JD)YXNZ30MG//%-OPH9ZX I2!=7+.LJA;WZD&"MDG3#)AJU\$+NN<&)A.1D+Q?Q);,;M%*3GE<5S+|BKUPGL3(9A|;BR!;>+\\\$(M&U.F%JN%2Z.P1)>"#<|FOF2R,DV|AR'25|XST%IADI(%#YC,,?L TRN0|TU# MN+|/R.A9MU\$3V|''MI4?E:1|X8^',5DBES5T5N/|I VUQB|!;CF:*O)DQ)|FUAL^H* B4VJ6>;L2H)|^ M2!;LP!6H!7!:=#H&*#H0RUK0^;9E|A23?;Z^!J!;HH|;KF%"UE.MTCF)K*>^MD^/TSO/4>*8?;|KIBN#XN8T? D4A3S7C+7D+L.U>;E?;N.;7;N5FYB>M#97!0+;(7E+A-0|''EH7#4Z45CGR88<3CTF>>DAQ!..*/Z@O.)(|JBH|5%0 MN*J%HU6XBA?3N>(D1+52ZK4.Y6XT^('(%1-\$'(L_JA:1VBS&X@C)? ELZY616OK(3,8=LDR3#J3J|N=R58N*DP_EW,0FW''M%8LDSE;|M_SS30>+9S"7; |0ZXTYT0F)P@M>4)A|&UH66MZ/26A?^XD."508.1-V |FWOKFI\$M''+Q|!+3/L&FAL/\$=&0"6>D3;8A1@XA^@X MQWZGPHJ.DH_T"4.#Z!;|F.;3.2U#++E|C>3@1.=^;ES6VA.W;)-O.Q4<"0#<|D+)|Q;|N^DWA|3H_CZ;P M)+#P'O2@6N7B&O.'9'.|ZLXVWG+3EIR7I''LO.HU'8Q;LZ|8-V#?;HY.Q4| M.C6M_20C.*H\$6Q/7.5|X|;S<:86LDG*G^H>.9GT\$1%QAD8* MKE<*>(DW%\$(K%0>(M_.6G+-%#=%26T%U0IUWG:- I"%3K9>;+MFH^A1.@9MK.M_EE|I98&BC7_8|HPTZGU"\$.+|LJ6N'V&/%GD954BJE63RO%E&^'|Z047H) M|H=GGI(15>>G)|QIY2|AP%A.2WOKQ)00;U'&J=4N5SKY2@ZGZQ*=4M-N67\$0X7|Z1)B9%GBPF4;6X|VWLIMW?#3|QC MY=^|>FFL5%I<\$?Y;_C\\%KF2JBN9\$MA&KD?@"^;<6TO)5|*OKP00MRJ*_P!M^+|5ZE5/@2|OH<4.E*QSP|SH/H |PN(1&-76;#;ZN?NOYJY|H.KU42PRSM M H|+<3|XDEHRJTW;D4NGU(LVVI3D<@;|DLN\$TST N&U_503(J|''OCU|''9QR''' M)^47>>;A2SB284!|799B8?OA543*_LSM0-!Q=AD|W.(G#U?5BTN)\$=-1M(FDN|XE>(-'%\$%>U.'^D)'NAR&K#R7| <659^'7SZ".+QFC3%O%.U>;=PQ8,P"55W|YN.6S4^NP3YSB;M|6V.GJ=PQ>H.H&J(Z;>|6.21%F+&1N(|? _39W6)G32;3PWF|NHJFH*.WF_M_V?O6YL31D)\$_TH&NWO'M8\$D|&LVNL("E=-S+IMKW%-W_FT(2QFA(2K8=M

M^M??Wl/?S6ZHVVT]=3N|A%EP&KQ/?"/RLP^?Y1PD->7X@|82|FWL=-MH;UW+DEW|OWK?
MVMW5'>L_PO>^=^^<>N6IS!DF'G|+?IY9ORB?QW'FV:EB2_M|')1:32OU0V)HUHM^C8QU3.:28H7Y6:-|F-HP#N?
ZOP3|:R?|RAMG%M/W@S3_M9&.K%T.KT2VN#18&?67|'63|4X<"1P=TF;"IT|,0J%YLT-XU/KPUWS>-0ZJ
MGM_5G|%'H|*F6|_N22LMN&'B>%YE|9(C|HX>3'Y'?7?Q'M>A8OXJGPJ/F%)_M7^'63SOM&4OWXTL2QX|Q|
(7/=LB_WU;K7E3^9SJUR\$3JE<@*B)XJIG:181J2+|R-/P|Q
M+QJ2M\$2APKJR#;T65|:1@S'9@K+:/DYVHZJE+;"HJZ5J)9LYV8I2JCM_M5|_2L|E/40G\$NSV<(:>))T_?9"
7Q|HE?_SH|UQ8J|6_M+|PHC4:Q7FV<3Q|_F6Z:CVB-3#=-T4)DB8MDUT0D.0|9:BI'"9"F*4I2BT;34_M_=-I
=1M9)Z2;FDS&42_Z'W&+(MN5\$PE(|D&#;.E\$TF'2IE'Q9*)7WE@|Y2H@|'"0'_NQ9?6+9CVMFIQ00_-(YVM%@
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KQ3+7+EA+_F6J_M'+4E1VT=2J|Q)GQEKV'40UHL->+B9\$C790_DJVN>QY2|B8,CNDAVG%)'5'VP_M:HSKI6H,%
|I68U\$4|R|TL:D|I@?^?L?H#;+8+X?'_/'M|'Y9Q?>;^_3_MQ5'W|H9TN_*.H8KJU62XU53PU#E1TA(X6...5
MEK_201KU|)=?N"(J(S%0#JZ4-W(L,MY)=AO*4(2+6QG_5EJ'FIU45#<55_MS|*#_180W'9'R_7&-
=CX*(C%&|H_6EM(CM=[KQ1N|AO_/\$|#JU549R/'6^;\$_M=CVBV94*IM6+"KYCX:5&X"D8Z%_L8B97A>-'
M;KOPB;TQT"@<+(0SB3Y\$4_%.G6_=-YIM67(7CD%ST_M|M57T3YE6_MT4>+YT5|_PNU@(|V;|_Q9%P6B|MB|>RBQ?
63C1;7%-8*|ZAHJU&@\$XH6RV+QTX4RV+Q92YR_M,F'DFLJ+Q1LG,?CODNI%9+%X(N'=-.5B1J&H,H-D-
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)VL(U|J5YNE&A9H@5=1*46NLUE"<_%.0HYS6\$M>X2+_B_R=-/;|G^9|;|G_J6%RDY:T?F*PA#-
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MX_Y/-5D=(T0QO:WDEA|Y)U_|6:4;E.SKO:H(P25*ZW7MNT|H24*6K)5-TVN_MWE6@7H\$;V7|Q&M<+A|4|B'|"A";G)-
|A+7C=ER3O9Y-WDOYVIG/'?IN;|C_MFE_VP314Q_GWQJHG5X56M0;VA#|K|I>&_S;|MK""/2;KU|F:PO"CX05?
MXN_B-6;|<02>|JLC|Y7^&17;Q8TJ%^N)6Z;ZI89|0XD>W|_W_K(=NH_5_=-6
M_6A9P^_P2Q|715>O7\$257AHW<#>IK;%)_M(&8,?9)|M//CDL6,=B9+>8/8W_MR|H^+UIVF|NN3*L0
=TAWVY@|J|F@HV=3;_TKARJ;9H>:O7R^VB-G|JGR)"_M|7J;E73_Q#)GTK%P4GJD2"Q-
T5S"\$L,T\$9=C0:V9"&J18.KZFLM\$&|XDH&D2_M_:FHAZU?048P:1_7S|<|=EYQDLOH9)NV?^YO?O)=?|VW6_._9\$V*P
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M9W=|EDKAIHH39+DPUTG/PY:QV^#0M>K+A29W9U2H#)X MJSA'4(S&?+|H8|_M62M*8DQ:L;H#RM0*
ZOY;Q)ES@!ED@G7'5"FCEV,A'6)9<_M^GM8|>S*"'5G>7OFC2N6))H%&|4_R|;R&V6L,3P3/6%-"C>C*U7EB@N43R?
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(_|9>M3V0|BW<+)|JAB6|E=(LT7_W-I\$";_MK'J\$YD3=-Y4@ENR7EEF_M#D|<)"F(8
B%K9&NW<|&9%RF;/_-7"C>RI=P(M=DYEP\$9Y%'N\$F+VJHM%V.8?#N_MC#D-E;)YHB34|COC#G_-/'<+|U?
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|H5;R5@;P=K5|Y6Z8ST5<_WDB|H1-N'"|WMS^VN?5(GH=|%;XH6P7G6E'_MYIP\$X/O_MASV!_WG@OVR(|VB6PL1P
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|HX/K)/R_Y*Y|\$43PI+_M7*68;|!@#D|1L_E\$|"/CPZ=ZD9P5|/R&48VMM)+JZ>GCV|H;88X5@_'|A|'A"_^0Z@O-
T;AD&VO%1Z2WWVF"|4E(C3_MP|(S0_U-F|<+>TF7@%|RCFP8|%;|C<|;"26+)|K(3T^ZJ\$(649|5;J<5_VM1
M6RL#;L=_)H?;#;Z5R)HO@3N*_N^X6|ZJ;/LE>(CGGQNC6@%Z;2I^K|F5;<_M_";_RN
_BR!G'9\$G;_DHM/H^XDI9_)05-;|UX?C2J;|O4YF;MR;2B;I
MO^_&GY/8Z;SFB;U&ZFZYPFQT|+^=8A=0<1>S7F3B'W*?O@|\$15RANE99U'4Y_M15UW5'=I^/O+|I^(\$LM%(1\$"
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MNN6UK&'G3|&8HX02P?-PDTSON27JN5I8|Z_2#_%YE3*V1>*|@?2\$ZPTY<|S2;KX9I@EHOP_VIY8N?
XZE|B6VW\$>JGZ>-2CNOT7U122WIDAFY/LM,G4(9CQO_1NBH^@(|4_N?7_IM|UH+99RM_*_4E1C0K.IE1(9
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|S_81<&&\$=35*5"XZ=8#53_85>|QVJ_|K61H#8+|KYIL|KX|J2A_>U2OZJ\$+_MXX_/X\$P1|I(U_Q)?|UV?|6+F3_M#(|
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WCH=WKD^8&T^Y|W?=-V|9SYY9|/JZW|MO=-MUAW|<_7OW?NGWODJLWY+|U^RG|?6UCP23QW/MXF+)
"F:S6Z|=4=P_9=|H_&|A#@VFM+A=FP63C#D@K;/8_|D>@Q*|K_M2V-ZJ5J;F9=-M^&YM@#|H-
+&_&3J|=4_\$XSF(6^ZP|+A|M0*%&0^Z|9R_TKPKW'W2|HPJ'_SV_201G#_G;RQP;_>4R_C4H&|ALYSU_KY_7_1@?
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V_@P^H2X=2SR;+426<@"TT*1K@4'"_|P6WA7/88DK_B|AV\$5\$5H_&D;(-C+|H;_C'X|'"@=|=)A+|CU7R)'C<|H6S?F
M#4"L#_L=29_PQN39WMJ#S_B|4D8F;|CA)1G6P3QV/&1+=+\$>(DK9NOA_H_A
MN("L^/6Z\$&21/4)_U0U3_+QZA@D@7;_"|QATT=&WD7HIWO^0|#+V;G|GF_M?)=-^%3_L;T|ZBSB|@.1HONF&Y
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M_PRSJH_.\$S.'QB.&8(Y-CV(M(^MEOD:FL3)Q2I1%&@P7D*%|P+_Y_M_+L'7M&Z*F3/?9?W9T2?
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%_/_3<;CKFRQ*CA|_W7J|)2F"N<3L_RWBR%5'U@_>VX|_M|_B+MX+*W|^O&TBH|OANK?>T|MS|_H6CC\$-C+>Z?
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MQJO7S_*KYVW|/'>2;A&%9)B47*#4RWD+|SHTRX'ZDGF.*7E#LTOS8#S/FZ?|
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M5_?+|C|+05+<4A#%|MZVR4CACO_IX'F&N8B)CL?|_L>O)M1\$?>#4P#FQ7:P_M^|Z|2Z_D_15\$N|@_QMT_M\$|Z#)9F&8Q@="^
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X>A00NN^_4|_#T|_T#_1E4G|I<_M6=-M@)Q3W|_B#4<|<3'65CLKT?'G'T22A0YMR*4S2D="8\$;YX|T7.PF+R|V-B-K@
BVX%LRQ1OG=@%&_&NIZ|HY@N<00*CVE/FAY(X5'4/MUT%<*GXK|_ML<_M/OF3\$07(|>_*|SD|_K<(+C|O-
^|8^NY;=YVU|X8&SATU>_*4_#_MMS%#E#YAKS|Q_32TP4(A)7PS7\$#&A0_MJ3=?5G&^Y@;A_SOP<=PXV6PU=#=MQ=1%U?K?(XP5_KI
_A6N&T#?K6'_H-HN8%|P2)|@5Y2_5K|C|D_M|_C%GJF08<*WFRPM'|MF9@BQ@QF1_OBZS62?"|YV&#C;|)^X+|H;_&GX8
MO(3%=-G#UPCZ5C8|X1_|OP?>\$-INE1E5+/296*U5JG-R&GR|U+;K.EF_MNZY;5_4LO9FA2EU-UV_R;6;@G-83R\$8E;D)"<@3_KG?=-

47#GC%-(W#J M)A<M)E|Z%Q,-6| MG?N\$TWVS<\$YVO%Q|OE.5|ZK:2FAP39|Y%@5&4YLZ:N=|W-|FL3&X&DX=WK~I
M9RY9B|Q5|(DIGV|:2680|Q|U0LWS88D)DE,%TA,E8Q|H5&X492|\$,|ES|I|
MB"XH".|!DF<|Q%NGC|FKC|!7LQ1|,|GWHTEC%|!>A>8WQ44G|Z:O*O-ML96KOY-XF9/1?M0Q0R9-CXI&=N/59,>7/!4:5Z0DZ|
L:M8E6S#\$.|HA-M|X|YVKB|4FK<9BBDY,3/MH|=92&4BQUY0V>#<KNDN7O:(CZHL,C64VD\$-1K*M62:8|P#|JEC|TPN/9>X2UVL-
|ZCV,FM"0FI<^,~+94+:(M2+<,>GY+|D4Y/|MSLX9V|*~|,PL=@FDR?~W"K7R@<3U|Q@85Z<&+92OYH2?V.SL3|H?MJO^&MM**?
AYM\$K69F(QB|H|MU0XAMXYU+|AD/#<4C.|&UK*Q|QYVG@DY|QBR?7-M<6LJ>:~2.&BS)0|RGI|WRI21#,\$<^|Y84N9|F8+339Q|F.L(9LX;
M|V.V?R|f5=>K.GK=-B(f)|UBRTO.S|O\$*PE6\$FSV|0%>|<5#1&<6+G%>|<M.TF.OFKHAYK7B|E~|N|5#PIZ4|~E4|>~VJ2:N|B8OAI\$M
|K|JH354-4/MW~BZ|F|JNGCE|H3|NG3|P266K,3*TK<DRDHLF>|>U-JLE+|574|H|=\$G MACQR-U|J|8D5\$#|A|HTG)2L3*8K|O.O|!~*F-
0B|J6F\$FK~M-ZZ46<~?|((~M.O|FXGF?Z5UQ9E<CC|PN|4B=B5=0#%7.%D%"F<~!~E#C|H|T|L-1D246#|G\$8-M62W4H/4D|H|6WW-M-
V|>~*F%1RH6?U?A40H5DN+~/M@C<<80.U7<0L5K+569P-DL.W//<0%~MQ+~BP0MS3X3DMO6Y\$M47|G+D@|B6?
~,(O|I=H)MN>6P51H8WC~TXO|I=V#|9&9Z|Y-L%|!~+~YRR-MJ+MD9|ML%~!4|5U4|UJK>2DY5~L-M"6%~W47|G+3-58OQ4UW+M|NY<:
FM2:Z5*Y7|SWX"OYZR-K)%(~/Z3ZHY+~M.O#NSKZ>7)03S-M436L|6?G\$U|==S|J~J|T\$F@I@=;S0+=D+H>D8=@M+=+VOIT)>O-0O(B83%|
<~1-|PRW\$=MP1G|G+3%~Y|MF53|>~Y@+~!+~!~!~!T|H|1OD-E|~UO6L#6<&)8!
M&@<@W2OM0\$|GZ?Q-H,TSMF16*N,\$R25B+26G#949:~4E:DKH02,V2M*~|/M2EK)\$|~5|~!G0CAI;D-|5XJ|>V>G-Y\$|9@HD*=
(7CCZ%>~)D&<~6R-54R-M|E|~|IGOM>~|1XU?~&MJ94FFYQG<5PL|H|H021|J7.EKK,YFJS>FYTFGA-|K/MZ>8^Y>\$G6H40#XU4
MO*6:M*7@HOH"R3|U3#|@S\$R"~<|H|A0."|4|2S#H@)D#4LW9FQ|GWMH7O-M=VR&RUVD.>K&UBJ|H6AOG~L|X\$<P|8|H|P5X-A)~%
~)*TN=|~|D|TCLM\$2|(ODC-MD8N~D|J0=2#Z2JG+DCR1BB|Q|)CC?9#)U|?#O:S&ANE|4U+|H|88>~**M.O>Q;~*6)RQ3#UW.DY%
|G|B|RIV|F\$>2~JTKMV;CB4DMVDYUR2L908N@)M-|MYLO|W|~<~|H.B.(FW5BQO44|JR*(%\$7E=)P\$G
2<~%Q=42FN;2&UKF<4/XO5MF#X(,0D8Z@.Z*|9Z5>K-MHV.E6BGK|>|H|KC3A4|VBCRKT?Q6M5@C=|>\$TOHHW=L>|4H|"\$RF:FK6MB<3
MPL~(+=E#7D?S@NU|@9U;PUW8-JN|0U+|43KT-23|L><~&7^O|H3|0~UB6-M9|~(MB2G>48%||W9H|IP6PNW~|7?C8*TXGEL-~|DC
M.C|U8|0U+K8?~>N>A>DN9LSHCN&BTWGF.CR+<~(QWZ|9|Q-Z|_Z~|N+|)U-M2P|>#9=|=~|W|6V~*8-I\$6XP<G46+9?C~P\$|ZA-44YVN
E|+>0|H|@~M|W9?@|W5X7KZIVL6>D<+OG=GI|~Y&L#L~M5Q~>L>|6|8>D>:(|LO|E|3-MH~^4H|Q?28AIZWS-#PDCL@37?X5F4=V-
0:>+T9|D|G&CQ7QWU3UCES?P*G-MAWN-UR+D:0X~L~*N0@)~CQ8E|H|Q-U:H\$VZ;V|Z|~RC"GEW?L.C"INU%BO~;
M|O|="9.1=O4U%SZ#Z|5A5DZ,"BOCC49|4|HC6?T~M~PDR+BIN-MT|NP7=|L2LZ?~1|H%.O+\$\$U|~8"58SU5.H==<A^HK?02+~*~;K-14\$;
M9FK-T<3#Z|42@G|Y|Y|VOW.H|~;~<V~N3~M|PHU|L~ZW'NG>MTND=7|+>C^L~JWV=93M|+V\$Q4BS83U38HAA~NQ3T|=WKD
M~8&T~Y|W?~V|9S|Y9|H|ZW|MO=UAW|<70W?NGWODJAVH|~^RW~<6%GP2-MS|V|H|17K6U4B~&M18=T~%1M|<~
<@KD\$T4~>5|K|H.H.E|G.C|U>DC(|H\$M-RMS4-UDEJ4"~<~O~NXT%8@L;Z~^D=VU+2AVAFR4(T8ELCWE>?KPY\$\$.LSY?~!>~(X~%2+
|T#~"2W-3PB<~(H|K<~\$)C|W\$B\$+O|M>PUO5H5MZ(VAD-0|>KLDK%\$MD\$RY=4A5|Q-MYT+O~8*6#!&3|T~C&J0|TNE2#;|R8?X|L|H|A~EU?
M*~X5U|2>7-N0RGK>=DR&P~Y|P|Y|Z|P)~&H|&HYMX=6P|R\$|OL(Z~Y6|~M- MFLA|@3%Y+|YQZ-LVZ.<+H|N>X~7+|+|3/5W%TU"D~R*>P
M2|J\$~D7?CN"G@)HRE/#9P|6CQ|4|5NP6G9(|B~LHA(7#%~"PS#@+~!~M\$~A<+EXV*YK-MPZ81R@P-MN|+8874B~46NCF|~
RAEW|1NZR<<3T&O~|U>~|I990+|9#1-M~MO8-#1~|9P6N|S-Z\$>4\$4|<|3~L7SS6U<~3Y\$&AYX;PH@!&&=PL|FXBK7-M&"K|H|M7R|!~
U|G&O|G|E\$N|O+~|F|U>2@8~WGR4|H|Q|N0Q|H@)~|666(C5|P-MZ\$B|~(F#Y~K\$F~EE@|@6~J|B.@R|H|P(W)~EVNH|+~(BEHNDY+~6'S(NYDRT\$X
M-~F%?A4U2R.NH&0V\$B%~K3M#~BOR.XN7*P/UPF<3~#NUF+~;0|@:O|Q| M59G,UO-87
\$|I08\$BUCXGQT|N8\$Y|27Q9=|~%ZQO@Q|&S/T~|RU<MSWR%\$S|T<~<|98K.H~N%|L~7-5@~\$~"FVQ%>~!~|PUL|<2H|7GQ>GFZ|
M~W2\$PUN<K~>P|Q|P@~!~>M"5C|VSN5MZ(VAD-0|>KLDK%\$MD\$RY=4A5|Q-MYT+O~8*6#!&3|T~C&J0|TNE2#;|R8?X|L|H|A~EU?
~"PUE2;D&D-MHA=\$2UFT<=IVA?2M|V?~D|W>O(7@7|CT|HPM2-V?FOP@|T@B4QO*K-OG*XHA+@O|T|\$&|~%T@~MH8=M|R4|>2L8H|V|~
<2-H|H|FM~A&8P<Q7:(S#J\$8^YA.T|H|~OB-MEH.X23PEYB&?A+6K~Z|O-~F%EEB2+D~\$|KY@>~*N4XTH%?&2ZSHP?#180-MQZ=2-
QD+S@>T%8ZO(45ZM~R4VLR#0B8T|>~%?F>|Y?I7EV~X|L~KKO|DNK|(HNO-MM91#CB58**3)|@T~|DP|3?E\$S|VRB?XKAO?T|~|H|O|
3R~YXG>KX~"Z~MVY0.K%AN\$O\$9|4U&0#H0Z~XTC%\$XO~X|A~ZHL>F~\$S-M0#C|JW@)G|F~U~CE|F&H#%N0\$S)NH&<H#%Z|ZC-P9|!@%
(O~!~W)%F3)G~Y~P~L|O+OS*~BU#U~:~%1A@|X|T%~Z(="A1Z%/4-MF3"S25?<4)R7~|W74~<(|9|T|TOPM?~R|J+~S|6G|H6UR|F0IVAS?~\$P88?
BL|3&A-MZ>+~|V5A16&2-84U|~*KO-M|E.61X9B-SA7WPVT%~2|Z6~H|Q~*~|I@~\$~|Z@C.V5~8-KM8#|H7=A~#)3|WJO~GE.C3|M_O@BCN(G_Z-
X|A(HU.NX@/R6R0>0~M#.0AR~&F\$B|H|ERH?P-OA|S|4|U~F|7YV~GRCK-REH~NO~*5P69Q4~4D<~MH>Z#D%|,IDJ~N
1O4G:0G~G4C6B|1YW~H|8~0Q~0K7CZQ|A21-M|B.A~"7W|N)N#O~R(L=|<9&9-5)|@C|G+@8|F@+~|U|H8#N-MW<<<\$V>~%L|/\$&
(#A)@N.59@K|9E%ATWPK|3%B|5/&~R*~GY4|A~P2S3-M-U.6|2:3|O4|L~%~H|P~9K-JS27-H|~(MY6(M,D=YL.C)+E3>>Z|2

C^O=4FO)...(P)6WUW0267X*69(31<-(ZH4,ORC)SHO!6EW&-C\$8WBS<5,MJ#T22TS5RB19;O(KT)9;K30JIZ2.F,IMIXI4O/#IS98?%BMR M:I
(JXK)JMZ28I(=K5;(MU>7;JBTGJ(HOIE:NZ?H=6.1;V,8Q=4<8Z3 MK-Z2/<C63 CCI4LXE>JQQ?=&#PD;>P=
M5I:N9>E:EDZH#W)S987M^AIV)>OKA:EKD?0(I)RZL14:T0:&X7 Q>4B@AI#=#4 'S4J_ M6ATU*J5*6:171W6E"9 J%7U4H?
^K5.N%*X^ZQ\$^QAJK_0ZIVY15 7^<@BV^\$4W MW_29B^<4IHD6.&2JA58;S+^SUL)E #H87#C& 8';?G:1%ISZN;5L'8J_VLA M8P>YT;IM/R
X'C:5%MBM9&16:S%BWLXJ.N&SJOZE:/+4X>7=>BM&O MKN.%QL/<@XV.AO.L;O/ KQMA%_6P.V@M2IY5.'?2+FRU7\$TX%:#..6*
M=&2GU60_Z-S^O.N0.O>C#NBCM_B/UWVUG/WAGVZTIF_)_QLW76 -I I QMI MM=L/I/<^?>^>Z1=>IS.Y17W'YOMD>YIN0@T/OYK=>J
I;=>NIVSW?I5-13E M/R.V^>&=>LX239=)T^M4FK4,^H\$P14+;OYNG6Y*+DH7%0E J>S:383&2^M?J/'^O8+OFF@JDY6;E2<2%P-
OIU7'1GUH)X=N:3D+7.;0^SDBYZ'2X7& M+2CHS)ERJ0#H6.-U3.\$24>>?ZC:KZ@_N43'SLX(I?=>+F2XA/ZF/K;BMM,
^VOIK30X;=>MET6KGR?4LN_IPELZ2QI M0M+\$N=-\$R^*UJZ-C'2T-Z &3-A-K0 M#D4#2N%&614;LMCF)F2J9;9D:GHH(>D9=N3Q*);
(N48DT;39THG.SN@CKUZI)...K*#CC^;V98U5* M.V OM-IB;S0+Y75\$&^<
<IDPO>JEK/PA68:#PC>\$X^K"BCQX")W5SYFF_R3.YXK9X3K;E:OZH MNYMNV#(R)P/!<#&2S)
(S)8\$MS5(S;6LNF.CS29*0)&E9U\$IQPP#2222 M2+;Z250\$72B*21\$Z1+;7CEU*6P
M3A.O7^CO.\$MLWDVH14YTOU^WN.\$Z>=>+^T;K K8;89NYI?9.OSUUM.KJWHIHY(N)X1@3%0+O A4OPC&R %-WSOWK?NVJW6'=
I:OGOH_7Q*188/M \$ ^HJW+5P^M1#\$W\$LK;\$9CU-F-T>O(PZ^XT=-*7+ZV^Z?GOIN>NPT^Y)> MVIU/;\$*2A;RC^J@B#-.SGAJL(NL8V^LRE
RUFV#%FY(^Z1W1K2IX>>P!;MLS=-I(#X0%165-C1@P/RDEJ&1LXDA)M>+Y.WPOL0:4S+54=VS0\$>F1TX&/R@AY&(V,
778YOEOWPT+>#9#X?2BF2LNX1R^\$A>S:H7'2 M#1^H^Z^*S)>?)OZH6@Z(Y;Y7H;.16ZD.^2=VLU@OQ??S/V\$5AHW;/AH-3^#+XU
M7.+0J>UX2)-=>6"3JELXQ1+@KJ_12KYR#1.2.E#1GE@;HO -L_154= MQ80@F^PC07LT>_IQ0%10P;TEW:80)16=>#9F.SUS.X&L;WY_!
'JIG;R T MX.X^#=#H>I<="FI@X/(Y8I)XHV1DH.@&A/!\$;3YX;71LZ(P7: TOV&1;YN MU4_77"?2?P>IAYQ!L^O:7Q0LH(UO7BYQIV;OC
RX00S;Z129C5G_ "FI@ MB@C1TAWELP1?0I8(X^844<=>AJ;_ M03< FR=VLD427539+ "X* D-6@P!#%>)>P I3#.\$1=> @+?G<*IVL@'0;
M\$NJB26FX85QH1R);E@> #J423R1P2@O@NB2(KX#D E@Y.P8?C\$LAOLF M^_80*=>K>6HPBW"J590=QQ<.<S\$R2!;.<&X#KZA+
I9SB<^0JN7;.O M7ASVZN_52Z_4LDI K^Y?B-4Y/@*YE%DF/3PIV'7/3@ONF7IQ0 QERW/MP&>'8'IRNUPDY4UB9 %B;HZH8\$V&J #?
+5@ZIEPH5>0%0)J^7FC;">I>8 M3>IAH^G%058/D>OX="W#W#;#&&=N^2ILVZC\$NN;M1^D#;Q12*.@7>)I MOPW78VK%U
<2Z^DL7V+O7AD.-JOY#021%#>L>#>AM; 1@Z2@NL-DIB/O M^>EVBZ3KT0EI<PS H:XZUGF1?>N;HDDQJ8K&01P0%;8RI9)9-HLHD-2
MT.SPAA+01J6N2@I@M(I)FTY9+R#*9H30%1X&B@6.L4/U+5 ZNA:2^<=&X MA;H'4W:6;BBF6^P^NYL'B8UJF68%1_XZ^S1+KWWQ^>?
F=CMS.#U.\$V MOHXQ?I@+8/-6V7FYBU%W0 M\$V8_@YIOV<HRAANOEO.D.^TIO'8SHG "IQ;_ M'2H I.U0RQWK;*@#K;-ONTIC \$YJH;:
2P@QE^1.9M;1D#P6#X0X812QB_@M>S;I! M@M@DVE%LBJ\$Z/>BT M-NWJ>(C6;2T9KK.2TZH\$42PZ^IYW7/9U'H MW83HLS.\$1SW#1=I
'(H644K@#8 T^>(OXY)UP9BXKZ(^I^45HJFI234_ M\$>ZUM">J)@MP@(*?M17GF36^I31*\$E01W>UK6J_15Z66-PLT?)^J
M#KKI#WR'3MTMOHBE& I0>S9;SPVYJH<I;_ OM#FTOI=RO*%\$Z?^J;_ \$ M!=D99LU75'D7;G1^P_(*B\$X0113DZFF^M<D-F
I>&9LP&)/CB>5JF&F=MS^8^OT\$#7BU_#4CN\$1DOE^<@KXS_R?Q2^ITEE#(U9C38R.P28J_0SY4^ M+YSB;M;F&H&Y@KF&FZ-
+D#B;KZ=CTP1;W#_ZC>GEIO>J^V9IX/PAS.01 M7#3B/F2?B!<.\$J#.@/X'7PNY<4\$!)>8BLBW.99F>Z6^ 3TDW_QNU3^T^J!>):7-S
M^@V;KZ(I\$IVDI)H-L&18Z2<&\$J D-7@08=5&&102^%J\$*=2@4+WP53 M2I2W2_X?@#)I&A;FH08;AY(FEZ\$AHFZEL6KZ2M^>+^ M_N
^ORIEJ6(WFJ:P.&5XF;AZ_X KOFV2^\$ ('GJ_-9ZPD I-3VXT_WMGOSI^MYU.W=IMMHTK<(H_6L_D;GSC;H;RC+O<<_R%?
WLYUQ1/#7;08=#+OMX2 M^M(+B;YHU^)/FCKAXE>2.W.14RORW+1UYV^CZPGX;>DM=DVW+W\$%2U M:D;D5)<)<SELH^C'FOO)HC#
<+J)D1>I&YN;RYA#@H1BAYIGT.6 MBYI\$&K;ME#W_ QOIS@8)H41^<(80;KY7PJ_PGRVB_%15Q\$S1+51X+U+^@5M0)?
M!=0' 5EW:9&9/P(C_1E42AM^8Z^0(X^40MW;K.\$XIRP..5:0:1^ HS>(3P M17GI8CW70R>T9I6Z)_ \$%1S<-BB>I?
GIL+^EWI^O.D#6XHPN8F8-FAJ@YZ M#;_&6"#0\$^+>Q3?X.7LAI403P7S'DCI\$Q_L5^_2(268;9<78^&LLP5O MF_Z6^&5<I;O@/H_M?_M?
0Y1+XY#13D;00: +@5\$B3L2V;15YH/C\$4#;< T;C;B;18#8^PD@.#CJH2P_ M^U=6ZZ1X=>M 7@^N42>P5(9IDXB4B=P^UEE^_NC@I(F+E-
Y5_DF<^ICU MB1;2%<K_VIANC_9X+(B(DI)*+W\$>EA Q=>Q1?6J W5L56JH;16@I-2IM(F M7HAI/MCYIX7^WO(BU1;PN)N^;H6^@0432>
IAQOA63.D&7AI(878Z)%&H) MDZ7_ZGI^>WGXQZ4GA_1U^".@_SZWN/7G6N>^ -H2YN_QWIA3IWKIO<_R
M2IG^IX="*#B@I3I_M);E>I^\$USR_R79QO^&KD4+9(X;P^L 5GHLHP_+3EF M.0=3=X%JIR\$X1C;FFC\$-
A="&V.^S8+&8/HOC>V>4(>L(P(X;?)HJ^_F M.V.JXZ(-P;I>#&W.KOB1\$@Z4Z;E-(E8?>\$8@V2Q5.PHZ"D27_/%BX4.H_70_KWZO
M^26MJL^5^XIL=>O>Y0?12U5(I_1W6J&>S^I?7^GF;5%J5M;7S4EG8^M^702;VC^P^T8KY&HF&+J\$1+!*>=\$A?L7I^YD^L;L\$=I
:&2IE%&X^I MGJF(4Z^O^D8:14A^E8OMXBWKA_?L#1\$-I-3^\$A02S)P_1\$^H^4^;J9?Z^*P MYI(4O#0_>9J_4A-
L);8YI=G3+I=JF^*3^WDCLGK1/2UXFBJ;=&A MDR#A?T5>I>1?/9-LU@IGK;+W\$O+O@=L@I021R3^4N&?H3BX EIND4 M44N-
0ZV\$#AVH;7;B;#*958>1B;14G/ADA!#@W<@BOSNO^O.QI\$=WX MK;83ZRTBK;MYI1X.P;IG1&3H^_2QA R\$&QLX%KF;0;HJP>836K-
1K%0K MN_5Y2 R.G'9.W^P126T MLU@0RV>@)6MC#W=3J^I<2#9B#<>CSR>(OJ/IG82>VJ^_QIS61@VJ^#P? M\$='18-
(M#VTNDI&)W5LO2?8JTNRV^82)+8 MNJ5E*(BGGZ_@N+^%I-8P;AR6..#1+2^?>EOV-13D.5HG?@K_SZ^G^Q MLX-EIX)PO DA;
(VMU@A4+^F\$THU!^DRODNK;V^Z^I^GK0+D.PIGI8 M0S2TN^Y+^A^GN;IP&67^*ZMI3/AD)^MEFD&^HJO;IPM!=7<3J^IFUK#3(
MP10R^CXKB;J23A97M^642;5D^>F>H^Y_?IF@?4I^L;L;4U^VC^AT9Q@6 M^YI+5Y46;12M37DI^G>WW8>_#/@G^F2^
I%>155Q.W0^MX?K>M/JN/ MK;M09USRO=^A^<2K/VCVU^O=B\$208^45Q2J9%;4VL^F(KLJ2V;S6(OMB
M3Z@DIA_18AMQK8^AZT;KN&#V(7D^I_ G^6B#(C\$N\$Z^M84>A^ZSIWEA;H MJY^PV(C(KWVC@MSIM5+6KGBIV)5-
@*=>NM?19SFE+2(V0%OJS)@Y^#*6 M^'BIU;_4RIQU^ G8_XHGL@>@2J+1+K@>@2+6W5^JBAGI^GB\$7FE;2#24
M1/1T43TD3<1.2V;B^XWG_FY>FRW^KZ1NWF;C!^T/OG2(TO+6QH;CMX?W<8 MZOH#MJ&J-98;UGPZ?Q#^I^!^GT//HO&T-
=I=\$D%>)>B^I^4>ZIFWSI<^MCGX^M/73\$4^UTXQ4)11^D^X)4=12DNV^2;)GS;JK;PI^M>N^29T^_I;Y;Z
I>8IH4)>G%21%QNLUT/V#O!<DX;DGYS_1SP?3^YUNL>1 M)IERA=YO;I;6;7L^?;ZA-M;F3HOGSVIO;R589NG%?
OW<<@9C;P^1^1WTRI^QI+<N1Z1Z7W4TQM^HFI^T;Z;D3L=>Y\$NH7+^N;UH9^5H+^+HUX88ETM3#8.4.+W(&+I?>R7
M&I^>Z%W1#U)2%;8K_OZC&TNR^_"#H/B-3^I@%_#F4) M_RI=<3+FK^+I3;N M5^Y?
@VKDH;A8;52EEKU164RISK16TH42>HE=&TVP<7DIK>Q-Y.30XCRD M_JH/1+4RIY-222BBM10B>KTVL%5@P_)(L+)+('9-
\$0Q9\$^NL^OZAQ^ZCOY_K MT0.L.WLS#M3S^?28G4G.C#U84Q-ZL>16#HS0%8AM3J-S^BF02YXDU";S
MB80\$K4J^WI^@I8)_IN3_U0U7^NU_ D;#16^-^?>_>.(D^4Q2UO;=>_S;I MOH;+
VKM3^%61^3XR^*7K;7^UW+1N9%;10K3S(5.EB6M7H_UQO407N;L.OIH M\$6LV)D&%^0J<3KO;C^HJ8>\$Q>2I;HIF6&I#IT^*?
%UU^WOC^VF#^+2=>P)X^7I04W3)=IUY4FWW3K5Y^FI<+I=Y T?>I;#8N24@V7(P?P^SL^\$#O3^;G1_HN-G?N M-
*^43I^ID00U^FYX#%A9;C;PDHR /H.O46I<I^T;KV;HA-1NGNDI6>IE MW\$W^;H9?6H;L;KP&@;I@I^<^&L_#E^Z<#HFD^<^<
9X!\$CT(F+PE_G M^Z;UEYJE1BUZBILV2I^4+@>9.RIB?4TSJ>7P> H<#GT?BK^W#ZOM(FP;#)R!_GO@!88^;F)9R&8.Z\$;
M<^4SMU;C;K^Y@1L^4L;N=0EPH7^S@I@P^2^*KMW T+@^D1JR<^F=;=>M6@/(A/P)N025D^*X0+Y31; M)D4VO.R8;NHC^5QHCT@
59>A0/4K?PL^4.(5G.A#BK2YIK_#W-("YI<^KJE TE;4>8@F7H;V7^S3J^I+@#S3 M^@SXPZ9>J4U\$Y\$AD%YAD%CBP-KJ=#Z#5)Z&=/
MZ;HGL;YD;MHS2A-3^P=#4JX9=#S^5)S&=>S)4@;=>CJH;78+IHV-/>9I M9J?ZV4U?6;N1Z=>+U)U10GINK^F5%UJ-U\$1
V(^60NGL@UY<+36I M25I^1;VIE=;R4E)L6EKIN4DZ<7 M(R(^WT7)^#C0XIS#)S;)(T^*PC.WL_9U\$LOI_S3@<^J=I&V;03^Q+YCG
MHIT1@U^6%CK0_Z OFTX3^LOKU TI4)Q+@2L_2N L3JZ@/Z-BHV T^=>M>@(\$-UXOG=\$-NHICZ^?
X^H\$>GZ!<I16+^*T(OZ1+8D)E#4#="WK D=M=1^T3OY>@/I7R%52I^BH@4J^GXHOM M;8;SL FI^YQZ1WO!3SK(-D\$?
&3)Z#_*8P@RIFPZ&*9FBE;LHBF8<2F9& MG0^4L)V3(A#J6LYE^HYU EQJ);_XKL>\$4/(YA);K^QGBY5=V;
(@4YVR00M@BPN#MG89-3<98Y3H>?#&S%D- MBK6QI@BKKZQEC-35C7L;I);_GEV2_YX;Q=3_ZF46<1%IX>(>HDI?2?4 M-
QWBW4W6ANEI^>X= FEB;1^8I^Z63V^ER6D;1\$F\$S;6Y9 MC^4CF^Q^3\$5_FUL)9H))>D.EJN^ZJH^12HJ9XJQ;A3?09)F1S%ODP M J8
EA06FD09YMUPEH^X<23K3I_0L_WSEQ^E\$C^I^NDYM^R56=2BR>G^HJ3;5ND U+9@>0V04-2;1AUE#B=UN\$1<+64;IPP7A6-SY-
MH;_UOXIA>NGL_WLM#^+@E_&^B2+>E2^ERYW5B0)DRO;HJCLB36DDS5L^TA M-LRRD?P^H5VJ0X;A3P(6Y;UA/PH6>
BT>@<7L4DYXD#;C8@I^15V7^93 MD4Q^IVC5P^4R&12^GV#>_EP+P_#8W;H6OA^DV1 M(4U+Z54>R(OYI/SA9?M4X1D)4HIOXGG*(C-
*ZPSI<^PUN;17>)%HK#1V1Z=V;_&H U M;B1P3 JGHLK;@W.@93I_1FDH9;W9T^X/IT#1FCH#1UJ^T@HL(IHRRUD_3BINJ@>#9H_ D6T"
IMW3\$TBGA M(8^_3Z#-1%M+!\$^X &8SKT@5^52FM?0KZ<#")5%A>? OT+/T9IQ;2HJ6SX MJCN=&I9G3D6CI)3D2I#;FS;^I+^S^J=3_/H^TP5#
L\$11^%IG_7+H;B921H@T(^*8# M1^M8M(ZE6)0^G;IBH4G%XAPH=JVOLK)(3O9L-8B2?#<0@6<IUXIKZRI1L_16_+8M%29-
&4DEL^ULBWM6J^M2^0_43^H6S(6CF3A)OJ2GS7^<=>K+<^>YV;C^T^T#V.;&DIH^R^Y83SWF=
M^MIJBQ^MS#MRI>Y1VZ8H=;3C+I=V_15.H.452_12243YZI@>^B3IO_1LMQD M2IQ;ANV@X=92\$V9-.(T32;ACDG3U;.<^NJOJ3F^=9EGPD-
E3+OE;04O01 M^H<^<3HN^@6BD0^QC_Y RW0P2+UW(-0_1G9_AHEV;H_ZC8P;0WL^*/+=U%)^
MA^4(>+^WM+QI^T;C;QU>>XX^&T_VIA=>M^U^79*6PGA@^R#W#?U9@A4I3 M;?A1P%K7RF=Q6N39T?
%PLYLMW+^L;I=U+FDH8Q@XYF2M;I^E+^MN;RE1^ MH_W;2X141;502D; M9IR_ HOA@KH&XN#1IX T^(*W/P/8M#17%=>1.9G+?
OHTDNG^I49B03%&&IM^4 MICA(NW07EB^80T_5JH7.F?BO5(^?+L+>+\$8L^WS\$1 M9.V=I%8MUXHT_C&J615?@15ZIK1AH?_Y
J=6_+Z4U6\$H=^JZ1=WKAW>3 MSH)GJ;6R>O;TISZ@_@UZAK?2DQ@+^#V;ZA=3;4M3041=6";AX1NN5?O@MH MD2DHO(LF-
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E>#9WY2V^ M902P-V_OIK=>I^XV;E;E12 H#M;L3B@QOI8^XE#7#&F_X;MA^UWAC=>MD2^T#Z9J^#ES;+E3=LG71OQ^H MDS#DI=;I
IKOP&E!^V>GL M^\$J06H88J^XSO^A;@Z?F^PO@BXST^1&S^MM7^<S89I/2>172;LBM5Q#=#2>Z^A.N.S;?;
N+NAM;Q=TR=ZGYH7=Z3YT+M^JAF^*C&O M7M^+>IQC42G1W^0X1H9^8UY=KO.C#H;B-/IS(C;04DIT^ZG7;Q)^""#HGSYUO5);#-D-
@P;HJ9.(3+K2E M^+HYG^7F\$ NZUA C)^I>I^PO.5.7.5.3H9NG GDQV^I^YVD14AJ^K^MKIO_ZCN?Y^I^O_8UE9EL^>)75?
P&O^T)HJ^*X5ODL4?I47M^AJUS9I_ TM M\$3>ZTFNC.+44L^HKKI5);N^?_O;MK3E0)HGJE^OW3K1^A0J^A;J6_Y.Y\$8D41=5-
IY22I&YI/H<I3IOR\$^8 Y<7.MX.XB5JW;YIAAKL19AQ (+^/M;P.(>SJO+@#R69;#<6^I^+A+788J M_5
MDIH;U;L25VF^0X^UV12XJ;9JH I^W_ M@)\$^#Y08ZB^@I0#!^?>_>O MMWT^)/NOD@ICS_-R;9/AR5<&\$&J>WB#KE+23WWM(YL2+IN?C
U/^I;^\$ MR_#8IU_#8U#B@>78V7V^Y^Y+GHGPU_18700=>9>9NDQ?GYVM^@P4=G1CNS MMIAE5%7EIV;1(\$KJH?#UX\$S_4IDYAXIK;

```

I6B<%W.U/HI2>).N=U.2NV^/8 M(C\ T\TDTL/Y.R9DL=RY40.3T"1G"6J5/7&1.Y0A%0C> Nf73JA6"2YZ
MK">.BAX"V$<9J1>8"1<@.A.%/P91E.S8K++).%M.6XX%3MR2.E.Z8&IWU6Z MW/E2N5^)\&1+D3X\FXMI47AQ(U?$.4TFNE).G07+B>")\".
:1X-G<SLO MU/Z>10IF\(@.FOZL.V?=-4@.0/7F@V2G.WKHUJ>D"215>=>#D7227D*FH M#P4-BL6E:67%IV1W6S+ M8@F#8"QV
AB3Z$-51%0FB#1SRZ+<@S^ELW.M1.E."Hf+I5UAZAB"WA+>%"T#H-257UAD2UAWY+&=I^I2P41Q@U1Y17LE-GP ML#1EVEE-Q0Q2H/0.V-P>3?
K$=-.WF77$.0XX&<1^YIDPB%IPVB-Z(K<Q!@@ MC-/%A>00$^/;&-H"L_I"J09@.FX&IP" W9<%0D$IWLV<12.;).X\XY<)<=&
MOA.8Q=S.3.93A0.(UQM&XJ.1$2=>W?+X90NNJLZ4V$GTRGMIXP!=8=0- M2X*6B5(E599Z(2A&QOT0KL$D-!
<1Q118:NXT44%6G15.AUN21).WQ? MU37LCN@.Z@.KLL07F2&T)+F5D"1+/1>Y$2U@-N^-UC27_9LY-;_UI+ P04 "-/$U:14 _UIT<M
^K5@$$ &AR:2TR.#(T.3(S.2YX-3=' WITF_ M_?2G1CQWHB_MSRVJCZG;)OY!%90Q?
Y4H6GV*1E>.S.-=>79R=AX7BWJF7ZB\>OSR90.J=G%VIZ.YSWISKH_ =NWG=-X M@8IR+1R9N_S3Y+L1.SD1>G8@21D7GS<7;\\Hf-
YIYOWPFY>GYP?OT>MS M2?29?>#V""09KF0/_/_1W/>7XZ"GYO>7CVI?D79I/CLY.3T^>1W_9$M-M>A25=8GW+5/Z><+8^-_A?
=-D.4KRFY6G.WIV>0 M3?B0(R4D<>IY%G)<0-GW7UI+ST_QXZ=C^I18G71.3CMG&5-.GU+1SD.
M#G14N.B9G'5.7G>@/MS^-2/3Z>N7-T7)UKP#LSA)9&G-U0N1-R82E)E2GABY M5>13)Z17@:1$CQ1HUY9AW50.9(CK;2E#;N\H
D574WIFVXJ1HJC.~1F+D M=-1*6.05 (1S$X86+>$.9$X<->2X5=>D+BS0C\H.#/@^F8L*25>VOVQ.3@/JW8@+&P<M.MJCIS7?
PU+3YH@KOR"J_XUTE.6VJ\(+=-1W=>C)-VRVIV(%>Q2A^ECI.A.G MXI$511$SD0722?WHE-WE)>P>@POIK@VP$IGK13H-V.SJ6K/7K16;9#2H!
MOV\ ^R3_WNS14>6H2$G%#;54KI?M0[G5HBIC194HM1LXQ.IYX$D2.KK5ZFI M5?595M62@)6BT""U7PWN1X-^HHIOKF^I/;
HU#1$3+1HCGTBY.PI0QE26K3.JI-E.9RA M_4M+T1N-Q.IW_?CT>IV+OYZ(YXKM=ZR170T1+YN@RU-5%K<&NMR1HPNKT- MW
T?;KJ?T-1>YO? MOO;&^P QPV"6@S/3_-00TK)#Z 1@.(JO.700MVRV+@HOXF/J M-M@6BIL7L;AOA-
LNY0*XD.K"7H6BG""IU>=>D6X7?..%T.DPU0BAF1&> MF8H1Q_1M@PISVAVI"ZQ"3- L0YQ+1H7FZA*+@?FH$^17)6K.R8EXM@OD!
M/V(OP_-8IK.0:'44<^KJ0^H\@E21.1*46F5^H7H\@WH%>8/$IUG*VH5?ZHI M'BA8"8D6:7F8OHM78BBHH?K%.9D"LFK MK47AM3)'1&2L-
JTB@>?94N>)"N"XPIIYA#<^19E1+200-F$)*8F M_11;CA42+1$Y88_-8>94C9+&C;8VE"J.G$XW0AI&1$4M0L8L;B13?QXB;
MK&FCIEHOI4W1D1+1-LZRR1)=20E"TVJ15CT?%6$;_1I-NND6ZXJG&1V9/46 M.5HL_H(C%2)<J^T^K8".SX7-D4<O TOYMPPEI-
*G%&MI""CG%_1D3FDG-MOIEL$W-VJKT5"E8A! M:13W.#>YI8W(E"2HF *D)Z7%27>>RS->V@B8DKJB"E.1-2TXBDN=EP.31DC" M-
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4HEUIBBHE.50J&X\NG.GJO.VY&38V%EP09+6R*6V^4 MKM-&7.S.XS7?R5$M@)I+GYHD@;T=G_<S!>..37UV*B>/9JD@;X5$S#HP7
M#44M)"HF^J DG_ERS<SUIA%Q=QWOWDQ4A1010H6Z<@ (IYOPK+9 M2$416YIE*3HBF&^<^$2S&21_M2.QPPP(21-
B0.T0H$LD.A@314@W=B# M20DK*F"IM9T=YD_D11D?1*4>_%Z&IU^Y7@:N'WA69C_..MFK+4=18#_%K:3 MLB)ZJ$PEI3F8$5/H.SLE4;"8-
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K(LX9NX3CL-8#0-J.XSI$0M#PY-01.LNK/D_6H_M6'T66DR5L&=1#FVV/Q8EVA\@EXJHOP2K1$T'ZALE(EH&K078>120S1@.5V MYS46;>);
%7.SISE2AU_P/P>Z8(OT-7KBJ2U(B5NNLW0)B_VTG%8L MJ"4EC_*<1)M>;#*1XS"CGW84B$FG25H.B N/X"CCYH;4Y-H=8.QI\
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1&W=-WK50-M5N.BA5F?Q9 G9D (Z:6Y&JMV1@L_0_H26P20<6>SO>=&@1+3K&1&2PK M$S/E951>82HREB*X$&A16Q1>A>2RK7DI(A
M>JZ>_X1/- V.5M1="HI($XK2AVU3A7<^E-C5EK.E9IU>_90(UNE'Z3/G& M0LM-(TP!%<_#Q?4UX*HQ&6C08"V=150#>M.TDOU-
A/I>NWT&$ZQU@1I_M6(N$B)-$>QWO#4;&4;(E;S8Z@0-@.S2N;7QN<8IP1T13L\JYYP1@=&RWV M2LPT@ NQ(26Y9HY801LD\FWSJ#2)1&?
WIKT:8YV4)YV@U@:4@&E-Q<+>1X MP%+<1_OWR_R87D60Z6&8!>7@>5">NDUB1;FT-MCEKK*AU;_ZQO5A4R1_MG18>;9"
<F+I" M=3&SLOAWR/(@6\O-NG7.AE\X5DM#B6>450%;_ "I=L MI1*MQ2=C6(D:&?)?3EO.Q-/7@-V@&M5Y-ILXS(9I=P7-/0V+>=X>.B$%-
MB=PDIRPI2^Y@>QGSTR'LQ*$S0(ZX6@G;=#I=>A9LMSU@CU1V3WW.STL.WLD_MZ@%>0DB'Z%LE#ATC*HE.DICX"
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fN1"MQ@<PC=0<@>H$>P62P(4 M.D0K>8)PQV-&69:TU#BDE5;1@1M1S2.6 M>Y119RWOE-"XQEK2XT-6)AD-"
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M$13@.X2QF'H'CH*N6C-0-D@.3"#B.MA_*B T WWR0(RTJ_?L=B=L%>:Q7*
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V.R)14B\QIAXL/5B/JA?21=-MLZXM^EB=)HM>+CM&HOFZ5K0+62T418_Y M^73/UE&3OJ9RU*?
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OPVT165CY5BSZZS MI*Y 2VL42IPV152NC#-D6PE9IO3"4:@)*F+<1652^
```


[illegible]

M'J RDE2JL EJD"0+0/H""MI="A">7:5EMF;L14OF=100Q@SUG:5V6HH9>PP:8YT(-"6\$D"UDS1/*@HF;M+H-S20QK=,? Y04ZH3KEH2,?JOV1+T30>X&H5HF;JU+L45FOA20N>#0^=;%/U XICW\KW+V MX2I>#%/L<*9IOEC""XGT GP?S OB%MMHJ=6W+SB>X4!A"9H%"5R8:NO7"E5K M23YZ)DA-EF!MZI*^@RG:4S!UDZ;3+4@:LN2L*NOU%?EW^C(A>AY=7GHH?M M,#KRAW9:110JZX#1\10K,6>TY#F5V%T0JE>Z59I@4RQ@Q*AP@^Q=H2L#8)M\I/7^~:6Y59"CHJ\$>^N@K^).8YI-G+R=C%^&V>?? PG\4,5X>?BVNF1MF0M,M_54LPJ0C(A,VJI+(3+R7:9U\$;IN2_8JA\X\$-RN7N-JX)NT=BZU:56-M?8I?ICC#1?^SNLAU(+7D49"M+SFOC6QY 1HEI#X9C1\$-6,?7,D-1^GLGUP MK;H1Y2GWP0@6P1US6AU6\$HOVH%1HX^Z@R.OS?2K#ZGQ+I2IRH)M^>^ZAZW MX5&V&W8W,W^&R8=>~.fKML;XZ2C HKM;+018^3!@3L"<|MX;)*W9NH28 M;I3UP0MOAY1-YZH#fC3SQ1^BfZ M^fHN=A;+L <<6""="N>S;IXEM@M=M?2<@(.P=F#N3,"3#S12-PNB3;Z2DE1)2KCDI@&T(HfL1K3K">~MNfUM0-9 M?2<@A MG^~POC%; (.O\$5T2\$R*~I3JM1~1766B>45:177U5?W8#~.POZK9@.P22=M@/9I#;S.M_A*9;MDX3>9S:27VH IV;W^T02/WU+MILJZ4Y:6 84E+U:83(ZMA* (4-DF6D MK>+19;~FXHJ\$SR+LU97624<9XL7LWJZHG#A6"&D,D+2O,"P=H /&OKN64R MN-#>1N2WRO?H4I7X6ES130Z28%)2fMXAH/A) _3(KYWGf/TH=5.9UKNM~.M(CZW5EHMQ(QL*H;T&G84AS:1KW5@CP-C\$)%fAY>f%\$;~6LOC=>fK\$1L2UF+LU&*PKJ74^2 MMV=ZRO^Q)KC\ZO!<-W&LEA MCBHB;IDH(0Gf>LLT4-WR3,Z,WY8>f70=<f8\$+fHVUY6MV>fTZ-KVEJf>CK_ M8*~J-RC#?EA9+M/8- f(8).Z5R.C;AXfPTL(SG)UL13,NUO0<\$0PY8MGN# M;MNR6fHfE1^f)H#4fEWZ.H5)2@f8(O6f5%2fV_#>Y~. :\$fTH(6BBVF86" TH>fFZQN\$P2OOPfMOS(f"TH/B M;f%LUGH;=6(>E/f.%8*UE=;\$K6+) M#+)4)+5C%AfD+1)P\$75,V3+=??f)U+ fDfW ""X+U2f!<?%Z.OAGfA9R9YfM)30WTF"@@ANfA\$O>~fE#A;~DF@KOBABf>fWfFW2P@f7TH".@Y2_0F0>~@MSX?Y)WKES#7- ^N<3Q?~;M0>?RYDfLF3\$W2<~;f1B@~f1.Wf;DE# MF.=<\$V-D4F W8TDQfKZfW#Z=5@SA+>1=G-f7f.Y;3F6@~f1.OA(fHO\$%E(P2_MO^X(++) DDB0~f1~fT8;R7CTPGQ?#9^fIQRKf6M@f1G78R1@f74^B6QO?Q3?9X MZYAVCf1#~fT9B#""=MZfLX1fY">~U+S1fNG5+fX7; ME=ID/8K_64VfZ8f.YfT3=80fIA.E;+fE"~%G"\$;SYGWfP8>GN\$DU^3VRSfGH.M"fXWfTfJT-#_#B X^2TY?#3>~f+R&\$;4KLB^#G^5=? AKD^~fDF5@/4#O MBMH^Q#f)@f1_1f OG;\$7>32>fA5f7G^COSOfX8f4.8SfHfMAGfM>~3LU=0f1Kf)W-T;T=A=f2;0QUX? 49fNY.W3>~AP:f#E#fL%QYY# MXXO RfKfMKQ4f5f1.N@A"f8TUfE(10406f1D6G4+O.KQfU+2RfFXfMWF).MTEHfHfHf U9YfYf%GRTfSY /C2K_.fOT^3\$^?;f1_07\$T^YfJ#XQfJfOTTGLfF@ MJAfH@f1@fJ9C>f1<@fT@;fN""YfHfHf"fB>LES?=?UE~V4fW\$YfK(TfTfG>f1M3f!;? SW(fR1L7DX.4HJ SD0B=QO2f)\$4fRZfJHfV(f^KfY(XVP-R3TO8T;fN M&M)27M+7P^4Hf#*9 AFF>38@fX^f)0^2Q~fHX". XfVfH64fO^#>~A7>?X^T MGDKN+@fV+~.##=#?G0<8;3KS@CU+1G7H5f1K%f2S?24C fPW=3_f1!&ZWfU M&ZCD~*#4 O&R/? 69\$V4Hf(("%\$0f)3*8fL5E&f1Q3VfP~MMB+DfL4f;~*Z4f MJOF=>f10^f1.U=00.6&R4C MfJfR^DfT;f1=AKA MfZ^F*9fTfZ5fJf"87SfP*K^O~NfJ.H0f1(B^)*9^R=ELJR7G?^FWQZ8f9;fTf9f1.*MLf1H^UBXfWfG@f(A8Y=9<%XS9Q6fJ05fQBZ>?f1fUfUQ)*16W?~PNP- Y2RTf/G1 M;fGGfL58-H7P1.#?)XPO+4fBT^RPZ#>~+B3V4fX>C>f1^fDYDSMfG4 M>~&f1^=MDD0fH5f1 MM#;fTfQfIDf%T^P.#)f)25ZSM&f) 2.4f)PG15#HJ5f1ZM^~#4#f1+f# MH/f1#A4Q_2="f1MfV@fGfLS=R(fM4).fX#SY."Sf"*(HfUfK6f)G&MW2;fX\$>? VfU5ZLLQ>O676f1P;f)~>^Q)H%f4>Q^O0P.N0\$CK8HAYU);f1^fMZ0fZY&ZTP-fV)@7GX;f2KNf6fA^T9X-HBEf16AGfHfJ74fHf8Wf140F?2_@Y% MMfJT<~#Y)5*^~fR=\$UH%fLZf1HfMfXf7)%<~f)U&V9RTB^UKD XDM4f^Q fFU92f7<~M>fJUR3<~.POE0^R5ZGBNf1ECR? Mf%&;2/2;@<?%fT5AZfX&EJ RVVf18:fJAG+S(f1\$U@>~>?>B:0S^3+@~RYfXf6fIDP-(Z00+P3G,\$&QM-fIN3 MM3Z>f1G2fLV^f+/OC(>fLH#G4- Gf)>3&B^Z(CD=f1@fZBS>77)fP6FE=51%f%84f!M.PfK&U>fTT@R+fIR.TXfL\$<~46Z>8^S^N+CfS@fFG.RX^~#PBfY2N+NLG85f<~MDf%K>; <7f1/fUR5f)OM4f>2&A9f.Q_?~.CPJfHJ6L33Cf>3*~S^VfKfIA M^KLZ29@NfGP^<~K>2^D?YRf"77?^CH2HZ);fL(=6A3)Bf1E0+~"REUf\$D)@ M;S-R2)*%>D7;Af12f1.JSV;T^TVfJ6fV7924D5fRTT2&Df1.\$%8*~\$)@f1MZQ@f1(N- Y;fZYf#4fL6B3XGf39%~"DXYfLSDf~RfH@f1fTG5fY\$YfYfH8EO)MUJ;X;"3Y>R55+64#f96fIEfV+&f1#Qf8Z2^9HHGL5W3XG5D+~fYfAH? f>#C^M~J%P.VfLYGf+KK\$fR2YCLfL2YU^HBE3HYKfZ8GAXT4.Cf1^OfDP.f1+~M7%PR\$^^^Xc1fPK=7EQ&G%V5%R6+YV<75? #8GfHBF.Gf45FQf5M62^XP<Af+MDf)OO>5D0^3NKRf F56fT&BEXfX\$f1M&ULf+UfFZ7R9fLHf+W6U%f"4=2>f9 M2fF+4f4N^AP2fT5_M^=>?+! 0*f1@fL8f1;"R^DfA-A4365YQGfJLK.RfLN_N/M^%<?<f1;f09_fM?^%97Wf">9KDT^CfJO WEf^f1^>7_WO_@&K_/R? M7fZf1G9f)U>X^C^fTfLACGGf X4f.P0f&0.2Hf<4@fL_M_@_Q_1\$09fKf1^f1@_#B5>2.2G+7)fZf1;GH_\$_U;B&&f/RQK% MM_VEP_S^<~>~SSGW_&^=?<7K^UfGT<~&~.fGSZK? LOSUSW=^T^Y^&WN MO?fYf;=?W4V6O>f1+f1Y_SQXNWZ0>f1B9_~P3Mf;~ OGfM^&fE79Z_SfL_L4DA2fP^00fNX>~OU&@f1600fTf12f1PD^OG62f1f+~+3Sf1= M22YfTWfLRCf^P+3fHfNfOGMf%AK/2fZCBY^7Q~ S.#f1GQ(MfF_YB/VEfGH MXN.YKfGfV8HfE_K5DfBLH?>fK_H/f^&Z0.f1f+~B\$ _Q7&E>~\$;ZSYf?fQ?M/PLREGfYf^f^fY.G+4f4Nf0BCE@^~f)~\$- T^X^~f1P(N^T)=f1O@<~&SA7f(VPCK MfWfL WfZQ_Vf)~CGf^<f4fNfEX?/KfY=M7fYX>~fNUY=QWf&?~\$2fMAG;5f^fM>0fWKR? OGM?H%Z.Bf)D0G%Qf7+~KRT^f19DXfL9H^fK.S0QZ=QG)%5QSfAY MGN_5fIOfZOfGD_3+YfW7O6_R55GG(>f1YfXf=GES- Xf1+f1=HfJF4fXf3fEfM.3MSf)*03SDfR)fPH%OO\$0PHfD@fLk\$BKUfJAZMf);.X4;fR\$3f7XO4f^f.YL?K7f14#Z27\$~f1_6+79DPf f17DfG^3+~f7CfZfXO3fM.#3SZf963fY&f16.PDA+f19Nf(B0-#&(3262;VX0fDX 8/Z+MK#fOZ=D;6 MW^~Wf1.*=0X.2C.=9S87fVS)^.f1#f1fMCA.M@)U=LM(fV%_7=X\$T5fA&X^9; MW6UT=%? AC00fF8CYfJ2^3;f1MXfL1O@f3C&0\$P^Q;\$fJfP/BTfHV)>f1^E=Y%K M0V6337fVf166Z@fVAOx_G/f^Q_1;f?f1 EUX4QR6DCfYfB(Q_1f=CEf%~;# MfMW&#V^f1Q^66fUf1B0T24Nf)W54AVT>~;f1YSB;E#7f1^f27^&f;CT?Cf5Yf1+M2f!&=\$=Kf1GfP19*QP Q%3fHf99C1&~ZWT@fYSWKL^fXNSf;Of\$0fRNfUVZ MGP5^N7^C^NZfR MO^MfH=>~?;5(P0f1J3KfMDfISK7f92P3Rf8fO^fO&~<~f1B2f1E\$SfDV2^X+4E"=HfQ_M)2AfLM3f1+N>U2\$4-ERfLURfX#V^f)W>~ M#f1\$MP0+=f1f6V05K.G6X>L&f\$Y\$W7Nf)MK&97f1Xf1fW9RGLfL0N-f1#f)MLP=5F#(A(f4@6(f""*V-Wf)72O!fCURYf879Tf/"^fK=Pf%5-f1f? DV0f?ZSD M+f(T)@f1GMfSA&C^CfYC(46AEa>~;f1WR+fYZfYfL+fJRX#fU-YWFfA?_7^>=Q3 M87~P)Df)QfW7Yf1fE7_Yf>~?fY^f)5f8.Sf)0.fLP B))=3fNAL:X=L.V2/MG^LHfN\$N670+N_f15^7fTRR3<~\$W4C>X8?R609+9*~@fJ^R70^<f1%MV@f13H5+_2KK+++fOLYZfYSC%V?SY M.Sf955Gf1_f1E/f5C;P2YR?26EB5APAf1U5f.D8fL1f1@NA0f1fBFfLH#^Qf)H&UPG MPfO^fKA+f1N_f1SGfL)f%1^GDNfANfR=S^KYf=(S(fO,f1+=VDR? G&9SfXG;X_M_VfZfN.SR9^<f1^20M#~.9ND4Q@)MC.D09EZfE\$%?USC?>N)fT&D05=VfE-MfE78H0H^G\$W.? ^Gf1GROHGK@APRk)f%9fLHfX=X&8f+1UA&N^O&~>f1T.MBOTN^2R^2M+f1Yf1+5f1^f1+1<~9XK0f)B9+8fK&M8E\$K.2@0PT#1*fYG288Lf M7#KNfNQ'3HAf1+XfF/K;W<85fL+Jc_482>GfJfUQ@^KfY0=f1=ZfHfEG_MOWXf.1&fT3A.0RPBOK32NDN2f1f7fU;XED6@3\$1+ B.f1E3P1+H(f1)3E M.DG7VH3N<3fF/fC1^*fIN&f1fF=FD\$>2fE;4f>f1G-SV0PQf<2@~#6B&3B9@_MR\$~f1^>9f1fX>f"~2@GPHf1- S\$)3R9f)H^0.8@f18H(fGfDZ;B<fFW5<Mf1Zf)A%>f1VU_#_.03.5f0@>5E%<6KfO9#H#WGU>6fM%K_5BL0f)W>AM5f5.f1RZD#9P""4)f" ((f)f)7fLNX5fYzf1_5WQ?CH&~*K4GfH_M_fV+fYD5S=ME=7#W7f(&Lf1&YfYfTfTSN8SS_f)3C+P+B@~RTf!@Z+f19B1A-X\$;%U*>fK%~fZ6fL3 MED= G#4f1<@f7^f1=Q7>UXfVfO&SfN"0fLHfN@fH(f578YfL;E@3fYf1=2fX\$K_8V M>Gf1^=V%W\$?~TBUOR^WfIS(fBHf0*~f16+S\$4f8\$;P2D? F:4A^f1UR^M_0_1+~MB6f1^3fTfOWf;f1>=PfJfMZfM_M_B?_L>3Ef1^<QfYRU_Of1_?~?Wf1+fJXK_MfJB?W6Lf1fS+Zf1^? WR9f1Hf10<~<Cf1E(fR0@8f18fP5Wf726U2_U_f1C5fL)M\$*f1L+&BfJS &ZCfPF;3f6Mf12f1fHfZ BSXf2f20f19U^f1f64+YfYf>3fJY M^#>@9f1>S1=&KMU)fH;f195+PN^05%>f1RRf1X^LC0VfZ(fL0fOD5f3f=U+fTfLfL M+?>4fH08fH68fT#fJDOYf1<f1Z#N AfT#f1f/BUf1fM^MY?8f10RGfNLfP1+>E MfT\$~P^YXQYEBf/GMDfMPN+Q\$5-Q0&.f03N@BfEQfJHBXO^f1.UfDOZY+~f4@;f3 MUD#fT44#fH800>f1AK.427&R=53fJfH@#f13f1^=~N^DNfAfVDfMfRf1#(f"~XfLA4KfJN#RO;547^6fUQ5A4 (3f1MDCR50P6Kf1^0@GC)06M&.580\$ M(f<~7C(fO6Rf1^6P+f1A3XT8f>f1LBj>#?%;f1NfNfP;f1fS+f1d@N^f18VNZX#f1PW.A5-Mf9MfD-TfTf8=>G? 59U&PDHNO#~MK.BfM&Y^YfL6Z\$Hf1KCFMfQ)W49PV(f4 M>@f16ZK>9Af12P7=0^VYB9+MN&(CH*~N_#Y3f)N0.0H.&fL@+M2.G9\$ <9YN.C@;Xf1+&5.1Yf1fMfD_M_942_S<7^95;B#f1\$<f1X^<~61.f1&8f1.3HZ6>f12@Kf17=Jf12f1f)1#0 M&ST.f1Q6&SVf7E)f1=3fLEVOR+P8fRfVGO0760TfN#9_7&f0&Q.CfD=1*f@#f1U;f13SODf1Df1f MORU382-WfYf2%>5W2;f166NNAKf16A_D=Y+f1>?#R?2\$%2f1L^HfY(Sf1HPf10fVWf1Z+M;f1+VfK+4^VD?<~>Z^f1f>RRU%8 BCF? 5^f9(fBfMf1^f1^1\$66C?B=620.f1CODE~M=+~&96WN^f1@Q^4NO;M_~f1Hf5;3KG)f10B_f1NEVE^f1f1%fXYfV~f1NfMf1fM7E3?8_~64- f1MTALUK\$6(f"=f1Rf1+~RUGCfE@M+25)fVH.07QfE5fM;Y\$~BfO28f1UfM;?%QCG MMR.RVfLLHA?f124f3RHZ?WKR? 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V83M02V%Wf1>3NWL6W0K=1~;f1Y3<00f1f1@>>VCT0fHT4,<0f)LAM MG+(G3fL/f7~*E#UM W%(~4B@B>HRBM>f1D;f1f6@=VMB\$Y<1X MfT\$3D#3>#f1D;MPTKfNfLWf1fANfNLfHS?XUG@f5CBGf7CZfDPQfE1Q86;8_0_Zf1MC#fU9P^f1^A\$F#S_K""2^7R^T%Z%N?Af1Y? f1OfB^<~>AEHf>f1&OXfJfN;81_MQ9ZW-95=MOY\$35=TDJ&(f#HK E3f)K0"=EFZVMfM0>;f1S3K7M-Gf1/GfK M_Z^f1 f13"E.S^f1ED0f1;KUWBZf42f3f15f1fYfL86>~Yf16FFAYQfOMY^f1O3- MR6PZf1WfL30N^O&GK;HfHfB\$UfC4f167^f1A8(OEOfDJC0M9B^T>#f1O6&\$4? 7f1fL0_MWSQPZ-A\$&Y5-f1A5=0X/@~XBE7;f1C^Xf1AfTfTV=f1R>SB f1(fP;ZM0#f1GUfJ.C_MWE_&_ZKf1fE_G3KZHV9S_0=f1AU0.O@Z MK%0%PSV9^Z\$^UID<~#Zf1^fT9>~>A79>~SEKW=A.CVE;Wf1+>=f1CfM^@f1Zf19f1%8 Mf1DfVfWIDRk8Af1f;Rf1_<~>2f1CBT+&f1V5W(Q<@O7? %6@77f1fBf9f1.50_MALAf5fH;f1E+73W<66Y>~76Zf1f80>f1fDfV+>8=(BfCMfV M6^kf1fJ9<~&48AKY%&K""54HKfJ1+DQ@8.6Bf1A>&f1f? 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EYI<^E-[-<*OGI>LYB(0%/H+.;*V;00;\$%LMN2#.UE.;QL54>Q(+ M!<[KXKFTV;NMPFH=6T^=-%BPV.[M=-?Z-5(-P-V&V@-1D-T5&&^0^0^IR^_@
MXI>A1%#;HK,-KT5FD<(OCB0M2D962V9N65T6.=-#=\$7.HK(0D-?^#P84 MZ\$S^<\$%/+Y8E@\$5+(&NN*IST^?^1^Q)C^P^YE=X
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1.3MD9XUYG0.Q MB\$H&Y55NX60Z).FD3>P*HD/7C1.4+3@467((0BC58Q<-Y15 TAFAW32UU.S0IH(NP?#=-.@
M^XV>ULD^F4N^N^AEG^H^M^I^KH.E.(1M<87E\$LT^V4\$3D0109%O^N.IG0.4 M7.20@N/52^-.DGU.FR^*H3@->MJU-0-/#=
B1?1?^0*02&>T^MXOJU4.FJ M^<S30#^#1.2IC-APN9R_OG\$XGW19M^FV.OB@=-.F^39..U(C_#9T3))2EGG M^I/G;W%G7.2#(Q^)^OL4<3I;
RTIS2NVE3N1R.*B<^SIY71^*SCSVK)2?7(6 MZN0CB1%BU Z\$=%I)(-M9YR^D+5S23C)V>T.J.=,8/K7C#M^H_.SY\$=-[RL=L)
(Y&B901/L^P-OTAWR^<(JHJLWE^X1Q+^"U MB\$;3#1P% H^/9= R2^="PFA.CRJ^..^1HJ&S1^*#8N4D+1.02+2.R4IK;2\$ M CI&^TRM0W#H^F
C^&Y;17TTF^3/7TI8EHMDI(V)4PY\$S.C4^&S^G<7T=W%#Y(P(^1TT4UE=CKF1^O_Q_Z2T.45_O18
MA+^61^W&ZQZ7UND)YQO(25WDVE#9.WSR7S^G1H.O:T?@56633JY^MXK;.16&2 MA^19.9I^E8T-H1-R))0T7M^_TB^1=ICP.^S29LDS-
T8Y&DFT<1.HYAF^ MCSY\$=-1H/4K_/O).I8C.^2.CJ>1NU6ZVSD8@3TL+)%<P^W.P75Z2^A)
MCUWAC679^\$6_2.O1+&M^UD8.3RU53TE!^LH56:7_Q=X15?);2P_7&..!S>+M M8-8#6EISE!^2+^XR;1R-NH%L:9&NQK.G^*).RM15;
(1.5.I(N7Y^?!)@E19L MFUUT^>?D\$9WEUO#).@U!>J.W#P^CKT9&4H^VMD=-.*T^4I^5D4LRVPS(
M70OACUV+^TNL89_E^FAQISU9.8>_ANF8#OI^O<\$#7YUUIZWWT_1+_(KF=9@NFLN)O?SX^7STM>LW MSSFE'
)DXO.HQA^B9W5_2X^@AS4I0C.FT_3^KNO&LKRK;7FWWZ2^*T M^#IN^AJEIO3GJ\$0^IOB(>8Z9UIPP^N0A;??<IXS^KMUF^KNK5[MOA/S;
M2:V+Y^Z/T^0^).S9V1\$-V.S)3)W1\$;D7(7<07>);&L U5J^VX.X3^X(9_j^O MURAY&Z^WD^BV7.5O)(YU5)\$%\$LJ^KW?2I+^1GP^4X(1^2(CZVH1^/5^<_
& M4C\$Y.MJHE&A^/ID\$S1^C4_<^*ZB&19^7>;..(5?12T0Z^2M2YXJ39V1(ABJOI^MC^H^I^WA-
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MNE^Y)H1+>^TNZ+1^H;1^R5ZS)(/(-T=&6Q(FBMD^@CJFV^N1^*WZ^SV6 M^1^9D%GC^KV2/LD_RPQ1A
Q8.D&H81^QUNT&T4V21<=>_HFZ21^PH1TF38D M58L^#QAE)1^1)T^1(GV<594UKA5V>19) T4NI#V21=A#M8/L\$YH+ZC;)). M.MHJL6-7
0^G?2E#KN.1^815&2U\$^QOB%ZOJ%Q^+1JNCLNK7?^NE!Z1WD_MVOB2>_LXO2M.Y%3M9.%#..;P^ORUZ)(Z.H1+=;14D?T.U^Y5TO?2^H(L_&
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C\$1)0UM06U>>[X?^_BF9 M>6^A.2WN^7-ZM&E^U^XZ=%H0)SCI_ZLVG9-61^*KA)6 L&^ELX^Z.4Q5F^
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M>O1A_JK1?78U.^N7VB\$0GZ1T>7%Y^N:8G<^*#;1XCJ_-NF3B1ET/OJ^O=>G M61M^N^C NYI/18_7Y(&5.F)H\$4NN^74A-
^RCHBG;4+^QT.^1SH^9>XY>*D M=#.OF^1AJ15LV9^P90^1)J?T3T(1V)UQ>>W1#7HX;?^AFDBRN&R91_HYSQ^X%Z3&9^41^="1N%5^2S'
M4ECK.H19<^HG^D6-@W2&^O+J5VRUO+>+>1N5%SDJ3K^I1@M^=LZ>Z..*# MOY018(PV)MH\$9/8H4#\$%A(SW8^*F)
(2VTOH(GMF3^CMDSW11RX^21^1^1^M9D_5H_1^L8M>#D0A.D>E\$X B.R.LJTO@I5^8VU6)(-GK^72^V/GNF.EQ4 M7O-MT0-C.EWK(TI9).%1^LA
%1G1(2^04K8N1N>8.WTR/8;\$B4Y^NCIOHHN\$>XCO_MW7+;(Y2)WF&^9>XJ18KUB/C4OHD:1&E1;\$1;19^_01RB M3TGS (-3N2924>9EY
^8H_.WNG_KY^FOT@61^#%N/G7F94LRT1A2 F68 M@^5 NVXE_OSG>6 61?W19.HC^B^1L52T M=%R;UE_ZCRCZ(H6ATR^0
5SH%^&2S&QRM5X156RDJG21^4?>NWIDY^A1 M^U41NB1LRP&F00H(1Y4K)-2R&Z1Z1A^DQOB1Z52XB^<=Z+##M^W+FH14.AT
M&X@_HN1HJG^&.HN>CD0A3_jf86((&PNRUG@BJLZ\$)SV=2/LA_GVV..00?-MG^1J_-R11^8%V21;O)1^V54GC1=&8%C)
<(BF<1@=#^*YQIEGST89N6=7L# M.2)O=E253@ZEE^>X^V4J>RT1;.)#A^L_K^P69=81/2@X;\$..N&#%5.^?^1) MZ_O8^L=&A>-
A^Y+^UOJ^3^M<^JE0=>2%PMJ^SJD^JD4IW.#0XITBL<2JK?1#.W.Z6^2-I=&P0^G76QYS^FOWRY1=U5)\$L0^WPM.M0+1^D&
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1^F>""XPT23FZAR^WKLKX>#\$(8.OB1#;.)^")G^<V^IK>P.&1N)21TP_M>SOB1TBH^D#L^#
1Z2+1^QM^B5^PY0^4X;IK^1GGWZFLUPQB+ZX)LX1^SX^3NSGVW1021^=IGYR1;YPO>B_L^*MQS^1M^VXT.1\$7;16\$;K19_K&#^*(121?>1
IKS8YEDGH.E>Q-JCU7@COE1.M.HWR8E(T^573);X5G\$XQ\$S.>1^6\$16L8H511^9EE1BPF2.S;%Y;10N^<Z^M_KVK18>VJ6NPO1Y.?
IM.1+1+S<G_N4J<70SN>5561^K.T3CA#^<S1H/P29K3_M17@FC1=6_1GGP1^S6DN0K_Z1@5V47N1L1TE^1.T&R#1C@C1Z;K@>@Y?S)
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O/3R^FT)E\$O^L^14>?ZKIDGY.ID+UQM#^6 M0^1)P2G+(134)7@IG&@1^VR(=1T%=O8R\$='@R.G^M>*@3.2*@1^'(PC-&+VU MI:9(64_?
EF)C%YAZ_Z02SD1YD^GJ8>^F=%16Q_N7>G+&Y2P@=F95TD81^M4EG0_K/16616F=#>#P^1SND0C#7^0O.CG=6+&^1B^"+>1^2#1HK3=-0A
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=(LOHMC^&.%K\$^+1LZ11V;CW^?)^LN^D1R1J+4HX1R26U(D3UV^ MVF=6R3;10U+1GQ)AFR+V#1+1H\$G6752_Y9)5EW4<1^Z>K@GOP?1-
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C)DSHJW? X<57 1XN^YNS_Q_1^1.G1/AS.7^1 M151.3/8XX^5GFM_TTLBX<_ZSNS
ML_1"ATPU3#^9E.G^CSK7ZTS1R.#1\$1R/OC)R_0^0.O^H1J2Z_=-71^5>_M9G%)1TUD\$EA11^1EXLBU_1%1V)4K>Z0:=E'(8TPU+1YK4V1X61^*Y3GZL%
26^1Z.T(Z1.4 MT8R) 4R TH5A.1)OJ&UA0R.837X^1^9@U38=D61=U9QJ6T14BP1F\$0^ MROL_GCD^F7(NV?
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MS^B_OY1^1^15Y#U=7D1^L\$9+M\$Y#<5\$28;@H^F(C^U%G1YF+O+2>+SK@_M0;2^ON&^N51951\$Y>^1U1+^1D6&
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MN^51REE:EUSN;.4(=WP1LK_3Y^1.2O^F1 MW1#>A+4VE2N=1/1J_1^11)G^_SOSYTR8@ S2UVH-) 4ZK1#[KD_HZ+1L^ ME7?%>HA8S^P^
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_1^1+T>?Z.TX^T^S@_M(2ARWZ1NW11/L@?%\$A^DTN^3^"<SF@E+R9A^N^#6DMY\$5DCP^1A7_HR+ M=\$)5OL^@=1Y1Q^2CJ\$U@T?
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M_XOP4%)).S^GS1+^Z^V^20=%G&G0<1U(NC5R4KS#%I>GMH 1#01;1)1FL MB1SW6N2P^_#3)^KA1^S#1)..BU@5E1X;TQ4L80
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6/DTJ^B^<^>AP10Q>81^TDG^#M;1TJ^S= M^V^PKGKEJ11^Z<69E185\$1NDP60(H1AMJ;H&85D.S@DA1^1ADV?P_7K_?3
MJD\$>1J&A.Y1PLP:(7\$E4A5H+61^F#AAGK< M368:H3&3N1\$C/N&G1K1G_UN1PW1W1V>3UW1)J1(^W01S18P1N1V1H3JWMKS;G0A;

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M$8R/QCF!O6<L!D)0^%#^<VD I_2!MWF0!>/_?2?2^KT!R!^40$^O9@36= MH=H>SF8)G$EE4&^O^7NR). 7@HEVDGI(2ZL I3XN*+%UCCG;-
SDF!^YQ!O M8!Y!G=>H035QBRM:>W(E9$PAI?>(T MHT?)"CH9R?2!@OR!KUNH!H)K(ONLZ!9D)!T$!VMFJ/8F!Y_2(U(ZS<^!&#&S)
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C!LG:5XT60W2E5.IMV1_7N">RKPD6R!OH;(K#& M>OLU_#7!>4.SE+_,50WN)#1)B%AILC"A9)B!>=4$XAG_->VAXWE%
M>XEIFWD)F#6\!#UT!(5!+=5/#D(4%6F(F_P2)$&F!V>1)^!>L^&KVY3GE?W MH2>HO)UEUN^FI/(8O!
!CDCRZS.GQ389P$^L!>.O!K!>)>V^V MT/ZZZ!WM;L@>IZSG_/FX>1#DOKMW+ #KNL+%U M69033-
B.Y^H5.GH_Z!Z.2?T^+>#G2!KL^>_M1T@_K&V!#J_K>0!% M=4C^<PT79;1X$F8)UP*Y!A^E(N^*0P?>P^T0EIV!1;12?
6Z3^7U-D!3WPCE M.WN:##E!&OCBE_0F=<@K.5< M!QR#>Z8_B FB4>9+>9+>#F#2T M^*LLC+2@%<!)S6(YFS.K1.TVR^B"-
D:>?+!>(2H..)VVU7V!TO_8+?IXO_D^ M=C7)T<0D$X.H=:GO^*T$FMSUYK^<[R0Y^BIT."BZ_3^VOE
M8>.&?>53B^!>6ZQ:'=W_>^=KY@&N^S^22UJX4=>V3H89=X7?WXSC(5^".H^=A7T9.EFNS!CE+!/+ MQ?
UC.5!N)URC3R^R6CKF004E(CTD#.+3F6;M#>+>+K^E^_JB^!H^G0H2%CC MC<1O*=Y?
TDI_3E=K^ Y!EOANSKH/6CPC^Q^ZS!IH:W(S7>V^*Q$(^!PY;T6^GUZIGGU:4IG!M8JG!Y!$)J.V.R^VN0<.$!GBA
M!TL6KD+9H/HPI^X-7Q!>9^JP<.<#*O_@/LDZFL!&+&O.1!>=!)0F77% MA0!:E6M.D1>CK-$B=1F^&N%_-8P!N/(?
GGGO>7;H!9WU!>^Y>THD0_#6.CQO?>D!253G_!G M8KKZ!MLN5!C^!3V/L!>@_F=#
MYKD6Q#K0<[MJH009U:GFADP.M64>HM?TO!>+GB6G4VC=.O_P^W^9AT^H39<=M%NU^5H!H?
ULSCL9.5>^LDR&E)0X!V^F@N3P+E_5JAV17"?A1#.# !L#.05 M!/G0^MU 3SYB1?WMR@!N5HW2390TFKZE5!4UO7V
Q_!L!_P$<3ZT^JNBS M9Z!>.<3!9")XY0VD**T^4JNLN:.$?7=1M?I6_!%01 2L5TPJ>PM!! %6H^BI MH#>Y=3?
1UUBK/X2E_6KUARC!T+7ZFZL)N$.4WA7(SL::2NEI!9D#^F5XYE^7 MU/HV_875K0WBP)-U:T-
T<2IU/INLZ7O=VJ^ZM4$T&..!<=GPI_M63<*E!
MT/L.RM0H2!$6O!8.487@>?/C_&1X.ZAN!>AH.T2U7:9D;"YH888YH9("A4R# M8IR1YUEOP9T.V7EM3=Z!C!WJ!-
=1+OEU=$0)1U3!OVSL*;>+O?Y^?6A!7 M!1!4DR!)H
&DR@>).D^!_TM1B^24DT=SE!W3^H^0Z9U=H..ET&F^+!I9>.6EUB.81UO<";TD(!T!=J!XH=PLIN M=

```


MH2I7E^W??_JKIN/'8H0T)-LL_Z?(R369&\AR1ELBPF\$QIH4'OI:ULA.WQ\$ MX% 76ATTUR\$, <L)7A.?+CLE7I#LJWYC-
JEX=V8/ /07+8&>/YV%Q;>UG-I/ M9_6.C+145_S+;(4+7*XF47G..5.&\$%O*=&!"\$#!"Y23=X3H?
EU=G;IOGH=KXZ"26T/K\$+D)%54H(PN==Z[K\$WJ@|NE6&Q^C\$|Y:73;C_ = M=#B1R?VY?2\$F"8F_JM"R-
\$=0W16(3@N(/j>4:8DVMLYO^QN UTNW77P:J)N
MXPQ!6OJ7Z5HRRS#++MUY(HKA'0M!6JHD_VXH^\$;ISIR|RX).O;PO.4+;.\$XH&.)6M+@ZY3"VB51
M2.FD1N:4.WWOLAG)6.EGC?1I?W-H(-|C21-;Z: A<7JV|HJ.*1+F^O.W9^L M0|I M_T)6^I?9C?
OV&YVD9*6\$,YQHIDVH4NCC1D4!^1-24|&5Y+";.*XV.CLINP'R5&8X?
U9MKNKQB6%\$XNU'=MB,NYVGIO\$;=UA"3TUYLG M7W8|KS.HIB'2GK B@EVAR1JFOV.Z6"R(>?0+|f^>UD?#E7W|
(R^D='F9G<|f^T MM(A@:G9@MI'"X9Y!<85D8VCABZP|DTP7L:Z&T '-EZ(N<7502L,OK*V%.;G M5B06HPQ9-0);-
EA=^..|>MY(.H =C|?5O5O_#MYLO_WV*"T+V^=L| (KG MEPGUQF=KA 46DZ6SPVD(UF:@.R-
H(3(HO5TX>V0'FC|5)U4I?!.89%6AX9V=Q..5 1*"V#^@BO M>1\$ZTHIRZYS/(<#6,U&)HZ/6\$"WUI-
00LSIO5LNU|B5DXU&EXR|/0:..6 M#F/E 0R3.EB7F&+ =C.6^<;.W9SLJC*"F%#IE,=UZ8.V+X>4\$.8IWA#|HT_6D2-
N0^L@YO:POEM+?76(>5CT MU_ "Z#&<+ MB".2O?
@='P|J/;+0ZP%GH9R2*Z#Y7V7LLB)@AUAN6G^F.KO|3RR: ^AO_ V8\$ _3IB"ZT=< M\$"/K-
=HM(VH+SR+AH<\$UG:|H&B@|A>G#+O3.R9<>9:GT1/ FIV_ "IO:.' M<%Y'6'_|C+AZ-
|f^|T_WAY^TOU\$OE14BK3_20|H|_8S4N'N)R>S=; >^DM M_ 1H/ZRFC^4.ZN|I MRN6X+"L-
H9|B"18%26'R#F=/5(4XK_2K:K\$US\$PH"*|66 MBTGZOF4VMRZ:&I<(ST0WON+!\$#DWU/^ZIO-IP+Z?K "F.8A!
|U6=#|E:7?C M/00LO@ZZTT&:XDR^/PML8P^>Y|OK?81MKS1J)JW4.%L/B|6"R/G&L 9.D MI4BEP!5R:>LP.5>\$I_?
5FW^Y.EM9U%UV+W?S6=G*UQJ0NM9L=Z6|DLQ6RP M /U/75*H=W(V0Z1%8;
64VQ=\$.0)QW?K:VJ.MQOW<=TTVGE>52;+?2B YC MN>VOL6X1|A+KF=5LEAY(J8:;1.HS"(\$H
_MZX'8GUOK<>FC4F"9ZRV ML3@P1.H==A19|YXN|)C\$'N3X2E6/T|OKP,7N((B9:?\$S\$26Z>:/@|QB"*1
M_75H"70/J(=+6=F?:&O9C>:Q)4GA|1(D4%9CA_*D5V2"&+D0NOF4R:>@?3= MDNBFP
ZS26YFE=W@W'"7=9, ^ICS43L;&)C'E\$BSHYKGX^JH9VK\$+12.FH(7|+;6U*B_="|LV234\$KT7|HPH'VGX'9\$RE
MZROX#V4+K"DX5Y+SH%\$%J4*6F:)3B0'K)33WKZ; &1J|_WPF=5/T_>|HO:34 M_8|D.N?C|N6:>\$1>@A.032FU-
RAA2YAJSXF4R83=I M/HQ_-ZP^RDL9D33Y6^X^/@Y+|I.MMC|RY7JH57.2_5L\$MAEG^@RY")*
MR.Q9|Q@%O=O:6?1%Q>O|E..L-|X1HNX*QLNX.PMT'8=/#?*J8DO+V7|@/ MWS9_P_KYEP5%|C%
5(P.3^YKQRNK(&2Y,I940KGJ=EW.H|/SA27L PL61M^D*70)6-R.YD|BF/1-C/EFB#5%@C_OVU3S|LXJ&Y'S9)/
1S*Z'4R\$ (MPX52P.NH-H*YEA9BJ?2/K"0IBV#MQL ^F=|K|'M|A|Y.6&TC^X1H+--GCS
ME5S3:A1FM>F_//9&OCG^3D|:WGES|Z)R_5-|R3(&(O1 K*KLX0EF0R|O@%6 MK)P84V3(W\$"(C,
PPA&|S/0F6A&9*%*H MUD5!!YY,I+BGIOS,D3J'0ZK_ |3IV>>ZLJ^X"&?X_J)*|f\$-9OQW+Q>KY2K,
M*)UE%_3PFD"Z2S>F\$|N|5|ANCR5JSE)Q?M@P" #X5#|&"8DX7(5| MALM=)MJ\$ZLC8@WSIKC:3_-
+YRRG|CEM>6"0Y^7?I(M/F2\$R%*0.LH0ZIQ88IP+.%:|DO^KV4036?M0R>TQ.N|E\$ M_73@.|T8\$G5*
(5MNTOV4O\$U%BZL^|H79>+T4T6&>A S7) _RSIL8+0:HPR1| M>1G F9B BUQ|(7Q6MW9\$-P(9CS?
=5'8_D6YO>7>PJAZD;EP*8,*%3B%#*3\$Q MVC=5*>|N728YL*\$C(ZIUG?ZCT|Y^4381>8=|H|HVK;#|='V4*4'R*9)@
M<@\$7BP.3BQ)*1-DZV|f\$%^ODPZG+^EA2|H3)7Y)=9F2^|<K_?)K|CEJQ M=H'+J|3YQ>GOUX&K<.%_ ^5QGE#-
(4C+D?46O?SW15KN_R| M@0@NLUT"G4PDF0PEU|N|Q!.\$1L:._D4X_EVW95Y MZ/RZ.KGQ(OT5ZT_|H|
|f%N'/S|4+H=K| Q9:I- TND\$R@97Q|L;6AA#)EP- MRFPUN"9:9B/ CA|+EM_ LO,*Z+QH-2K4^DNL.O&05N
&D)H|AQ+@.R;EY9 M0T7->TEY_I(*7JBEP?KLF*1|/6T%+9J|VA)ROU6VQ7&I_I%\$K|f\$U/T2X
M#36>JG^P^#;YX^D))D3AZ5|J_X|_97WN*T:@|K6V3"T5AFG01KO2+|I(M-6@S*|XUP|L:SS MO'7_I_K9AQA1?@
/8"=1CS5FX*DXP5VWW_D%^N*>G/K\$2P8_OGO@9#^!-(J@ M7_?^L'0'F9W>_W/*5%:G0UZ8C3K@Z-T-"|+
(#|S9P5)RETOJMW@97N|C(M\$T_|X=O5#R|=*"NY45X6B(K7'F.>SM)D.3@70H|>ELA;EQ3L_.L&\$AS|CP>
M|f^BCHN.C@)|29LM%\$S|);6J, MUQ|8A*L@5-1DHU\$K^|3=;;)L4QTXI\$G0/2.A%E_>3QHOK=;?H=1-IXE;O
MZUSP.L:QS_7\$^5Q-@K(Y:5%|S:.\$0"-#U3E1 SLAKBI#ZIU S:TIG_7A)|I@ M|38078|&HHLYN1:K|5\$>|5FEO^C3L1
|/UZB/3|N\$<^|0TG0TH'#D)(33O M-/L4GA=\$AN;B?S0)L76_|LJY_.67VDSNJ@?9_W|1S|J=EW6>E-*<2<\$GE,V/
7:*GP=^"PX>%8W# =19Q&A, M3"V|Z+;1^<02J=|RP M/U?N>GGH"HL_'UYGN|PO/S^_JP(-
Z|_0|+G^Q%91GGES6V#L5/OKFWP M:9_5P_|#|+0'LHY%)%,8(EK208F)|J_WG^>+M O-T5=NI7(=-4
9:2|B*M+5W5"+G.L;R5URD)W0 M*C4/O#R|9WP'KKT&|X=C6HF_0UCUX>(-E|QXQ?@|I_74:2KON"\$121005D
M>MUH7)(C 5-6)EQ/KG0^F9^+P72)Q>RNFPQ?PZ_XJ7>3A/2^7W^?DY00:_ M'HL_3|H|_R-1(\$L/U:/DOAP7.G:;|X;F-
L:90_ZR|0 MJZ?T\$|USU%\$H\$|L,9(4)"U=B|AYX"3(H|T/KJ.16P;?I+|JK>) |M(M^1C>D
MWWX.BS:8>=OYMU|6OVB43|H9C#E|N=|E+7+|1Z4VS"0(*AHP5J7WK?D0| M_7WM)&NAOPX%^T^#?
|/_V*YNNR%9#.9|S.<:'>OYVX M\$Z#C5.(A*W430_MZ+<(&H)M.N>.@P8?<^Q'R1ZD_K|.#2O_@&B<0"RIL"420-
QHD0'V.&I=:3 M;+?%|MKIM*.6'K))C6-8|6CKR1W_|I#%476I@D)?+^)\$/_I=;|0@885CM> M9#Y M>838OIR?
VK5R6PYC>?XT^SB"RZN|G67JVN+;=?>7W@|G;H=#KBT; M+*5Q*>U5WK33ZQ'RL|f9F4-
\$QOHZY^GLJK=QB6^MM*O>A_+|\$12/2E|4N MR"6|f^Q'FHC_QS@6EZL:|1^5(3?YV=>Q.A_:1Z_K|Y&OFR=|_%
<51O<M#;:WP_%N&N+T?VLY^W%8E%Q|WE!GGC0'NE(AT@Y6PWVC&O^4_8V7|POLSSI|LT7X7SY87;^;>#|>/?
C+@F>|BVO_M|W_VH\$Q|A|H+TD|KNO_ (7_|&FL_K?_0#|WB;_/?>V+?_|H9<_"IMW==GC_WZ1Z37_?_J?
XO4\$^H:40 (-|T35HR^@40LYL_*3<3-)I M+3(P.C0Q.C.Q7V.|f^Q+?"S,3,SJ2_13K2::3S;RG
MN\$<Q>7IR<7&Q@/AXN3EYV3FY_|70D=&DSG*(<|X00G*S,KY_P1?T'L|VG MDSEB1D|W#CC"1D?|D=M+0,=
|X|+^+>+|@CM'8|Q'C_!Q\$PK4*4.\$)' M3W_D*/WOMZ;E|M'R@-L#_QG+U|
|QF%DS7C.C5V>4+F<>'K9/GX1<^+B4M|3(R*C|H9ODE+?O4K.R'Z'|H-
_W"+RLZ*\$WZK|0|/_L5" _FH|G|H|G_I A0%8Z.EH@T?/ M|D"PSLHY';_I/L;B.^O|_*97|FM"H(U)/QA
(|K"O*JD)|*663EU"1: + MP:D7_WS'=Z5#;@7_|A<1-8G6N|DF.R#A2'L(UX|B')6:V>|KA#%1UM7-1/E M4N+|C|&_<?
H7TG.4X\$(1#D5B%:CF_%|?_ \$4_B7X6QJREYST>JP6_B.E.L.MEZ?KRHN|Y:S.FKP)X|7_HQJ>5^#>="@.^+MY)
MR)MV2O\$7L=|_7%#E*>TRQ:.%5;>WT<>ZW|)|>ZX1M/E M\$8P6JXJ&2"8_ID>
|0FK7NX\$XX_2HU4?)_7(HLBCT^#F1N\$J_HF(^HW5)^ M7^1JE""79Y"2|P|EDLYCY|M32(GJGX2|AG1_L_|f^Q\$XDK-
%FID6>K:2 M>=4^1_1_Z25FESB7>D@&CLMX)>H_-+K#JG|P=7FK|C&4-)Y|f^Z%Q5X|DX% M'"2IO*
R#Y.8R=MU5.|+|+8)8""U_0_4R4N|\$ADJP'65Q|X0/G\$)T: ^+ (C.G M4(&H|+_ %_Q_6_S_Q^*:EH7_|Y7YQ2C
7#*#^'RN\$3P;'U*%Y'+;S9Y.GXPW-U;YOUPOC|KVEZT)%D@5(OH'W1YM.\$|_="=V;P(3')00/|QF MEH:SJS#100|OH7JC-
MYVJ*7|9GW_2>;WZ=W_|U"3:|OQ>_8'R4D3!|K0Q_!
M^_8%R1D2^7XHDR2K/14NG6J.H9+K>.&5%|B_/C/ZAB|FR|^TG|M#O@6J6C6_M)P;XVF%'B<6ZGI5)MT?
NKBC6'.G@2^5|J5'R&09T9|1F&1&L;J'R:94H\$SN M'A48XBL=6I&..M\$-H'P|3|W"*K7Q|P|O92|73:-F#JW45?5&O'@?
U#9Z5|A MLH|H+O^BC.E(.;+5-)O)PZ|H_M_|B#JDP D?F"M-9-9+H|3\$.F)CDPK\$@B?_M\$60J@*"\$V4JP
_4:Q|3_48(DR3J\$;L3|OZ7_EOY;^G^f^M=>W#1|LP,
MIWGOUQ+3|W<=|3#;5:M+@YYO66I4WGREFSHY_OV0TS9UIJK_Y7C&O9KZ84IU M==I>XQ8;4/"G007&/G.T.<|
|_9W\$>Q/2CO&5Q<*AVOUY?H=M|>L_%.22M7 MOZAXI#H86Y4Y9J'Y5S'H*B9@_UOD1N3F|ZVGE|6_C2FDUX,
%|UTFJ?A\$2 M:;H,M+0."BUE|K:4NK: 6K1%_ML1EG|)LKF3TJ_"5Y.7>3K..FU=5\$N4^|
M_/_\$NDK+P.F.15C.S|O9Cl:ZU7|8JL#M1=M@?^90>@4&I9ZURZ)"<#*H D
MP4ED|)SV|AB2"D|WT7O|B(YGTH.WB_FN.9|9|)U3+;ASJPZ|).?>2P2IR=@_M0#@6|573|URE>

I>V)LV)T9+P^<+WIZ9)@ER_U&<0PAK;+C0Z4'R/90.IH? M=%!.NQ21N#W=|+'IH
N_IA+6P_*^>^>XJ7";35EZB+PIJLRUS^FO\$S\$W?|5F8-6L;KK6P>U)3=T|_XLBj9^P&Y.OF86S9EH29;GHF)CV
M>L\$Z%0/R:Q6Z>I#NHJ4U-3'6#V,Y+XCO G1\$DVYQ^FZT\$WA? 1F#W#WO M!#W04/
Q!8.MVU!"H0Q6)\$L;KQT5N/D89?+A2)3X_|;HKB?_ DAUW;Q*<, M HY?O+@ZG)"
@AUXJ(3^6;F,NIDX"3_(MC.@M&S_\$\$'S-EXZ020KYZ7INU:8DGBRPQ?/\$123IGTTFIV'WH M?B(,^FL)V9:Z+AOI-
M98-JXF+U.V_15B3I0JY?XLB!_F,&4&!(PZ;,Z77)0 M|4>,,7ERM|9(|V6-<'!615V|UH G|^TU#^IQ29!D_-!Z\FE!%YK=
|42HE MQ*J_NF3D#1%|3C%?5H:~?LFC|E5KJ>IX:Q)9KK(!O!\$)#1%PE|S&,TYTS1F
MPNM&7E;CR;J^E#2LV=DISH_|IC1+#+>(@5_|+"W|+!;U;I2!;S|LLKVN<1|M"/DE5O.YJB|6-
LI^ZE;=RJ6SKT.N'7T0HNG|C68;I+>9J4GGH@Z=T^F_A|+HG0OZ+(J!#D^Y(F1*ET0^Q&!)WFO@V7TA5|= "-|
MRG0DK\$3/'E|V7#|_9U%16VU4;ZMMB'M1>3<=8WZCK7SX RH#H1YE;A?2?Y MDH+9?
U,U67*L>CJMTN+LR5S#CXG_-V>#%D&,BQ4)W MW#Y;.ZJ.C*4HKNSJ;/^T-4Q?<@C0#FB^=T440ZK80
ME\$Z*GMV6=3 4@UEFLB;N4#OZ= M^?I,YKAZ(?GJ@*?>=00)29J;6ISH&M^54;J^+S\$Z>_E%ZU4F5;33L8J_4 M.'?2
NG!8BAG7SJRZH.#4D-SZ/C(1/>_H|D>DYVIXOYH|SX0GQ_C6AMJO>E/U*LEZ3V5N%!(^>^N8@S7Y\$ _=/U6U
MRMOK/*=2X_KL6;::TIDY9'VVFFW>U;L1,3P&>|ZGT_T4LT8TOH(T3\$G(3*E,#2 MFH7\$"7=RZ@X/1,N4%2_U?
@*Y<*+F>OW/(W,Q#HHX9DGH2QP*_|S(O*:.0&B MJ&I+!J>IE)\$"6K|YS2D&J0B=K?V06OXUI60_)
|H|6|T5V|!"GWYP0^QKPOJG MH2>93QFT|G;N1;Q;IE/_WFZP&TB6@U;|MOIBC<F1;I)"7,CQ2HE'M_ \$7N MMOICR?
@_FB_,OC1)-N5/-IS=-X)8&ANG_D352X;F%VM8N>|HIG%Z6>C4L TV(XV2DZR9B\$
MQ&,WB7MFATC*.6*"F@;_."#E/2F+E@|S|X4-/JO149J6W2=_9%Z=QH FH"B-/M)M3|HA_ M68X/+AU>4?
%Q4!#D;^04F5I.P.A.,N9OPGB/DY/%|=|^<.KKXFB2(MRE#;.MT;#TW:9FZ_1403&6S0Q^O*Y|TA724^FRSUU&|H=4_"?
^Y);#)#1)DP<5 M&+BU1MFH@(|O|_4^@|JKW|G\$J|K#YW%S26=UE|><<;?V3.OAUS^R3X_G\$=
M'\$0\$&8Z7)ID3U+_%^C2'3SKB+D^ZO|F,X*MG.K^K*;DUNJ^NHOLK5)G/N-6 M,=|E;.?U?J5AK76NJAWUIP|S7|
<(2AI_W\$O1G*_?1W^>^4EFQJVS#W\$-|PL M-N,(RGAPV^EY=ZF+V|H7|@4X|::#|VA=2Y&LL_15&UV0)_11X>JT?
|EYW4 M;C_/5;MHW\$/P^CA|FH|+)|ASU/U5UKVE?<=8MC_HA:B1Y_"N;7\$<=:W"TT9=|5-YE|\$ M?U|
^4&MAAOUU6IU0L*0@_8&)"%;DHA#-HDS&IV9F*\$1%|*91P.VZ_9|MPVT'5.T\$1>R>8(\$L8^S8#74^_6OYXQE*S.1
M8G_FQS4V@;I9U#<CSK|^HC#;^KK|4X_FQO,E)ETLXDZ1/_NMOKT@6#MK M|X%6>QP4 KIPD'5X_&2K?
6;\$ZG#_V%T5S_BQ^6Z^)|ZM|2|J8(9WZEXY.T_M+B;W_"O:K3O^XR7-
;8UJ>#^<|H;.%D3L,RH5D/N#^TL^QVHN_HM7Y6;O|H MKT<-EK/2R::U<"XT26T*^0,Z^H
G|U;G3W|_P;4.T;RCH5N#^1+9N2" M\$STGIQWV,J|U_1#D|TWG1Z|,50;=%0B1^A(C006^/@BN>B@>EF7B',B62J#
MC%Y(\$9WOD=-H|M#B4A7ZQ|.=HOV.IXFT+LKO1G,4D61SH+/%76L=N40'W>O5S M%3(-
>CDK|TBFN4|TH%D'F_,"^W\$P%6 JWS->,B-(K<^HV|2|8AP6B1|JGB0+ M#DA|5W3)M.8"ZJ<-5FHX\$?9N)R5O|?
(6Z|>15-T|72IP"V0|_~PAB-H\$@_MJBGLLV_#K?#K&3<|I'Q;*|G_B|+P?CRG2#=#+&6O3L2*Q%
M;B>&%3H|I)M>HC5=OO%D!!PR|>K|S|N|6+F-9%ZQF?9Q)QSYI9#N@L7D.Q0 MW48\$|7VV=X><43M.RCE-
|A/5=0RF;I?Y^>4Z=4.OA&|DZC_LJ@7%0ALIP)M M1G|P.J*?SP@>XY^+>|3UD<">4/4)"1J7?BV5605 (XN"\$0)
|4^4^/_S ME|VLS<6QWS@^~R0L6UX9;_(HUD#=#JRD.UK?EIQO@UAA_A)W/'^+B1KHC7_5 M/5ATY;J?
J|_<Y0YWB|8X|_D;#1B;|MXZE|Q3+L7X?P^ED6OC(6%5W03;GPI*\$U3/(0%;3I3'H\$P.N;S;Z-KT^P\$
M".H#T<*X%T6X#%;?ZAPQ&\$KAS5/0,+EVV|^>ND#%/5|W<63K%|T264 M_|X|K1GBE9\$S56;D|ZW>'4;76R|G\$9?
&9A-S 5?DU/X_Q*^O+P;Jc M;4/1/T\$= W2;G(-_3=7LV|^)XPGI?Z?NBPZ(Z|J6|8PMG3^RL);P-!3AV|M@-
MVY"|_RYC7GWX(2Q6^T^*|N(O)1_!! V.*10\$8TMTMEP|JTAT_G8#^NP0(\$9 M"SA3Q_!7D)-14;
|4E7UEM5>UZQLCXT9P.\$BWFV+<,>4,|Q1YKWP=U0YD&L4Q M(T^EXL>ODJ|CB-
#6F5T\$9UW/(<&5@W0Z3>%;3/"DCPME|5C|794LW&;?|)#B MV+X5<1DF7EOHG&|NS74N|ZE5&A63R^A;+OB1?
1S+04? MF0D=%_YNB)->LW3?M%?Q@D;3>N\$T;#&3(6M*_1_8OBU%9;MOVYES M9HW+>CAC#B9^;E."7>LU|K-
3K;-0.5;S2Q|13JSHS#\$R9&4<="&+*BCBJ%L M=>,SS*1,6IQ;OH0&#|B.G/2*%X6^Q2^Y%|;S91&EF-5&|0|JH5-
%\$\$\$GW@_M9ZR^F^X2&\$\$\$I9;X4&\$+2!L#%R."D1VF9\$E15-QH.IZ?&X#"W7X2N^DEEE M0Q<|!Z_U50-
H=,CV0Q/*|9|)*PI(O*><"NS=5CM+XDA|_4ZZ*(1>U(|"Q^8JVUO@/YD1C;SN"/>_1P M|JT;7|9)DH%0#<)=K\$0>#BZ
AX7;%|K|SC;6L794LW@G^7B0?TV4Q3Y MD#;X^R0?LL9<*Y9|36ZF1VS%HT0_S_|P2N*" ">6Z/*+E^6%=-
DM^#RNZ30^M+>YN9%|S;(|5#UA.Z?F|IKHF&CJ3@ZV(|#|TKI@+LQ3M|*3GF>KGBMQO9
MG7P&O6%^OC3.SQ|A^NT3O@J_0NH_M@VY;19V>A7Y^MS|!"Q\$|+SF|F=X@55@YE\$U|;9|=#F%M-
CHI#_P07YDQ'S%/Z@T|4GCVH|TA Q",&Z&UM2T0S&JNV9HO?PKF^5Z^|/1F5^|5Y1Q#;XSV)|I."KP"W4N0E.O-/I M?
RQ;\$E>U9YKD|>\$966A#<2Q(OO)P|I8SIQEXH(MUXG3S|^#|HA<_M_|5@4.K0|!>V0&1JQDK;C
IA(O_JFO_LDX_T;N2>K8N^|S(785)YR+9Z3 M|F|C(S5%;*XJ?916C-8;>D+S@|F%QM|K9CUXU^C2=|R|*L1,
<@B4Q2.B MT7;(2.RO^EEUD/G8=CSCZJ8#)CD|7T_|ZDDH|2\$)2XW^~RS|W=C3H;=|S_ M+&40^G\$1C2-
!OW0_V2K@0G^00Y|)H3>P;&BZ"EGE2@7T;?WW@PSG+2)GH79_RT_&D;G|?75=<8G+7MN+&|JU
MH6(KJVOYF^XWCPNM1VT|OBX|3%L6)1HWB06^N_|A|!#6LNKSM;=A;::?1|HC (MGY)+(P2VJJKPW+J\$6.T;KSJ&;G8G?
+SXK1.@&TF^GR4^4H&0|S;1 M(A^|HY7^R;=GK?XM*Z7\$|2>S+^Q%&A|5;<&Y|O=A+J|L@92|EW2AU
M/&P=BH^770#GPR|A6|JN/B.JSK>).Q%>>7MN|X=DU_1Y6048Z8R^C_*^B\$P/(:5BH_"08MFH>F-
\$)+V6^R#%H#7N=E|D5W^B@UGSZ" M;SW#4AKN|L_3@X/?K@3|0E\$|@P^FUNK|P1TP&J|75IA;Z@6FS*(&U);F-
7OD^AF;T^|T&8K<2SH3K^K WL;_E,E|O^7Y_MB|TC4#=#1 OA_CT^JR1Q JT^#;H(Y^!64^7+D47IE&I+!-
M^W^T)|^!8^7.6BXM@W<|O>|W1Y|YLD8-637JG|CVC|/AOX<*M^LOE\$G;AE4
M)>^\$UF6*7X1^T^W|V5>S3\$%K A=0.6V;C@^|N9#.&X<"3Q=^<*@\$.-DGCVE M>33U;=*|7(-ST9=\$>9ZEY\$?
U|^|G)'66L5OZC50(FK&%CV)|2P'_7;F;O3&|+YB-7;A|MUZ^AQ+(V>('A0*_0LE"@&^KDP<|<_.(|#)?/^ M9&
Q*|0<@O'/3(7.AGMML'G_@6(A\$N.A M0<1L.T#D.PIQA6BTW(-/5_#F_AY*6G35@8S,&N?|71D5IK
MJ7LA9+G/_QQH3EA;|LKLO^@O4&N|=2E=74|M+6^:10W=?A>FON1^W<+=6 MJ88&S37YDD6'=M.^5I4|V2-Y9I9
|U;_&T\$;AZ|L\$0?UPDU^NR>FOS)+7\$ MP94JP8D7NS^JY/D1)!U^V^0&)SM^A7P|6^WG30HS^7H/7=#.7J;=X|UL5
ME^S5/W5OQ>T#+?0ZX%6|L^QW_EI|)*(CZ!U4^GC*^M8;YWO;_#|U24;(0@+MLL@B&MS
8|*&^VANH;7N+M^SX*)RUOQ^YJ_<^JFA M?O(C_11\$Z8/=,^N \$;ZEL #M7Y)|A E>JH^R?0?P+3|^A";ZG#5N?1WG?
OCG)MG^).M|+SH|^@T_JD30_?"5EF2U6FJ5%2W4M|H&V_ZCKKE;J_|QO_4W MESC/9%|KZ=T^~I4.T^0B.R_|ZHQ>.
V..|M8UD|H7RK_EPH55>7//#\$Y9? MJA|OSD!(N6&VCR8EO%R4(LZA-8)!Q"Q2!_.\$&AM.2L|500JN438B_09FS|HC
MDGB%_M_|S|AY+YD)U=G^1|<#A3ZPW,43;^O:V@73FNKMTQ="M8Z^+N^TT;.\$'!5 U9#Q|05C=7%4^OY| M^P)I-|K
J|EQ>75JOB|;=..#|@S2DT?Y2Q|P3^6YZRY(C_TR?A=,TT% MKDZB2*LR%.D&|#1;9V^0^6.9^#F?FW-
V&AA_0NZ(V;(&=Y_/I9|_8D&M,K99?R_CT+H0M_SGY.HZ)YWN^A85&%)4|JA8Q\$!P#LXBP@P)
M|61_.*1|M#;>N##+(7#C5SD3^E+,*1L|2A27_H MDU2)_V(||^KRE,RBP^B3_A#(B3IGI58E?E1;K^:3I1X_-63APZJ
M_NGG|UJG+^V.OAK;MW.QSW#F^BL@C 2@1\$R|_-@ULARVL(Z7JL)>,S=9H?7.Q%T9^WV7_X|^M CF#E8,QV\$J?CQ|CP-
|WH5^\$ #;L?0?1AOZ?7RIDE|Q>R;Y4F%K>^R0JNV|(^|^|=CCQ@M@7US^4 M0@U9A\$=
(0&@FN3);L%=CL_|I^V5VY(E_\$2#1+9>BV^M\$>UM;?GDI?
C>R|H\$|10RD2H0Q(.%)+RGTUJG@8&M|>6RVJ;4|55B&JD0M2 M9W;^G F_H088E^XB|_Q.8C3(A8H#;
<<_*5^P+V3^X^JLO^QJE9^5RZ;B|_M?G;H-%0^G4E&5^R|PY;\$GGNE!%U86I>3QY0AUF5>QTOAQV72^|YV>+^>=E;
M;+<+3D+\$\$0Y86";&4?HCT-)ZL-M*^_O3P|6_5+|Y|PR_C,E^*+Y|L&A^ZXJ^&O MB|5@8Z@
6^#Q51^M)/S\$5|P.U@LD(NP|Q?S\$GB^6.FI.YW^~0P9^0%PD9|_MWSQ^T7;-H^WI/_XM>B\$-9BW&WU..06|

=MIO\$BRO\$ 3XJ3ABY-W%'UDO M7UNSNCF\$%@CL,%KDS\$&/9.(KT!'!-;3;
M9#E!N'PH4@*FKV8.GKLM/M-ND'Q)2+@OL-?-\$-6+-9.1Q-7"3'&Z8GW-9: M7A9E/PXVZQIZ!MGJEZYC:09)-
\$77+!6"JX^2M?"(MFA>RD)U-J>#'"*A_Z@= M\F#5G@+J\$MQV64@0(<- T3T11VWCDJ<-\$ _FQ6)".2.A>"D*A,!-
#7^5Z>+>7 MUH=?R-"A#2:63C1(S77&:974Y68G^+6HJL<@>O!-"Q'9&S';N+!88V"H@V*!%TGOJJ+U1B)J3&H^<-
O.H^~)M(LCR)U5M3\$:-LPRIOX3.TZ.M@4"~&L.F@DA0!FDSIMO=+MM23TI6>.!^~ZY.YJ.G3@4!F/W!4CBN)A74FM
M8)~G&W3TFY\$JWMZ==>-\$X!O&E*!^N?K5D4XE*!OP)?=UMM*HO(+N;<[JD-MUR^4/OW0.OA4\JUR?S/6-?C
G!="/%:G9^~)H0CA&:U#VH1OP,9_LR5\$.D)MFD./%@U_OAH/8E-(669\6=!)&7FOAH1LTID#CA-#^1Y5R)LSSTIFQ*:9Y!IE
M%I4EXMI!:TT%OGK5SX\$FIV87DWP.D.;!EK!_NS3"1Y%K):ZRNUTVQVICHN MH6?5#O.IE!UF-
TZL8%DJWP60+Z)Z6D711CJ?2\$!%E_B5?_L(3WZS2-*\$S8R)M\$%P!P^?_?
4=7*VLQZ.R6BH#H9+<*\$!8N6KB_P&HWV1H/E=?Z\$%\$!^?PZ>GIID.M&)&FR&GPZP35B+2CZAE?5!9:-
!W>"5%E(T/H)H9^T'<<4N&?DH?CT\$)CTN MD&^_JFX"RFSKSJ9+~"G?O!AJA'WV9=SU)WK@>WI<0;I:>I6U!0*NYZ/I
M/S_-Z)Y?I!#I'DHYQ*0H!=7<+K9Z4G(RL&26%25\$@Y_*D@PHZ)UH^_WR2KIR/MXITAX(5R&:&2)8FCJZ!
[SHMCI0S#SE1>REN17(F42E2#)D-/CM%VI0:3* MVXJDE.'M8f'69W:ALF2.(85#18G:
(T.,PH1#2.0R:A'>Y+!2J"=YIG*KJ>> MGZ9R>I8O(&:E-&)&ASS:1M\$.9!65=29&VKP1PL=; W1)(W%:IWIR<\$FFU>0
M^R<9^;H@>_C664HZ'MFB@HC83E>A+ K(VXIM;OW\$VB?H.(1VB\$%<I0<16KD^&8O'WI&.YNJ"%^+<-
_5_55S3=_GY*GUMC*+O.TIM:@R MUE8HP)7-ZX1MOZCD?RXIZ)BBS%::GM VU_VUJFAC*M+1A4CGO=?
!EP_\$Q/M67XC91H/2J!%=_G\$<%3BDCC MS2KP_L'OPWZJ<#?"P.H&-%/Y%@C0!E8_M.J=XA8TLU.
#I^>_"+O%V(WV\$VO>> XY.W;O&C!)Y5@M>YAQO-?4 MI=Z.87 MV:@@1!\$KPI'OIQ):!HMO^>I!I85FR'-PS/:!SS**"?
U^E!)BBJE)^27KPQ MQ<<3H\F&LB1H/Y,9!25_YK8:P=7*ZT+9!M7Y'UQ!@*F:S7O5*,&UZ(DE-8 MEGJC>.
I>~"F8#1H8CS34ER"%U+X:!.%"+DH!1=&J!Y5@6/S!!^NY_"6FOP MX0MY.4IS".C?
NKYI@Y^U<:Z!T!\$)WY<%QBXOT?33"B7T-5!2^Q)-9U3_L MUPD!YI<18UB?@Q95+<-
YX(V(==X<*\$>'DW4(21W&921H9"Y&3?%#W#-NTU>; MOI,<.,H%)%N!)=_U!7;@#F6L/I0M4@AYQ^B.PF.ZO<>
(1ZW:B+L M UEZJ"-MYT"YE<)7!N6;BNGKZMG&2:78SA_SXWI_'J% E\$3+J?E1=G1^FZ# M>I:XOE'-UOC=
M1>4\$*C!SVZG!3R:SONK@5Y#T1*F.@BJSKA=H) MIMC8MCU 0+L JD<IKB\$ M:QYR-C?(DC4IAT)%O;UK M:_OFF!\$<-
5!B/I4FNA50LF5.R67\$/_&B@9,>5 MP!LSE"2G;><- M;0Z?A:E1Q\$Z7.X?VDDX2BSJ8ZSO!_(\$:)46")#.-EYV?L)
(LB"!_N98,@>/M7MU(AlYD9Y+#+JJA!X*#"RjX4:C\$@^#Z#Z^E)5=LY"XZW5Z;CP!N)9/1, M1C(\$?!"TGU1N<*Q?
R97%9I?+HW/E-1031VBOP0SJGA00@NL/W%P)R!FH M5@)S2!V5S4#=#I!H*EE[7!%7-)
L09H!6Z9H^30^!DQCE/G5U;JZF7YU2M MCKOP2NOK_WAOQ!6)Q1M PID/OZ!4@%WW!WRC!N/&MGATXJ<-0QIS?
4!C0T MR:@#9A7<#;+EGP!@UY6%B%W5-+?HW_=/TO10FG+WJ!5A@D5>L E!&@H=);H
M(3.UHN"+^/\$:O.AJG\$0YD3^C-YE)F!T?7":MP!0E@TF;%'(MG BF HX&NW9, M/4_ZLG9:L9N%00&:@2_0>/V@DUB*>O
98BIVT_Z@7/G!-DO*9JMC>_VHJ0. M+R-7SE2O?28?_%*KI!H!QETHJWJ%SU8F=-.CYP6K4OBC"&IMM09L8J.YX+HN#
M!WJ"THJ%_XE7%_-2!XL\$FBIU&"BOL5R+7;-SX8DRD!33-J&FF_1&GY"FY! MW!FD54L.ZB!1R5!9Y.IBN:TBM#K!
(4TX&^9G7;0/8)HA00!J0&X1FT>VM M3-25\$NUOR1+!)FF.8DTI?6!E(N"7AF#DV(TF)"#GE3@E)FN3:&9A:.I<8R.
MLQ!3CT#UEM!K!KB0!36+2HTM!PB2UIJKO9H+;8U4+;Z(!_BO^V=I/H/HF%?&M_
MT>G+?)*LBV8A!@XYI!>-U!3BEZ!WZ.J!1!_%BC9X94.H0Z9QMB!D2^Q MISACQ/OY!EKFQUC?D7!ORA<-
@OZB1.H&&_&2PMP7*^66JP,2E?PGNL7FR*5_M7G;5;929+.EO:/
C#^!LYAT1@;!"E8J/G15R>ZG@/<69)6M@!GI97+^>G!)!2PO"!SW?2/4H.D7+K2T2DV!JY? M0/^&?
S!CRDX<9P!B5"M/VJD86QY1&".CM)4*N4!#"JZIN<3VOH*2%02S?*2R MXBZODFK
^<0M#++Z&S\$%S@=Q!6(R5W)@72FBU^%JBY?6%K.BO&V&B M5\$"9-4CB7T7&N>0!UI2J!9HF&T1G(I_)W).Q2Y!EE-
L7P;@JEA.RK@!ZP!^!G:~)+Z"EU7&:8TFC G%& M?W:DPS\$V#UWQWWN(>MQ)K:I?
RJ'SG:BZMGTU^_P_*P+CG*M" M86VN@!6Q"\$."3!C%G4;-=G/=M8R!BMP"JLX%Z<1%Q< MY_HL/G_7G3"=-
BO#BX5K%EG)I!_E67-.WJ?Z4ML7S48;HBV!HPL:6C "B MV1)*JX2H!5HALX/E_O&&YD1R)ZDF<77F7OPX_W?
7%27NUJ9)E^DO*N*3Q= MZ:SNL_OQ/W8WGS_-YGU;D8Z#!&3*11KT: 4=ML2!6S="KQ^E LD^T^<: +B:
MRCK*GE,!L?^"45>&* 0>#N<(U SIGY"N@G;6"('@:79&F>88'F=N>MS<: M7?J.P(WH\$A#N(P=J(:E=XD&)T(+1
XVZX/6+0A0.U=4267//1>4!+G*ZIAH!\$&5%L)J8%!.PC.\$UOWDJ,1^H@&?)9W?0.<^ MC*>%V2"2)V':=Z,-S=ET?
LK.5_H:B/\$)HUL^UQCP!UB"PHN?39;V1+1Q.QWZO!QJ2*1ZJ<<<'PLE MZ#_004%\$_"#K4
&&T2\$FXIH!"L6(+9V'H0Q>+!L0T&>^WXJ:3*&C9_-%12J0"AAB!@6M"/DYN\$C!\$GAM>3_FE MX_-Z/91R)
(-4O/M8;Z+VRX!)BH!/?=39*&QQIO_90!ENR.Q(?1X1IK!8 M>!?A'JM !9+DIYE#^YTSAH-
RJ2*&)XZ?J5@^"W+THRB,DFKCI\$?OI MGV-\$JY&A-7OXJBH?MP56)ZH4<19:!)Y)&Z=76!%B3Y'3T5.%V,H+U6,W1'
M=>_D51HX4F6L"G4::?W<"6K2NSIC_O/A6U<<)>4KPAZ8!&10FFNL=)JR9R6:&8_<6VT!%O)U*^8Q>^<-
DEUI3\$N/2!B.B\$R!^A*!50*_-J8.B M\$*!GI/X!49=P@D;-;[60JH^%-MPVM1_E3VK#52!U8EE!W<%6C80#J1WGF
M/9#@.!X!BKJ5*!Y*.8\$!+V4GB>FGXS&G1!T-O@:Y7MG2C2*XSDE8K,)H8 MKWC5X.ZT*L-
"Z4>S!H(K5ZP8!H87X/5R\$R+E!23!F9HUJSZ-V/=3W5/A;D M,1=L*(GYH%V_?WPUO;%)J7I?/?!EMGS?
O^!\$!JHJE\$G9W^EQ"%EZL M%X DV8K*8XGFR"IPW_HFB/D&_PZAR2'.ZU= MR;H!;#;G&:?
+V+TC/\$#Y!&!3.%#;+Y!F7I%I06(3F.J8"9>Z_*>Z_N%J MGQ>"N06Z+
!%I0!9'8"=@L3LN8M"X#JLF6V2I9"RHSO+P3A\$WE 9"F5=Y MF'UP5(!/F;N8U.D^!2LR'_IJ3HE57T>F-
PNYOZ%VTTQ<\$;7K*JF_~"TE!;-^Y4=D:Q.?Z:I=I!_H/VL33QVXU51)1Q
MRN+OXY&U"PS_=A!N_~(J_-)J_-3DKL(\$%)*MEG!&B\$+!3!^!O<6L7+UZ M;%2#H!IG9;16.N1-N:FL*_@5P3"%2F
BS0N5YA8T)^U'::JL.KO!EO!_+ M;?2I>U/8^R7)Z4(%;H(%HL71+E;80^93C.GGWHHSW4U(X'O7'F@!(D!K1D)
ME6^6J@;E)YT5^6QY!6X^~!N-KV5B=37Z_~*A.5_XVF&#*-H72!O)M*TEK/GV MJEUR>7\$"@G3*.J\$V\$B<:X_I*_YU-
S88SHPO)X5U!(@&_4.%Z 8!>ZY0P;L MJ6%5E6!W'4&/#3S.?02=A3WNP)WHT)>+2=TKE\$Q;W49YHYKV NH;P30#-J-Q
M#M%YB;D070NS7)ZL!OHHO>6J^M%I_27JHMP^F!API!;5!@?_"B<9;GL~", M;V/KR!
UY7R;GZG'4ISB.O1>.Y"3JY=+;39B_!3^BT\$HMH0_6YJY/DIG^M M_P#NKW=HZE_90V7_:K)T7<-@!_IS&@U<9?#?
6369?PQ!81/X4VAW#;)Z^CM\$-*B1EG)Y3?RHQX*OT^6.!@C7NA.BI?3F&:"@>:!"M"DX!I@G;HG9'LPYU!?
&>Y0M6ULER(JXH""5L_YC*6!^6_YB\$BL+Z%Z7+5 M^XQD)1=4.(AS&C)&\$0_~ACBI9H13!AVK>APN7&J!JPT?
>3UUG&I7J@4I#M06GLQL!>/(I42+3JN6BM4?^F776)G1?I>ANBG+UDSXXZ?8-3_@L!QO2
MK!N>I/F%NH:G\$=1M+).I>7!T!H1&WH!4(-W=;+W.ON5AYL+S!X @~"4"2#
M)W5QW"FS!;I/JL3!_97J^100H;"X\$+_K1RBI\$!SFMT+I/H?P1-\$E=;T9H\$L6 M ?0"7"!O-&/%6"C%;PHQ(X(FZX\$Q
XA^513Y_-H5_MB/S'>8YU>^A2^CCF" WPMPT>EC"2MWI_MID.@ICZ^!S(WD)_R_XM^Y>5/5>I
M<-13;?.RIA0G8*3)2==^C.OIA4'X'3ZM0F0(D-A92XA#6_/?#J3Z!WQS:N?M-
/WXXCV1%*1_+Z%>E(6*IP)/L.PI::2"3TT8)!_MA5G)8(\$P\$R#)*.E)A9C8
MZ_-6\$BV)83@>KJ!8IHf>%B5@J<&.+%G0!^"E8 MS8H=PP9"~W*OQPBDRS&LY/%+6)(MZD
M*%&!034BXO=W@7M40.(C%7@LX M=ZW9GS'2.9B7&~0>9)"M*2U_/HV"N!_R5)J_SHEV-QU^O"Z9Z)'65+NB!J\$
MU?2#_9.9^I^F!56AHK!2=I P+&U&<0?+ #S7(8UD"N?>4PI^"W.QOM;/DUK)
MFQ9:7S<.XU_!>GXT/PU3B.ATLHGTO+8.=ZXE;4\$B-
M%HIKBEZ:=HK%4(G7^>2DI95=~/!4.LRXJS")TV=G18D#_WX78C+R M!;6:OSCLGT8PI\$.'#_N6UK>+&MGL<I-
G_K^K!_027P*KG">=3:X73%6.=FH M:E090@4.ZB/7?TFY9_!EZID7H7<- S!F5?7>_D7!52GH%B)INQG!1>8FMG
M_.NPFC8N%MQ:5!IRA%5&UZ%T1_G-F:=CGT)K\$!^&^3HH_O1RSM?J*#@/DF!Y M!K17B#X?DH'MS'CY&:=TID-

=3VIG/RE,C:6+MFR"/L8G.C!..W0W^<4JMO-M:6(E5N%=9-/707ZS8,V MJO*T)?9A'1PB#Q8/1B;,".*MR@6
M:VP6YNB?%F1,P&>@D610D:|AB5^M|S\$NB^WNAXG9=/.8|K^PQ%S:(1I2I)*2 MDLYG: L4 ?
G+E2 _ ,647Z9:KX.M),\AU9Y>=>A6|EQ#!O)0L|NFX3EFD7+ M6&676%1&622_68|NE:G\$D 3|F^5'/YJ+"T\$XN#(123-
Q*01=W:1H8@JU<%|MC,7JY\$^%WL_(NPZ,I5F>)"UOX|,3TC^/P+4>9+DSP|N|Y(Y#QD12AUAE6
M5D^MJC/E8U|U0#GA"7Z1,'M@%..F17,\$C MOU"4,C)6VOX9S|L") YM&0^6EBL?
9EN|G3:9|_E)7=U#^F*3=STBT+ ML1V6-?50%Q%1H.PU Y L0)7H(U|X:7QJ3C*LI(j@52BOT5-T^8-*MZ|_33
M)N|K"D%71YY9V=6C#3Z:X_8KQN..9NDD.7CSO7-WS^!|%9#|:BR6- M9C|8S>?;G)+<#6BJ(\$:2=\$2FF-780)TY
ZYK.%9%BUZ0#OXP#XF+U3|H1)M4 MW6.NUWF8Q7%*L?^J8BKQ/15Y@'&\$?E_^PE)K@4H+|H|>80,(O"!:%#'">P_
MDO|S:T,H,JC_!A.U1+<2SYWCZR*<33/7_8RGU|.N%59'9ZA E5V+,@RGE383
M\$,^R|T07F\$D|5\$:9B7OWR|+JAD(OFZK7ON&R75HT??EV%..R-/5\$AAW7PT%
MQ^K29+F^)|JH|\$&VD-EM80'9;R;4:|EY|+^I@P_ ^4M&G-0N.Z5L6S@ MOQ)JE.&3;).N_).G&DRK*#69.1
+I8_@P^C=.%&.&8H=Q5EPZ9-RX(G9= M@: ^YUNYNK6>4Y_!W'L&-16|W)10%#D2N|
(5:I4A0@"TD1\$>B:1MS^L|JS|=M5LK@-^!NH^%B4|G:R#DDOPBY?SEO++9_0+FCB:R/%#4
M:P%"R!!*JCL1V6X+G1A4_.(#6|3>8";I#X|N.8L-M^D\$@:7.=)XU|0@DW M|(DL02\$#8B(H1Q(VY=
"Q:>5H|1V\$|6T<^3;LX\$QK&K3'M8A|LS?SWK-H M;C; 4X|>:B"%P?S|TN?X6E7\$E|N K|_|EXWE\$2L3JPN%JW/C?
+1YS5XB/_ M53&?*(D_ ^0HC\$TY6K1%1 M^4_LBH<:.\$#0GYQM6|3-F6^8^ M*52Q)WN='96666?KD'_\$<^G
UW?"8RPHZ|FF-JHVC|? MB65GT3S0?|'#01>H8&0/NUXR+GY+:^AIEK3*+RHRF|I\$!%\$C23|/..?S@X%P)
<@H:C&_P|9*8UQ|C.'&|WD0_ SY?OVK^ MX.5:WRS9U-^P*PJ2DIZ(W!"_9EVT8;=UOEJ*!F#?X|2_ KT_|(DT?
MV%=(2;)5/(Y^&<8S Y? F2.O=21A U@YJ^3%PBM C:Y?P=H#1NB7*#Z:8(5M? M=8%GC?
\$|PG^3@+!6M\$<2VAV#|PC^WT.YT8U|MYP95>7+|^Q=P|JD(M3(SX^ZC5/4X1V-JVZZO)J|^1B.
("=>|N@/D\$|6'0&:##@:DH)AV?BFC|E2ND
MG%G6^ (6|:1\$YY6:5=D/UU3=UY_.Y|G8:YW\$|3)|J|)U21K0<'RZMH\$1;"WEU MI0YRLU8!6U_#F&|B3|6##
<=W:HNQACVZ)*C*_K:|\$!*JGZZ/Z4Y|2?F.C! MD"6_);M7/#FSB@|2KR8-#C.8C/+&%NIX|NY|_>) Y<7P>)ZOMG,I
GK' Z M\$ _)@6RQ*@"^H&|C_||>T+F#NH2A|_|&L|JL|N|S_..^4JCC"R*YD&4UD5M8R
M;.&#IRFLT^=%XJSZOJ|P1B_0:8%%:EDZ|JW342"V7|<5XP=.%X:..&6XMXIX M|0308'P|^|=(Z2I8Z&ZLY?
LXU%:MC0623|>.@WS5%R%)D4\$W9D*5XE|)?^V&\$=7NE-J#-U-OO@|6|^X.0W< M95?X_5Z|17MXAL'=%Z| MZT+
<^8QE_*)L=|3|,M7_&^=S|^(> M=FKA7G,Y^AS|!\$>Q *C"||F-37^1SF&1WZ<.%?SVE93OG|4323TRD0;XEL\$X_ (+43^
M(03%Z3?TQ|S^_PXJ^\$I%&5DCVVE|JELDSREZ|8|_|MOC^|6S^3H\$C|IRCL+D8C'E0140+WW8ZO+C_.QT9
M@+EQ?P.:S;1D=/2?9U-G> MU(S.P.PY<_|W_!SKY%QG-AZ09^YHV+7^IXHG+1.3*8DF)..XRSFB=P@3'B2E
M6@>7F+4(>>N5Q86&R-"M<|?M)B*!%|8G3,7KG*.^(D4,G@\$M(KFHK MO!7;>S%|3'_|8E(LA.ZQ>"2%D&\$|JE-
*NO6U8|=XYZ?^K0HY50#J*_=)|8 M&B_*;&H:|\$42*|8J|H_Q)|11<6|TVAW|ID^SM_EMC2%G2."GO@E.GG/HG?488 MY"-
%8:1/2\$8CLVF\$8)6*|9|X'/PP5#8%|_|1Q*C-Z+EBR-01&-+&|D)*P|> M:2+J6_1*2|^SEF@#&'YHD6-
532X;_LHDA\$">@G^2==_W^G>GC|_|9|*MF M7&WJW|%.%>JR2_!2SVAE|3CGFL\$!_LVILM-
9|&A4*8Y8W&OUBOR<|^=C9. MJD_H|2?7>8)MB^!|(N4_U|KV D.H6_."RT(ON61,&GG@9X5)UI/NY|U7FH M-
70&@S.O%M_|6@|*^_Y>XJXTH%N/0(D^3|D|6>+/_Z1R^|MBWA=7G?@_?^O7YZZ_H7J|_ M"8!Q|A?2=L|81:9>A.XU?
6Q|>R"4(N_&EB8NS=|^_01N>|&>=#:L>057(C_M%|H?J=,UQSIC=RHO.A>XZ:4=S72|V|DY><"S6L M+L_-
C/((P*+&&\$6E%*3P0D5P_ _VVL@W|N|N|N_1C|_*&#;J|OZ^6Z\$0&?W M|_|(7@0Z1M|H|SHON=
(^+FY(@L7T"6Y|GZ:">.;R3|BFOKTK:>D,7V=6|+M:BR M#\$|&G+4G|+WK)|L-L^S3HGS)A8\$,\$G@'A'(5.T|_M|2-
D,7|*S|K0BE<_E3 M IDO:V<_V7X>%?7#I=8*1A_|_|B_<1Z&|IPT_|N)+@7AP\$=\$:Y=4L;_>UPH|C MT|'6WT;,,29X9\$VS;F?
PRN)6WLEX|_|7NRH+BK|00>1J#11BFY05.E0_.*%. MCB"670</_K|_Z;PE5T=9+Z\$%3?U1
M2<_EH04Y6I=38=9U<_YY.6O:~JE: ^25#O@+1Y9X|_|H|B+Y_3KP@|+GD?'RH2WG|CYP%TE:QR\$Y\$J:G|_|
M;7+>+D|BQ4|"M\$02Y MX% ^?L23^)|F6XOD3_MQ|_|X1QG%X_C|K^*)=EL|V|S6V*W;1OS0H5US5X=M%V?
TMQH>BQ CC3"P|32_G^F286+AJUL5W&X_9VF*N:L|H|PH|9:0L/7JYQ MGQ=@|C T_H|2#?2Y_XT-
O;_MTX&9W=Z&"JP44YUSQ;D#;KU3QZ|@S_&6TT=- M*Z336=W+1>|R)|&L D.PI>_9E<6|Z-MK46?
VO9)GR\$^OM+OTOK^?_!|9|H;_|+ M"NKN)*U_|#3(|Q/N^GI9N;_M3MU:7Z<9'SA9.#"D^)|&VKABOJ321B:|0=O*0
M+>S^I%*XJW"!KY59><|T<:=|Y|OYF6O(5W&=#+M|Y<^>36>_|.5-A|_ ^O9FF
MUJ94&|FBA'Q9|A:6C|RZANM2"R2|18|6: ^4_YOM.&VX_!4F|JQZ! M PN52,4(P8|D<_G|G&Q74M0BK|_|=?73-JXJO&?
1T(C|W'Z:1K0)'|F^R;_ MGZIW&(5=G75EB0A3KY#Z%U57MT9#H%<-UAP*3CV<^Z2|_2?7K#%E\$HX6-C2 MU?X T;_
(CUWF|&#T_M|?Z|=EBE&6M|V_).|S|WUK&XG^ (CAA<|^|"+GOL MQ|_|#ZASR!5IX6/QJYC_ \$1!0-W%2DS:BE.#-
A#NRZ|_|F_ ^|C(D_") |V M>6L;U|B.#A<=>HAN(3|J0&|&OC6U+&C.W_|_M|W" ^#<8 JK#^Q2\$ (5-^0A PJ M#?
ZXI=45WA%Q#K.A:)|9>&_D@""0^_7.Y R*%1F7#|XESO+4;J75W_4:UK_ (M;12IS|ON_|Z|>|^|YXV4T9S)V!?-
H|_|.61*YB)!O%:_/Z>HQ4P<|)RDR\$#\$BS M_|_|S|^|^|^A<>U(A?*\$;Z@*&UGGBQ49(MY*9_R.Y0-K@N^_E8N
1E|FEE|=F'2I|^>>Z^:2_ M|9FN*3>14@EH&"M)KXE_L*9.>RBUS&S|2E/B(*Y@H|VSLB"8939O9MZ4/8V4 M4RC>
(ETMG42LQO3R+W=5:2F3N+QJ7Q\$/"R*|_|.LQ4(+|5Y);V2|9IPX>C85' MU0KQ_XF5|XGLD<6|H8/YEH|=YD^&T>_)8'?
\$|_|_T@0\$;X-XUUI02_|=NQ00UT|X&M?;#<'ZNF^)|KG?)UWUFA1^OK|TX%;8Y:NI_K>4HACB"!_?*/_!ZTCAU1C|
M\$1>M KS^)|_|E&6^9.01BT\$JM#1|JP2\$?<^<-KW\$NWD"7?@8|GXOL2%_S%GYL
M;4N&DG2A+>1GQ_DJK2B>K:ZC08?8:AKHB:*LN0?Y:4JW7|2HM)R^GDA_BS MJ9|7 T7V(%/5|@R_\$?TG
\$X@9%4X#%>23.DO1X M_*%>6>/_@V+|0IAO>S&GV?Q|NLPK")7R-O@S G_&OP5:\$_5H-T@5:3|DCP;_
MBBU#;Q8MO&^NI-IUQV+^69@N|V"UFD8;W00^"|^M_ %@?W8|_|=V|6@PDP>J
M0)YH|B:ETYM*;|+CO(-6ZC@|N|=P=8*H@B
MWJ|B|_|+XB#V9%TQ9U_ MYB/MO\$/C_TOA;_|B+>R(|>)%J>@G4FRQ;640N%=ARV+ MSM7VGK@QQ|L?MC%_L=0QO?
LS+SC'N\$?7I>R^VY#)|@N7^|&FC1E1\$X?PXI M"57L^E=|H0.9X|V>:.\$CQD2|2%YZ=Z7QO|FO_+822ZT0|^R|RT0.FZB;_
_W M +_YAN=ZLHA^S5_/T|J7B%|X.F*>J?#X70=(B|H_&G|9(N\$>K:6|H|GZM-RY M|OC3F^\$R2|)_NDI85K?D-B%<SV-
^Y+KU#MVK|U3,EH-7M@L_KP6YN\$6"OUK M%_ ^O+Y6Z7|?958=>N^+|_|.79DK N5VT7C_6/X/S|NMW=BWY=QP4@??
HW5*Q_ MT2Z|KVBG&(R"Q05R6TM2 M%5&?;\$G_<06;8T|E=M1T;FMB5,8NTZ,LRR(VO6|_|_WK_|_|7W>5H>J5>_
MK\$Q/QH:COZ>08Y;U0<@ VM^Y0Y|<(-C|HS^CB>>W6|12Z|HOT MW_|_|7|DOBZ_XH?Z_?=E>8PM^_ (|DK)|_8?
&%UC""?_I"\$_ IN+SVK6|_|\$56 MH5+D22S0P|_|%BG_ ;G*_6HXB)|AH*|Q|_|WVA75I<-HAH7C"Z-!; ("6W(^>WZ
M*OM=2@ (SQ^1=OLWL/& MP|GEEYC&RI=-|6&7SG&KM73GVLM-(WQ_ #^6S2D@_/_@%A* ^<2CU20SH_FP@ M|F8
??N:|2>+W0|X9NCD|0;8U4F#*<1GV2R;L_|VP"8Z7'=J_|BVE\$NK>QN
M)N1%6_\$XU4V2A)9V^_*Z)T2N:8@Y+XB9|6I#|_|ORKFF4*Q/_ \$QG&RFE5>|7 MV@FUM)N^WJM*Z@_MVBX)-
BG#GL_XM<^L.6F/K/*6|"KP27#^X^|T*|JX|? MTD_L_&DB8|BVW9Q2(HXT|_|_7M?E=N0J|_|#O+0I7S4?21
"A=95\$>YQ M^E|OU\$|^|A4|3KR<>NIT\$|WU6B20L G_|GCT599;|T?SWUK+_|H|TN&N/O|C@F_T,N92ZJ4D^YI6C@|_|
N,4_7VG|_ZM^R=0@O|H1V9U70/10 M=VP.F_Z?>|FOL'08B(F3DG_7_08Z^<6.6\$JR|Q30%<(\$N8BY&+|_|H_
MM^BFN5<_B4:Z?B9JG+V^<%GB";_2 M5;_T.TL7Q|_|@OC!6E7|CW|HG/E/R9?4JA*(EN: #C_L;E,%A(O5KCTH|?+;
MV17\$==?VSM1>: ^?7?/>|_|\$=I?S (ZUFH*0RP99V7_#_Y^"ZN7\$"?7(BD6-H MUQZYS JV|0 A?
"UQFQ+^>%>P8">CZK" F^&7K70NH_VA1U>SSDB|5%BE(GXL M\$R|Q3Y9Y*47NE@P@#|_|>E034CZ|RS|5V9;03=|^
|^F?O?@XE=|IG\$Z)T+ MQ0*OO#&19!|_|%9?25>\$/'DC;IMR^WQ|B_G.C0|H_XM5/>?H8779W*|PZF4
M;R^5T7|M3NZK6XX_ZRW|Y1\$_.7+X|Y1D)%U_T_-|_|3PL\$NMELW5A2B%C_ W MO/G51-/2-</p></div>

S2:Z4:NO\$P09@LMY#CN0A9X3%,A@V*B.LP06L79_H40H?+JXS/
M#NTE%"E_>8'9D/XMZW7ELDF#O.1+9Z<#L00\E7=+3Y_RK10R@2I4F0T.WB0E.MO&L_!70^DT:~D'
5D4YW<@LG^XVSZ701RB_Gj_!4MS(C.#Y13D!GX52_MXS@M29Q(A(G70W5OSVA4K>?JWKMIZ*%<_PCZ2A):~_F
GQ>D+SP@4E~") (H M1T[HH5016\$^3AY^)(5H7:~#JK^! (I_~M~"G&4OYLPH~"=U00>S5_5~"S/OY-6
MY1AR3XU_~3N(H/(H/9\$*OZQ^ANJH=0'S)ER10LXH>4\$%S29MDQB-MN0103ZX M@FL!26K@I8@/YR6F-8-D4_D.89IE%
?,!WNO T&IK|\$IC8-&HJ#!6PX MY982+SQ9)E8>9E+ 5A07JVN>#10MN\U618I V#~#SY
M69PIS\~^.#38\$ZUAJEGHN\6Y!M05G:~X&8>).!M:B)V\KZ@&W<+S6%ZZI
M:YPI5JH=HF0KPXJMB;_K_LDH!~"R~"67N#10_7V_~A:_QI=+!/\$MJMEZIJ M*~?I:F>I+J0D7!,B=KG2;4;-
K6U5S_&N8X~"H#EBIXD_*/\$WC6(BZ*K@V) ML^BN:WY^C):%D0580GS...!L/K-
0KDRP\N\$!_X69.S.TW>~^4_RK_/Z\$*Y~! M/18I_9A.RC==L.1<"B0_ M#Q*DI--
~R:)R_77MfC~W!C:~^N4JMuz:~!4GW^OFY2E?~!UP-EB.EI2P3+R' M2N:~2;<0&S\$TI>-
B#K1_CIA43AWF_5S^Q4H^005#19P5:VJ3N*(5@OX !~ MITV.(D%HEQ^C:~2=DJ @FJO6\UH_(8=TD5QMGR
UA<"R1MH!-IE.S^D%*5Z5 MRKPLS%/Z:~!MJ#YAJ9S IH_6B5!<+L7_E4RT:~E.VMN10T:=!PD@+I@+G!6I
ME.85V5!OC_!2V1> V:5/T:SPB\$3_~1^~\$WC.J5P!_6.6\EZ-QNG'D.^ (NE\$ MR!QVGF%7IV\$FNY3BI?
OI~"B!2@\$4E_M2&39HF?Z!\$~\$^HL+~#^X0A3>XM> MKD\$ZU\ODT#_4J6FETI MF3:=73'FR*E!^>>U-
M*9\$TRT8FUL#UQEE\X0F6'L/9!44(MJFAG&BX.GRSBT+L~"+=E\$+PEBY^ /2B: MWY@K*~<1NA~NG/EK@V?
MWQ0KHAK"W\$Z/~<1_37IW^A+I_!6JF.9.0./K%)V^J&C6>V!_QJ6MWYBR*G
M~?I8D~*A(DDV\$A34!3)*.5M5=HWY@445SE_K!%Y^5+E0Z:=S4087_~?I5" M.OYB8T+40<.@E-DM?
6X!)@J6H+!)CJS_00>AHU4%:QR8J/>FN>T!)F%QJU723B*~ZR>H3CABM!8J@?I"5R0 M2/L7&7NH?_&G2W!FM5Q
>9G9WU1EWEP8+~Y!&+3#I^923T72I MIS!+XJ:G!L!%X_@I_!Q2M3H-1H6\$!~HLKK^VMUYD*(H!~J+CR-W*!@F):Y
MI/N_3S\H9@ (Q99-A:OX9=4LUTM02C<_X4J2(I_GY\VO_."Q)>8J(6G& M!!N^6\$2QDSP0^++ZHL#PRM!%=O#?
ME6FV\$37NG#^K^WGPY8#L&=?L6817IJ@'=(M.T"UBZWNN,C2N2!CMJ+;T3;EO M@D=!!+!T9+~?
>66!8LRK:BY#%=2_-F,\$D>8R!~"3(TE:G^P,7:03%_0#~+R# MJMT6)*^4NRY)3XXU\^' 3.%C^1U@KA^_7BF"3F!NC>
M.Z_!56!~UJE:6G!41G=X9/AE%VWEN!L5-M_N~%N%=N!4>IN2O^FAPODC!8
MUU!R+2FO(H%~"P56>Y>Y_KXUPFW>9B-VC!~ JUHJM=C&YFOIZXZG^3@5)SICR MKH1FFX*X8+G*2PINK5_V>QS
~SC_ZKK-LE_J5F<_HJQK^YUY MKC\$&>R#I/+29Y0!JO@~Y!YN3<2_W!D+@~^CA+(J:B^BI^~)V4<4C:~R>U
M3F=~/SHAY!>!>7WQZJ\$;8I;UL> MZOV">_5/8~VDG+~")R/N%X N!~I_C;K M_9490WPC_47XX;WSY@4"5SW6E+
!*=XA00A_~) *SY M25;##[U/2SQIT_OKUO)^!OW_IC2.JYH_01P M):@<9K!8#Z39<!60!-
O*HK<+/U#~+UBQ)=+@NNK#C(9Z=)^%0S=L,DSP^ U< MDG:3U-
ZO:~L"4P_~%@~+)^_~@%09&^D2&05N^H09(EQ_@/YR_%WV:/~0\$D7!U4 MM1\@ZN^2!P&^?
CAI!~HWJ#~+B(N4R>BC/B_N+TN)T_~6=TI^X\$Z!880)\$HK)\XO6~"L?2O!649 ML521^Y!?
^~"Z4_~*^~1%B7@IOG!X)/488M.X^Y^X3KF3!M9)=!\$7DF8<>ML M8V5^ZW4+~.4AQ!S!<~>1 GP:ES-
WX_PP1R*~C3MJK?_S_8)=274XR7MC!Z0G_M<4IC_939!UD^G9A~" (RQ3TL(2!1?KP/WA4NOAISQ83DCP:~#%P4HS(IX TC4S
MN?V?~OWMZRN_YP_W:2OAVI_ISU!^G<~>?YRY<V!0!(= &<4HXU0^J!A! MH><~8?~203@~W6@XO5+Y7?
&&6A\$X'O!&EW~_5^IN_Z\$V!6D)TY=R@JLWYX3G08 MG~" (Y2!S4-3"Z%V2L!LE(0BT~)U(HR5@7I(U?
N90/CHO8CR40WM3GL66<2) M~"M)/6.*@A)X SIMD5! V;VIX%:WM!1UMC#EU%#8>+~DK!G.*I
M:BA=FW\$~"N&+_%ZNO38&012BE*XAXXD~GRK!30N^63W!99K>I/CA!4*(2!O" M@B4D+~)PF&<_~WY91VT\$6:VJ-
%J0SD^~^1.++!532YV13&Z#1MB.MRW#@T&= MH:ZYA5_D!VBU!OB6\$::?GD&L0XK?*\$M3N60\NZ67.7T~
(L<~Z:4D!3A!~#B6LVGV^E\$_O^2"GZV~Y65!ZAR!FR@~^9BW"7
M2C&&&'S@~W9!4BI8CHJG+!H.0%~!&U&N)JWLE=..COVB=S>%4/_.!Y8XV!
MJ0GR+NN<>9B@X)H_!^YAG_~#MZ^4.M,47ZG^L\$LY.O8D1_X+ZBD:\$U&&7<3;
M2W+3M~LPJ!MIQG9T6S9VQ90HBO.2&BAY=/9(5EJ!~18.U?X_3_XGD/I^C#2@6*!G3FQA%2/~
M!HR87B:9_U:6!KBN^!JTFG!50CA+~R\$26#0.9I MIB
1M2M8#L@)HY_"/MIT2_KR"97_RH4G*2)KX!~;#K_/#EV7WS048A8=K.D M/YH>&~!YW)Z_KC<>_UQ~"~\$~\$-O
O:C4=VH40'&~ISK GE_BJR*W5AB0?~' MQ:AGGR#J=\$QUSV,0YG2!TGC@H!/+~"G?5MZ_K(-!^=336F&E;QG=<\$"Z4P
M~"V)=9KHR9!V+!~269YTOQ\$V%22CZ.G !%~GFCN@T!92X5<~P)Z1PH+!~L=M* M\$AX\$!<~" <%(9_<~JA#\$
+~!T^<~5W*Q9P4KN!D%AL5#~S!O!K@DHZ+H M^2DHI_1S/6X&AA\$~"/G3_~D!_Q=(~"TL<5% YP(C~NDYGI!Z2:~#FC&
MI9138D#_2TO#LKEZS!~^!Z4(FU4@VR^3RK_OCA MKOZ!W.M_!P7U(^~!&~%N9.0@W!W=GE.F!K
MJ+!PIG7T#~=CDQ4!MC*~&Q!R~P7LTHYC5S!T7THJH68_F9!~C^~)Z!)M*UI1 MX6)30BKI6ET3!2D;
MQ:XG#K6R(EG!U=IS11=RH MP!T4?1~!~!FX2!%R@~3:~!7L3&9!>F~!NE&JOYA,\$=~N2S3+7?Y=~>~!2Z*
MV8&~Y!IG8=~!~!4!O(GF~" /JUO:2&~K*>~L!L4+BH:C^~^~APAVFU)CFU_Z&N
MM9BO"O@_W!S\$^R79F(U=VR!DSS>C1!B2X_MZTSMZ?Z4Z#6!~28YVB@1%\$>9>JU:QHE76FQ8P+MX?
K#I\$~\$^E8N.O4.O:FMDZG=6*~B40!F>~>X?WE/^C)1 M,GE+I"(5SDMQ~!~22B!~%@+~_NJ2.?Y84>&~"EIHO:QUJ.=?
NS=5_?%1!B^T MGI%1OX\$^CF+KL:Z!8FUF@4J0_A5"X\$GQ!W&W:H%~"YJCI?CA>~!X2!OSO_!
M.SK+!~2=Y!R&F.AQ7AH%#0H)~;M67P7MY<~.5F)"!C~*UA?Y
ME_MV>+~)P95!OF!W~WSN,O(XER!TB!Y/M\$KEKYKQ:Z4!L^LZ'M>M)<94+ M(=R2=~Z=42!~!GEGM+~10,2QVOJ6V-
E3X97XZ6_@GN(;~7RPI_7~W^!JWVE!M):JX7WJM:47>~!~!XQ?~%I!>UD;8&~NAV9.O0X#DGPS!\$D15!HZ_GTI<~%S
MCWH/Z/5WN+R2MXB+~" K25E,3ZNGJ05026:@_J9R"F~CQY2XB>Y3!G&TXQK
M_~\$~%P:H#L3J6\$X478D)W^D^GG>~K/!~@F=P!~# (B!)R(T^~.BI!19D_0*~M0D-
~R!T5<~!I0!~*PBL7YOTU(FVHW5W.18FF3J!^ZP?A(!!JG6!DS8_~"~&Q0?
M2HFIAY\$@IO%~!EV;Q6M*Y@=Y%~+R0Q!^M=Q&S#NL^~^_6D!~%I(A%~;#~0K1" M%I^3=~A+)X_7T??H\$~3%V7K-
<~.CWQ:~2Q/MX!E:/O/=CV@U!0(K%W!Y?>"0 MH212%6#JE!#8.G?
P!I?~.F060S7!Y=N1_X+Z/DH&^Y*P\$!7"SY=7H!<\$F3O MAK=C?XW69^KA6EFT&
(SLTD)~"BPCL=659U1X^T~"3HA3O^B5S76GE M~NST!T@SS!RFH!SE_~#!?AQB~8):K/NUI_~^*0H:H Q!B,O*?
7_~8ELOS= M_~FC!9\$9B:S@~%X&<~OW(A^R^ MG3W!<~A-
WQE/_70\$> MCH!N_YA:3.\$NT!1Q!O\$7P~K4"6>~!AYYP:~?LJ MD#V5^N~+H4D\$ASR":%7SPVFPMP2?FOO60_J^+D5
6Z9)?QUP_! M%BS!~5IKKN(ZVFIW MHQNJYL!B;8!Z5?YV41A!S*~.@E40Y&!%03S8D_B(6I
M_M6XGUTO!8E_HJ)0^ML!TSOM.7Z\$10G>E%~.B36BC!XE8@1D!~!~(E^IB/C
MCG_~BR_F"YOWEL>_F^>9!&K(DPG3@!G\$~"N%8N(4&5+~"Q(A.9H:~>+V"OW7&E"YXN+N:A^3JM^P_IV^XAMN08JH4R!
~7C M#AN*2Y_KGXFS^!H7K;EB/FGS9N(S3H_LXQ8!P~+~"PS.T!G@T4*6:T_H^# M3WV2Q~"=P!5+18!&
TD<@4\$~\$D0SD!/M6F!OQV!1B>GB4VJ!0!X51P<~!~3W9* MJ3W*~SG(I!T!EFBI_!B9?@UF2&T!9!+~!O_!\$E9!&
(=R\$+VY07UV!~5!~CG M:C\$~L4GX?~(M+ND^(>3&7!~LFL!~!C.YZ!~3SK+~S/DWYEDZ~\$F4_T@H@+ MAB4O!_Y!~?
~XIT9+Z!F_OOZ_WW!~M31N_~%&~7:4~"4_V!&20!3NT&Y@4@I9:~4C!~//J\$Z7R5\$R354 MB=
MYD6>M_Q6*X36J=D.OB.^:(X~*K.G.8Y_7("Z&A2> *B^5C.P=1/LG:~!~# M_!35?<~AQU\$ _V!Y2U.E-
Q:(T5D1S!KJR!WQS!G91PJ!0!5X+6G:~@Z7^<)U28K3C!A"!2H!3 E ML JEORKV6T>TV!~?D52\$3H_3Q!KI&7D@~
^~^T4V8H!~@FS^4:~%~@P^#>S9 M4,KEAZNGL&L5TMD%1^U8?&5(!~!^ZMVFOBLRTZ:><~<~#I_#840*7~"IX+J
MX_~+S6:&~)+~%E!00_6!~P~X%~"~!6JD\$~JAYAJE/_C\$V!D472.8BKD %CY!R M8^!\$=~\$O=Y~\$K4@!Y&VDN\$>~" M?
X06V>>BA9_NJ!Y%0X_AYK!DC3:~^7=~!V0;EK(H!P:X7H!H!CY*^G8+L% MI5Y_~\$E#_FIT*3\$+D_!):~!%D10DD809

0N0US.*0Q0N0T-T7G,KN M;SGDMD6T=WIZ&RWY)9_MUPID>V*HSEGO\?-?&G&"S=0FY.R(N;IU3F:
M:/^U"EU,I/0;=8NMJ9I^_5X\$>=?NCT1"VJMB/W/X2AF2IP#T:<I"K|\$UQ&M MYIOYDG-N+ #MU)Z#S;NC,-\H'D=5=9.?
VQNW15JE W.I)/Z:H MP^AN" FV@^_D.I-X3&IT9YU)/OPH"@+1E*J5HF7;!*047V\7Y@9VVSZA7YAT
M.QXEFJH*XX*/+1"/4XWR-TV5/RJ&1N-F_JS""A>N,(82AR::3M-2HFE" MJB M@E-
%/I>:UYME0=^FQL:QW#;_NZ5%GLDA\9FE MM=UTYM B"+?J";F=PU\$HL\?";1A,*KD:AWWRHH1WRZZ@K04Q)
<|C@W(?O MQUG@SZ^_C6S58CK0K?IK-LK^@!\$OIX?J12C00\$!Q*P(4;:0U^ MKKVCJ)/"PG_32Q0C=2;
M;RWD M#G'1?9>?);.\$%CCUNXML*FIB.Y(13EBB\Z8FZ5\$)GZITA\T\NX0^\$&8HPQJK4 MSVQI1I:=
""YS7/SR0\RI@W4H1;0!?)@TJ'(A1#W:9;+ MJ2KK2"O>|N?C+ ^#"LZL\!GKSMIS;Y7Z<#|GJ0,-0-#3=IQ\$)"^H\$ ^\ TI"
M(%# ^TE+TM\B\ZY.%%0Z#IF*<555'=GAE/YI.8Q386/+V6ZGS6PQJ?%#089
M,8IK1K70*E'%;'+_5D1DAQIXA_Z/HH"\$IY@""NZ_-//IV\$ "MIZ5Y5^X(IW MPAF1K7ED._@I-WZU>Z2I?U7?
ZBK=C63*UY/!5=W M3;_TXE62+X\$LP1S4"#R^")F>,AA\$)D0A3&0? =9K01H9B108GB!V@)31E,A M?RR:MUOM.
<^WDSRP\HP^VO9WS58%6U9J?&>|C8">|9?7!9Y^ M= WY=W*3Q5+8+!I#%|5W<&?BR_7*OXI_ZZ*?
RJ>CH;12I.Q'R(&\$Q.&)GJ M0ROI=1FHW\^>|%3A>|H@HG.YOIOKUDP55A7)B^@TR\H0865|VJ\$R1.OR!(M\I
H1#UA%VCW,.DHX/7;T4I;-3>YK7I=2L*DRK!(S?Y#;5-(&|WG_M%I;7 M>@|KKD/T7I;3WM)3Q1XR8FCLDK-
Z"C0|TLP=;*YKSLBM9F3L;ZT3@.G(^UV& MMV^X;R_L0;_.CP!_*2;2G35!%*NPW1(S&,_'"P"M7K=;!AXZ\$=H^7B063
MEK#6A>"6BKJ4P9>*5M-R!<XINAX*L)I)*9Y|QCPHQY&2+ S:2SH4?0*K#054I?BU\$QAD4AGXI(*F,RI\J4L;HK-
YH?^EOJ+T\$+\$+SNPK8E5! MKD"INW=SORTO5+PUK"EH_N=T\$WL;H;D)E**_00 MQ(37G?>XGXA.AIB>-;U8&7<I_=
<-E5S03\0TZAN9V.0@YN5#EE(ECTUT" MZ#R4UZL^V\LO/C-1)AN_10<,_NI-
K*3>?"5N&DC::VAV+5D;#T\L;%P*;3G>8S;K4= <6WH/F_I?TP9)H("NU6_M_6;-_C),E>_(YGDLES=9H#;+
MA2Z@_ADN^:PD9#=(68362<Z;_I|E|YX;DO+1T^ENG:\$S6L;,>39Y)8Y45N- MX3*PNZ>C4_3SHAR>YFXS^2AV?N9)
X/Y2M^S+N;T\57G<_M'01&\$?>NN5UR! MFE<:RCH2OZ3.S16N\WD70#?M5-JPQ'4-
|35101#|YK0H80=@H3KE.1I"#_D M(#YL"QDGO\LHO'S;7>H-EF^C;R'2TY-WR=XI&A939-+I0(DYTWZJH;OI'I
M\$MP,HG#KWL+1HFKUG5VTP*L4Y^)^6#_?T'^5;_T|2AI#=_^M67O^;I_AGY.>?7\$D)-
)X:U95GL.E8\$'8XDFZD#Y;)=;C)A&5H(O_1FX04I0: MHRT?7!%XE4IZJ\$?O@0!A_)SAU3#I9;->)E?QR_H(B.1?-
+R^0K%*8*_Z>09-@U/"A)G&=?%W(M/T,SJC1^ ^-OFZ=2;)^6;I<)^5EMV'7Y^'O9-1'?|P3N'W*CGXN+M/ @8|3|7Y M-
AB0&H;_#;:=2@?")-C&5HJXIVD=8)I>-_%@X|7|M;O#A|0;_2|=>|RPZL MIR.K*=UNH|_IDV\;J>&;-M:4;=719_K
MHN&S*2I=;|5BEHSW9Z_D^2(AI_:/|44%APZ8-7#G)J|9)NF3Y0Y5|H
MH|WSMR;EFC_:'90S0W@_Q1G"-I)I2LJCM+K;%YXX#AVAA/4D8!*G|3W_918 M.HMN|OM@O%WA#-
OOFJ&10ET7JV^3FZCEG4T(\$:7PYZK-OEKTDL0_M@&&IG9I+2MXX;-I_Y_W+1!(F=U.PQ(95TY"SP#"I?_
9@)+E=GWD*;W)|5K-. MW*AIJ+Y*'-I#_M<@HN4L1(624@,01\$74D&Z|>^BU=XIQDK^_V52I MKI46?&OGZ(/OR'IOM:-
PUOIR\$;I-603'ACOG3V@")F)UF#"Ds;J)7*97ZX M.GU;C|4_N9^66;54X89D3+C@G;BXW^0V'/)4(BU^|BQ0-
4IP-&?;6TYL=_M7L;=N;QI:2"CW74AZ=PNZAG#5.D<;3!80!63#1UHG)RS4<(AYH&8T?2S>A
MVN3H|4'E1%^1R@E_X6HJ9*0@8!2L)+RI65AGT(I.L_%D=1Z30=&SY1'5|-6| MW+D3P-IQ\$?U-T1=WT&TZJ30+F6::@
SI9B24C_U(|SQZ;X(W2=8._#|?E>_ ^E(1!%&3L\$B4N ML^E?Q4R2.IA(+;|I+>:!(5LG &S7;+;^&C*FO"5D.|>T'?
YF+V\ M6957KVH)T?*<BQ\$9F0+|MJ_C3BTB(|I00QW""S)GN&T^XRNAJ&X;).0<> M4^LAU?V@6RBZT-H5H|<;6S-
QI*;2ZV;R6^S797/K.3/3A_?=-YIEVHYG*;1 M'6"8GALE86EVHG0EN,L)(/?%A;9"=|L04D\|HVDIS\IE6AFE+_EM-N4NLC5
MTX4\AGYE*DU"IL>|GHL;C|M8."4A|GG+-1HFU5P?0)<1C\TKXMHWR^_V 7KY>5|8|>489|_*_3N" M TW0W;MEHA?
#0Q|KE;#4|43ARR|>E#|*YTI6Z27N#TXDF|O6#9V10-#_@^HWHVK# XZ(3@/=R MLH=Z%Y&M1UP(Z(ZHF/45R->&U?
#7<%J9#L_RRO&>01M9CIN2Y;(*?I26H^L5_MGG%;P6)N.MP#;X'Y'Q)*3@6/13;4\$V\|RERRXM!3R;Z_S49PU7IWU!\$|U
F MJ|E"NQ2'CV@A="SP\$PZ217I("XH%MV54-85OU\$'KO2;-'2=,W|HP6^-6J M^D)5XRZP=XJ|KXUB#>9;Q= &T
N_TIGXA329|2Y_M_PDP|B/MF5*VH\$G3H+>>0B= MI_5;L=\$'HO:S|B>#EIE-3?NK?
F;^SC_V<^U^<#JD)I;R*21VXU= <;_&Z MTW?F.Y#U%-
HOX\$*3X;VL&TAS55HYE"D3D7B<#E;00MQD\3_T|Z90T/9AW_
M*|4EMT(|LF5+;/>=K<L)820+34C|A;+F.9D^N4LBAYGA^?YI?OL?AN(I7/W=Y)^GY_K.CIUGOEIH5&Y
MEWLI#80%9Q;-1GK?>6X#=%;0YAIRFR0^/7;|G7I(3|K|G"%\$E7KT/353N1B7NG<|G0_-1?
3(6TA)U)YTO&3A8I^76%UQON@Q>'D MIG\$;_)FMC;I(SRN|OC;^_"|F^8V/E2>6? KOVG^84USV&H_262?_C/I+
M3DW#\$;_9^\$G/<)|DAZ#97W"E|P&(LUG\$05IE(?C8|M2GLN#4H|IR#"S8YGDWXYB'/MY00+=G" LH?3808*
(3K2I_PA0R6G|4>(\$3WHB9;VFI\$;_"=E=55/@8I-?Z= M|CL\$E%OXIJ7K+|+8;S#D3VND1HAR0|C19Q.#)
ZA#M)#RC|ZY(8D5W(R)"#;_M7'0R:26?C31D!23J1GUHFC55I;ZA3DN=F.N07X!_Q1T7T#QJ4Q|ZE84H_!T
M6K(|_KA@V*A0N)::@B3(C%\$)&TIN6CTG'7Q%;TOU\;W;UT%;CI+(OO;<|U* MGZ\$|S;RM^?9QNW45'&6<>;G;X?
I&ROQI@5M&OL#Z-2|("C0|PIW@)^_GBO%2 M;.)I""FZ0?C#A5Z60)4-B#Y23#U(2A9&R#1<1_K
R*|6F>#?)O&:53#"B'+3 M>F;=<,MD"@8H-5U|Z@+;WOJO8UJTJ\&Y_-1P82|R&|9?9B'42JGWU<\$ M5-&G67_K|#Z-
#;EF95=/
<|F&X|^#58Y?+N>/E%F|3W<%X(EIU"F8L+53IAK; MPB'9>#E/3|;3.^7;!*OMU_@)L%;C=63/UE"S?CP;
(F;108J^I#|C=W DE ME#X&89K9&KL_N370/TP_@?02_M_-10|^ ^#3A4"SQE;EAC(VI(TJ@TG^|YQ@(@_G_Z M
M8ZL_)%RD(6%R6=L9#^OWMP_J<2Z"\$C.O"3QO"-=VD&9UM@+T^@X|C?E M0F/YM;D3'L@/)(O/W4E|S2|RD
CVN|H8-L5?RYV;.55LB;_TSD|7)=Z MKCQ5W\$O_U'CV|)_#@=_F7SC?B5D^H7124J+6P6VM_7J^B_M#;
|BW9_#4*R|2GO>IS2* M*NX""6MD)1F(@X;SG @VG& N;YX^MU92_@*F747)PG^NWG\WFU_WJ|B2_MZ&YQ-
=Q+*#%""2;1VPY)DBXGA|S8\$?/YT|3|HZKLF8X)&A|A)%L|X+N6P?)EE9JF="T7E|"W(G;O>K"7C;
M7_+PV=MJ1UFX0/69B;N2=<+9V/AOSV_5I9AS2DGI9>ZRE09K-1X9V\ZZ&BE? MF|NN\T;_/W"C_9%Y|_4B0U_EC?
3@;4B.&*OX\$.C-AWI9L;4IYZ2.FLW+9!;;*%K4Z;1R MW; YV&I>EZY>"OG^=|'0QGKJSD M#29'F7N10Q0<(>
|AW>>X3"/(ORKP+YE3_X>JHRLY;Y;\$;1 PT2_X_(+SDY^ MFF^X_MJ.Z4I^BJ.GR1#;HU!X@? PUX@S2Y)H|H M;TJ?Z
MZ\$PI@(@,*)*>%EO0EE06^(<^@6|B_Q29JWI70;K;C_GZA=J;KY MC;KD|J^0T#381CK1H(H@=H^NM7Q.Q9Q|E=I/ *LV-
DMCJ^AC2+P^6/<;5J M|XV>L&@K75YFU=-J\$(Q3OJ_5_AY.+WY><-R2(8|7BP4@Z3)|H|QD*@HKU
M&8|DEY?/UE.CJ0&48=;\$FB/V-E MQW;9OT;56@VHYJZ2|LWS;*OB*#_ =++60/-B5.O<^ (S*|7)XM#OT34#=5!\$
MZ#5L;W5#S.KW5;6"<8;4)J|^*|W@;#;|D984)<<R7;|K;_*|0FE?/CU_NGS#45C(Q;Q7;^;Y|VW_O+7M MH5;M(C6|5
UV"75R;I/2I84ITLRM<>Z(W5@0M_XW;JE;MA^<+|7#ZISA&3B_M?
B2(5.YFS1I5.DU%CBN3AP.&7H0E*)H59^ ^|5NP00G1KCXOFO!1 M3.|2;#*@_|S*|'"1\$.0C+7"PGH|1?T4IC\Z?R"10|
(Y2Z&U66E5|2I+0 M