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300001659323itm:ExchangeableSeniorSubordinatedNotesDueTwoThousandTwentyFiveMember2024-07-012024-09-300001659323us-gaap:CommercialPaperMember2023-12-
310001659323itm:RoyaltyLinkedSubordinatedNotesMemberitm:RightsOfferingMember2020-09-080001659323us-
gaap:PrivatePlacementMemberitm:JuneThirtySecuritiesPurchaseAgreementMember2020-06-012020-06-012020-06-300001659323us-gaap:CorporateBondSecuritiesMember2023-12-
310001659323itm:TwoThousandAndTwentyRightsOfferingMemberitm:RightsOfferingMember2020-09-080001659323itm:TwoThousandAndTwentyOneInducementPlanMember2021-11-
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300001659323itm:TwoThousandFifteenEquityIncentivePlanTwoThousandEighteenEquityIncentivePlanAndTwoThousandTwentyOneInducementPlanMember2023-12-
31is04217.EURxbrl:pureitrm:DebtInstrumentitm:Segmentxbrl:sharesitm:UsdRlnitrm:Voteis04217.USDiso4217.USDxbri:shares Á Á UNITED STATES SECURITIES AND EXCHANGE
COMMISSION WASHINGTON, DC 20549 Á FORM 10-Q Á (Mark One) Á Á Á QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Á
For the quarterly period ended September 30, 2024 OR Á Á Á TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Á For the transition
period from to Commission File Number: 001-38503 Á Iterum Therapeutics plc (Exact name of registrant as specified in its charter) Á Ireland 98-1283148 (State or other jurisdiction
of incorporation or organization) (I.R.S. EmployerIdentification No.) Fitzwilliam Court 1st Floor, Leeson Close, Dublin 2, Ireland (Address of principal executive offices) Not applicable (Zip Code)
Á (+353) 1 669-4820 (Registrant's telephone number, including area code) Á Securities registered pursuant to Section 12(b) of the Act: Title of each class Á Trading Symbol(s) Á Name of
each exchange on which registered Ordinary Shares, \$0.01 par value per share Á ITRM Á The Nasdaq Stock Market LLC Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such
reports), and (2) has been subject to such filing requirements for the past 90 days. Yes Á No Á Indicate by check mark whether the registrant has submitted electronically every Interactive
Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Á 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was
required to submit such files). Yes Á No Á Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company,
or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, non-accelerated filer, smaller reporting company, emerging growth company, and
emerging growth company Á Á If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial
accounting standards provided pursuant to Section 13(a) of the Exchange Act. Á Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange
Act). Yes Á No Á As of November 4, 2024, the registrant had 27,515,926 ordinary shares, \$0.01 par value per share, outstanding. Á Á Á Table of Contents Á Page PART I. FINANCIAL
INFORMATION 1 Item 1. Financial Statements (Unaudited) 1 Condensed Consolidated Balance Sheets 1 Condensed Consolidated Statements of Operations and Comprehensive Loss 2
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NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INDUSTRY DATA

1,361 \$ 1,361 \$ Other (expense) / income, net of tax \$ (48) \$ 70 \$ (77) \$ 161 \$ Total other (expense) / income \$ (1,071) \$ 1,296 \$ (2,951) \$ 10,499 \$ Loss before income taxes \$ (5,958) \$ (3,716) \$ (17,977) \$ (25,538) \$ Income tax expense \$ (136) \$ (161) \$ (215) \$ (471) \$ Net loss \$ (6,094) \$ (3,877) \$ (18,192) \$ (26,009) \$ Net loss per share \$ 0.30 \$ 0.30 \$ 0.30 \$ 0.30 \$ (1.05) \$ (2.02) \$ Weighted average ordinary shares outstanding \$ 13,039,437 \$ 13,039,437 \$ 13,039,437 \$ 13,039,437 \$ 12,888,869 \$ 12,888,869 \$ Statements of Comprehensive Loss \$ (6,094) \$ (3,877) \$ (18,192) \$ (26,009) \$ Other comprehensive income \$ (25,656) \$ (25,656) \$ (25,656) \$ (25,656) \$ Unrealized gain on marketable securities \$ 353 \$ 353 \$ 353 \$ 353 \$ Comprehensive loss \$ (6,091) \$ (3,848) \$ (18,191) \$ (25,656) \$ The accompanying notes are an integral part of these condensed consolidated financial statements. 2. ITERUM THERAPEUTICS PLC Condensed Consolidated Statements of Cash Flows (In thousands, except share and per share data) (Unaudited) \$ 9,177,847 \$ 9,177,847 \$ 9,177,847 \$ 9,177,847 \$ Cash flows from operating activities: \$ (18,192) \$ (26,009) \$ Adjustments to reconcile net loss to cash used in operating activities: \$ 23 \$ 23 \$ Depreciation \$ 23 \$ 23 \$ Amortization of intangible asset \$ 274 \$ 274 \$ Share-based compensation expense \$ 645 \$ 645 \$ Interest on short-term investments \$ 1 \$ 1 \$ Lease termination adjustments \$ 542 \$ 542 \$ Amortization of debt discount and deferred financing costs \$ 1,713 \$ 1,713 \$ Interest on exchangeable notes - non-cash \$ 542 \$ 542 \$ Financing transaction costs included in financing activities \$ 1,977 \$ 1,977 \$ Adjustments to fair value of derivatives \$ 1,226 \$ 1,226 \$ Other \$ 1,233 \$ 1,233 \$ Changes in operating assets and liabilities: \$ 2,575 \$ 2,575 \$ Prepaid expenses and other current assets \$ (2,575) \$ (2,575) \$ Accounts payable \$ (4,161) \$ (4,161) \$ Accrued expenses \$ (4,270) \$ (4,270) \$ Income taxes \$ (4) \$ (4) \$ 355 \$ 355 \$ Other liabilities \$ (301) \$ (301) \$ (256) \$ (256) \$ Net cash used in operating activities \$ (22,514) \$ (26,487) \$ Cash flows from investing activities: \$ 29,500 \$ 29,500 \$ Purchases of property, plant and equipment \$ (2) \$ (2) \$ (13) \$ (13) \$ Purchases of short-term investments \$ (12,390) \$ (36,002) \$ Proceeds from sale of short-term investments \$ 45,828 \$ 45,828 \$ Net cash provided by investing activities \$ 17,108 \$ 9,813 \$ Cash flows from financing activities: \$ 12,814 \$ 12,814 \$ Proceeds from issuance of ordinary shares, net of transaction costs \$ 12,814 \$ 445 \$ Net cash provided by financing activities \$ 12,814 \$ 445 \$ Effect of exchange rates on cash and cash equivalents \$ (73) \$ (47) \$ Net increase / (decrease) in cash, cash equivalents and restricted cash \$ 7,335 \$ (16,276) \$ Cash, cash equivalents and restricted cash, at beginning of period \$ 6,105 \$ 21,126 \$ Cash, cash equivalents and restricted cash, at end of period \$ 13,440 \$ 4,850 \$ Supplemental Disclosure of Cash Flow Information: \$ 22,705,994 \$ 22,705,994 \$ Income taxes paid - U.S. \$ 120 \$ 120 \$ The accompanying notes are an integral part of these condensed consolidated financial statements. 3. ITERUM THERAPEUTICS PLC Condensed Consolidated Statements of Stockholders' Equity / (Deficit) (In thousands, except share and per share data) (Unaudited) \$ 166 \$ 166 \$ Ordinary Shares \$ 6,121,965 \$ 6,121,965 \$ Additional \$ 92 \$ 92 \$ Accumulated Other \$ 9,974 \$ 9,974 \$ Shares \$ 9,974 \$ 9,974 \$ Amount \$ 10,666 \$ 10,666 \$ Paid in Capital \$ 461,298 \$ 461,298 \$ Comprehensive Income (Loss) \$ 1 \$ 1 \$ Total Balance at June 30, 2024 \$ 16,584,029 \$ 16,584,029 \$ \$ 462,318 \$ 462,318 \$ \$ (473,396) \$ (473,396) \$ \$ (1) \$ (1) \$ (10,913) \$ (10,913) \$ Issuance of ordinary shares, net \$ 6,121,965 \$ 6,121,965 \$ \$ 61 \$ 61 \$ 2,651 \$ 2,651 \$ \$ 2,718 \$ 2,718 \$ Issuance of warrants for ordinary shares, net \$ 2,718 \$ 2,718 \$ \$ 2,718 \$ 2,718 \$ \$ 2,718 \$ 2,718 \$ Share-based compensation expense \$ 2,718 \$ 2,718 \$ \$ 67 \$ 67 \$ \$ 67 \$ 67 \$ Net loss \$ 6,094 \$ 6,094 \$ \$ 6,094 \$ 6,094 \$ Unrealized gain on available-for-sale securities \$ 353 \$ 353 \$ \$ 353 \$ 353 \$ Balance at September 30, 2024 \$ 22,705,994 \$ 22,705,994 \$ \$ 227 \$ 227 \$ \$ 467,754 \$ 467,754 \$ \$ 2 \$ 2 \$ (11,507) \$ (11,507) \$ Ordinary Shares \$ 6,121,965 \$ 6,121,965 \$ \$ 6,121,965 \$ 6,121,965 \$ \$ 6,121,965 \$ 6,121,965 \$ Additional \$ 92 \$ 92 \$ Accumulated Other \$ 9,974 \$ 9,974 \$ Shares \$ 9,974 \$ 9,974 \$ Amount \$ 10,666 \$ 10,666 \$ Paid in Capital \$ 461,298 \$ 461,298 \$ Comprehensive Income (Loss) \$ 1 \$ 1 \$ Total Balance at December 31, 2023 \$ 13,440,041 \$ 13,440,041 \$ \$ 452,235 \$ 452,235 \$ \$ 448,936 \$ 448,936 \$ \$ 3 \$ 3 \$ 3,432 \$ 3,432 \$ Ordinary Shares \$ 6,121,965 \$ 6,121,965 \$ \$ 6,121,965 \$ 6,121,965 \$ \$ 6,121,965 \$ 6,121,965 \$ Additional \$ 92 \$ 92 \$ Accumulated Other \$ 9,974 \$ 9,974 \$ Shares \$ 9,974 \$ 9,974 \$ Amount \$ 10,666 \$ 10,666 \$ Paid in Capital \$ 461,298 \$ 461,298 \$ Comprehensive Income (Loss) \$ 1 \$ 1 \$ Total Balance at December 31, 2022 \$ 12,598,641 \$ 12,598,641 \$ \$ 451,150 \$ 451,150 \$ \$ (422,927) \$ (422,927) \$ \$ (350) \$ (350) \$ \$ 27,999 \$ 27,999 \$ Issuance of ordinary shares, net \$ 442,400 \$ 442,400 \$ \$ 440 \$ 440 \$ \$ 440 \$ 440 \$ \$ 444 \$ 444 \$ Share-based compensation expense \$ 645 \$ 645 \$ \$ 645 \$ 645 \$ Net loss \$ 353 \$ 353 \$ \$ 353 \$ 353 \$ Balance at September 30, 2023 \$ 13,041,041 \$ 13,041,041 \$ \$ 452,235 \$ 452,235 \$ \$ 448,936 \$ 448,936 \$ \$ 3 \$ 3 \$ 3,432 \$ 3,432 \$ The accompanying notes are an integral part of these condensed consolidated financial statements. 4. ITERUM THERAPEUTICS PLC Notes to Unaudited Condensed Consolidated Financial Statements (In thousands, except share and per share data) 1. Basis of Presentation Description of Business Iterum Therapeutics plc (the Company) was incorporated under the laws of the Republic of Ireland in June 2015 as a limited company and re-registered as a public limited company on March 20, 2018. The Company maintains its registered office at Fitzwilliam Court, 1st Floor, Leeson Close, Dublin 2, Ireland. The Company commenced operations in November 2015. The Company licensed global rights to its novel anti-infective compound, sulopenem, from Pfizer Inc. (Pfizer). The Company is focused on delivering differentiated anti-infectives aimed at combating the global crisis of multi-drug resistant pathogens to significantly improve the lives of people affected by serious and life-threatening diseases around the world. The Company is advancing the development of its first compound, sulopenem, a novel penem anti-infective compound, with an oral formulation and IV formulation. Liquidity and Going Concern Since inception, the Company has devoted substantially all of its efforts to research and development, recruiting management and technical staff, and raising capital, and has financed its operations through the issuance of ordinary and convertible preferred shares, debt raised under a financing arrangement with Silicon Valley Bank (SVB) including the Paycheck Protection Program loan (PPP loan), a sub-award from the Trustees of Boston University under the Combating Antibiotic Resistant Bacteria Biopharmaceutical Accelerator (CARB-X) program and the proceeds of a private placement (Private Placement) and subsequent rights offering (the 2020 Rights Offering) pursuant to which its wholly owned subsidiary, Iterum Therapeutics Bermuda Limited (Iterum Bermuda) issued and sold approximately \$51.8 million aggregate principal amount of 6.500% Exchangeable Senior Subordinated Notes due 2025 (Exchangeable Notes) and \$0.1 million aggregate principal amount of Limited Recourse Royalty-Linked Subordinated Notes (the RLNs and, together with the Exchangeable Notes, the Securities), which Securities were sold in units consisting of an Exchangeable Note in the original principal amount of \$1,000 and 50 RLNs (the Units). The Company has not generated any product revenue. The Company is subject to risks and uncertainties common to early-stage companies in the pharmaceutical industry, including, but not limited to, the ability to secure additional capital to fund operations, failure to successfully develop and commercialize its product candidates, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology and compliance with government regulations. Even with receipt of FDA approval, it is uncertain when, if ever, the Company will realize significant revenue from product sales. The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and include the accounts of the Company and its subsidiaries. The Company filed a universal shelf registration statement on Form S-3 with the SEC, which was declared effective on October 17, 2022 (File No. 333-267795), and pursuant to which the Company registered for sale up to \$100.0 million of any combination of debt securities, ordinary shares, preferred shares, subscription rights, purchase contracts, units and/or warrants from time to time and at prices and on terms that the Company may determine. On October 7, 2022, the Company entered into a sales agreement with H.C. Wainwright & Co., LLC (HC Wainwright), as agent, pursuant to which the Company may offer and sell ordinary shares, nominal value \$0.01 per share, for aggregate gross sales proceeds of up to \$16.0 million (subject to the availability of ordinary shares), from time to time through HC Wainwright by any method permitted that is deemed to be an "at the market offering" as defined in Rule 415 (a)(4) promulgated under the Securities Act of 1933, as amended (the "Sales Agreement"). On August 9, 2024, the Company completed a rights offering (the 2024 Rights Offering) in which it sold an aggregate of 6,121,965 units ("Units") at a subscription price of \$1.21 per whole Unit, consisting of (a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance (the "1-year warrants") and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance (the "5-year warrants") and, together with the 1-year warrants, the "warrants"). The Company's net proceeds from the 2024 Rights Offering, after deducting placement agent fees and other offering expenses payable by the Company, were approximately \$5.4 million. The warrants are exercisable upon issuance at a price of \$1.21 per ordinary share. The 1-year warrants expire on August 9, 2025 and the 5-year warrants expire on August 9, 2029. In accordance with Accounting Standards Update (ASU) 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern (Subtopic 205-40), the Company has evaluated whether there are conditions and events, considered in aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year of the date of issue of these quarterly condensed consolidated financial statements. The Company has funded its operations to date primarily with proceeds from the sale of preferred shares and ordinary shares, warrants, debt raised under its financing arrangement with SVB including the PPP loan (both of which have been repaid), payments received under the CARB-X program and proceeds of the Private Placement and 2020 Rights Offering. The Company has incurred operating losses since inception, including net losses of \$18,192 and \$26,009 for the nine months ended September 30, 2024 and 5 ITERUM THERAPEUTICS PLC Notes to Unaudited Condensed Consolidated Financial Statements (In thousands, except share and per share data) 2023, respectively, and a net loss of \$38,371 for the year ended December 31, 2023. The Company had an accumulated deficit of \$479,490 as

[illegible]

Unaudited Condensed Consolidated Financial Statements(In thousands, except share and per share data)Â deadline of October 31, 2019. All outstanding principal, plus a 4.20% final interest payment, were due and paid on March 1, 2022 (the maturity date), effectively terminating the Loan and Security Agreement. In connection with the initial \$15,000 draw, the Company issued SVB and Life Sciences Fund II LLC (LSF) warrants to purchase an aggregate of 19,890 Series B convertible preferred shares (which converted into warrants to purchase 1,326 ordinary shares upon the Companyâ€™s initial public offering (IPO)) at an exercise price of \$282.75 per share. These warrants will expire on April 27, 2028.In connection with the Private Placement, Iterum Bermuda was joined as a party to the Loan and Security Agreement as a borrower and the Loan and Security Agreement was amended on January 16, 2020 to, among other things, modify the definition of subordinated debt to include the RLNs and Exchangeable Notes.Â 2025 Exchangeable NotesOn January 21, 2020, the Company completed a Private Placement pursuant to which its wholly owned subsidiary, Iterum Bermuda issued and sold \$51,588 aggregate principal amount of Exchangeable Notes and \$103 aggregate principal amount of RLNs, to a group of accredited investors. On September 8, 2020, the Company completed a rights offering (the 2020 Rights Offering) pursuant to which Iterum Bermuda issued and sold \$220 aggregate principal amount of Exchangeable Notes and \$0.5 aggregate principal amount of RLNs, to existing shareholders. The Securities were sold in Units with each Unit consisting of an Exchangeable Note in the original principal amount of \$1,000 and 50 RLNs. The Units were sold at a price of \$1,000 per Unit. At any time on or after January 21, 2021, subject to specified limitations, the Exchangeable Notes are exchangeable for the Companyâ€™s ordinary shares, cash or a combination of ordinary shares and cash, at the Companyâ€™s election, at an exchange rate of 175.2191 shares per \$1,000 principal and interest on the Exchangeable Notes (equivalent to an exchange price of approximately \$5.707 per ordinary share) as of September 30, 2024, which exchange rate was adjusted from an initial exchange rate of 66.666 shares per \$1,000 principal and interest on the Exchangeable Notes (equivalent to an initial exchange price of \$15.00 per ordinary share) and is subject to further adjustment pursuant to the terms of the Exchangeable Notes Indenture. Any accrued and unpaid interest being exchanged will be calculated to include all interest accrued on the Exchangeable Notes being exchanged to, but excluding, the exchange settlement date. Beginning on January 21, 2021 to September 30, 2024, certain noteholders of \$40,691 aggregate principal amount of Exchangeable Notes have completed a non-cash exchange of their notes for an aggregate of 3,760,155 of the Companyâ€™s ordinary shares, which included accrued and unpaid interest relating to such notes. The aggregate principal amount of Exchangeable Notes outstanding as of September 30, 2024 was \$11,117. In addition, the Exchangeable Notes will become due and payable by the Company upon the occurrence of a Fundamental Change as defined in the Exchangeable Notes Indenture. The Company will be required to pay each holder of the Exchangeable Notes the greater of three times the outstanding principal amount of such Exchangeable Note and the consideration that would be received by the holder of such Exchangeable Note in connection with such Fundamental Change if the holder had exchanged its note for ordinary shares immediately prior to the consummation of such Fundamental Change, plus any accrued and unpaid interest.The Company evaluates its debt and equity issuances to determine if those contracts, or embedded components of those contracts, qualify as derivatives under ASC 815-15, Derivatives and Hedging, requiring separate recognition in the Companyâ€™s financial statements. The Company evaluated the accounting for the issuance of the Exchangeable Notes and concluded that the embedded exchange option and change of control feature are considered a derivative liability under ASC 815-15 requiring bifurcation, from the Exchangeable Notes, as it does not qualify for the scope exceptions for contracts in an entityâ€™s own equity given the terms of the Exchangeable Notes. The exchange option and change of control feature are accounted for as a derivative liability, under ASC 815-15, and are required to be separated and recorded as a single liability, which is revalued at each reporting period with the resulting change in fair value reflected in adjustments to fair value of derivatives in the condensed consolidated statements of operations and comprehensive loss. The fair value of the derivative liability related to the Private Placement on January 21, 2020 was \$27,038, and the fair value of the derivative liability related to the 2020 Rights Offering on September 8, 2020 was \$82, both of which were recorded as a reduction to the book value of the host debt contract. This debt discount is being amortized to interest expense over the term of the debt using the effective interest method. Transaction costs amounting to \$2,848 were allocated to the exchange option. These costs were reflected in financing transaction costs in the consolidated statements of operations and comprehensive loss for the year ended December 31, 2020. Transaction costs amounting to \$2,814 were allocated to the debt host and capitalized in the host debt book value. In circumstances where the embedded exchange option in a convertible instrument is required to be bifurcated, and there are other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the derivative instruments are accounted for as a single, compound derivative instrument. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Derivative instrument 13 ITERUM THERAPEUTICS PLCNotes to Unaudited Condensed Consolidated Financial Statements(In thousands, except share and per share data)Â liabilities are classified in the balance sheet as current or non-current based on whether or not settlement of the derivative instrument is expected within twelve months of the balance sheet date.The Company determined that all other features of the Exchangeable Notes were clearly and closely associated with a debt host and did not require bifurcation as a derivative liability. The initial value of the Exchangeable Notes on inception, net of transaction costs, was \$9,891.The Company recognized \$181 and \$542 of interest expense related to the Exchangeable Notes during the three and nine months ended September 30, 2024, respectively, and \$205 and \$615 of interest expense related to the Exchangeable Notes during the three and nine months ended September 30, 2023, respectively. The Company recognized \$575 and \$1,713 related to the amortization of the debt discounts and deferred financing costs during the three and nine months ended September 30, 2024, respectively, and \$591 and \$1,753 related to the amortization of the debt discounts and deferred financing costs during the three and nine months ended September 30, 2023, respectively. These amounts are recorded in interest expense, net in the condensed consolidated statements of operations and comprehensive loss. The balance of the Exchangeable Notes as of September 30, 2024 is as follows: Â September 30, 2024 Â Principal Â Accrued Interest Â January 2020 \$1,000Â Exchangeable Notes, 6.5% interest, due January 31, 2025Â (2025 Exchangeable Notes) Â \$ 51,588 Â \$ 6,397 Â September 2020 \$1,000Â Exchangeable Notes, 6.5% interest, due January 31, 2025Â (2025 Exchangeable Notes) Â 220 Â 34 Â Conversion of \$1,000Â Exchangeable Notes, 6.5% interest, due January 31, 2025Â (2025 Exchangeable Notes) Â (40,691) Â (3,071) 2025 Exchangeable Notes, net Â 11,117 Â 3,360 Â Unamortized discount and debt issuance costs Â (769) Â 2025 Exchangeable Notes, net Â 10,348 Â \$ 3,360 Â Scheduled principal payments on outstanding debt, including principal amounts owed to RLN holders (see Note 10 â€œRoyalty-Linked Notes), as of September 30, 2024, for the following five fiscal years and thereafter were as follows: Year Ending September 30, Â 2025 Â \$ 11,117 Â 2026 Â \$ 6,397 Â 2027 Â \$ 6,397 Â 2028 Â \$ 6,397 Â 2029 Â \$ 6,397 Â Thereafter Â 104 Â Total Â \$ 11,221 Â 10. Royalty-Linked NotesÂ Liability Related to Sale of Future Royalties On January 21, 2020, as part of the Private Placement, the Company issued 2,579,400 RLNs to a group of accredited investors. On September 8, 2020, as part of the 2020 Rights Offering, the Company issued 11,000 RLNs to existing shareholders. The RLNs will entitle the holders thereof to payments, at the applicable payment rate, based solely on a percentage of the Companyâ€™s net revenues from U.S. sales of specified sulopenem products earned through December 31, 2045, but will not entitle the holders thereof to any payments unless the Company receives approval from the U.S. Food and Drug Administration (FDA) for one or more specified sulopenem products prior to December 31, 2025 and the Company earns net revenues on such product. If any portion of the principal amount of the outstanding RLNs, equal to \$0.04 per RLN, has not been paid as of the end date on December 31, 2045 (or December 31, 2025, in the event that the Company has not yet received FDA approval with respect to one or more specified sulopenem products by such date), Iterum Bermuda must pay the unpaid portion of the principal amount. The RLNs will earn default interest if the Company breaches certain obligations under the RLN Indenture (but do not otherwise bear interest) and will be subject to a maximum return amount, including all principal and payments and certain default interest in respect of uncured defaults, of \$160.00 (or 4,000 times the principal amount of such note). The RLNs will be redeemable at the Companyâ€™s option, subject to the terms of the RLN Indenture. In accordance with exceptions allowed under ASC 815-10, Derivatives and Hedging, this transaction was initially accounted for as a debt liability under ASC 470, Debt. Subsequent to the listing of the RLNs on the Bermuda Stock Exchange in January 2021, the 14 ITERUM THERAPEUTICS PLCNotes to Unaudited Condensed Consolidated Financial Statements(In thousands, except share and per share data)Â RLNs are accounted for as a derivative and are remeasured to fair value at each reporting date. In accordance with ASC 815, the fair value of the RLNs is determined using DCF analysis, without consideration of transaction costs, which represents a Level 3 basis of fair value measurement. Fair value measurements are highly sensitive to changes in inputs and significant changes to inputs can result in a significantly higher or lower fair value. The Company periodically assesses the revenue forecasts of the specified sulopenem products and the related payments. The Company has no obligation to pay any amount to the noteholders until the net revenue of the specified products are earned. The balance of the RLNs at each reporting date is as follows: Â September 30,2024 Â Total liability related to the sale of future royalties, on inception Â \$ 10,990 Â Liability related to the sale of future royalties, arising from the 2020 Rights Offering Â 51 Â Amortization of discount and debt issuance costs Â 3,666 Â Adjustments to fair value Â (5,979) Total liability related to the sale of future royalties at June 30, 2024 Â \$ 8,728 Â Current Portion Â \$ 6,397 Â Long-term Portion Â \$ 8,728 Â December 31, 2023 Â Total liability related to the sale of future royalties, on inception Â \$ 10,990 Â Liability related to the sale of future royalties, arising from the 2020 Rights Offering Â 51 Â Amortization of discount and debt issuance costs Â 3,666 Â Adjustments to fair value Â (7,204) Total liability related to the sale of future royalties at December 31, 2023 Â \$ 7,503 Â Current Portion Â \$ 6,397 Â Long-term Portion Â \$ 7,503 Â 11. Shareholdersâ€™ Equity The Companyâ€™s capital structure consists of ordinary shares and undesignated preferred shares. Under Irish law, the Company is prohibited from allotting shares without consideration. Accordingly, at least the nominal value of the shares issued underlying any warrant, pre-funded warrant, restricted share award, restricted share unit, performance share award, bonus share or any other share-based grant must be paid pursuant to the Irish Companies Act 2014 (Irish Companies Act). Ordinary Shares On August 9, 2024, the Company completed a rights offering (2024 Rights Offering) in which it sold an aggregate of 6,121,965 units ("Units") at a subscription price of \$1.21 per whole Unit, consisting of (a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance ("1-year warrants") and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance ("5-year warrants" and, together with the 1-year warrants, the "warrants"). Aggregate gross proceeds to the Company's from the 2024 Rights Offering were \$7.4 million and net proceeds were \$5.4 million after deducting fees payable to the placement agent fees and other offering expenses payable by the Company. At the Companyâ€™s annual general meeting of shareholders on May 3, 2023, the Companyâ€™s shareholders approved an increase of 60,000,000 ordinary shares of \$0.01 par value each to the number of authorized ordinary shares and the Companyâ€™s Articles of Association were amended accordingly. The Company has authorized ordinary shares of 80,000,000 ordinary shares of \$0.01 par value each as of September 30, 2024. The holders of ordinary shares are entitled to one vote for each share held. There are no redemption or sinking fund provisions with respect to the authorized ordinary shares.The Company filed a universal shelf registration statement on Form S-3 with the SEC, which was declared effective on October 17, 2022 (File No. 333-267795), and pursuant to which the Company registered for sale up to \$100.0 million of any combination of debt securities, ordinary shares, preferred shares, subscription rights, purchase contracts, units and/or warrants from time to time and at prices and on terms that the Company may determine. On October 7, 2022, the Company entered into an "at the market offering" agreement (the Sales Agreement) with H.C. Wainwright & Co., LLC (HC Wainwright), as agent, pursuant to which the Company may offer and sell ordinary shares, nominal 15 ITERUM THERAPEUTICS PLCNotes to Unaudited Condensed Consolidated Financial Statements(In thousands, except share and per share data)Â value \$0.01 per share, for aggregate gross sales proceeds of up to \$16.0 million (subject to the availability of ordinary shares), from time to time through HC Wainwright by any method permitted that is deemed to be an "at the market offering" as defined in Rule 415 (a)(4) promulgated under the Securities Act of 1933, as amended. During the nine months ended September 30, 2024, the Company sold 3,055,882 ordinary shares under the "at the market" agreement at an average price of \$2.49 per share for net proceeds of \$7.4 million. Beginning on January 21, 2021 to September 30, 2024, certain noteholders of \$40,691 aggregate principal amount of Exchangeable Notes have exchanged their notes for an aggregate of 3,760,155 of the Companyâ€™s ordinary shares, which included accrued and unpaid interest relating to such notes. The aggregate principal amount of Exchangeable Notes outstanding as of September 30, 2024 was \$11,117.Warrants to purchase Ordinary Shares In connection with the initial drawdown under the Loan and Security Agreement, the Company issued SVB and LSF warrants to purchase an aggregate of 19,890 Series B convertible preferred shares (which converted into warrants to purchase 1,326 ordinary shares upon the Companyâ€™s IPO) at an exercise price of \$282.75 per share. These warrants will expire on April 27, 2028. No warrants had been exercised as of September 30, 2024.In connection with the June 3, 2020 Offering completed on June 5, 2020, pursuant to the June 3, 2020 SPA, in a concurrent private placement, the Company issued and sold to institutional investors warrants to purchase up to 99,057 ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$24.30 per ordinary share, subject to adjustment in certain circumstances, and will expire on December 5, 2025. Warrants to purchase 13,868 ordinary shares, amounting to 7% of the ordinary shares issued under the June 3, 2020 SPA, were issued to designees of the placement agent on the closing of the June 3, 2020 Offering. Upon closing, the warrants issued to such designees were exercisable immediately at an exercise price of \$31.5465 per ordinary share and will expire on June 3, 2025. No warrants had been exercised as of September 30, 2024.In connection with the June 30, 2020 Offering completed on July 2, 2020, pursuant to the June 30, 2020 SPA, in a concurrent private placement, the Company has also issued and sold to institutional investors warrants to purchase up to 112,422 ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$21.30 per ordinary share, subject to adjustment in certain circumstances, and will expire on January 2, 2026. Warrants to purchase 15,739 ordinary shares, amounting to 7% of the ordinary shares issued under the June 30, 2020 SPA, were issued to designees of the placement agent on closing of the June 30, 2020 Offering. Upon closing, the warrants issued to such designees were exercisable immediately at an exercise price of \$27.7965 per ordinary share and will expire on June 30, 2025. As of September 30, 2024, warrants issued in connection with the June 30, 2020 Offering had been exercised for 84,317 ordinary shares, for net proceeds of \$1,796.In connection with the October 2020 Offering, the Company issued and sold warrants to purchase up to 1,346,153 ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$9.75 per ordinary share, subject to adjustment in certain circumstances, and will expire on October 27, 2025. Warrants to purchase 125,641 ordinary shares, which represents a number of ordinary shares equal to 7.0% of the aggregate number of ordinary shares and pre-funded warrants sold in the October 2020 Offering, were issued to designees of the placement agent on closing of the October 2020 Offering. Upon closing, the warrants issued to such designees became exercisable immediately at an exercise price of \$12.1875 per ordinary share and expire on October 22, 2025. As of September 30, 2024, warrants issued in connection with the October 2020 Offering had been exercised for 1,392,701 ordinary shares, for net proceeds of \$13,885.In connection with the February 2021 Underwritten Offering, the Company issued to the underwriterâ€™s designees warrants to purchase 162,318 ordinary shares, amounting to 7.0% of the aggregate number of ordinary shares sold in the February 2021 Underwritten Offering which closed on February 8, 2021. The warrants issued to such designees have an exercise price of \$21.5625 per ordinary share, were exercisable upon issuance and will expire on February 3, 2026. As of September 30, 2024, warrants issued in connection with the February 2021 Underwritten Offering had been exercised for 25,333 ordinary shares, for net proceeds of \$546.In connection with the February 2021 Underwritten Offering, the Company granted the underwriter an option for a period of 30 days to purchase an additional 347,826 ordinary shares. Upon the underwriterâ€™s exercise of its option, on February 10, 2021, the Company issued warrants to purchase an additional 24,347 ordinary shares to the underwriterâ€™s designees, amounting to 7.0% of the aggregate number of additional ordinary shares sold pursuant to the underwriterâ€™s option. The warrants issued to such designees have an exercise price of \$21.5625 per ordinary share, were exercisable upon issuance and will expire on February 3, 2026. No warrants had been exercised as of September 30, 2024.In connection with the February 2021 Registered Direct Offering which closed on February 12, 2021, warrants to purchase 81,666 ordinary shares, amounting to 7.0% of the aggregate number of ordinary shares issued under the securities purchase agreement, were issued to designees of the placement agent upon closing. The warrants issued to such designees were exercisable upon issuance 16 ITERUM THERAPEUTICS PLCNotes to Unaudited Condensed Consolidated Financial Statements(In thousands, except share and per share data)Â at an exercise price of \$37.50 per ordinary share and will expire on February 9, 2026. No warrants had been exercised as of September 30, 2024.In connection with the 2024 Rights Offering, which closed on August 9, 2024, the Company issued and sold 1-year warrants to purchase up to 3,060,982 ordinary shares and 5-year warrants to purchase up to 6,121,965 ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$1.21 per ordinary share and will expire on August 9, 2025 and August 9, 2029, respectively. No warrants had been exercised as of September 30, 2024.The Company has classified the warrants as equity in accordance with ASC 815. Accordingly, the proceeds were allocated between ordinary shares, the 1-year warrants and the 5-year warrants based on the relative fair value of the individual components. The fair value of the warrants were determined using a Black-Scholes option pricing model and the ordinary shares based on the closing date

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Condensed Consolidated Financial Statements(In thousands, except share and per share data)Â payments, including a regulatory milestone payment of \$20 million to Pfizer upon approval of oral sulopenem for commercial sale in the United States by the FDA. On October 25, 2024, the Company received FDA approval for ORLYNVAHÄ,¢ (sulopenem etzadroxil and probenecid) for the treatment of uncomplicated urinary tract infections caused by the designated microorganisms Escherichia coli, Klebsiella pneumoniae, or Proteus mirabilis in adult women who have limited or no alternative oral antibacterial treatment options. On October 28, 2024, the Company notified Pfizer that it was electing to defer payment of the milestone payment for two years, or until October 25, 2026 (the Deferral Period), and delivered a promissory note (the Note) issued by ITIL in the amount of the milestone payment to Pfizer, as permitted pursuant to the terms of the Pfizer License. The Note bears interest at an annual rate of eight percent (8%) on a daily compounded basis until paid in full and matures on October 25, 2026. ITIL has the right to prepay the unpaid principal balance of the Note together with accrued and unpaid interest at any time without premium or penalty. Pursuant to the terms of the Note, ITIL may (i) assign the Note to an affiliate of ITIL; (ii) designate one of its affiliates to perform its obligations thereunder; or (iii) assign the Note in the event of a change of control, provided that in the case of clauses (i) and (ii) ITIL is not relieved of any liability thereunder. Pursuant to the terms of the Pfizer License, if a change of control of ITIL or the Company occurs during the Deferral Period, Pfizer may, in its sole discretion and at its sole option, declare the Milestone Payment to be immediately due and payable together with all interest accrued under the Note. The Company has guaranteed all of the amounts payable by ITIL under the terms of the Pfizer License, including the amounts owed under the Note, pursuant to the guarantee entered into by ITIL, the Company and Pfizer on November 18, 2015 in connection with the Pfizer LicenseOn October 25, 2024, the Company received FDA approval for ORLYNVAHÄ,¢ (sulopenem etzadroxil and probenecid) for the treatment of uncomplicated urinary tract infections caused by the designated microorganisms Escherichia coli, Klebsiella pneumoniae, or Proteus mirabilis in adult women who have limited or no alternative oral antibacterial treatment options. On October 28, 2024, the Company notified Pfizer that it was electing to defer payment of the milestone payment for two years, or until October 25, 2026 (the Deferral Period), and delivered the Note to Pfizer. Equity OfferingsSubsequent to September 30, 2024, through November 4, 2024, the Company sold 4.5 million ordinary shares under the Sales Agreement, with HC Wainwright as agent, at an average price of \$1.55 per share for net proceeds of \$6.7 million. 22 Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. You should read the following discussion and analysis of our financial condition and results of operations together with our condensed consolidated financial statements and the related notes and the other financial information included elsewhere in this Quarterly Report on Form 10-Q. Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q, including information with respect to our plans and strategy for our business and related financing, includes forward-looking statements that involve risks and uncertainties. As a result of many factors, including those factors set forth in the â€œRisk Factorsâ€ section of this Quarterly Report on Form 10-Q, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. Overview We are focused on delivering differentiated anti-infectives aimed at combating the global crisis of multi-drug resistant pathogens to significantly improve the lives of people affected by serious and life-threatening diseases around the world. We are advancing the development of our first compound, sulopenem, ca novel penem anti-infective compound, with an oral formulation and IV formulation. Penems, including thiopenems and carbapenems, belong to a class of antibiotics more broadly defined as ÄY-lactam antibiotics, the original example of which was penicillin, but which now also includes cephalosporins. Sulopenem is a potent, thiopenem antibiotic delivered intravenously which is active against bacteria that belong to the group of organisms known as gram-negatives and cause urinary tract and intra-abdominal infections. We have also developed sulopenem in an oral tablet formulation, sulopenem etzadroxil-probenecid, which we refer to herein as ORLYNVAHÄ,¢. We believe that IV sulopenem and ORLYNVAHÄ,¢ have the potential to be important new treatment alternatives to address growing concerns related to antibacterial resistance without the known toxicities of some of the most widely used antibiotics. During the third quarter of 2018, we initiated three clinical trials in our Phase 3 development program which included: a Phase 3 uncomplicated urinary tract infection (uUTI) clinical trial, known as Sulopenem for Resistant Enterobacteriaceae (SURE) 1, comparing ORLYNVAHÄ,¢ to oral ciprofloxacin in women with uUTI, a Phase 3 complicated urinary tract infection (cUTI) clinical trial known as SURE 2, comparing IV sulopenem followed by ORLYNVAHÄ,¢ to IV ertapenem followed by oral ciprofloxacin in adults with cUTI and a Phase 3 complicated intra-abdominal infection (cIAI) clinical trial known as SURE 3, comparing IV sulopenem followed by ORLYNVAHÄ,¢ to IV ertapenem followed by a combination of oral ciprofloxacin and oral metronidazole in adults with cIAI. We designed one Phase 3 clinical trial in each indication based on our end of Phase 2 meeting with the U.S. Food and Drug Administration (FDA) and feedback from the European Medicines Agency (EMA). We conducted the Phase 3 clinical trials under Special Protocol Assessment (SPA) agreements from the FDA. In December 2019, we announced that sulopenem did not meet the primary endpoint of statistical non-inferiority compared to the control therapy for the cIAI trial. In the second quarter of 2020, we announced the results of our Phase 3 clinical trials in cUTI and uUTI. In the cUTI trial, sulopenem did not meet the primary endpoint of statistical non-inferiority compared to the control therapies with the difference in response rates driven almost entirely by higher rates of asymptomatic bacteriuria on the sulopenem IV to ORLYNVAHÄ,¢ arm relative to the ertapenem IV to oral ciprofloxacin arm, only evident at the test of cure visit. The rates of patients receiving additional antibiotics or with residual cUTI symptoms were similar between therapies. Similarly, in the uUTI trial, sulopenem did not meet the primary endpoint of statistical non-inferiority compared to ciprofloxacin in the population of patients with baseline pathogens susceptible to ciprofloxacin driven to a large degree by a greater amount of asymptomatic bacteriuria in the sulopenem treated patients at the test of cure visit relative to those receiving ciprofloxacin. However, in the uUTI trial, in the population of patients with baseline pathogens resistant to quinolones, sulopenem achieved the related primary endpoint by demonstrating statistical significance in the overall response rate by treatment arm in the ciprofloxacin resistant population, providing evidence of a treatment effect in patients with uUTI. Based on discussions with the FDA at a pre-New Drug Application (NDA) meeting in September 2020 and previous correspondence with the FDA, we submitted an NDA for ORLYNVAHÄ,¢ for the treatment of uUTIs in patients with a quinolone non-susceptible pathogen in the fourth quarter of 2020 and the FDA accepted the application for review in January 2021. We received a Complete Response Letter (CRL) from the FDA on July 23, 2021 in respect of our NDA. The CRL provided that the FDA had completed its review of the NDA and had determined that it could not approve the NDA in its present form. The CRL further provided that additional data are necessary to support approval of ORLYNVAHÄ,¢ for the treatment of adult women with uUTIs caused by designated susceptible microorganisms proven or strongly suspected to be non-susceptible to a quinolone and recommended that we conduct at least one additional adequate and well-controlled clinical trial, potentially using a different comparator drug. In July 2022 we reached an agreement with the FDA under the SPA process on the design, endpoints and statistical analysis of a Phase 3 clinical trial for ORLYNVAHÄ,¢ for the treatment of uUTIs and we commenced enrollment in that clinical trial, known as REnewed ASsessment of Sulopenem in uUTI caused by Resistant Enterobacterales (REASSURE), in October 2022. The study was designed as a non-inferiority trial comparing ORLYNVAHÄ,¢ and AugmentinÂ® (amoxicillin/clavulanate) in the AugmentinÂ® susceptible population. In October 2023 we completed enrollment in the REASSURE clinical trial, enrolling 2,222 patients. In January 2024, we announced that sulopenem met the primary endpoint of statistical non-inferiority to AugmentinÂ® in the AugmentinÂ®-susceptible population, and demonstrated statistically significant superiority versus AugmentinÂ® in the AugmentinÂ® susceptible population, in the REASSURE clinical trial. Additionally, though not an approvability issue, the FDA recommended in its CRL that we conduct additional non-clinical PK/PD studies to support dose selection for the proposed treatment indication(s). We have also completed the additional non-clinical PK/PD investigations, as recommended by the FDA, which we believe support the dosing regimen selected for ORLYNVAHÄ,¢. We resubmitted our NDA to the FDA for ORLYNVAHÄ,¢ for the treatment of uUTIs in April 2024. In May 2024, we received a notice from the FDA acknowledging 23 Ä receipt of the resubmission of the NDA and indicating that the FDA deemed our NDA resubmission to be a Class II complete response under the Prescription Drug User Fee Act (PDUFA), which has a six-month review period from the date of resubmission. On October 25, 2024, we received approval from the FDA of our NDA for ORLYNVAHÄ,¢ for the treatment of uncomplicated urinary tract infections caused by the designated microorganisms Escherichia coli, Klebsiella pneumoniae, or Proteus mirabilis in adult women with limited or no alternative oral antibacterial treatment options by the FDA. Going Concern Since our inception, we have incurred significant operating losses. Our ability to generate product revenue sufficient to achieve profitability will depend heavily on the successful development and eventual commercialization of ORLYNVAHÄ,¢ and sulopenem. As of September 30, 2024, we had an accumulated deficit of \$479.5 million. In the event our strategic process to sell, license, or otherwise dispose of our rights to sulopenem does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAHÄ,¢ in the United States with a targeted sales force in the community setting, which we expect would result in significant expenses being incurred by the Company in the future. Additionally, principal and interest on the outstanding Exchangeable Notes become due on January 31, 2025. We may also incur expenses in connection with the further clinical development of IV sulopenem and the clinical development of ORLYNVAHÄ,¢ and sulopenem in additional indications, the establishment of additional sources for the manufacture of sulopenem tablets and, if relevant, IV vials or the in-license or acquisition of additional product candidates. Additionally, we have incurred and expect to incur significant costs associated with operating as a public company, including legal, accounting, investor relations and other expenses. As a result, we will require additional capital to fund our operations, to continue to develop our sulopenem program and to execute our strategy. Until such time as we can obtain marketing approval for ORLYNVAHÄ,¢, sulopenem or any future product candidate and generate significant revenue from product sales, if ever, we expect to finance our operations through a combination of equity offerings, debt financings, collaboration agreements, other third-party funding, strategic alliances, licensing arrangements, marketing and distribution arrangements or government funding. However, we may be unable to obtain such financing when needed or on acceptable terms. Because of the numerous risks and uncertainties associated with commercialization of pharmaceuticals, we are unable to predict the timing or amount of increased expenses or when or if we will be able to achieve or maintain profitability. Even if we are able to generate product sales, we may not become profitable. If we fail to become profitable or are unable to sustain profitability on a continuing basis, then we may be unable to continue our operations at planned levels and be forced to reduce or terminate our operations. We have identified conditions and events that raise substantial doubt about our ability to continue as a going concern. To continue as a going concern, we must secure additional funding to support our current operating plan or significantly delay, scale back or discontinue the development of our sulopenem program and commercialization of ORLYNVAHÄ,¢ for the treatment of uncomplicated urinary tract infections caused by the designated microorganisms Escherichia coli, Klebsiella pneumoniae, or Proteus mirabilis in adult women with limited or no alternative oral antibacterial treatment options by the FDA. As of September 30, 2024, we had cash, cash equivalents and short-term investments of \$14.5 million. Based on our available cash resources we do not believe that our existing cash, cash equivalents and short-term investments, including proceeds received from the exercise of certain warrants and amounts raised under the "at-the-market" agreement with HC Wainwright as agent subsequent to the period-end (see Note 16 Ä" Subsequent Events), will enable us to fund our operating expenses for the next 12 months from the date of filing this Quarterly Report on Form 10-Q. This condition raises substantial doubt about our ability to continue as a going concern. We expect that, in order to obtain additional funding, we will need to complete additional public or private financings of debt or equity. Although management intends to pursue plans to obtain additional funding to finance its operations, and we have successfully raised capital in the past, there is no assurance that we will be successful in obtaining sufficient funding on terms acceptable to us to fund continuing operations, if at all. We may also seek to procure additional funds through future arrangements with collaborators, licensees or other third parties, and these arrangements would generally require us to relinquish or encumber rights to some of our product candidates. We may not be able to complete financings or enter into third-party arrangements on acceptable terms, if at all. If we fail to raise capital or enter into such agreements as, and when, needed, we may be forced to significantly delay, scale back or discontinue the development and commercialization of our sulopenem program, or otherwise change our strategy, which could adversely affect our business prospects, or we may be unable to continue operations. In addition, we are currently focusing on a strategic process to sell, license or otherwise dispose of our rights to sulopenem with the goal of maximizing value for our stakeholders and have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. There can be no assurance that any such process will result in any particular action or any transaction being pursued, entered into or consummated, and there is no assurance as to the timing, sequence or outcome of any action or transaction or series of actions or transactions. For more information, refer to Ä€Liquidity and Capital ResourcesÄ€ "Liquidity and Going Concern" below and Note 1, Ä€Liquidity and Going ConcernÄ€ of the Notes to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. 24 Ä Components of Our Results of Operations Operating Expenses Research and Development Expenses Research and development expenses consist primarily of costs incurred in connection with the development of our sulopenem program, which include: Ä€expenses incurred under agreements with contract research organizations (CROs), contract manufacturing organizations (CMOs), as well as investigative sites and consultants that conduct our clinical trials, preclinical studies and other scientific development services; Ä€manufacturing scale-up expenses and the cost of acquiring and manufacturing preclinical and clinical trial materials and commercial materials, including manufacturing validation batches and reservation fees; Ä€employee-related expenses, including salaries, related benefits, travel and share-based compensation expense for employees engaged in research and development functions; Ä€costs related to compliance with regulatory requirements, including the preparation and support of regulatory filings; Ä€facilities costs, depreciation, amortization and other expenses, which include rent under operating lease agreements and utilities; and Ä€payments made in cash, equity securities or other forms of consideration under third-party licensing agreements. We expense research and development costs as incurred. Advance payments we make for goods or services to be received in the future for use in research and development activities are recorded as prepaid expenses. We recognize external development costs based on an evaluation of the progress to completion of specific tasks using information provided to us by our service providers. The successful development and commercialization of oral sulopenem and/or sulopenem is highly uncertain. At this time, we cannot reasonably estimate or know the nature, timing and costs of the efforts that will be necessary to complete the clinical development of our sulopenem program or when, if ever, material net cash inflows may commence from any of our product candidates. This uncertainty is due to the numerous risks and uncertainties associated with product development and commercialization, including the uncertainty of: Ä€the scope, progress, outcome and costs of our clinical trials and other research and development activities; Ä€successful patient enrollment in, and the initiation and completion of, clinical trials; Ä€our ability to apply for regulatory approval, and the timing or likelihood of any such filings and approvals; Ä€the timing, receipt and terms of any marketing approvals from applicable regulatory authorities; Ä€establishing commercial manufacturing capabilities or making arrangements with third-party manufacturers; Ä€development and timely delivery of commercial drug formulations (i) that can be used in our clinical trials and (ii) that are available for commercial launch; Ä€obtaining, maintaining, defending and enforcing patent claims and other intellectual property rights; Ä€significant and changing government regulation; Ä€launching commercial sales of our product candidates, if and when approved, whether alone or in collaboration with others; Ä€general economic conditions, including inflation; and Ä€maintaining a continued acceptable safety profile of the product candidates following approval. General and Administrative Expenses General and administrative expenses consist primarily of salaries, related benefits and share-based compensation expense for personnel in executive, finance, market research and administrative functions. General and administrative expenses also include director compensation, travel expenses, insurance, professional fees for legal, patent, consulting, accounting and audit services, pre-commercialization activities and market preparation expenses. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAHÄ,¢ in the United States with a targeted sales force in the community setting. This would result in a significant increase in payroll and other expenses to support commercial operations. 25 Ä Interest Expense, Net Interest expense, net consists of interest accrued and amortization of debt costs with respect to the 6.500% Exchangeable Senior Subordinated Notes due 2025 (Exchangeable Notes), realized gains and losses on our short-term investments, interest earned on our cash and cash equivalents, which are generally invested in money market accounts and interest earned on our investments in marketable securities. Interest on the Exchangeable Notes is not payable until maturity of the instrument unless exchanged prior to maturity in accordance with the terms of the indenture governing the Exchangeable Notes (Exchangeable Notes Indenture) at which time any accrued and unpaid interest becomes due and payable. Adjustments to Fair Value of Derivatives Derivative liabilities, which consist of the Limited Recourse Royalty-Linked Subordinated Notes (RLNs) issued in 2020 are revalued at each balance sheet date and the change in fair value during the reporting period is recorded in the condensed consolidated statements of operations as adjustments to fair value of derivatives. Other (Expense) / Income, Net Other (expense) / income, net consists of realized and unrealized foreign currency gains and losses incurred in the normal course of business based on movement in the applicable exchange rates and sub-lease income from a sub-lease agreement for a commercial unit (terminated in August 2023). Provision for Income Taxes We recognize income taxes under the asset and liability method. Deferred income taxes are recognized for differences between the financial reporting and tax bases of assets and

accruals at enacted statutory tax rates in effect for the years in which the differences are expected to reverse. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. In evaluating our ability to recover our deferred tax assets, we consider all available positive and negative evidence including past operating results, the existence of cumulative income in the most recent fiscal years, changes in the business in which we operate and our forecast of future taxable income. In determining future taxable income, we are responsible for assumptions utilized including the amount of Irish, U.S. and other foreign pre-tax operating income, the reversal of temporary differences and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates that we are using to manage the underlying business. Valuation allowances are provided if it is more likely than not that some portion or all of the deferred tax assets will not be realized. We account for uncertain tax positions using a more-likely-than-not threshold for recognizing and resolving uncertain tax positions. The evaluation of uncertain tax positions is based on factors including, but not limited to, changes in tax law, the measurement of tax positions taken or expected to be taken in tax returns, the effective settlement of matters subject to audit, new audit activity and changes in facts or circumstances related to a tax position. We evaluate our tax positions on a quarterly basis. We also accrue for potential interest and penalties related to unrecognized tax benefits in income tax expense. Critical Accounting Policies and Significant Judgments and Estimates Our condensed consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States. The preparation of our condensed consolidated financial statements and related disclosures requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, costs and expenses, and the disclosure of contingent assets and liabilities in our financial statements. We believe that our critical accounting policies described under the heading "Critical Accounting Policies and Significant Judgments and Estimates" in our Annual Report on Form 10-K filed with the SEC on March 28, 2024, involve the most judgment and complexity. Accordingly, we believe the policies set forth in such Annual Report on Form 10-K are critical to fully understanding and evaluating our financial condition and results of operations. If actual results or events differ materially from the estimates, judgments and assumptions used by us in applying these policies, our reported financial condition and results of operations could be materially affected. There have been no significant changes to our critical accounting estimates from those described in our Annual Report on Form 10-K filed with the SEC on March 28, 2024.

Results of Operations

Comparison of the three months ended September 30, 2024 and 2023 The following table summarizes our operating loss and loss before income taxes for the three months ended September 30, 2024 and 2023 (in thousands):

	September 30, 2024	September 30, 2023
Operating loss	\$ (4,887)	\$ (16,685)
Research and development	\$ (3,107)	\$ (14,852)
General and administrative	\$ (1,745)	\$ (1,789)
Total operating expenses	\$ (4,887)	\$ (16,685)
Loss before income taxes	\$ (4,887)	\$ (16,685)
Interest expense	\$ (590)	\$ (300)
Other (expense) / income	\$ (48)	\$ (118)
Net interest expense	\$ (590)	\$ (300)
Income tax benefit	\$ (1,071)	\$ (1,071)
Net income	\$ (1,071)	\$ (1,071)

The decrease in CRO and other preclinical and clinical trial expenses of \$12.0 million was primarily due to higher costs incurred in 2023 to support our REASSURE trial, which began enrollment in October 2022 and completed enrollment in October 2023. Personnel related costs decreased by \$0.6 million primarily as a result of lower headcount, recognition of a research and development tax credit and a decrease in share-based compensation expense. Personnel related costs for the three months ended September 30, 2024 and 2023 included share-based compensation expense of \$0.0 million and \$0.1 million, respectively. CMC related expenses increased by \$0.5 million primarily as a result of manufacturing of API, partially offset by lower facilities rent. The increase in consulting fees of \$0.3 million was due to an increase in the use of consultants in connection with the resubmission of our NDA for ORLYNVAHÄ,ç. General and Administrative Expenses (in thousands):

	September 30, 2024	September 30, 2023
Personnel related (including share-based compensation)	\$ 464	\$ 1,242
Chemistry, manufacturing and control (CMC) related expenses	\$ 1,516	\$ 1,051
Consulting fees	\$ 702	\$ 391
Total research and development expenses	\$ 3,107	\$ 14,852
Facility related and other	\$ 487	\$ 555
Professional and consulting fees	\$ 479	\$ 320
Total general and administrative expenses	\$ 1,745	\$ 1,789
Total operating expenses	\$ (4,887)	\$ (16,685)
Loss before income taxes	\$ (4,887)	\$ (16,685)
Interest expense	\$ (590)	\$ (300)
Other (expense) / income	\$ (48)	\$ (118)
Net interest expense	\$ (590)	\$ (300)
Income tax benefit	\$ (1,071)	\$ (1,071)
Net income	\$ (1,071)	\$ (1,071)

This non-cash adjustment primarily related to an increase in the fair value of the RLNs due to the passage of time. Adjustments to the fair value of the derivative liability were \$0.4 million for the three months ended September 30, 2024. This non-cash adjustment primarily related to a decrease in the fair value of the RLNs due to a reduction in management's revenue forecast of U.S. oral sulopenem sales. Other (Expense) / Income, Net Other (expense) / income, net consists of realized and unrealized foreign currency gains and losses incurred in the normal course of business based on movement in the applicable exchange rates and sub-lease income from a sub-lease agreement for a commercial unit (which was terminated in August 2023). The decrease of \$0.1 million is primarily related to a decrease in the sub-lease income. Comparison of the nine months ended September 30, 2024 and 2023 The following table summarizes our operating loss and loss before income taxes for the nine months ended September 30, 2024 and 2023 (in thousands):

	September 30, 2024	September 30, 2023
Operating loss	\$ (9,159)	\$ (30,248)
Research and development	\$ (9,159)	\$ (30,248)
General and administrative	\$ (5,867)	\$ (5,789)
Total operating expenses	\$ (15,026)	\$ (36,037)
Loss before income taxes	\$ (15,026)	\$ (36,037)
Interest expense	\$ (1,648)	\$ (1,023)
Other (expense) / income	\$ (625)	\$ (625)
Net interest expense	\$ (1,648)	\$ (1,023)
Income tax benefit	\$ (1,023)	\$ (1,023)
Net income	\$ (1,023)	\$ (1,023)

The decrease in CRO and other preclinical and clinical trial expenses of \$13.2 million for the three months ended September 30, 2023. This non-cash adjustment primarily related to a decrease in the fair value of the RLNs due to a reduction in management's revenue forecast of U.S. oral sulopenem sales. Other (Expense) / Income, Net Other (expense) / income, net consists of realized and unrealized foreign currency gains and losses incurred in the normal course of business based on movement in the applicable exchange rates and sub-lease income from a sub-lease agreement for a commercial unit (which was terminated in August 2023). The decrease of \$0.2 million is primarily related to a decrease in the sub-lease income. Liquidity and Capital Resources Since our inception, we have incurred significant operating losses and negative cash flows from our operations. We have generated limited revenue to date from a funding arrangement with the Trustees of Boston University under the Combating Antibiotic Resistant Bacteria Biopharmaceutical Accelerator (CARB-X) program. We have funded our operations to date primarily through the issuance of ordinary and convertible preferred shares, warrants, debt raised under financing arrangements with SVB including the PPP loan, a sub-award from the Trustees of Boston University under the CARB-X program and the proceeds of the private placement which closed in January 2020 (the Private Placement) and the subsequent rights offering (the 2020 Rights Offering) pursuant to which our wholly owned subsidiary, Iterum Therapeutics Bermuda Limited (Iterum Bermuda), issued and sold \$51.8 million aggregate principal amount of Exchangeable Notes and \$0.1 million aggregate principal amount of RLNs. Through September 30, 2024, we had received cash proceeds of \$198.3 million from sales of our Series A and Series B preferred shares and ordinary shares, \$15.0 million from the first drawdown of our SVB loan, net proceeds of \$45.0 million from the Private Placement and the 2020 Rights Offering, \$0.7 million from the drawdown of our PPP loan, combined net proceeds of \$8.6 million from the registered direct offering in June 2020 (June 3, 2020 Offering) and the registered direct offering in June 2020 (June 30, 2020 Offering) and \$1.8 million from the exercise of warrants issued in the June 30, 2020 Offering, net proceeds of \$15.5 million from the underwritten offering in October 2020 (October 2020 Offering) and \$13.9 million from the exercise of warrants issued in the October 2020 Offering, net proceeds of \$42.1 million from the underwritten offering in February 2021 (February 2021 Underwritten Offering) and \$0.5 million from the exercise of warrants issued in the February 2021 Underwritten Offering, net proceeds of \$32.2 million from the registered direct offering in February 2021 (February 2021 Registered Direct Offering) and net proceeds of \$5.4 million from the 2024 Rights Offering. On October 7, 2022, we filed a universal shelf registration statement on Form S-3 with the SEC, which was declared effective on October 17, 2022 (File No. 333-267795), and pursuant to which we registered for sale up to \$100.0 million of any combination of debt securities, ordinary shares, preferred shares, subscription rights, purchase contracts, units and/or warrants from time to time and at prices and on terms that we may determine. On October 7, 2022, we entered into an agreement (the Sales Agreement), with H.C. Wainwright & Co., LLC (HC Wainwright), as agent, pursuant to which we may offer and sell ordinary shares, nominal value \$0.01 per share, for aggregate gross sales proceeds of up to \$16.0 million (subject to the availability of ordinary shares), from time to time through HC Wainwright by any method permitted that is deemed to be an "at the market offering" as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended. During the nine months ended September 30, 2024, we sold 3,055,882 ordinary shares under the Sales Agreement at an average price of \$2.49 per share for net proceeds of \$7.4 million, after deducting commissions to HC Wainwright of \$0.2 million. See Note 16 "Subsequent Events for details of amounts raised subsequent to the period-end. As of September 30, 2024, we had cash, cash equivalents and short-term investments of \$14.5 million. 2025 Exchangeable Notes and Royalty-Linked Notes On January 21, 2020, we completed the Private Placement pursuant to which our wholly owned subsidiary, Iterum Bermuda issued and sold \$51.6 million aggregate principal amount of Exchangeable Notes and \$0.1 million aggregate principal amount of RLNs, to a group of accredited investors. On September 8, 2020, we completed the Rights Offering pursuant to which Iterum Bermuda issued and sold \$0.2 million aggregate principal amount of Exchangeable Notes and \$0.04 million aggregate principal amount of RLNs, to existing shareholders. The Exchangeable Notes and RLNs were sold in Units with each Unit consisting of an Exchangeable Note in the original principal amount of \$1,000 and 50 RLNs. The Units were sold at a price of \$1,000 per Unit. At any time on or after January 21, 2021, subject to specified limitations, the Exchangeable Notes are exchangeable for our ordinary shares, cash or a combination of ordinary shares and cash, at an exchange rate of 175.2191 shares per \$1,000 principal and interest on the Exchangeable Notes (equivalent to an exchange price of approximately \$5.7071 per ordinary share) as of September 30, 2024, which exchange rate was adjusted from an initial exchange rate of 66.666 shares per \$1,000 of principal and interest on the Exchangeable Notes (equivalent to an initial exchange price of approximately \$15.00 per ordinary share), and is subject to further adjustment pursuant to the terms of the Exchangeable Notes Indenture. The Exchangeable Notes will mature on January 31, 2025. Beginning on January 21, 2021 to September 30, 2024, certain noteholders of \$40,691 aggregate principal amount of Exchangeable Notes have exchanged their notes for an aggregate of 3,760,155 of our ordinary shares, which included accrued and unpaid interest relating to such notes. The aggregate principal amount of Exchangeable Notes outstanding as of September 30, 2024 was \$11,117. The RLNs entitle holders to payments based on a percentage of our net revenues from potential U.S. sales of specified sulopenem products subject to the terms and conditions of the indenture governing the RLNs (the RLN Indenture). Pursuant to the RLN Indenture, the payments on the RLNs will be up to either 15% or 20% of net revenues from U.S. sales of such products, depending on the indication approved by the FDA. The aggregate amount of payments on each RLN is capped at \$16

the ordinary shares issued under the June 30, 2020 SPA, were issued to designees of the placement agent on closing of the June 30, 2020 Offering. Upon closing, the warrants issued to such designees became exercisable immediately at an exercise price of \$27.7965 per ordinary share, and will expire on June 30, 2025. On February 9, 2021, we entered into the securities purchase agreement (February SPA) with certain institutional investors pursuant to which we issued and sold in the February 2021 Registered Direct Offering an aggregate of 1,166,666 ordinary shares, \$0.01 nominal value per share, at a purchase price of \$30.00 per share, for aggregate net proceeds to us of \$32.2 million after deducting placement agent fees and other offering expenses payable by us. We offered the ordinary shares in the February 2021 Registered Direct Offering pursuant to the 2019 Self Registration Statement. The February 2021 Registered Direct Offering closed on February 12, 2021. Warrants to purchase 81,666 ordinary shares, amounting to 7.0% of the aggregate number of ordinary shares issued under the February SPA, were issued to designees of the placement agent on closing of the February 2021 Registered Direct Offering. Upon closing, warrants issued to such designees became exercisable immediately at an exercise price of \$37.50 per ordinary share and will expire on February 9, 2026. 30. October 2020 Offering On October 27, 2020, we completed the October 2020 Offering in which we sold an aggregate of (i) 1,034,102 ordinary shares, \$0.01 nominal value per share, (ii) pre-funded warrants exercisable for an aggregate of 760,769 ordinary shares and (iii) warrants exercisable for an aggregate of 1,346,153 ordinary shares. The pre-funded warrants were issued and sold to certain purchasers whose purchase of ordinary shares in the October 2020 Offering would have otherwise resulted in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or, at the election of the purchaser, 9.99%) of our outstanding ordinary shares immediately following the consummation of the October 2020 Offering, if the purchaser so chose in lieu of ordinary shares that would have otherwise resulted in such excess ownership. The ordinary shares and pre-funded warrants were each offered together with the warrants, but the ordinary shares and pre-funded warrants were issued separately from the warrants. The combined offering price was \$9.75 per ordinary share and warrant and \$9.60 per pre-funded warrant and warrant. Our net proceeds from the October 2020 Offering, after deducting placement agent fees and other offering expenses payable by us, were approximately \$15.5 million. The warrants are exercisable upon issuance at a price of \$9.75 per ordinary share, subject to adjustment in certain circumstances, and expire on October 27, 2025. The pre-funded warrants are exercisable upon issuance at a price of \$0.15 per ordinary share, subject to adjustment in certain circumstances, and expire when exercised in full, subject to certain conditions. All pre-funded warrants have been exercised for net proceeds of \$0.11 million. In connection with the October 2020 Offering, we entered into a Purchase Agreement on October 22, 2020 with certain institutional investors. The Purchase Agreement contains customary representations and warranties of ours, termination rights of the parties, and certain indemnification obligations of ours. Warrants to purchase 125,641 ordinary shares, which represents a number of ordinary shares equal to 7.0% of the aggregate number of ordinary shares and pre-funded warrants sold in the October 2020 Offering, were issued to designees of the placement agent on closing of the October 2020 Offering. Upon closing, the warrants issued to such designees became exercisable immediately at an exercise price of \$12.1875 per ordinary share and will expire on October 22, 2025. February 2021 Underwritten Offering On February 3, 2021, we entered into an underwriting agreement (the Underwriting Agreement) pursuant to which we issued and sold 2,318,840 ordinary shares, \$0.01 nominal value per share, at a public offering price of \$17.25 per share. We offered the ordinary shares in the February 2021 Underwritten Offering pursuant to the 2019 Self Registration Statement. The February 2021 Underwritten Offering closed on February 8, 2021. Pursuant to the Underwriting Agreement, we granted the underwriter an option for a period of 30 days to purchase up to an additional 347,826 ordinary shares on the same terms and conditions, which the underwriter exercised in full on February 10, 2021. This increased the total number of ordinary shares we sold in the February 2021 Underwritten Offering to 2,666,666 shares, which resulted in aggregate net proceeds of \$42.1 million after deducting underwriting discounts and commissions and offering expenses. In addition, pursuant to the Underwriting Agreement, we agreed to issue to the underwriter certain designees warrants to purchase 186,665 ordinary shares, which is equal to 7.0% of the aggregate number of ordinary shares sold in the February 2021 Underwritten Offering, including the underwriter's option to purchase an additional 347,826 ordinary shares. The warrants issued to such designees of the underwriter have an exercise price of \$21.5625 per ordinary share, were exercisable upon issuance and will expire on February 3, 2026. 2024 Rights Offering On August 9, 2024, we completed the 2024 Rights Offering in which we sold an aggregate of 6,121,965 units (Units) at a subscription price of \$1.21 per whole Unit, consisting of (a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance (1-year warrants) and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance (the 5-year warrants and, together with the 1-year warrants, the warrants). Our net proceeds from the 2024 Rights Offering, after deducting placement agent fees and other offering expenses payable by us, were approximately \$5.4 million. The warrants are exercisable upon issuance at a price of \$1.21 per ordinary share and the 1-year warrant will expire on August 9, 2025 and the 5-year warrants will expire on August 9, 2029. Cash Flows The following table summarizes our cash flows for each of the periods presented (in thousands):

	Nine Months Ended September 30, 2024	2023	2022	2021
Cash provided by investing activities	\$17,108	\$9,813	\$12,814	\$445
Effect of exchange rates on cash and cash equivalents	(73)	(47)		
Net increase / (decrease) in cash, cash equivalents and restricted cash	\$7,335	\$16,276	\$31	
Operating Activities During the nine months ended September 30, 2024, operating activities used \$22.5 million of cash, resulting from our net loss of \$18.2 million and net cash used by changes in our operating assets and liabilities of \$11.3 million consisting primarily of a decrease in accounts payable and accrued expenses, partially offset by net non-cash charges of \$7.0 million. During the nine months ended September 30, 2023, operating activities used \$26.5 million of cash, resulting from our net loss of \$26.0 million and net non-cash charges of \$5.5 million, partially offset by net cash provided by changes in our operating assets and liabilities of \$5.1 million consisting primarily of an increase in accounts payable and accrued expenses. Investing Activities During the nine months ended September 30, 2024, net cash provided by investing activities of \$17.1 million was related to the proceeds from the sale of short-term investments of \$29.5 million, partially offset by the purchase of short-term investments of \$12.4 million. During the nine months ended September 30, 2023, net cash provided by investing activities of \$9.8 million was related to the proceeds from the sale of short-term investments of \$45.8 million, partially offset by the purchase of short-term investments of \$36.0 million. Financing Activities During the nine months ended September 30, 2024, net cash provided by financing activities of \$12.8 million was primarily related to net proceeds from the sale of ordinary shares pursuant to the Sales Agreement of \$7.4 million and net proceeds from the sale of ordinary shares in the 2024 Rights Offering of \$5.4 million. During the nine months ended September 30, 2023, net cash provided by financing activities of \$0.4 million was related to net proceeds from the sale of ordinary shares of \$0.4 million pursuant to the Sales Agreement. Funding Requirements After receiving positive data from our REASSURE trial in January 2024, our board of directors determined that we should focus on a strategic process to sell, license, or otherwise dispose of our rights to sulpopenem with the goal of maximizing shareholder value. In connection with this strategic process, we have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. Following receipt of FDA approval for ORLYNVAH, in October 2024, efforts to achieve a strategic transaction have been renewed. In the event that our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we expect to continue to incur significant expenses and increasing operating losses as we prepare to commercialize ORLYNVAH. As of September 30, 2024, we had cash, cash equivalents and short-term investments of \$14.5 million. Our expected cash usage for the next 12 months assumes that planned programs and expenditure continue and that we do not reduce or eliminate some or all of our research and development programs or commercialization efforts. Our future viability is dependent on our ability to raise additional capital to finance our operations. Without additional external funding, we do not believe that our existing cash, cash equivalents and short-term investments, including net proceeds received subsequent to the period-end through November 4, 2024, from the sale of our ordinary shares under the market agreement with HC Wainwright, will enable us to fund our operating expenses for the next 12 months from the date of this Quarterly Report on Form 10-Q. As such, we believe this condition raises substantial doubt about our ability to continue as a going concern for at least one year from the date this Quarterly Report on Form 10-Q is filed with the SEC. Inflation generally affects us by increasing our cost of labor and certain services. We do not believe that inflation had a material effect on our financial statements included elsewhere in this Quarterly Report on Form 10-Q. However, the United States has recently experienced historically high levels of inflation. If the inflation rate continues to increase it may affect our expenses, such as employee compensation and research and development charges due to, for example, increases in the costs of labor and supplies. Additionally, the United States is experiencing a workforce shortage, which in turn has created a competitive wage environment that may also increase our operating costs in the future. Our expenses will also increase substantially if and as we: initiate other studies as part of our sulpopenem program, some of which may be required for regulatory approval of our product candidates; establish sales, marketing and distribution capabilities either directly or through a third-party, to commercialize ORLYNVAH, in the United States; establish sales, marketing and distribution capabilities either directly or through a third-party, to commercialize sulpopenem in additional indications, and/or future product candidates in the United States, if we obtain marketing approval from the FDA; establish manufacturing and supply chain capacity sufficient to provide commercial quantities of ORLYNVAH, if we undertake commercialization activities; establish manufacturing and supply chain capacity sufficient to provide commercial quantities of sulpopenem in additional indications, and/or future product candidates, if we obtain marketing approval, and undertake commercialization activities; pursue the development of our sulpopenem program in additional indications; maintain, expand, defend and protect our intellectual property portfolio; hire additional clinical, scientific and commercial personnel; add operational, financial and management information systems and personnel, including personnel to support our product development and planned future commercialization efforts; and acquire or in-license other product candidates or technologies. Because of the numerous risks and uncertainties associated with research, development and commercialization of pharmaceutical product candidates, we are unable to estimate the exact amount of our working capital requirements. Our future funding requirements, both short-term and long-term, will depend on many factors, including: the costs of commercialization activities for ORLYNVAH, including the costs and timing of establishing product sales, marketing, distribution and manufacturing capabilities; the costs of commercialization activities for ORLYNVAH, and any other product candidates if we receive marketing approval, including the costs and timing of establishing product sales, marketing, distribution and manufacturing capabilities; the receipt of revenue received from any potential commercial sales of ORLYNVAH; the receipt of marketing approval and revenue received from any potential commercial sales of ORLYNVAH, or future product candidates; the terms and timing of any future collaborations, licensing or other arrangements that we may establish; the amount and timing of any payments we may be required to make, or that we may receive, in connection with the licensing, filing, prosecution, defense and enforcement of any patents or other intellectual property rights, including milestone and royalty payments and patent prosecution fees that we are obligated to pay pursuant to an exclusive license agreement with Pfizer Inc. (Pfizer) (the Pfizer License) or other future license agreements; the amount and timing of any payments we may be required to make in connection with the RLNs and the repayment of the Exchangeable Notes, if required; the costs of preparing, filing and prosecuting patent applications, maintaining and protecting our intellectual property rights and defending against any intellectual property related claims; the timing and costs of our clinical trials of our product candidates, including any clinical trials or non-clinical studies which may be required for regulatory approval of our product candidates; the timing of regulatory filings, review and potential approval of any product candidates; the initiation, progress, timing, costs and results of preclinical studies and clinical trials of other potential product candidates and of our current product and product candidates in additional indications; the amount of funding that we receive under government awards that we may apply for in the future; the number and characteristics of product candidates that we pursue; the outcome, timing and costs of seeking regulatory approvals; the costs of operating as a public company; the extent to which we in-license or acquire other products and technologies; 33. the impact of general economic conditions, including inflation; and the outcome, impact, effects and results of our evaluation of corporate, strategic, financial and financing alternatives, including the terms, timing, structure, value, benefits and costs of any corporate, strategic, financial or financing alternative and our ability to complete one at all. Until such time, if ever, that we can generate product revenue sufficient to achieve profitability, we expect to finance our cash needs through a combination of public or private equity offerings, debt financings, collaboration agreements, other third-party funding, strategic alliances, licensing arrangements, marketing and distribution arrangements or government funding. The disruption and volatility in the global and domestic capital markets resulting from heightened inflation, capital market volatility, interest rate and currency rate fluctuations, any potential economic slowdown or recession, including trade wars or civil or political unrest (such as the ongoing conflicts between Ukraine and Russia and Israel and Hamas) may increase the cost of capital and limit our ability to access capital. To the extent that we raise additional capital through the sale of equity or convertible debt securities, our shareholders' ownership interest will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our ordinary shareholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. The RLNs, the Exchangeable Notes and the investor rights agreement we entered into in connection with the Private Placement each impose operating and other restrictions on us. Such restrictions affect, and in many cases limit or prohibit, our ability to dispose of certain assets, pay dividends, incur additional indebtedness, undergo a change of control and enter into certain collaborations, strategic alliances or other similar partnerships, among other things. If we raise additional funds through other third-party funding, collaboration agreements, strategic alliances, licensing arrangements or marketing and distribution arrangements, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market products or product candidates that we would otherwise prefer to develop and market ourselves. In addition, as described above, we are evaluating our corporate, strategic, financial and financing alternatives, with the goal of maximizing value for our shareholders while prudently managing our remaining resources. Contractual Obligations and Commitments Under the Pfizer License, we have agreed to make certain regulatory and sales milestone payments, including a regulatory milestone payment of \$20 million upon approval of oral sulpopenem by the FDA. On October 25, 2024, the Company received FDA approval for ORLYNVAH, for the treatment of uncomplicated urinary tract infections caused by the designated microorganisms Escherichia coli, Klebsiella pneumoniae, or Proteus mirabilis in adult women who have limited or no alternative oral antibacterial treatment options. On October 28, 2024, the Company notified Pfizer that it was electing to defer payment of the milestone payment for two years, or until October 25, 2026 (the Deferral Period), and delivered a promissory note (the Note) issued by ITIL in the amount of the milestone payment to Pfizer, as permitted pursuant to the terms of the Pfizer License. The Note bears interest at an annual rate of eight percent (8%) on a daily compounded basis until paid in full and matures on October 25, 2026. ITIL has the right to prepay the unpaid principal balance of the Note together with accrued and unpaid interest at any time without premium or penalty. Pursuant to the terms of the Note, ITIL may (i) assign the Note to an affiliate of ITIL; (ii) designate one of its affiliates to perform its obligations thereunder; or (iii) assign the Note in the event of a change of control, provided that in the case of clauses (i) and (ii) ITIL is not relieved of any liability thereunder. Pursuant to the terms of the Pfizer License, if a change of control of ITIL or the Company occurs during the Deferral Period, Pfizer may, in its sole discretion and at its sole option, declare the Milestone Payment to be immediately due and payable together with all interest accrued under the Note. The Company has guaranteed all of the amounts payable by ITIL under the terms of the Pfizer License, including the amounts owed under the Note, pursuant to the guarantee entered into by ITIL, the Company and Pfizer on November 18, 2015 in connection with the Pfizer License. We remain obligated to make a potential one-time payment related to sublicense income that exceeds a certain threshold. We are also obligated to pay Pfizer sales milestones upon achievement of net sales ranging from \$250.0 million to \$1.0 billion for each product type, as well as royalties ranging from a single-digit to mid-teens percentage based on marginal net sales of each licensed product. Under the RLN Indenture, holders of RLNs will be entitled to payments based solely on a percentage of our net revenues from U.S. sales of specified sulpopenem products (Specified Net Revenues). Payments will be due within 75 days of the end of each six-month payment measuring period (Payment Measuring Period), beginning with the Payment Measuring Period ending June 30, 2020 until (i) the Maximum Return (as described below) has been paid in respect of the RLNs, or (ii) the End Date occurs, which is December 31, 2045, or (iii) December 31, 2025, in the event that we have not yet received FDA approval with respect to one or more specified sulpopenem products by such date. The aggregate amount of payments in respect of all RLNs during each Payment Measuring Period will be equal to the product of total Specified Net Revenues earned during such period and the applicable payment rate (the Payment Rate), determined based on which of the specified sulpopenem products have received FDA approval. The Payment Rate will be based on the maximum aggregate principal amount of RLNs and will equal (i) up to 15% if we or one of our affiliates has received FDA approval for the use of specified sulpopenem products for the treatment of				

uTIs and (ii) up to 20% if we or one of our affiliates has received FDA approval for the use of specified sulopenem products for the treatment of cUTIs but has not received FDA approval for treatment of uTIs. There was no payment due for each of the Payment Measuring Periods through the payment measuring period ending June 30, 2024. Prior to the End Date, we are obligated to make payments on the RLNs from Specified Net Revenues until each RLN has received payments equal to \$160.00 (or 4,000 times the principal amount of such RLN) (Maximum Return). Our operating lease obligations primarily consist of payments for office space, which are described further in Note 7 of our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q. Future contractual payments on operating lease obligations due within one year of September 30, 2024 are \$0.2 million, and there were no future contractual payments on operating lease obligations due greater than one year from September 30, 2024. **À 35** **À** Item 3. Quantitative and Qualitative Disclosures About Market Risk. As of September 30, 2024, we had cash, cash equivalents and short-term investments of \$14.5 million, consisting of cash, money market funds and U.S. treasury bills. The primary objectives of our investment activities are to preserve principal, provide liquidity and maximize income without significantly increasing risk. We are exposed to interest rate risk in connection with our investments in marketable securities. As interest rates change, the unrealized gains and losses associated with those securities will fluctuate accordingly. An immediate interest rate increase of 100 basis points would result in a decrease of \$0.01 million in the fair market value of our portfolio as of September 30, 2024. Such losses would only be realized if we sold the investments prior to maturity. We contract with CROs and CMOs globally. We may be subject to fluctuations in foreign currency rates in connection with certain of these agreements. Transactions denominated in currencies other than the functional currency are recorded based on exchange rates at the time such transactions arise. As of September 30, 2024 and December 31, 2023, substantially all of our liabilities were denominated in U.S. dollars. Realized net foreign currency gains and losses did not have a material effect on our results of operations for the nine months ended September 30, 2024 and 2023 or for the year ended December 31, 2023. We do not currently engage in any hedging activities against our foreign currency exchange rate risk. Inflation generally affects us by increasing our cost of labor and research, manufacturing and development costs. We believe that inflation has not had a material effect on our financial statements included elsewhere in this Quarterly Report on Form 10-Q. However, our operations may be adversely affected by inflation in the future. **Item 4. Controls and Procedures.** Evaluation of Disclosure Controls and Procedures Our management, with the participation of our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively), evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2024. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2024, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level. Changes in Internal Control over Financial Reporting No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the three months ended September 30, 2024, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. **À 36** **À** **PART II** **À** **OTHER INFORMATION** **Item 1. Legal Proceedings** **À** From time to time and in the ordinary course of business, the Company has been subject to various claims, charges, and litigation. We are not currently a party to any material legal proceedings and we are not aware of any pending or threatened litigation against us that we believe could have a material adverse effect on our business, operating results or financial condition. **Item 1A. Risk Factors.** Careful consideration should be given to the following risk factors, in addition to the other information set forth in this Quarterly Report on Form 10-Q and in other documents that we file with the Securities and Exchange Commission, or SEC, in evaluating our company and our business. Investing in our ordinary shares involves a high degree of risk. If any of the events described in the following Risk Factors and the risks described elsewhere in this Quarterly Report on Form 10-Q actually occur, our business, financial condition, results of operations and future growth prospects could be materially and adversely affected. In these circumstances, the market price of our ordinary shares could decline, and you may lose all or part of your investment. **À** **Risks Related to Our Evaluation of Strategic Options** Our exploration and pursuit of strategic alternatives may not be successful. **À** Our board of directors, after receiving positive data from our REASSURE clinical trial in January 2024, determined that we should focus on a strategic process to sell, license, or otherwise dispose of our rights to sulopenem with the goal of maximizing stakeholder value. In connection with this strategic process, we have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. Following receipt of FDA approval for ORLYNVAHÀ, in October 2024, efforts to achieve a strategic transaction have been renewed. Despite our plan to devote significant efforts to identify and evaluate potential strategic options, the process may not result in any definitive offer to consummate such a transaction, or, if we receive such a definitive offer, the terms may not be as favorable as anticipated or may not result in the execution or approval of a definitive agreement. Even if we enter into a definitive agreement, we may not be successful in completing a transaction or, if we complete such a transaction, it may not enhance shareholder value or deliver expected benefits. In the event that we are unable to raise sufficient capital to fund our operations while we evaluate our strategic options, and, if able, consummate a transaction, or identify a viable strategic option at all, our board of directors may determine that a liquidation and dissolution of our business approved by shareholders is the best method to seek to maximize shareholder value. If we do not successfully identify a strategic option or, if such a strategic option is identified, consummate such a transaction, our board of directors may decide to pursue a liquidation and dissolution of our business. In such an event, the amount of cash available for distribution to our shareholders, if any, will depend heavily on the timing of such liquidation as well as the amount of cash that will need to be reserved for commitments and contingent liabilities. There can be no assurance that the process to identify a strategic alternative for our business will result in a successfully consummated transaction. If we are unable to identify a viable strategic option or if such a transaction is not completed in a timely manner, or we are unable to raise sufficient capital to fund operations and to commercialize ORLYNVAHÀ, our board of directors may determine that a liquidation and dissolution of our business approved by shareholders is the best method to seek to maximize shareholder value. In such an event, the amount of cash available for distribution to our shareholders, if any, will depend heavily on the timing of such decision and, ultimately, such liquidation, since the amount of cash available for distribution continues to decrease as we fund our operations while we evaluate our strategic options. In addition, if our board of directors were to approve and recommend, and our shareholders were to approve, a dissolution and liquidation of our business, we would be required under Irish company law (in addition to paying the costs of the liquidation) to pay our outstanding obligations, including those under our Exchangeable Notes and amounts owed to Pfizer, as well as to make reasonable provisions for contingent and unknown obligations, prior to making any distributions in liquidation to our shareholders. As a result of this requirement, a portion of our assets may need to be reserved pending the satisfaction of such obligations. In addition, we may be subject to litigation or other claims related to a liquidation and dissolution of our business. If a liquidation and dissolution are pursued, our board of directors, in consultation with its legal and financial advisors, would need to evaluate these matters and make a determination about a reasonable amount to reserve. Accordingly, holders of our ordinary shares and other securities could lose all or a significant portion of their investment in the event of a liquidation and dissolution of our company. **37** **À** **À** **Risks Related to Our Financial Position and Capital Requirements** We have identified conditions and events that raise substantial doubt about our ability to continue as a going concern. We may be forced to delay or reduce the scope of our development programs and/or limit or cease our operations if we are unable to obtain additional funding to support our current operating plan. We have identified conditions and events that raise substantial doubt about our ability to continue as a going concern. As of September 30, 2024, we had \$14.5 million of cash, cash equivalents and short-term investments. Based on our available cash resources, including amounts raised subsequent to the period-end under an **À** the market offering **À** agreement (the Sales Agreement) entered into on October 7, 2022, with H.C. Wainwright & Co., LLC (HC Wainwright), as agent, pursuant to which we may offer and sell ordinary shares, nominal value \$0.01 per share for aggregate gross sales proceeds of up to \$16.0 million (subject to the availability of ordinary shares), from time to time through HC Wainwright by any method permitted that is deemed to be an **À** the market offering **À** as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended, we do not believe that our existing cash, cash equivalents and short-term investments, will enable us to fund our operating expenses for the next 12 months from the date of filing this Quarterly Report on Form 10-Q. This condition raises substantial doubt about our ability to continue as a going concern within one year after the date the financial statements included elsewhere in this Quarterly Report on Form 10-Q are issued. Management’s plans in this regard are described in Note 1 of the condensed financial statements included elsewhere in this Quarterly Report on Form 10-Q. However, although Management intends to pursue plans to obtain additional funding to finance its operations, and the Company has successfully raised capital in the past, there is no assurance that we will be successful in obtaining sufficient funding on terms acceptable to us to fund continuing operations, if at all. In the event that these plans cannot be effectively realized, there can be no assurance that we will be able to continue as a going concern. We have incurred net losses in each year since our inception and anticipate that we will continue to incur significant losses unless we successfully commercialize our sulopenem program. We have a limited operating history, have not generated any product revenue and have incurred net losses in each year since our inception in 2015. As of September 30, 2024, we had an accumulated deficit of \$479.5 million, cash and cash equivalents of \$13.4 million and short-term investments of \$1.1 million. On October 25, 2024, we received approval of our New Drug Application (NDA) for ORLYNVAHÀ, (sulopenem etadroxil and probenecid) for the treatment of uncomplicated urinary tract infections (uTIs) caused by the designated microorganisms *Escherichia coli*, *Klebsiella pneumoniae*, or *Proteus mirabilis* in adult women with limited or no alternative oral antibacterial treatment options by the U.S. Food and Drug Administration (FDA). We have financed our operations to date primarily with the issuance of ordinary shares and convertible preferred shares, pre-funded warrants and warrants, debt raised under a financing arrangement with Silicon Valley Bank (SVB), a sub-award from the Trustees of Boston University under the Combating Antibiotic Resistant Bacteria Biopharmaceutical Accelerator (CARB-X) program and the proceeds of a private placement which closed in January 2020 (the Private Placement) and a subsequent rights offering (the 2020 Rights Offering) pursuant to which our wholly owned subsidiary, Iterum Therapeutics Bermuda Limited (Iterum Bermuda), sold units (Units) consisting of (i) Exchangeable Notes; and (ii) Limited Recourse Royalty-Linked Subordinated Notes (RLNs) and, together with the Exchangeable Notes, the Securities), to certain existing and new investors. In April 2018, we entered into a secured credit facility with SVB and made an initial drawdown of \$15.0 million pursuant to a loan and security agreement. In April 2020, we entered into a note (PPP loan) with SVB of \$0.7 million under the Paycheck Protection Program. In early June 2020, we issued and sold, in a registered direct offering (June 3, 2020 Offering), ordinary shares for aggregate gross proceeds to us of \$5.0 million and net proceeds of \$4.3 million after deducting fees payable to the placement agent and other offering expenses payable by us. In late June 2020, we issued and sold, in a registered direct offering (June 30, 2020 Offering), ordinary shares for aggregate gross proceeds to us of \$5.0 million and net proceeds of \$4.2 million after deducting fees payable to the placement agent and other offering expenses payable by us. In October 2020, we issued and sold, in a registered public offering (October 2020 Offering), ordinary shares and pre-funded warrants exercisable for ordinary shares, each offered together with warrants exercisable for ordinary shares, for aggregate gross proceeds to us of \$17.4 million and net proceeds of \$15.5 million after deducting fees payable to the placement agent and other offering expenses payable by us. On February 8 and February 10, 2021, we issued and sold, pursuant to an underwriter agreement and including the underwriter’s exercise in full of its option to purchase additional ordinary shares (February 2021 Underwritten Offering), ordinary shares for aggregate gross proceeds to us of \$46.0 million and net proceeds of \$42.1 million after deducting fees payable to the underwriter and other offering expenses payable by us. On February 12, 2021, we issued and sold, in a registered public offering (February 2021 Registered Direct Offering), ordinary shares for aggregate gross proceeds to us of \$35.0 million and net proceeds of \$32.2 million after deducting fees payable to the placement agent and other offering expenses payable by us. On October 7, 2022, we entered into the Sales Agreement with HC Wainwright, as agent, pursuant to which we may offer and sell ordinary shares, nominal value \$0.01 per share for aggregate gross sales proceeds of up to \$16.0 million (subject to the availability of ordinary shares), from time to time through HC Wainwright by any method permitted that is deemed to be an **À** the market offering **À** as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended. During the period ended September 30, 2024, we sold 3,055,882 ordinary shares under the Sales Agreement at an average price of \$2.49 per share for net proceeds of \$7.4 million. As of 38 **À** September 30, 2024, net proceeds of \$16.2 million have been received from the exercise of certain warrants issued as part of the June 30, 2020 Offering, October 2020 Offering and February 2021 Underwritten Offering. We have devoted substantially all of our financial resources and efforts to research and development, including preclinical and clinical development, for our sulopenem program. Following receipt of the complete response letter from the FDA in relation to our NDA for oral sulopenem in July 2021 (the CRL), in order to reduce operating expenses and conserve cash resources, we halted any remaining pre-commercial activities for oral sulopenem and limited spending to essential costs required in connection with the resubmission of the NDA. After receiving positive data from our clinical trial, known as REnewed ASessment of Sulopenem in uTI caused by Resistant Enterobacterales (REASSURE) comparing oral sulopenem and AugmentinÀ (amoxicillin/clavulanate) in the AugmentinÀ susceptible population, our board of directors determined that we should focus on a strategic process to sell, license, or otherwise dispose of our rights to sulopenem with the goal of maximizing shareholder value. In connection with this strategic process, we have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. Following receipt of FDA approval for ORLYNVAHÀ, in October 2024, efforts to achieve a strategic transaction have been renewed. We cannot provide any commitment regarding when or if this strategic process will result in any type of transaction however, and no assurance can be given that we will pursue a potential sale, licensing arrangement or other disposition of our rights to sulopenem. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we expect to continue to incur significant expenses and increasing operating losses as we prepare to commercialize ORLYNVAHÀ, seek marketing approval for other product candidates, if clinical trials are successful, and engage and pursue the development of our sulopenem program in additional indications, including through preclinical and clinical development. Our expenses will also increase substantially if and as we: **À** establish sales, marketing and distribution capabilities either directly or through a third-party, to commercialize ORLYNVAHÀ, in the United States; **À** establish sales, marketing and distribution capabilities either directly or through a third-party, to commercialize sulopenem in additional indications and/or any future product candidates in the United States, if we obtain marketing approval from the FDA; **À** establish manufacturing and supply chain capacity sufficient to provide commercial quantities of ORLYNVAHÀ, and undertake commercialization activities; **À** establish manufacturing and supply chain capacity sufficient to provide commercial quantities of sulopenem in additional indications and/or any future product candidates, if we obtain marketing approval, and undertake commercialization activities; **À** pursue the development of our sulopenem program in additional indications; **À** maintain, expand, defend and protect our intellectual property portfolio; **À** hire additional clinical, scientific and commercial personnel; **À** add operational, financial and management information systems and personnel, including personnel to support our product development and planned future commercialization efforts; **À** acquire or in-license other product candidates or technologies; and **À** initiate other studies as part of our sulopenem program, some of which may be required for regulatory approval of our product candidates. We will require additional capital to fund our operations. If we fail to obtain financing when needed or on acceptable terms, we could be forced to delay, reduce or eliminate our product development programs or commercialization efforts. Developing pharmaceutical products is a time-consuming, expensive and uncertain process that takes years to complete. We are now focused on a strategic process to sell, license, or otherwise dispose of our rights to ORLYNVAHÀ, with the goal of maximizing stakeholder value and have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. We cannot provide any commitment regarding when or if this strategic process will result in any type of transaction however, and no assurance can be given that we will determine to pursue a potential sale, licensing arrangement or other disposition of our rights to sulopenem. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we expect to continue to incur significant expenses and increasing operating losses in connection with our ongoing activities including any expenses that may be incurred in preparation for the commercial launch of ORLYNVAHÀ. Additionally, principal and interest on the outstanding Exchangeable Notes become due on January 31, 2025. We will be required to obtain further funding through public or private equity offerings, debt financings, collaborations and licensing arrangements or other sources. Adequate additional financing may not be available to us on acceptable terms, or at all. **39** **À** Although we have successfully raised capital in the past,

there is no assurance that we will be successful in obtaining sufficient funding on terms acceptable to us to fund continuing operations, if at all. In the event our strategic process does not result in any type of transaction, we expect that additional capital will be required as we incur significant commercialization expenses related to product manufacturing, sales, marketing and distribution for ORLYNVAHá,¢. Our failure to raise capital as and when needed would have a negative effect on our financial condition and our ability to develop and commercialize our sulopenem program and otherwise pursue our business strategy. If we fail to obtain financing when needed or on acceptable terms, we could be forced to delay, reduce or eliminate our product development programs or commercialization efforts, which would have a negative effect on our financial condition and our ability to develop and commercialize our sulopenem program and otherwise pursue our business strategy and we may be unable to continue as a going concern. Changing circumstances could cause us to consume capital significantly faster than we currently anticipate, and we may need to spend more than currently expected because of circumstances beyond our control. Our future funding requirements, both short-term and long-term, will depend on many factors, including: ¢¢the costs of commercialization activities for ORLYNVAHá,¢ including the costs and timing of establishing product sales, marketing, distribution and manufacturing capabilities; ¢¢the costs of commercialization activities for sulopenem and other product candidates, if we receive marketing approval, including the costs and timing of establishing product sales, marketing, distribution and manufacturing capabilities; ¢¢the receipt of revenue received from any commercial sales of ORLYNVAHá,¢; ¢¢the receipt of revenue received from any commercial sales of sulopenem and other product candidates, if we receive marketing approval; ¢¢the receipt of marketing approval and revenue received from any potential commercial sales of sulopenem; ¢¢the terms and timing of any future collaborations, licensing or other arrangements that we may establish; ¢¢the amount and timing of any payments we may be required to make, or that we may receive, in connection with the licensing, filing, prosecution, defense and enforcement of any patents or other intellectual property rights, including milestone and royalty payments and patent prosecution fees that we are obligated to pay pursuant to an exclusive license agreement with Pfizer Inc. (Pfizer) (the Pfizer License) or other future license agreements; ¢¢the amount and timing of any payments we may be required to make in connection with the RLNs and the repayment of the Exchangeable Notes, if required; ¢¢the costs of preparing, filing and prosecuting patent applications, maintaining and protecting our intellectual property rights and defending against any intellectual property related claims; ¢¢the timing and costs of our clinical trials of our product candidates, including any clinical trials or non-clinical studies which may be required for regulatory approval of our product candidates; ¢¢the timing of regulatory filings; ¢¢the timing of regulatory review and potential approval of any product candidates; ¢¢the initiation, progress, timing, costs and results of preclinical studies and clinical trials of other potential product candidates and of our current product candidates in additional indications; ¢¢the amount of funding that we receive under government awards that we may apply for in the future; ¢¢the number and characteristics of product candidates that we pursue; ¢¢the outcome, timing and costs of seeking regulatory approvals; ¢¢the costs of operating as a public company; ¢¢the extent to which we in-license or acquire other products and technologies; and ¢¢the outcome, impact, effects and results of our evaluation of corporate, strategic, financial and financing alternatives, including the terms, timing, structure, value, benefits and costs of any corporate, strategic, financial or financing alternative and our ability to complete one at all. 40 ¢ Our financial statements include substantial non-operating gains or losses resulting from required quarterly revaluation under generally accepted accounting principles of our outstanding derivative instruments. Generally accepted accounting principles in the United States require that we report the value of certain derivatives in instruments we have issued as liabilities on our balance sheet and report changes in the value of these derivatives as non-operating gains or losses on our statement of operations. The value of the derivatives is required to be recalculated (and resulting non-operating gains or losses reflected in our statement of operations and resulting adjustments to the associated liability amounts reflected on our balance sheet) on a quarterly basis. The valuations are based upon a number of factors and estimates, including estimates based upon management judgment. Certain of the derivative values are directly correlated to the value of our ordinary shares. Due to the nature of the required calculations and the large number of ordinary shares involved in such calculations, changes in our share price and/or changes in management assumptions may result in significant changes in the value of the derivatives and resulting gains and losses on our statement of operations. Provisions in the EN Indenture and RLN Indenture may deter or prevent us from raising additional capital to fund our operations or entering into a strategic transaction to sell, license, or otherwise dispose of our rights to sulopenem. Provisions in the agreements we entered into in connection with our financings may deter or prevent us from raising additional capital to fund our operations as and when needed. For example, the indenture governing the Exchangeable Notes (the EN Indenture) contains negative covenants prohibiting our wholly owned subsidiary, Iterum Therapeutics Bermuda Limited (Iterum Bermuda), as well as us and our wholly owned subsidiaries and their subsidiaries (the Guarantors), who guaranteed Iterum Bermuda obligations under the Exchangeable Notes, from, among other things, incurring any indebtedness that is not permitted by the EN Indenture and entering into transactions with significant shareholders (as defined in the EN Indenture). In addition, the indenture governing the RLNs (the RLN Indenture) contains negative covenants prohibiting Iterum Bermuda and the Guarantors from, among other things, selling, transferring or assigning certain assets and taking other actions outside the ordinary course of business that would reasonably be expected to reduce the amount of payments under the RLNs. These provisions could deter or prevent us from raising additional capital or entering into a strategic transaction to sell, license, or otherwise dispose of our rights to sulopenem. Our failure to raise capital as and when needed would have a negative effect on our financial condition and our ability to develop and commercialize our sulopenem program and otherwise pursue our business strategy. Furthermore, our inability to consummate a strategic transaction to sell, license, or otherwise dispose of our rights to sulopenem could impact our ability to maximize shareholder value. We are heavily dependent on the success of our sulopenem program, and our ability to successfully commercialize ORLYNVAHá,¢ and to develop, obtain marketing approval for and successfully commercialize sulopenem. If we are unable to achieve and sustain profitability, the market value of our ordinary shares will likely decline. Our ability to become and remain profitable depends on our ability to generate revenue. To date, we have invested substantially all of our efforts and financial resources in the development of ORLYNVAHá,¢ and Isulopenem. Our prospects, including our ability to finance our operations and generate revenue from product sales, currently depend entirely on the development and commercialization of ORLYNVAHá,¢. After receiving positive data from our REASSURE clinical trial in January 2024, our board of directors determined that we should focus on a strategic process to sell, license, or otherwise dispose of our rights to sulopenem with the goal of maximizing shareholder value. In connection with this strategic process, we have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. Following receipt of FDA approval for ORLYNVAHá,¢ in October 2024, efforts to achieve a strategic transaction have been renewed. We cannot provide any commitment regarding when or if this strategic process will result in any type of transaction however, and no assurance can be given that we will determine to pursue a potential sale, licensing arrangement or other disposition of our rights to sulopenem. We do not expect to generate significant revenue unless and until we commercialize ORLYNVAHá,¢ and obtain marketing approval for, and commercialize, sulopenem. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAHá,¢ in the United States with a targeted sales force in the community setting. Outside of the United States, we continue to evaluate the options to maximize the value of our sulopenem program. Our ability to generate future revenue from product sales will require us to be successful in a range of challenging clinical and commercial activities, including: ¢¢establishing and maintaining supply and manufacturing relationships with third parties that can provide adequate commercial quantities of ORLYNVAHá,¢, and that can support clinical development and provide adequate commercial quantities of sulopenem, if approved; ¢¢establishing sales, marketing and distribution capabilities either directly or through a third-party, to commercialize ORLYNVAHá,¢ and/or sulopenem or entering into collaboration arrangements for the commercialization of ORLYNVAHá,¢ and/or sulopenem where we choose not to commercialize directly ourselves; ¢¢obtaining market acceptance of ORLYNVAHá,¢, and sulopenem, if approved, as viable treatment options; 41  ¢¢enrolling and successfully completing any clinical trials that may be required for regulatory approval of additional product candidates; ¢¢applying for and obtaining marketing approval for sulopenem; and ¢¢protecting and maintaining our rights to our intellectual property portfolio related to our sulopenem program; Because of the numerous risks and uncertainties associated with developing and commercializing pharmaceutical products, we are unable to predict the extent of any future losses or when, or if, we will become profitable. We may never succeed in any or all of these activities and, even if we do, we may never generate revenue that is significant or large enough to achieve profitability. Our expenses could increase if we are required by the FDA, the European Medicines Agency (EMA), or any comparable foreign regulatory authority, to perform different studies or studies in addition to those currently expected or if there are any delays in completing such studies or with the development of our sulopenem program or any future product candidates. We anticipate that significant costs will be associated with the commercial launch of ORLYNVAHá,¢ and/or sulopenem in additional indications, if approved for commercial sale. Where we enter into collaboration arrangements with third-party collaborators for commercialization of ORLYNVAHá,¢ or other product candidates, our product revenues or the profitability of these product revenues to us would likely be lower than if we were to directly market and sell products in those markets. Our failure to become and remain profitable would decrease the value of our company and could impair our ability to raise capital, maintain our research and development efforts, expand our business or continue our operations. A decline in the value of our company could cause our shareholders to lose all or part of their investment. Our indebtedness imposes certain operating and other restrictions on us and could adversely affect our ability to raise additional capital. The EN Indenture and the RLN Indenture each contain affirmative and negative covenants which impose operating and other restrictions on us, including, among other things, incurring any indebtedness that is not permitted by the EN Indenture or amending the terms of any subordinated indebtedness, entering into strategic transactions or transferring any material assets and undergoing a change of control transaction (subject to certain exceptions, including in the case of a change of control transaction, a transaction in which each holder of an outstanding Exchangeable Note receives cash consideration of at least 300% of the outstanding principal amount of such Exchangeable Notes). For example, pursuant to the EN Indenture, we are required to obtain the consent of a portion of the holders of the Exchangeable Notes prior to entering into collaboration agreements, exclusive selling arrangements or similar partnerships including a definitive agreement for commercialization services in the United States. Failure to comply with these terms could result in an event of default which could lead, among other things, to an acceleration of amounts due under the EN Indenture and the obligation to pay default interest. Moreover, obtaining a consent to a waiver of these terms is subject to a veto right of the holders of 30% of the outstanding Exchangeable Notes, in the case of the EN Indenture, and 30% of the outstanding RLNs, in the case of the RLN Indenture, and must include Sarissa Capital Offshore Master Fund LP, Sarissa Capital Catapult Fund LLC and Sarissa Capital Hawkeye Fund LP (collectively with their affiliates, Sarissa) so long as Sarissa and its affiliates own at least 10% of the outstanding RLNs. This veto right could make it more difficult for us to obtain a waiver than would otherwise be the case. In addition, the rate at which the Exchangeable Notes are exchangeable for our ordinary shares is subject to adjustment, including pursuant to anti-dilution protections. For example, following the closing of the 2024 Rights Offering on August 9, 2024, the exchange rate of the Exchangeable Notes increased and, effective as of August 15, 2024, the exchange price of the Exchangeable Notes was \$5.7071 per ordinary share (at an adjusted exchange rate of 175.2191 shares per \$1,000 of principal and interest on the Exchangeable Notes). As of August 9, 2024, \$11.1 million aggregate principal amount of Exchangeable Notes remained outstanding. Depending on the public offering prices, the number of shares that we sell pursuant to our Sales Agreement with HC Wainwright as agent and any potential increase to the exchange rate of the Exchangeable Notes, we may not have sufficient authorized share capital or share issuance authorities to convert all of the Exchangeable Notes into ordinary shares following any sales of shares pursuant to the Sales Agreement and could be required to settle any exchanges with cash to the extent we do not have available authorized shares. If we elect to settle any exchanges in cash, or we do not have authorized and available ordinary shares needed to satisfy physical exchange of the Exchangeable Notes, our liquidity could be adversely affected and/or we may not have sufficient cash available at that time to satisfy such cash settlement. In addition, in the event we elect to settle exchanges of Exchangeable Notes with ordinary shares, we would be limited in our ability to issue equity for other purposes which could adversely affect our shareholders and our ability to raise additional capital. During the nine months ended September 30, 2024, the Company sold 3,055,882 ordinary shares under the ¢¢at the market¢¢ agreement at an average price of \$2.49 per share for net proceeds of \$7.4 million. In addition, the exercise price and the number of shares issuable under our outstanding warrants are subject to adjustment pursuant to the terms of the applicable warrant. This indebtedness could make it more difficult for us to raise additional capital to fund our operations. 42  Servicing our indebtedness will require a significant amount of cash, and we may not have sufficient cash flow from our business to pay our indebtedness. Our ability to make payments of the principal of, to pay interest and special interest on the Exchangeable Notes, or to make cash payments, if we so elect, in connection with any exchange of Exchangeable Notes depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not generate cash flow sufficient to service the Exchangeable Notes or other indebtedness and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring indebtedness or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. Additionally, we may not be able to efficiently and cost effectively engage in equity-capital raising prior to January 31, 2025, when principal and interest on the outstanding Exchangeable Notes become due. We may incur substantially more debt or take other actions that would intensify the risks discussed above. We and our subsidiaries may be able to incur substantial additional debt in the future, subject to the restrictions contained in our current and future debt instruments, some of which may be secured debt. While the EN Indenture restricts our ability to incur additional indebtedness, it allows for certain additional indebtedness and any such restrictions may be waived. If new debt is added to our current debt levels, the related risks that we now face could intensify. We may not have the ability to raise the funds necessary to settle exchanges of the Exchangeable Notes in cash or to repurchase the Exchangeable Notes upon a fundamental change, and our future debt may limit our ability to pay cash upon exchange or repurchase of the Exchangeable Notes. Holders of the Exchangeable Notes will have the right to require us to repurchase all or a portion of their Exchangeable Notes upon the occurrence of a fundamental change at specified repurchase prices. In addition, upon exchange of the Exchangeable Notes, unless we elect to deliver solely ordinary shares to settle such exchange (other than paying cash in lieu of delivering any fractional share), we would be required to make specified cash payments in respect of the Exchangeable Notes being exchanged. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of Exchangeable Notes surrendered therefore or to pay cash with respect to Exchangeable Notes being exchanged. For example, while we expect that our current cash, cash equivalents and short-term investments, including amounts raised subsequent to the period-end under the Sales Agreement, will be sufficient to fund our operations into 2025, including through the repayment date of the Exchangeable Notes, we cannot guarantee the accuracy of our expectations regarding how far into the future our cash on hand will fund our ongoing operations. Our ability to repurchase or to pay cash upon exchange of the Exchangeable Notes may also be limited by law, regulatory authority, and future indebtedness. Our failure to repurchase Exchangeable Notes at a time when the repurchase is required by the EN Indenture or to pay cash upon exchange of the Exchangeable Notes as required by the EN Indenture would constitute a default under the EN Indenture. A default under the EN Indenture or a fundamental change itself could also lead to a default under agreements governing our future indebtedness. If the payment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and any accrued and unpaid interest and repurchase the Exchangeable Notes or to pay cash upon exchange of the Exchangeable Notes. As of September 30, 2024, \$11.1 million aggregate principal amount of Exchangeable Notes remained outstanding. The exchange feature of the Exchangeable Notes may adversely affect our financial condition and operating results. Beginning January 21, 2021 and prior to the earlier of (i) the close of business on the scheduled trading day immediately preceding a mandatory exchange notice for the Exchangeable Notes, which would be triggered by the occurrence of any of certain mandatory exchange trigger events specified in the EN Indenture, and (ii) the close of business on the second scheduled trading day immediately preceding the interest record date, holders of Exchangeable Notes are entitled to exchange the Exchangeable Notes at any time at their option. If holders continue to elect to exchange their Exchangeable Notes, unless we elect to satisfy our exchange obligation by delivering solely ordinary shares (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our exchange obligation in cash, which could adversely affect our liquidity. The relevant accounting rules require that we recognize liabilities which appropriately reflect our obligations specified in the EN Indenture. Therefore, even if holders do not elect to exchange their Exchangeable Notes, our liabilities and statement of operations could be significantly impacted. 43  Raising additional capital may cause dilution to our shareholders, restrict our operations or require us to relinquish rights to our technologies or product candidates. Unless and until we can generate a substantial amount of revenue from our sulopenem program or future product candidates, we expect to finance our future cash needs through equity offerings, debt financings, collaboration agreements, other third-party funding, strategic alliances, licensing arrangements, marketing

and distribution arrangements or government funding. We may seek additional capital due to favorable market conditions or strategic considerations, even if we believe that we have sufficient funds for our current or future operating plans. On October 7, 2022, we filed a universal shelf registration statement on Form S-3 with the SEC, which was declared effective on October 17, 2022 (File No. 333-267795), and pursuant to which we registered for sale up to \$100.0 million of any combination of our debt securities, ordinary shares, preferred shares, subscription rights, purchase contracts, units and/or warrants from time to time and at prices and on terms that we may determine. The extent to which we are able to utilize a shelf registration statement as a source of funding will depend on a number of factors, including the prevailing market price of our ordinary shares, general market conditions and applicability of restrictions on our ability to utilize the shelf registration statement to sell more than one-third of the market value of our public float, meaning the aggregate market value of voting and non-voting ordinary shares held by non-affiliates, in any trailing 12-month period. On October 7, 2022, we entered into the Sales Agreement with HC Wainwright, as agent, pursuant to which we may offer and sell ordinary shares, nominal value \$0.01 per share for aggregate gross sales proceeds of up to \$16.0 million (not to exceed 4,478,180), from time to time through HC Wainwright, by any method permitted that is deemed to be an offering at the market offering as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended. Our issuance of additional securities, whether equity or debt, or the possibility of such issuance, may cause the market price of our ordinary shares to decline, and our shareholders may not agree with our financing plans or the terms of such financings. To the extent that we raise additional capital through the sale of ordinary shares, convertible securities or other equity securities, the ownership interests of our then existing shareholders may be materially diluted, and the terms of these securities could include liquidation or other preferences and antidilution protections that could adversely affect the rights of our then existing shareholders. Further debt financing, if available, would result in increased fixed payment obligations and may involve agreements that include restrictive covenants that limit our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends, which could adversely affect our ability to conduct our business. In addition, securing additional financing would require a substantial amount of time and attention from our management and may divert a disproportionate amount of their attention away from day-to-day activities, which may adversely affect our management's ability to oversee the development of our product candidates. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams or product candidates or grant licenses on terms that may not be favorable to us. We may expend our limited resources to pursue a particular product candidate or indication and fail to capitalize on product candidates or indications that may be more profitable or for which there is a greater likelihood of success. While we received approval for ORLYNVAH_A,_C for the treatment of uUTIs caused by the designated microorganisms Escherichia coli, Klebsiella pneumoniae, or Proteus mirabilis in adult women who have limited or no alternative oral antibacterial treatment options, due to a variety of factors, including those described in this "Risk Factors" section, we may nonetheless be delayed in obtaining or ultimately be unable to obtain FDA approval for sulopenem in additional indications or for any other product or to successfully commercialize ORLYNVAH_A,_C. Because we have limited financial resources, we initially focused our sulopenem development program on the specific indications of uUTI, complicated urinary tract infections (cUTI) and complicated intra-abdominal infections (cIAI), all of which are focused on what we believe to be the most pressing near-term medical needs, in terms of both their potential for marketing approval and commercialization. As a result, we may forego or delay pursuit of opportunities with other potential product candidates or developing our sulopenem program in other indications that may prove to have greater commercial potential. For example, while we believe that sulopenem has the potential to treat cIAIs and cUTIs in humans based on the results of prior preclinical studies and clinical trials, sulopenem did not meet the primary endpoint of statistical non-inferiority compared to the control therapy in our Phase 3 cIAI and cUTI clinical trials. While we believe the secondary supporting analyses and safety data in all three prior Phase 3 clinical trials support the potential of sulopenem in the treatment of multi-drug resistant infections, we cannot guarantee that these supporting analyses are indicative of efficacy of sulopenem in treating cIAIs or cUTIs. Our resource allocation decisions may cause us to fail to capitalize on viable commercial products or profitable market opportunities. Our spending on current and future research and development programs and product candidates for specific indications may not yield any commercially viable product candidates. If we do not accurately evaluate the commercial potential or target market for a particular product candidate, we may relinquish valuable rights to that product candidate through collaboration, licensing or other 44 Å royalty arrangements in cases in which it would have been more advantageous for us to retain sole development and commercialization rights to the product candidate. We have broad discretion in the use of our funds and may not use them effectively. We have broad discretion in the application of our available funds and could spend the funds in ways that do not improve our results of operations or enhance the value of our ordinary shares. Our failure to apply these funds effectively could result in financial losses that could have a material adverse effect on our business, cause the price of our ordinary shares to decline and delay the development of our product candidates. Pending their use, we may invest funds in a manner that does not produce income or that loses value. We hold our cash and cash equivalents that we use to meet our working capital and operating expense needs in deposit accounts that could be adversely affected if the financial institutions holding such funds fail. We hold our cash and cash equivalents that we use to meet our working capital and operating expense needs in deposit accounts at multiple financial institutions. The balance held in these accounts typically exceeds the Federal Deposit Insurance Corporation (FDIC), standard deposit insurance limit or similar government guarantee schemes. If a financial institution in which we hold such funds fails or is subject to significant adverse conditions in the financial or credit markets, we could be subject to a risk of loss of all or a portion of such uninsured funds or be subject to a delay in accessing all or a portion of such uninsured funds. Any such loss or lack of access to these funds could adversely impact our short-term liquidity and ability to meet our operating expense obligations. For example, on March 10, 2023, Silicon Valley Bank (SVB), and Signature Bank, were closed by state regulators and the FDIC was appointed receiver for each bank. The FDIC created successor bridge banks and all deposits of SVB and Signature Bank were transferred to the bridge banks under a systemic risk exception approved by the United States Department of the Treasury, the Federal Reserve and the FDIC. If financial institutions in which we hold funds for working capital and operating expenses were to fail, we cannot provide any assurances that such governmental agencies would take action to protect our uninsured deposits in a similar manner. We also maintain investment accounts with other financial institutions in which we hold our investments and, if access to the funds we use for working capital and operating expenses is impaired, we may not be able to open new operating accounts or to sell investments or transfer funds from our investment accounts to new operating accounts on a timely basis sufficient to meet our operating expense obligations. Å Risks Related to Product Development and Commercialization In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAH_A,_C in the United States with a targeted sales force in the community setting. Should we seek to commercialize ORLYNVAH_A,_C, we are heavily dependent on the success of ORLYNVAH_A,_C, which the FDA has approved for the treatment of uncomplicated urinary tract infections (uUTIs) caused by certain designated microorganisms in adult women who have limited or no alternative oral antibacterial treatment options. Any failure to successfully commercialize ORLYNVAH_A,_C or inability to obtain marketing approval for any other product candidates, or significant delays in doing so, will materially harm our business. We have invested a significant portion of our efforts and financial resources in the development of ORLYNVAH_A,_C. After receiving positive data from our REASSURE clinical trial in January 2024, our board of directors determined that we should focus on a strategic process to sell, license, or otherwise dispose of our rights to sulopenem with the goal of maximizing shareholder value. In connection with this strategic process, we have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. Following receipt of FDA approval for ORLYNVAH_A,_C in October 2024, efforts to achieve a strategic transaction have been renewed. We cannot provide any commitment regarding when or if this strategic process will result in any type of transaction however, and no assurance can be given that we will determine to pursue a potential sale, licensing arrangement or other disposition of our rights to sulopenem. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAH_A,_C in the United States with a targeted sales force in the community setting. Outside of the United States, we continue to evaluate the options to maximize the value of our sulopenem program. There remains a significant risk that we may fail to successfully commercialize ORLYNVAH_A,_C. Our ability to generate meaningful product revenues depends heavily on the successful commercialization of ORLYNVAH_A,_C and our obtaining marketing approval for sulopenem in additional indications and other product candidates. The success of ORLYNVAH_A,_C and, any other approved products, will depend on a number of factors, including the following: Å establishing and maintaining arrangements with third-party manufacturers for commercial supply and receiving regulatory approval of our manufacturing processes and our third-party manufacturers' facilities from applicable regulatory authorities; 45 Å receipt of marketing approval from the FDA and/or other comparable foreign regulatory authority for other product candidates; Å maintaining an effective sales and marketing organization to successfully generate recurring sales of ORLYNVAH_A,_C; Å acceptance of ORLYNVAH_A,_C by patients, the medical community and third-party payors, including hospital formularies; Å achieving approval of favorable prescribing information; Å effectively competing with other therapies; Å maintaining a continued acceptable safety profile of ORLYNVAH_A,_C; Å securing contracts to allow ORLYNVAH_A,_C to be paid for by private and public health insurance plans; Å obtaining and maintaining patent and trade secret protection and regulatory exclusivity; Å protecting our rights in our intellectual property portfolio; and Å obtaining and maintaining adequate distribution levels of ORLYNVAH_A,_C at all appropriate trade channels. Successful development of ORLYNVAH_A,_C and sulopenem for the treatment of additional indications, if any, or for use in other patient populations and our ability to broaden the label for ORLYNVAH_A,_C will depend on similar factors. If we do not achieve one or more of these factors in a timely manner or at all, we could experience significant delays or an inability to successfully commercialize ORLYNVAH_A,_C for uUTI or for any other indication, which would materially harm our business. If clinical trials of sulopenem or any other product candidate that we may advance to clinical trials fail to demonstrate safety and efficacy to the satisfaction of the FDA or comparable foreign regulatory authorities, or do not otherwise produce favorable results, we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of sulopenem or any other product candidate. While we received marketing approval from the FDA for ORLYNVAH_A,_C for the treatment of uUTIs caused by the certain designated microorganisms in adult women who have limited or no alternative oral antibacterial treatment option, we may not commercialize, market, promote, or sell ORLYNVAH_A,_C for any additional indications or any other product candidate in the United States without obtaining marketing approval from the FDA or in other countries without obtaining approvals from comparable foreign regulatory authorities, such as the EMA, and we may never receive such approvals. Clinical testing is expensive, difficult to design and implement, can take many years to complete and is inherently uncertain as to outcome. While we received an approval for ORLYNVAH_A,_C from the FDA in October 2024, we have not submitted an NDA to the FDA for any of our other product candidates or any similar applications to comparable foreign regulatory authorities for ORLYNVAH_A,_C or any of our product candidates. Our business currently heavily depends on the successful development, regulatory approval and commercialization of our sulopenem program. The continued clinical development of our sulopenem program, or any future product candidates, is susceptible to the risk of failure inherent at any stage of drug development, including failure to demonstrate efficacy in a clinical trial or across a broad population of patients, the occurrence of severe adverse events, failure to comply with protocols or applicable regulatory requirements, and determination by the FDA or any comparable foreign regulatory authority that a drug product is not approvable. A number of companies in the pharmaceutical industry, including biotechnology companies, have suffered significant setbacks in clinical trials, even after promising results in earlier non-clinical studies or clinical trials. The results of preclinical and other non-clinical studies and/or early clinical trials of our product candidates or future product candidates may not be predictive of the results of later-stage clinical trials and interim results of a clinical trial do not necessarily predict final results. Notwithstanding any promising results in early non-clinical studies or clinical trials, we cannot be certain that we will not face similar setbacks. Preclinical and clinical data are often susceptible to varying interpretations and analyses. Although data from clinical trials of oral sulopenem and sulopenem provides support for the overall safety profile of the product candidates, many companies that believed their product candidates performed satisfactorily in preclinical studies and clinical trials have nonetheless failed to obtain marketing approval for the product candidates. Even if we believe that the results of our clinical trials warrant marketing approval, the FDA or comparable foreign regulatory authorities may disagree and may not grant marketing approval of our product candidates. For example, while we ultimately received approval for ORLYNVAH_A,_C (oral sulopenem) for the treatment of uUTIs caused by certain designated microorganisms in adult women who have limited or no alternative oral antibacterial treatment options, we received a CRL from the FDA on July 23, 2021 for our NDA for oral sulopenem for the treatment of uUTIs in patients with a quinolone non-susceptible pathogen. The CRL provided that additional data are necessary to support approval of oral sulopenem for the treatment of adult women with uUTIs caused by designated susceptible microorganisms proven or strongly suspected to be non-susceptible to a quinolone and recommended that we conduct at least one additional adequate and well-controlled clinical trial, potentially using a different comparator drug. In July 2022 we reached an agreement with the FDA under the SPA process on the design, endpoints and statistical analysis of a Phase 3 clinical trial for oral sulopenem for the treatment of uUTIs and we commenced enrollment in that clinical trial, known as REASSURE, in October 2022. The study is designed as a non-inferiority trial comparing oral sulopenem and 46 Å AugmentinÅ (amoxicillin/clavulanate) in the AugmentinÅ-susceptible population. In October 2023 we completed enrollment in the REASSURE clinical trial, enrolling 2,222 patients. In January 2024, we announced that sulopenem met the primary endpoint of statistical non-inferiority to AugmentinÅ in the AugmentinÅ-susceptible population, and demonstrated statistically significant superiority versus AugmentinÅ in the AugmentinÅ-susceptible population, in the REASSURE clinical trial. Additionally, though not an approvability issue, the FDA recommended in its CRL that we conduct additional non-clinical PK/PD studies to support dose selection for the proposed treatment indication(s). We have also completed the additional non-clinical PK/PD investigations, as recommended by the FDA, which we believe support the dosing regimen selected for oral sulopenem. We resubmitted our NDA to the FDA in April 2024 and received approval for ORLYNVAH_A,_C for the treatment of uncomplicated uUTIs caused by certain designated microorganisms in adult women who have limited or no alternative oral antibacterial treatment options from the FDA in October 2024. In some instances, there can be significant variability in safety and/or efficacy results between different clinical trials of the same product candidate due to numerous factors, including changes in trial procedures set forth in protocols, differences in the size and type of the patient populations, adherence to the dosing regimen and other trial protocols and the rate of dropout among clinical trial participants, among others. It is possible that even if one or more of our product candidates has a beneficial effect, that effect will not be detected during clinical evaluation as a result of one of the factors listed or otherwise. Conversely, as a result of the same factors, our clinical trials may indicate an apparent positive effect of a product candidate that is greater than the actual positive effect, if any. Similarly, in our clinical trials, we may fail to detect toxicity of or intolerability of our product candidates or may determine that our product candidates are toxic or not well tolerated when that is not in fact the case. In the case of our clinical trials, results may differ on the basis of the type of bacteria with which patients are infected. We cannot assure our shareholders that any clinical trials that we are conducting or other clinical trials that we may conduct will demonstrate consistent or adequate efficacy and safety to obtain regulatory approval to market our product candidates. We may encounter unforeseen events prior to, during, or as a result of, clinical trials that could delay or prevent us from obtaining regulatory approval for sulopenem in additional indications or any of our other product candidates, including: Å we may not reach agreement on acceptable terms with all clinical trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different trial sites; Å clinical trials of our product candidates may produce unfavorable or inconclusive results; Å we may decide, or regulators may require us, to conduct additional clinical trials or abandon product development programs; Å our third-party contractors, including those manufacturing our product candidates or conducting clinical trials on our behalf, may fail to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all; Å the FDA, the local National Health Authorities or institutional review boards may not authorize us or our investigators to commence a clinical trial or conduct a clinical trial at a prospective trial site; Å we may have to suspend or terminate clinical trials of a product candidate for various reasons, including non-compliance with regulatory requirements or a finding that the participants are being exposed to unacceptable health risks, undesirable side effects or other unexpected characteristics of the product candidate; Å the FDA or comparable foreign regulatory authorities may fail to approve the manufacturing processes or facilities of third-party manufacturers with which we enter into agreement for clinical and commercial supplies; or Å the supply or quality of our product candidates or other materials necessary to conduct clinical trials of our product candidates may be insufficient or inadequate. If we are required to conduct additional clinical trials or other testing of any product candidate beyond the clinical trials and testing that we contemplate, if we are unable to successfully complete clinical trials or other testing of our product candidates, if the results of these clinical trials or tests are unfavorable or are only modestly favorable or if there are safety concerns associated with any product candidate, we may: Å incur additional unplanned costs; Å be delayed in obtaining marketing approval for our product candidates; Å not obtain marketing approval at all; Å obtain approval for indications or

patient populations that are not as broad as intended or desired; we obtain approval with labeling that includes significant use or distribution restrictions or significant safety warnings, including boxed warnings; 47. A we are subject to additional post-marketing testing or other requirements; or we are required to remove the product from the market after obtaining marketing approval. In addition, the FDA's and other regulatory authorities' policies with respect to clinical trials may change and additional government regulations may be enacted. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies governing clinical trials, our development plans may be impacted. For example, in December 2022, with the passage of the Food and Drug Omnibus Reform Act (FDORA), Congress required sponsors to develop and submit a diversity action plan for each phase 3 clinical trial or any other pivotal study of a new drug or biological product. These plans are meant to encourage the enrollment of more diverse patient populations in late-stage clinical trials of FDA-regulated products. Specifically, action plans must include the sponsor's goals for enrollment, the underlying rationale for those goals, and an explanation of how the sponsor intends to meet them. In addition to these requirements, the legislation directs the FDA to issue new guidance on diversity action plans. In addition, the regulatory landscape related to clinical trials in the European Union recently evolved. The EU Clinical Trials Regulation (CTR) which was adopted in April 2014 and repeals the EU Clinical Trials Directive, became applicable on January 31, 2022. While the Clinical Trials Directive required a separate clinical trial application (CTA) to be submitted in each member state, to both the competent national health authority and an independent ethics committee, the CTR introduces a centralized process and only requires the submission of a single application to all member states concerned. The CTR allows sponsors to make a single submission to both the competent authority and an ethics committee in each member state, leading to a single decision per member state. The assessment procedure of the CTA has been harmonized as well, including a joint assessment by all member states concerned, and a separate assessment by each member state with respect to specific requirements related to its own territory, including ethics rules. Each member state's decision is communicated to the sponsor via the centralized EU portal. Once the CTA is approved, clinical study development may proceed. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies governing clinical trials, our development plans may be impacted. Our failure to successfully initiate and complete clinical trials of our product candidates and to demonstrate the efficacy and safety necessary to obtain regulatory approval to market any of our product candidates would significantly harm our business. Significant clinical trial delays also could shorten any periods during which we may have the exclusive right to commercialize our product candidates or allow our competitors to bring products to market before we do and impair our ability to successfully commercialize our product candidates, which may harm our business and results of operations. In addition, many of the factors that cause, or lead to, delays of clinical trials may ultimately lead to the denial of regulatory approval of oral sulopenem, sulopenem or any other product candidate. If we experience delays or difficulties in the enrollment of patients in clinical trials, clinical development activities could be delayed or otherwise adversely affected. The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enroll a sufficient number of patients who remain in the study until its conclusion. While we successfully completed the REASSURE clinical trial, we may not be able to initiate and/or continue or complete other clinical trials for any other product candidate that we develop if we are unable to locate and enroll a sufficient number of eligible patients to participate in clinical trials as required by the FDA or comparable foreign regulatory authorities, such as the EMA. Patient enrollment is a significant factor in the timing of clinical trials, and is affected by many factors, including: the size and nature of the patient population; the severity of the disease under investigation; the proximity of patients to clinical sites; the eligibility criteria for participation in the clinical trial; the number of sites at which we conduct the trial and the speed at which we are able to open such sites; the prevalence of antibiotic resistance to pathogens where we conduct the clinical trial; the accuracy of certain estimates and assumptions upon which the design of the protocols are predicated; our ability to recruit clinical trial investigators with appropriate experience; competing clinical trials and clinicians' and patients' perceptions as to the potential advantages and risks of the product candidate being studied in relation to other available therapies, including any new drugs that may be approved for the indications that we are investigating; 48. A our ability to obtain and maintain patient consents; and the risk that patients enrolled in clinical trials will drop out of the clinical trials before completion. The inclusion and exclusion criteria for any clinical trials of oral sulopenem and sulopenem may adversely affect our enrollment rates for patients in those clinical trials. In addition, we may face competition in enrolling suitable patients as a result of other companies conducting clinical trials for antibiotic product candidates that are intended to treat similar infections, resulting in slower than anticipated enrollment in our clinical trials. Enrollment delays in our clinical trials may result in increased development costs for oral sulopenem and/or sulopenem, or slow down or halt our product development for oral sulopenem and/or sulopenem. Accordingly, our inability to enroll a sufficient number of patients for our clinical trials would result in significant delays or might require us to abandon one or more clinical trials altogether. Enrollment delays in our clinical trials may result in increased development costs for our product candidates, slow down or halt our product candidate development and approval process and jeopardize our ability to seek and obtain the marketing approval required to commence product sales and generate revenue, which would cause the value of our company to decline and limit our ability to obtain additional financing if needed. Furthermore, we rely on and expect to continue to rely on contract research organizations (CROs) and clinical trial sites to ensure the proper and timely conduct of our clinical trials, and we have limited influence over their performance. Success in non-clinical testing and early clinical trials does not ensure that later clinical trials will be successful, and we cannot assure our shareholders that any clinical trials that we may conduct will demonstrate consistent or adequate efficacy and safety to obtain regulatory approval to market our sulopenem program in any additional indications. Although we obtained approval from the FDA for ORLYNVAH_A, for the treatment of uncomplicated urinary tract infections (uUTIs) caused by the designated microorganisms *Escherichia coli*, *Klebsiella pneumoniae*, or *Proteus mirabilis* in adult women who have limited or no alternative oral antibacterial treatment options on October 25, 2024, we believe that oral sulopenem and sulopenem also have the potential to treat cUTI and cIAI in humans based on the results of prior preclinical studies and clinical trials. However, we cannot guarantee that oral sulopenem and/or sulopenem will demonstrate the expected efficacy in clinical trial patients to the satisfaction of the FDA and/or other regulators in those additional indications. We also cannot guarantee that the projections made from the pharmacokinetic and pharmacodynamic models that we developed from non-clinical and clinical oral sulopenem and sulopenem studies will be validated in these clinical trials. For example, while we believe that sulopenem has the potential to treat cIAIs and cUTIs in humans based on the results of prior preclinical studies and clinical trials, sulopenem did not meet the primary endpoint of statistical non-inferiority compared to the control therapy in our Phase 3 cIAI and cUTI clinical trials. While we believe the secondary supporting analyses and safety data in all three Phase 3 clinical trials support the potential of sulopenem in the treatment of multi-drug resistant infections, we cannot guarantee that these supporting analyses are indicative of efficacy of sulopenem in treating cIAI or cUTI. Other companies in the pharmaceutical industry have frequently suffered significant setbacks in later clinical trials, even after achieving promising results in earlier non-clinical studies or clinical trials. Serious adverse events or undesirable side effects or other unexpected properties of ORLYNVAH_A, sulopenem or any other product candidate may be identified during development or after approval that could delay, prevent or cause the withdrawal of regulatory approval, limit the commercial potential, or result in significant negative consequences following marketing approval. Serious adverse events or undesirable side effects caused by, or other unexpected properties of, our product candidates could cause us, an institutional review board (IRB), or regulatory authorities to interrupt, delay or halt our clinical trials and could result in a more restrictive label, the imposition of distribution or use restrictions or the delay or denial of regulatory approval by the FDA or comparable foreign regulatory authorities. If ORLYNVAH_A, or any product candidate is associated with serious or unexpected adverse events or undesirable side effects, the FDA or the IRBs at the institutions in which our studies are conducted, could suspend or terminate our clinical trials or the FDA or comparable foreign regulatory authorities could order us to cease clinical trials or deny approval of our product candidates for any or all targeted indications. Treatment-related side effects could also affect patient recruitment or the ability of enrolled patients to complete the clinical trial or result in potential product liability claims. Any of these occurrences may harm our business, financial condition and prospects significantly. To date, sulopenem and sulopenem etazadroxil have generally been well tolerated in clinical trials conducted in healthy subjects and patients and there were no safety issues found in any patients treated with sulopenem in our prior Phase 3 clinical trials. During the development of oral sulopenem and sulopenem, patients have experienced drug-related side effects including diarrhea, temporary increases in hepatic enzymes, allergic reactions, and rash. While the active pharmaceutical ingredient in the bilayer tablet is sulopenem etazadroxil, the combination product with probenecid has not yet been tested extensively in patients. In the cIAI trial, patients received either sulopenem IV followed by sulopenem etazadroxil or ertapenem followed by ciprofloxacin/metronidazole or amoxicillin-clavulanate. Among 668 treated patients, treatment-related adverse events were observed in 6.0% and 5.1% of patients on sulopenem and ertapenem, respectively, with the most commonly reported drug-related adverse event being diarrhea, which was observed in 4.5% and 2.4% of patients on sulopenem and ertapenem, respectively. Discontinuations from treatment were uncommon for both regimens, occurring in 1.5% of patients on 49. A sulopenem and 2.1% of patients on ertapenem. Serious adverse events unrelated to study treatment were seen in 7.5% of patients on sulopenem and 3.6% of patients on ertapenem. In the cUTI trial, patients received either sulopenem IV followed by sulopenem etazadroxil, if eligible for oral therapy, or ertapenem IV followed by ciprofloxacin or amoxicillin-clavulanate, if eligible for oral therapy. Among 1,392 treated patients, treatment-related adverse events were observed in 6.0% and 9.2% of patients on sulopenem and ertapenem, respectively, with the most commonly reported adverse events being headache (3.0% and 2.2%), diarrhea (2.7% and 3.0%) and nausea (1.3% and 1.6%), on sulopenem and ertapenem, respectively. Discontinuations from treatment were uncommon for both regimens, occurring in 0.4% of patients on sulopenem and 0.6% of patients on ertapenem. Serious adverse events unrelated to study treatment were seen in 2.0% of patients on sulopenem and 0.9% of patients on ertapenem. In the uUTI trial known as known as Sulopenem for Resistant Enterobacteriaceae (SURE) 1, patients received either oral sulopenem or ciprofloxacin. Among 1,660 treated patients, treatment related adverse events were observed in 17.0% and 6.2% of patients on sulopenem and ciprofloxacin, respectively. The most commonly reported adverse events were diarrhea (12.4% and 2.5%), nausea (3.7% and 3.6%), and headache (2.2% and 2.2%), for sulopenem and ciprofloxacin patients, respectively. The difference in adverse events was driven by diarrhea which, in the majority of patients, was mild and self-limited. Overall discontinuations due to adverse events were uncommon on both regimens and were seen in 1.6% of patients on sulopenem and 1.0% of patients on ciprofloxacin. Serious adverse events were seen in 0.7% of patients on sulopenem with one drug-related serious adverse event due to transient angioedema and 0.2% of patients on ciprofloxacin with no drug-related serious adverse event. In the recently completed uUTI trial, REASSURE, patients received either oral sulopenem or Augmentin[®]. Among 2,214 treated patients, treatment related adverse events were observed in 18.9% and 12.3% of patients on sulopenem and Augmentin[®], respectively. The most commonly reported adverse events were diarrhea (8.1% and 4.1%), nausea (4.3% and 2.9%), and headache (2.2% and 1.5%), for sulopenem and Augmentin[®] patients, respectively. The difference in adverse events was driven by diarrhea which, in the majority of patients, was mild and self-limited. Overall discontinuations due to adverse events were uncommon on both regimens and were seen in 0.7% of patients on sulopenem and 0.4% of patients on Augmentin[®]. Serious adverse events were seen in 0.0% of patients on sulopenem and 0.5% of patients on Augmentin[®] with no drug-related serious adverse event. While we believe these results support a positive safety and tolerability profile for sulopenem and there were no safety issues identified by the FDA in its review of ORLYNVAH_A, prior to approval, in future trials there may be unforeseen serious adverse events or side effects that differ from those seen in our prior Phase 3 program, in Phase 1 normal healthy volunteers with oral sulopenem or the prior post-marketing experience with probenecid. There may also be unexpected adverse events associated with probenecid that have not been seen to date. Following approval of ORLYNVAH_A, we are required to report certain adverse reactions, if any, to the FDA as part of the post-marketing requirements. If unexpected adverse events occur in any of our clinical trials, we may need to abandon development of our product candidates, or limit development to lower doses or to certain uses or subpopulations in which the undesirable side effects or other unfavorable characteristics are less prevalent, less severe or more acceptable from a risk-benefit perspective. Many compounds that initially showed promise in clinical or earlier stage testing are later found to cause undesirable or unexpected side effects that prevent further development of the compound. Undesirable side effects or other unexpected adverse events or properties of sulopenem or any of our other future product candidates could arise or become known either during clinical development or, if approved, and in the case of ORLYNVAH_A, after the approved product has been marketed. If such an event occurs during development, our clinical trials could be suspended or terminated and the FDA or comparable foreign regulatory authorities could order us to cease further development of, or could deny approval of sulopenem or other product candidates. If such an event occurs after such product candidates are approved, a number of potentially significant negative consequences may result, including: regulatory authorities may withdraw the approval of such product; we may be required to recall a product or change the way such product is administered to patients; regulatory authorities may require additional warnings on the label or impose distribution or use restrictions; regulatory authorities may require one or more post-marketing studies; regulatory authorities may require the addition of a black box warning; we may be required to implement a Risk Evaluation and Mitigation Strategy (REMS), including the creation of a medication guide outlining the risks of such side effects for distribution to patients; we could be sued and held liable for harm caused to patients; our product may become less competitive; and our reputation may suffer. Additionally, if the safety warnings in our product labels are not followed, adverse medical situations in patients may arise, resulting in negative publicity and potential lawsuits, even if our products worked as we described. Any of these events could prevent 50. A us from achieving or maintaining market acceptance of the affected product candidate, if approved, or could substantially increase commercialization costs and expenses, which could delay or prevent us from generating revenue from the sale of our products and harm our business and results of operations. Even though ORLYNVAH_A, has obtained regulatory approval and we may obtain regulatory approval for other product candidates, they may never achieve the market acceptance by physicians, patients, hospitals, third-party payors and others in the medical community that is necessary for commercial success, and the market opportunity may be smaller than we estimate. Even though we have obtained FDA approval for ORLYNVAH_A, and may obtain FDA or other regulatory approvals for sulopenem or any other product candidate and are able to launch ORLYNVAH_A, sulopenem or any other product candidate commercially, they may not achieve market acceptance among physicians, patients, hospitals (including pharmacy directors) and third-party payors and, ultimately, may not be commercially successful. For example, physicians are often reluctant to switch their patients from existing therapies even when new and potentially more effective or convenient treatments enter the market. Moreover, many antibiotics currently exist for the pathogens underlying uUTI, cUTI and cIAI. While many of those pathogens are resistant to certain drugs in the market, the selection is broad, and individual physicians' prescribing patterns vary widely and are affected by resistance rates in their geographies, whether their patients are at elevated risk, the ability of patients to afford branded drugs and concerns regarding generating resistance with specific classes of antibiotics. Efforts to educate the medical community and third-party payors on the benefits of ORLYNVAH_A, and any other product candidates that obtain approval may require significant resources and may not be successful. If ORLYNVAH_A, sulopenem or any other product candidate that we develop does not achieve an adequate level of market acceptance, we may not generate significant product revenues and, therefore, we may not become profitable. Market acceptance of ORLYNVAH_A, and any product candidate for which we receive approval depends on a number of factors, including: the efficacy and safety of the product candidate as demonstrated in clinical trials as compared to alternative treatments; the potential and perceived advantages and disadvantages of the product candidates, including cost and clinical benefit relative to alternative treatments; relative convenience and ease of administration; the clinical indications for which the product candidate is approved; the willingness of physicians to prescribe the product; the willingness of hospital pharmacy directors to purchase the product for their formularies; acceptance by physicians, patients, operators of hospitals and treatment facilities and parties responsible for coverage and reimbursement of the product; the availability of coverage and adequate reimbursement by third-party payors and government authorities; the effectiveness of our sales and marketing efforts or those of collaborators, where we choose not to commercialize directly ourselves; the strength of marketing and distribution support; limitations or warnings, including distribution or use restrictions, contained in the product's approved labeling or an approved REMS; whether the product is designated under physician treatment guidelines as a first-line therapy or as a second- or third-line therapy for particular infections; the approval of other new products for the same indications; the timing of market introduction of the approved product as well as competitive products; adverse publicity about the product or favorable publicity about competitive products; the emergence of bacterial resistance to the product; and the rate at which resistance to other drugs in the target infections grows. In addition, the potential market opportunity for ORLYNVAH_A, and additional sulopenem indications is difficult to estimate. Our estimates of the potential market opportunity are predicated on several key assumptions such as industry knowledge and publications, third-party research reports and other surveys. While we believe that our internal assumptions are reasonable, these assumptions involve the exercise of significant judgment on the part of our management, are inherently uncertain and the reasonableness of these assumptions has not been assessed by an independent source. If any of the assumptions prove to be inaccurate, 51. A then the actual market for ORLYNVAH_A, and/or additional sulopenem indications could be smaller

than our estimates of the potential market opportunity. If the actual market for ORLYNVAHå,¢ and/or additional sulopenem indications is smaller than we expect, or if the product fails to achieve an adequate level of acceptance by physicians, health care payors, patients, hospitals and others in the medical community, our product revenue may be limited and it may be more difficult for us to achieve or maintain profitability. We have a limited operating history and no history of commercializing pharmaceutical products, which may make it difficult to evaluate the prospects for our future viability. We began operations in November 2015. Since our inception, we have devoted substantially all of our financial resources and efforts to organizing and staffing our company, business planning, raising capital, planning for potential commercialization, and research and development, including preclinical and clinical development, for our sulopenem program. While the members of our development team have successfully developed and registered other antibiotics in past roles at different companies, our company has limited experience and has not yet demonstrated an ability to successfully manufacture a commercial scale product (or arrange for a third party to do so on our behalf), or conduct sales and marketing activities necessary for successful product commercialization. Consequently, predictions about our future success or viability may not be as accurate as they could be if we had a longer operating history or a history of successfully developing and commercializing pharmaceutical products. After receiving positive data from our REASSURE clinical trial in January 2024, our board of directors determined that we should focus on a strategic process to sell, license, or otherwise dispose of our rights to sulopenem with the goal of maximizing shareholder value. In connection with this strategic process, we have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. Following receipt of FDA approval for ORLYNVAHå,¢ in October 2024, efforts to achieve a strategic transaction have been renewed. We cannot provide any commitment regarding when or if this strategic process will result in any type of transaction however, and no assurance can be given that we will determine to pursue a potential sale, licensing arrangement or other disposition of our rights to sulopenem. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAHå,¢ in the United States with a targeted sales force in the community setting. Outside of the United States, we continue to evaluate options to maximize the value of our sulopenem program. In such circumstances, we will need to transition from a company with a research and development focus to a company capable of supporting commercial activities whether we choose to commercialize ORLYNVAHå,¢ and/or other product candidates directly ourselves or seek to commercialize them through third-party collaboration arrangements. We may encounter unforeseen expenses, difficulties, complications and delays, and may not be successful in such a transition. We currently have no commercial organization. If we are unable to establish and maintain sales, marketing and distribution capabilities, enter into sales, marketing and distribution agreements with third parties, or enter into a strategic transaction with a partner that has established commercial capabilities in the U.S., ORLYNVAHå,¢ may not be successfully commercialized, if it is approved. After receiving positive data from our REASSURE clinical trial in January 2024, our board of directors determined that we should focus on a strategic process to sell, license, or otherwise dispose of our rights to sulopenem with the goal of maximizing shareholder value. In connection with this strategic process, we have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. Following receipt of FDA approval for ORLYNVAHå,¢ in October 2024, efforts to achieve a strategic transaction have been renewed. We cannot provide any commitment regarding when or if this strategic process will result in any type of transaction however, and no assurance can be given that we will determine to pursue a potential sale, licensing arrangement or other disposition of our rights to sulopenem. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAHå,¢ in the United States with a targeted sales force in the community setting. Outside of the United States, we continue to evaluate the options to maximize the value of our sulopenem program. If we are unable to establish and maintain sales, marketing and distribution capabilities, enter into sales, marketing and distribution agreements with third parties or enter into a strategic transaction with a partner that has established commercial capabilities in the U.S., ORLYNVAHå,¢ may not be successfully commercialized. The development of sales, marketing and distribution capabilities will require substantial resources, will be time-consuming and could delay any product launch. If the commercial launch of a product candidate for which we recruit a sales force and establish marketing and distribution capabilities is delayed or does not occur for any reason, we would have prematurely or unnecessarily incurred these commercialization costs. This may be costly, and our investment would be lost if we cannot retain or reposition our sales and marketing personnel. In addition, we may not be able to hire a sales force in the United States that is sufficient in size or has adequate expertise in the medical markets that we intend to target. If we are unable to establish a sales force and marketing and distribution capabilities, our operating results may be adversely affected. Any failure or delay in the development of our internal sales, marketing and distribution capabilities would adversely impact the commercialization of our product candidates. Other factors that may inhibit our efforts to commercialize any product directly include: â€¢our inability to recruit, train and retain adequate numbers of effective sales and marketing personnel; 52 Â â€¢the inability of a health resources group to obtain access to educate physicians regarding the attributes of our future products; â€¢lack of adequate number of physicians to use or prescribe our products; â€¢the lack of complementary products to be offered by sales personnel, which may put us at a competitive disadvantage relative to companies with more extensive product lines; â€¢costs and expenses associated with creating an independent sales and marketing organization; â€¢challenges in developing a commercialization strategy or launching new drug products using a traditional marketing model following a global health crisis or pandemic, like COVID-19; â€¢our inability to reach a definitive agreement for commercialization services with respect to the potential commercialization of oral sulopenem in the United States or abroad, should we choose to outsource such services to a third party; â€¢our inability to complete a strategic transaction with a partner that has established commercial capabilities in the U.S.; and â€¢our ability to raise sufficient capital to fund operations. For those countries in which we choose not to commercialize directly ourselves, we may use collaborators that have direct sales forces and established distribution systems to assist with the commercialization of ORLYNVAHå,¢. As a result of entering into arrangements with third parties to perform sales, marketing and distribution services, our product revenues or the profitability of these product revenues to us would likely be lower than if we were to directly market and sell products in those markets. Furthermore, while we are focusing on third party arrangements, we may be unsuccessful in entering into the necessary arrangements with third parties including strategic partners, or in obtaining all necessary approvals that may be required to enter into such arrangements or transactions, or may be unable to do so on terms that are favorable to us. In addition, we likely would have little control over such third parties, and any of them might fail to devote the necessary resources and attention to sell and market our products effectively. If we do not establish sales and marketing capabilities successfully, either on our own or in collaboration with third parties, or we are not successful in completing a strategic transaction that has established commercial capabilities in the U.S., or at all, ORLYNVAHå,¢ and any other product candidates will not be successfully commercialized. We face substantial competition from other pharmaceutical and biotechnology companies and our business may suffer if we fail to compete effectively. The development and commercialization of new drug products is highly competitive. We face competition from major pharmaceutical companies, specialty pharmaceutical companies and biotechnology companies worldwide with respect to oral sulopenem, sulopenem and other product candidates that we may seek to develop and commercialize in the future. There are a number of pharmaceutical and biotechnology companies that currently market and sell products or are pursuing the development of product candidates for the treatment of multi-drug resistant infections. Potential competitors also include academic institutions, government agencies and other public and private research organizations. Our competitors may succeed in developing, acquiring or licensing technologies and drug products that are more effective or less costly than oral sulopenem, sulopenem or any other product candidates that we may develop, which could render our product candidates obsolete and noncompetitive. There are a variety of available oral therapies marketed for the treatment of multi-drug resistant infections that we expect to compete with ORLYNVAHå,¢ and would compete with sulopenem in additional indications, such as levofloxacin, ciprofloxacin, nitrofurantoin, fosfomycin, amoxicillin-clavulanate, cephalixin, trimethoprim-sulfamethoxazole and pivmecillinam. ORLYNVAHå,¢ could also compete with a few oral antibiotics currently in late-stage clinical development to treat uUTIs, including gepotidacin from GlaxoSmithKline. Many of the available therapies are well established and widely accepted by physicians, patients and third-party payors. Insurers and other third-party payors may also encourage the use of generic products, for example in the fluoroquinolone class. Pricing of ORLYNVAHå,¢, or sulopenem, if approved in additional indications, may be at a significant premium over other competitive products that are generic. This may make it difficult for ORLYNVAHå,¢, or sulopenem, if approved in additional indications, to compete with these products. There are several IV-administered products marketed for the treatment of infections resistant to first-line therapy for gram-negative infections, including Avycaz from AbbVie Inc and Pfizer, Vabomere from Melinta Therapeutics, Inc., Zerbaxa from Merck & Co., Zemdri from Cipla, Xerava from Innovia, Recarbrio from Merck & Co, and Petroja from Shionogi & Co., Ltd. Many of our competitors have significantly greater financial resources and expertise in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved products than we do. Mergers and acquisitions in the pharmaceutical and biotechnology industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller and other early-stage companies may also prove to be significant competitors, 53 Â particularly through collaborative arrangements with large and established companies. These third parties compete with us in recruiting and retaining qualified scientific, management and sales and marketing personnel, establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. In July 2012, the Food and Drug Administration Safety and Innovation Act was passed, which included the Generating Antibiotics Incentives Now Act (the GAIN Act). The GAIN Act is intended to provide incentives for the development of new, qualified infectious disease products (QIDP). One such incentive is that, once a product receives QIDP designation and completes the necessary clinical trials and is approved by the FDA, it will be given an additional five years of exclusivity regardless of whether it is protected by a patent, provided that it is already eligible for another type of regulatory exclusivity. The FDA has designated sulopenem and oral sulopenem as QIDPs for the indications of uUTI, cUTI, cIAI, community-acquired bacterial pneumonia, acute bacterial prostatitis, gonococcal urethritis, and pelvic inflammatory disease. Fast track designation for these seven indications in both the oral and intravenous formulations has also been granted. In October, 2024, the FDA confirmed that an additional five years marketing exclusivity under the GAIN Act will be added to the regulatory exclusivity granted on approval of ORLYNVAHå,¢, giving a total of ten years marketing exclusivity. In December 2016, the Cures Act was passed, providing additional support for the development of new infectious disease products. These incentives may result in more competition in the market for new antibiotics, and may cause pharmaceutical and biotechnology companies with more resources than we have to shift their efforts toward the development of product candidates that could be competitive with oral sulopenem, sulopenem and our other product candidates. Even if we are able to commercialize ORLYNVAHå,¢, sulopenem in additional indications or any other product candidate, the product may become subject to unfavorable pricing regulations, or third-party payor coverage and reimbursement policies that could harm our business. Marketing approvals, pricing, coverage and reimbursement for new drug products vary widely from country to country. Some countries require approval of the sale price of a drug before it can be marketed. In many countries, the pricing review period begins after marketing or product licensing approval is granted. In some foreign markets, prescription pharmaceutical pricing remains subject to continuing governmental control even after initial approval is granted. As a result, we might obtain marketing approval for a product in a particular country, but then be subject to price regulations that delay our commercial launch of the product, possibly for lengthy time periods, which may negatively affect the revenues that we are able to generate from the sale of the product in that country. Adverse pricing limitations may hinder our ability to recoup our investment in one or more product candidates, even if our product candidates obtain marketing approval. The commercial success of ORLYNVAHå,¢, and any future product candidates, if approved, will depend substantially, both in the United States and outside the United States, on the extent to which coverage and adequate reimbursement for the product and related treatments are available from government health programs, private health insurers and other third-party payors. If coverage is not available, or reimbursement is limited, we may not be able to successfully commercialize our product candidates. Even if coverage is provided, the approved reimbursement amount may not be high enough to allow us to establish or maintain pricing sufficient to realize a sufficient return on our investments. Government authorities and third-party payors, such as health insurers and managed care organizations, publish formularies that identify the medications they will cover and the related payment levels. The healthcare industry is focused on cost containment, both in the United States and elsewhere. Government authorities and third-party payors have attempted to control costs by limiting coverage and the amount of reimbursement for particular medications, which could affect our ability to sell our product candidates profitably. In the United States, sales of ORLYNVAHå,¢, sulopenem in additional indications and any future product candidates will depend, in part, on the availability and extent of coverage and reimbursement by third-party payors, such as government health programs, including Medicare and Medicaid, commercial insurance and managed healthcare organizations. There is no uniform coverage and reimbursement policy among third-party payors; however, private third-party payors often follow Medicare coverage policy and payment limitations in setting their own reimbursement rates. Obtaining coverage and reimbursement approval for a product candidate from third-party payors is a time-consuming and costly process that may require the provision of supporting scientific, clinical and cost effectiveness data for the use of such product candidate to the third-party payor. There may be significant delays in obtaining such coverage and reimbursement for newly approved products, and coverage may be more limited than the purposes for which the product candidate is approved by the FDA. Moreover, eligibility for coverage and reimbursement does not imply that a product candidate will be paid for in all cases or at a rate that covers operating costs, including research, development, intellectual property, manufacture, sales and distribution expenses. Reimbursement rates may vary according to the use of the product candidate and the clinical setting in which it is used, may be based on reimbursement levels already set for lower cost products and may be incorporated into existing payments for other services. It is difficult to predict what third-party payors will decide with respect to coverage and reimbursement for our product candidates. We currently expect that sulopenem IV, if approved, will be administered in a hospital setting, and that ORLYNVAHå,¢ will be used in a community setting and possibly be administered in a hospital inpatient setting as well. In the United States, third-party payors generally reimburse hospitals a single bundled payment established on a prospective basis intended to cover all items and services provided to the patient during a single hospitalization. Hospitals bill third-party payors for all or a portion of the fees associated with the patientâ€™s hospitalization and bill patients for any deductibles or co-payments. Because there is typically no separate 54 Â reimbursement for drugs administered in a hospital inpatient setting, some of our target customers may be unwilling to adopt our product candidates in light of the additional associated cost. If we are forced to lower the price we charge for ORLYNVAHå,¢ and any other approved product candidates, our gross margins may decrease, which would adversely affect our ability to invest in and grow our business. Centers for Medicare and Medicaid Services (CMS) recently revised its reimbursement system for certain antibiotics in order to address challenges associated with antimicrobial resistance. Based on the final rule published on August 2, 2019, CMS is finalizing an alternative new technology add-on payment pathway (NTAP) for certain breakthrough devices, and under this policy, a QIDP product will be considered new and will not need to demonstrate that it meets the substantial clinical improvement criterion. Instead, it will only need to meet the cost criterion. CMS has also increased the NTAP percentage to 75 percent for an antimicrobial designated by the FDA as a QIDP. The potential impact of this rule on sulopenem has not yet been assessed. On April 18, 2022, CMS released the Fiscal Year (FY) 2023 Inpatient Prospective Payment System (IPPS) proposed rule. Within each IPPS proposed rule, CMS assesses technologies that have been submitted for potential NTAP status and reconsiders the eligibility for technologies already so designated. In connection with this proposed rule, CMS assessed 13 technologies that were submitted for FY 2023 NTAP consideration through alternative application pathways. These pathways streamline the NTAP application process for (1) devices with FDA breakthrough designation, (2) drugs designated as qualified infectious disease products, and (3) technologies approved through the FDAâ€™s Limited Population Pathway for Antibacterial and Antifungal Drugs. CMS has once again proposed to approve these 13 technologies applying through the alternative pathway depending on FDA approval or clearance. An inability to promptly obtain coverage and adequate payment rates from third-party payors for ORLYNVAHå,¢ and any other approved product candidates that we develop could have a material adverse effect on our operating results, our ability to raise capital needed to commercialize products and our overall financial condition. We cannot predict whether bacteria may develop resistance to ORLYNVAHå,¢ or sulopenem, which could affect their revenue potential. We have developed ORLYNVAHå,¢, and are developing sulopenem, to treat drug-resistant bacterial infections. The bacteria responsible for these infections evolve quickly and readily transfer their resistance mechanisms within and between species. We cannot predict whether or when bacterial resistance to ORLYNVAHå,¢ and sulopenem may develop. As with some commercially available carbapenems, oral sulopenem and sulopenem are not active against organisms expressing a resistance mechanism mediated by enzymes known as carbapenemases. Although occurrence of this resistance mechanism is currently uncommon, we cannot predict whether carbapenemase-mediated resistance will become widespread in regions where we intend to market sulopenem if it is approved. The use of carbapenems or penems in areas with drug-resistant infections or in countries with poor public health infrastructures, or the potentially extensive use of ORLYNVAHå,¢ or sulopenem outside of controlled hospital settings or in the community, could contribute to the rise of resistance. In addition, prescribers may be less likely to prescribe

ORLYNVAHÄ,¢ and sulopenem if they are concerned about contributing to the rise of antibiotic resistance. If resistance to ORLYNVAHÄ,¢ or sulopenem becomes prevalent, or concerns about such resistance are strong, our ability to generate revenue from ORLYNVAHÄ,¢ and sulopenem could suffer. We may be subject to costly product liability claims related to our clinical trials and product candidates and, if we are unable to obtain adequate insurance or are required to pay for liabilities resulting from a claim excluded from, or beyond the limits of our insurance coverage, a material liability claim could adversely affect our financial condition. Because we conduct clinical trials with human patients, we face the risk that the use of our product candidates may result in adverse side effects to patients in our clinical trials. We face even greater risks upon any commercialization of our product candidates. Although we have product liability insurance, which covers our clinical trials for up to \$10.0 million, our insurance may be insufficient to reimburse us for any expenses or losses we may suffer. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAHÄ,¢ in the United States with a targeted sales force in the community setting. Outside of the United States, we continue to evaluate the options to maximize the value of our sulopenem program. We will need to increase our insurance coverage if we begin selling ORLYNVAHÄ,¢, sulopenem or any other product candidate. We do not know whether we will be able to continue to obtain product liability coverage and obtain expanded coverage if we require it, on acceptable terms, if at all. We may not have sufficient resources to pay for any liabilities resulting from a claim excluded from, or beyond the limits of, our insurance coverage. Where we have provided indemnities in favor of third parties under our agreements with them, there is also a risk that these third parties could incur a liability and bring a claim under such indemnities. An individual may bring a product liability claim against us alleging that one of our product candidates or products causes, or is claimed to have caused, an injury or is found to be unsuitable for consumer use. Any product liability claim brought against us, with or without merit, could result in:  withdrawal of clinical trial volunteers, investigators, patients or trial sites;  the inability to commercialize our product candidates;  decreased demand for our product candidates; 55  regulatory investigations that could require costly recalls or product modifications;  loss of revenue;  substantial costs of litigation;  liabilities that substantially exceed our product liability insurance, which we would then be required to pay ourselves;  an increase in our product liability insurance rates or the inability to maintain insurance coverage in the future on acceptable terms, if at all;  the diversion of management s attention from our business; and  damage to our reputation and the reputation of our products. Our operations, including our use of hazardous materials, chemicals, bacteria and viruses, require us to comply with regulatory requirements and expose us to significant potential liabilities. Our operations involve the use of hazardous materials, including chemicals, and may produce dangerous waste products. Accordingly, we, along with the third parties that conduct clinical trials and manufacture our products and product candidates on our behalf, are subject to federal, state, local and foreign laws and regulations that govern the use, manufacture, distribution, storage, handling, exposure, disposal and recordkeeping with respect to these materials. We are also subject to a variety of environmental and occupational health and safety laws. Compliance with current or future laws and regulations can require significant costs and we could be subject to substantial fines and penalties in the event of non-compliance. In addition, the risk of contamination or injury from these materials cannot be completely eliminated. In such event, we could be held liable for substantial civil damages or costs associated with the cleanup of hazardous materials. If we experience a significant disruption in our information technology systems, or breaches of data security, or become the target of a cyberattack, our business could be adversely affected. We rely on information technology systems to keep financial records, capture laboratory data, maintain clinical trial data and corporate records, communicate with staff and external parties and operate other critical functions. Our information technology systems are potentially vulnerable to disruption due to breakdown, malicious intrusion and computer viruses or other disruptive events including, but not limited to, natural disaster. If we were to experience a prolonged system disruption in our information technology systems or those of certain of our vendors, it could delay or negatively impact the development and commercialization of our sulopenem program and any future product candidates or technology, which could adversely impact our business. Although we maintain offsite back-ups of our data, if operations at our facilities were disrupted, it may cause a material disruption in our business if we are not capable of restoring function on an acceptable timeframe. In addition, our information technology systems are potentially vulnerable to data security breaches, whether by employees or others, which may expose sensitive data to unauthorized persons. Such data security breaches could lead to the loss of trade secrets or other intellectual property, or could lead to the public exposure of personal information (including sensitive personal information) of our employees and others, any of which could have a material adverse effect on our business, financial condition and results of operations. Our technologies, systems, networks, or other proprietary information, and those of our vendors, suppliers, and other business partners, may become the target of cyberattacks or information security compromises or breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, or destruction of private, proprietary, and other information, or could otherwise lead to the disruption of our business operations. Cyberattacks are becoming more sophisticated and certain cyber incidents, such as surveillance, may remain undetected for an extended period and could lead to disruptions in critical systems or the unauthorized release of confidential or otherwise protected information. These events could lead to financial loss due to remedial actions, loss of business, disruption of operations, damage to our reputation, or potential liability, including litigation and regulatory investigations and enforcement actions. Our systems and insurance coverage for protecting against cybersecurity risks may not be sufficient. Furthermore, as cyberattacks continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to cyberattacks. Moreover, a security breach, cyberattack or privacy violation that leads to disclosure or modification of, personally identifiable information, could harm our reputation, compel us to comply with applicable European, and United States federal and/or state, breach notification laws, subject us to mandatory corrective action, require us to verify the correctness of database contents and otherwise subject us to litigation and liability under laws and regulations that protect personal data, resulting in increased costs or loss of revenue. In addition, a data security breach or cyber attack could result in loss of clinical trial data or damage to the integrity of that data. If we are unable to prevent such security breaches, attacks or privacy violations or implement satisfactory remedial measures, our operations could be disrupted, and we may suffer reputational damage, financial loss and other negative consequences because of lost or misappropriated information. In addition, these breaches and other inappropriate access can be difficult to detect, and any delay in identifying them may lead to increased harm of the type described above. 56  If we are unable to establish sales, marketing and distribution capabilities or enter into sales, marketing and distribution arrangements with third parties, we may not be successful in commercializing ORLYNVAHÄ,¢ or sulopenem in additional indications and/or any future products, if approved. After receiving positive data from our REASSURE clinical trial in January 2024, our board of directors determined that we should focus on a strategic process to sell, license, or otherwise dispose of our rights to sulopenem with the goal of maximizing shareholder value. In connection with this strategic process, we have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. Following receipt of FDA approval for ORLYNVAHÄ,¢ in October 2024, efforts to achieve a strategic transaction have been renewed. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAHÄ,¢ in the United States with a targeted sales force in the community setting. Outside of the United States, we continue to evaluate the options to maximize the value of our sulopenem program. We currently do not have sales, marketing or distribution infrastructure and have limited experience as an organization in the sales, marketing, and distribution of pharmaceutical products. To achieve commercial success for ORLYNVAHÄ,¢ and any approved product, we must either develop a sales and marketing organization or outsource these functions to third parties. The development of sales, marketing and distribution capabilities will require substantial resources, will be time consuming and, as this process has not been initiated for ORLYNVAHÄ,¢, will delay any commercial launch. Conversely, if the commercial launch of ORLYNVAHÄ,¢ or a product candidate for which we ultimately recruit a sales force and establish marketing and distribution capabilities is delayed, or does not occur for any reason, we could incur substantial costs and our investment could be lost if we cannot retain or reposition our sales and marketing personnel. In addition, we may not be able to hire or retain a sales force in the United States that is sufficient in size or has adequate expertise in the medical markets that we plan to target. If we are unable to establish or retain a sales force and marketing and distribution capabilities, our operating results may be adversely affected. If we enter into arrangements with third parties to perform sales, marketing and distribution services, our product revenues or the profitability of these products may be substantially lower than if we were to directly market and sell products in those markets. Furthermore, we may be unsuccessful in entering into the necessary arrangements with third parties or may be unable to do so on terms that are favorable to us. In addition, we may have little or no control over such third parties, and any of them may fail to devote the necessary resources and attention to sell and market our products effectively. We may seek to enter into collaborations that we believe may contribute to our ability to commercialize ORLYNVAHÄ,¢ or to advance development and ultimately commercialize sulopenem in additional indications and/or any future product candidates. We may also seek to enter into collaborations where we believe that realizing the full commercial value of our development programs will require access to broader geographic markets or the pursuit of broader patient populations or indications. If a potential partner has development or commercialization expertise that we believe is particularly relevant to one of our products, then we may seek to collaborate with that potential partner even if we believe we could otherwise develop and commercialize the product independently. If we do not establish sales, marketing and distribution capabilities, either on our own or in collaboration with third parties, we will not be successful in commercializing ORLYNVAHÄ,¢ or sulopenem in additional indications and/or any future product candidates that receive marketing approval. Risks Related to Our Dependence on Third Parties If we fail to comply with our obligations in our agreement with Pfizer, we could lose such rights that are important to our business. We rely heavily on the Pfizer License pursuant to which we exclusively in-license certain patent rights and know-how related to sulopenem etzadroxil and certain know-how related to the IV formulation of sulopenem. The Pfizer License imposes duties, development and commercialization timelines, milestone payments, royalties, insurance and other obligations on us, and we may enter into additional agreements, including license agreements, with other parties in the future which impose similar obligations. The Pfizer License gives us exclusive worldwide rights to develop, manufacture, and commercialize sulopenem etzadroxil and sulopenem, or any other prodrug of sulopenem previously identified by Pfizer as well as the right to use relevant information and regulatory documentation developed by Pfizer to support any regulatory filing worldwide. In exchange for those rights, we are obligated to satisfy diligence requirements, including using commercially reasonable efforts to develop, obtain regulatory approval for and commercialize sulopenem etzadroxil and sulopenem by implementing a specified development plan and providing an update on progress on an annual basis. Under the Pfizer License, we paid Pfizer a one-time non-refundable upfront fee of \$5.0 million, clinical milestone payments totaling \$15.0 million, upon first patient dosing of oral sulopenem and sulopenem in a Phase 3 clinical trial, and are obligated to pay Pfizer milestone payments upon the achievement of other specified regulatory and sales milestones, including a regulatory milestone payment of \$20 million which became due upon approval of oral sulopenem for commercial sale in the United States by the FDA. We deferred this payment for a two-year period, at an annual rate of eight percent on a daily compounded basis until paid in full, as permitted pursuant to the terms of the Pfizer License. We are also obligated to pay Pfizer royalties ranging from a single-digit to mid-teens percentage based on the amount of marginal net sales of each licensed product. Pfizer also received 381,922 57  of our Series A preferred shares (which converted to 25,461 ordinary shares in connection with our initial public offering (IPO)) as additional payment for the licensed rights. If we fail to comply with our obligations to Pfizer under the Pfizer License, Pfizer may have the right to terminate the Pfizer License, in which event we would not be able to develop, obtain regulatory approval for, manufacture or market any product or product candidate that is covered by the Pfizer License, including ORLYNVAHÄ,¢ and sulopenem, which would materially harm our business, financial condition, results of operations and growth prospects. Any termination of the Pfizer License or reduction or elimination of our rights thereunder may result in our having to negotiate new or reinstated agreements with less favorable terms. Any termination of the Pfizer License would cause us to lose our rights to important intellectual property or technology. We expect to depend on collaborations with third parties for the commercialization of products, including ORLYNVAHÄ,¢, and the development and commercialization of product candidates in certain territories. Our prospects with respect to those product candidates will depend in part on the success of those collaborations. After receiving positive data from our REASSURE clinical trial in January 2024, our board of directors determined that we should focus on a strategic process to sell, license, or otherwise dispose of our rights to sulopenem with the goal of maximizing shareholder value. In connection with this strategic process, we have engaged a financial advisor to assist management and the board in evaluating strategic alternatives. Following receipt of FDA approval for ORLYNVAHÄ,¢ in October 2024, efforts to achieve a strategic transaction have been renewed. We cannot provide any commitment regarding when or if this strategic process will result in any type of transaction however, and no assurance can be given that we will determine to pursue a potential sale, licensing arrangement or other disposition of our rights to sulopenem. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAHÄ,¢ in the United States with a targeted sales force in the community setting. Although we would focus our initial commercial efforts on the United States market, which we believe represents the largest market opportunity for our sulopenem program, we are also evaluating our commercialization strategy both within and outside the United States. We currently do not have a sales, marketing or distribution infrastructure and we have no experience in the sales, marketing or distribution of pharmaceutical products. To achieve commercial success for ORLYNVAHÄ,¢ and any approved product, we must either build our marketing, sales, distribution, managerial and other non-technical capabilities, or make arrangements to outsource those functions to third parties. For those countries in which we choose not to commercialize directly ourselves, we intend to seek to commercialize oral sulopenem and/or sulopenem through collaboration arrangements. In addition, we may seek third-party collaborators for development and commercialization of other product candidates in the United States and other territories. Our likely collaborators for any marketing, distribution, development, licensing or broader collaboration arrangements include service providers to the pharmaceutical industry, large and mid-size pharmaceutical companies, regional and national pharmaceutical companies and biotechnology companies. We are not currently party to any such arrangements but engaged a potential commercial partner to provide pre-commercial activities and we commenced negotiations on a definitive agreement for commercialization services. Following receipt of the CRL, in order to reduce operating expenses and conserve cash resources, we halted any remaining pre-commercial activities for oral sulopenem and limited spending to essential costs required in connection with the resubmission of the NDA. There is no assurance that we will seek or be able to reach a definitive agreement for commercialization services in the future. We may derive revenue from research and development fees, license fees, milestone payments and royalties under any collaborative arrangement into which we enter. Our ability to generate revenue from these arrangements will depend on our collaborators abilities to successfully perform the functions assigned to them in these arrangements. In addition, our collaborators may have the right to abandon research or development projects and terminate applicable agreements, including funding obligations, prior to or upon the expiration of the agreed upon terms. As a result, we can expect to relinquish some or all of the control over the future success of any product or product candidate that we license to a third party. We face significant competition in seeking and obtaining appropriate collaborators. Collaborations involving our products and product candidates may pose a number of risks, including the following:  collaborators have significant discretion in determining the efforts and resources that they will apply to these collaborations;  collaborators may not perform their obligations as expected;  collaborators may not pursue development and commercialization of our products and product candidates or may elect not to continue or renew development or commercialization programs based on clinical trial results, changes in the collaborators strategic focus or available funding, or external factors, such as an acquisition, that divert resources or create competing priorities;  collaborators may delay clinical trials, provide insufficient funding for a clinical trial program, stop a clinical trial or abandon a product candidate, repeat or conduct new clinical trials or require a new formulation of a product candidate for clinical testing; 58  product candidates discovered in collaboration with us may be viewed by our collaborators as competitive with their own product candidates or products, which may cause collaborators to cease to devote resources to the commercialization of our product candidates;  a collaborator with marketing and distribution rights to one or more products may not commit sufficient resources to the marketing and distribution of such product or products;  disagreements with collaborators, including disagreements over proprietary rights, contract interpretation or the preferred course of development, might cause delays or termination of the research, development or commercialization of products and product candidates, might lead to additional responsibilities for us with respect to products and product candidates, or might result in litigation or arbitration, any of which would be time consuming and expensive;  collaborators may not properly maintain, defend or enforce our intellectual property rights or may use our proprietary information in such a way as to invite litigation that could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential litigation;  collaborators may infringe, misappropriate or otherwise violate the intellectual property rights of third parties, which may expose us to litigation and potential liability; and  collaborators may be terminated and, if terminated, may result in a need for additional capital to pursue further development or commercialization of the applicable products and product candidates. Collaboration agreements may not lead to development or commercialization of products and product

candidates in the most efficient manner or at all. If a collaborator of ours is involved in a business combination, it could decide to delay, diminish or terminate the development or commercialization of any product or product candidate licensed to it by us. If we are unable to reach agreements with suitable collaborators on a timely basis, on acceptable terms, or at all, we may have to curtail the development of a product candidate, reduce or delay its development program or one or more of our other development programs, delay a product or product candidates potential commercialization or reduce the scope of any sales or marketing activities, or increase our expenditures and undertake development or commercialization activities at our own expense. If we elect to fund and undertake development or commercialization activities on our own, we will need to obtain additional expertise and significant additional capital, which may not be available to us on acceptable terms or at all. If we fail to enter into collaborations and do not have sufficient funds or expertise to undertake the necessary development and commercialization activities, we may not be able to further develop our product candidates or bring any products to market including ORLYNVAH₄, ϵ or continue to develop our product platform. We may rely on third parties to perform many essential services for any products that we commercialize, including services related to warehousing and inventory control, distribution, government price reporting, customer service, accounts receivable management, cash collection, and pharmacovigilance and adverse event reporting. If these third parties fail to perform as expected or to comply with legal and regulatory requirements, our ability to commercialize our products will be significantly impacted and we may be subject to regulatory sanctions. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAH₄, ϵ in the United States with a targeted sales force in the community setting. Outside of the United States, we continue to evaluate the options to maximize the value of our suloenem program. We may retain third-party service providers to perform a variety of functions related to the sale and distribution of our products, key aspects of which will be out of our direct control. These service providers may provide key services related to warehousing and inventory control, distribution, customer service, accounts receivable management, and cash collection. If we retain a service provider, we would substantially rely on it as well as other third-party providers that perform services for us, including entrusting our inventories of products to their care and handling. If these third-party service providers fail to comply with applicable laws and regulations, fail to meet expected deadlines, or otherwise do not carry out their contractual duties to us, or encounter physical or natural damage at their facilities, our ability to deliver product to meet commercial demand would be significantly impaired and we may be subject to regulatory enforcement action. In addition, we may engage third parties to perform various other services for us relating to pharmacovigilance and adverse event reporting, safety database management, fulfillment of requests for medical information regarding our products and related services. If the quality or accuracy of the data maintained by these service providers is insufficient, or these third parties otherwise fail to comply with regulatory requirements, we could be subject to regulatory sanctions. Additionally, we may contract with a third party to calculate and report pricing information mandated by various government programs. If a third party fails to timely report or adjust prices as required, or errors in calculating government pricing information from transactional data in our financial records, it could impact our discount and rebate liability, and potentially subject us to regulatory sanctions or False Claims Act lawsuits. We rely on third parties to conduct our preclinical studies and our clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may be unable to obtain regulatory approval for our product candidates or 59 $\text{\AA}$ commercialize any of our products or product candidates. If they do not perform satisfactorily, our business may be materially harmed. We do not independently conduct non-clinical studies that comply with good laboratory practice (GLP) requirements. We also do not have the ability to independently conduct clinical trials of any of our product candidates. We rely on third parties, such as CROs, clinical data management organizations, medical institutions, and clinical investigators to conduct our clinical trials of oral suloenem and suloenem and expect to rely on these third parties to conduct clinical trials of any potential product candidates. Any of these third parties may terminate their engagements with us at any time. If we need to enter into alternative arrangements, it would delay our product development activities. Our reliance on these third parties for clinical development activities limits our control over these activities but we remain responsible for ensuring that each of our studies is conducted in accordance with the applicable protocol, legal, regulatory and scientific standards. For example, notwithstanding the obligations of a CRO for a clinical trial of one of our product candidates, we remain responsible for ensuring that each of our clinical trials is conducted in accordance with the general investigational plan and protocols for the clinical trial. While we will have agreements governing their activities, we control only certain aspects of their activities and have limited influence over their actual performance. The third parties with whom we contract for execution of our GLP studies and our clinical trials play a significant role in the conduct of these studies and clinical trials and the subsequent collection and analysis of data. Although we rely on these third parties to conduct our GLP-compliant non-clinical studies and clinical trials, we remain responsible for ensuring that each of our non-clinical studies and clinical trials are conducted in accordance with applicable laws and regulations, and our reliance on the CROs does not relieve us of our regulatory responsibilities. The FDA and regulatory authorities in other jurisdictions also require us to comply with standards, commonly referred to as good clinical practices (GCPs), for conducting, monitoring, recording and reporting the results of clinical trials to assure that data and reported results are accurate and that the trial subjects are adequately informed of the potential risks of participating in clinical trials. The FDA enforces these GCPs through periodic inspections of trial sponsors, principal investigators, clinical trial sites and institutional review boards. If we or our third-party contractors fail to comply with applicable GCPs, the clinical data generated in our clinical trials may be deemed unreliable and the FDA may require us to perform additional clinical trials before approving our product candidates, which would delay the regulatory approval process. We cannot assure our shareholders that, upon inspection, the FDA will determine that any of our clinical trials comply with GCPs. We are also required to register clinical trials and post the results of completed clinical trials on a government-sponsored database, ClinicalTrials.gov, within certain timeframes. Failure to do so can result in fines, adverse publicity and civil and criminal sanctions. Furthermore, the third parties conducting clinical trials on our behalf are not our employees, and except for remedies available to us under our agreements with such contractors, we cannot control whether or not they devote sufficient time and resources to our development programs. These contractors may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical trials or other drug development activities, which could impede their ability to devote appropriate time to our clinical programs. If these third parties do not successfully carry out their contractual duties, meet expected deadlines or conduct our clinical trials in accordance with regulatory requirements or our stated protocols, we may not be able to obtain, or may be delayed in obtaining, marketing approvals for our product candidates. If that occurs, we may not be able to, or may be delayed in our efforts to, successfully commercialize our product candidates. In such an event, our financial results and the commercial prospects for oral suloenem, suloenem or other product candidates could be harmed, our costs could increase and our ability to generate revenue could be delayed, impaired or foreclosed. We also rely on other third parties to store and distribute drug supplies for our clinical trials. Any performance failure on the part of our distributors could delay clinical development or marketing approval of our product candidates or commercialization of any resulting products, producing additional losses and depriving us of potential product revenue. We contract with third parties for the manufacture of preclinical and clinical supplies of oral suloenem and suloenem and expect to continue to do so in connection with any future clinical trials and future commercialization of our products and product candidates. This reliance on third parties increases the risk that we will not have sufficient quantities of our products and/or product candidates or such quantities at an acceptable cost, which could delay, prevent or impair our development or commercialization efforts. We do not have the internal infrastructure or capability to manufacture suloenem for use in the conduct of our preclinical research or clinical trials or to manufacture ORLYNVAH₄, ϵ for commercialization. We rely on third-party contract manufacturers to manufacture supplies of suloenem, and we rely/expect to rely on third-party contract manufacturers to manufacture commercial quantities of ORLYNVAH₄, ϵ , and any product candidate that we commercialize following approval for marketing by applicable regulatory authorities, if any. Reliance on third-party manufacturers entails risks, including: $\text{\AA}$ ϵ manufacturing delays if our third-party manufacturers give greater priority to the supply of other products over our products and/or product candidates or otherwise do not satisfactorily perform according to the terms of their agreement with us; 60 $\text{\AA}$ $\text{\AA}$ ϵ the possible termination or nonrenewal of the agreement by the third party at a time that is costly or inconvenient for us; $\text{\AA}$ ϵ the possible breach of the manufacturing agreement by the third party; $\text{\AA}$ ϵ the failure of the third-party manufacturer to comply with applicable regulatory requirements; and $\text{\AA}$ ϵ the possible misappropriation of our proprietary information, including our trade secrets and know-how. We currently rely on a small number of third-party contract manufacturers for all of our required raw materials, drug substance and finished product for our preclinical research and clinical trials. We do not have long-term agreements with any of these third parties. We also do not have any current contractual relationships for the manufacture of commercial supplies of ORLYNVAH₄, ϵ or any of our product candidates. If any of our existing manufacturers should become unavailable to us for any reason, we may incur delays in identifying or qualifying replacements. We are in the process of negotiating agreements with third-party contract manufacturers for the commercial production of ORLYNVAH₄, ϵ . This process is difficult and time consuming and we may face competition for access to manufacturing facilities as there are a limited number of contract manufacturers operating under current Good Manufacturing Practices, or cGMPs, that are capable of manufacturing our ORLYNVAH₄, ϵ . Consequently, we may not be able to reach agreement with third-party manufacturers on satisfactory terms, which could delay commercialization. Third-party manufacturers are required to comply with cGMPs and similar regulatory requirements outside the United States. Facilities used by our third-party manufacturers must be approved by the FDA after we submit an NDA(s) and before potential approval of the product candidate. Similar regulations apply to manufacturers of our product candidates for use or sale in countries outside of the United States. We have no direct control over the ability of our third-party manufacturers to maintain adequate quality control, quality assurance and qualified personnel, and are completely dependent on our third-party manufacturers for compliance with the applicable regulatory requirements for the manufacture of our product candidates. If our manufacturers cannot successfully manufacture material that conforms to the strict regulatory requirements of the FDA and any applicable regulatory authority, they will not be able to secure the applicable approval for their manufacturing facilities. If these facilities are not approved for commercial manufacture, we may need to find alternative manufacturing facilities, which could result in delays in obtaining approval for the applicable product candidate. In addition, our manufacturers are subject to ongoing periodic unannounced inspections by the FDA and corresponding state and foreign agencies for compliance with cGMPs and similar regulatory requirements. Failure by any of our manufacturers to comply with applicable cGMPs or other regulatory requirements could result in sanctions being imposed on us, including fines, injunctions, civil penalties, delays, suspensions or withdrawals of approvals, operating restrictions, interruptions in supply and criminal prosecutions, any of which could significantly and adversely affect supplies of our product candidates and have a material adverse effect on our business, financial condition and results of operations. We and our third-party suppliers also continue to refine and improve the manufacturing process, certain aspects of which are complex and unique, and we may encounter difficulties with new or existing processes, particularly as we seek to significantly increase our capacity to commercialize ORLYNVAH₄, ϵ and/or suloenem. Our reliance on contract manufacturers also exposes us to the possibility that they, or third parties with access to their facilities, will have access to and may appropriate our trade secrets or other proprietary information. As drug candidates are developed through non-clinical studies to late-stage clinical trials towards approval and commercialization, it is common that various aspects of the development program, such as manufacturing methods, methods of making drug formulations, and drug formulations, are altered along the way in an effort to optimize processes and results. Such changes carry the risk that they will not achieve these intended objectives. Any of these changes could cause our drug candidates to perform differently and affect the results of clinical trials or other future clinical trials conducted with the altered materials. Such changes may also require additional testing, FDA notification or FDA approval. This could delay completion of clinical trials, require us to conduct bridging clinical trials or the repetition of one or more clinical trials, increase clinical trial costs, delay approval of our drug candidates and jeopardize our ability to commence sales and generate revenue. While no issues with regard to third-party manufacturers or the manufacturing process were identified as part of the FDA review prior to approval of ORLYNVAH₄, ϵ , there can be no assurance that issues will not be identified in the future or that our third-party manufacturers will continue to maintain adequate quality control, quality assurance and qualified personnel and/or will continue to comply with the applicable regulatory requirements for the manufacture of our products and product candidates. Our current and anticipated future dependence upon others for the manufacture of ORLYNVAH₄, ϵ and suloenem and any future product candidates may adversely affect our future profit margins and our ability to commercialize ORLYNVAH₄, ϵ and any products for which we receive marketing approval on a timely and competitive basis. Risks Related to Our Intellectual Property We rely heavily on the Pfizer License for the patent rights and know-how required to commercialize ORLYNVAH₄, ϵ and the know-how required to develop the IV formulation of suloenem. 61 $\text{\AA}$ We rely heavily on the Pfizer License for intellectual property rights that are important or necessary for the development of suloenem and to commercialize ORLYNVAH₄, ϵ . We do not own or license any patent rights that cover the IV formulation of suloenem. In addition, all patents directed to the compound suloenem expired prior to us entering into the Pfizer License. Licenses to additional third-party intellectual property, technology and materials that may be required for the development and commercialization of our suloenem program or any other product candidates or technology may not be available at all or on commercially reasonable terms. In that event, we may be required to expend significant time and resources to redesign our suloenem program and any other product candidates or technology we may obtain in the future or to develop or license replacement technology, all of which may not be feasible on a technical or commercial basis. If we are unable to do so, we may be unable to develop or commercialize ORLYNVAH₄, ϵ or suloenem or other future product candidates or technologies, which could materially harm our business, financial condition, results of operations and growth prospects. Under the Pfizer License, and we expect under certain of our future license agreements, we are responsible for prosecution and maintenance of the licensed patents and for bringing any actions against any third party for infringing on such patents. In addition, the Pfizer License requires, and we expect certain of our future license agreements would also require, us to meet certain development thresholds to maintain the license, including establishing a set timeline for developing and commercializing products. In addition, such license agreements are complex, and certain provisions in such agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology, or increase what we believe to be our financial or other obligations under the relevant agreement, either of which could have a material adverse effect on our business, financial condition, results of operations and growth prospects. Disputes may arise regarding intellectual property subject to the Pfizer License or any of our future license agreements, including: $\text{\AA}$ ϵ the scope of rights granted under the license agreement and other interpretation-related issues; $\text{\AA}$ ϵ the extent to which our technology and processes infringe, misappropriate or otherwise violate any intellectual property of the licensor that is not subject to the licensing agreement; $\text{\AA}$ ϵ the sublicensing of patent and other rights under the license agreement; $\text{\AA}$ ϵ our diligence obligations under the license agreement and what activities satisfy those diligence obligations; $\text{\AA}$ ϵ the inventorship and ownership of inventions and know-how resulting from the joint creation or use of intellectual property by our licensors and us and our partners; and $\text{\AA}$ ϵ the priority of invention of patented technology. In spite of our best efforts, Pfizer and any potential future licensors might conclude that we have materially breached our license agreements and might therefore terminate the relevant license agreements, thereby removing our ability to develop and commercialize products and technology covered by such license agreements. If any of our inbound license agreements are terminated, or if the underlying patents fail to provide the intended exclusivity, competitors would have the freedom to seek regulatory approval of, and to market, products identical to ours. This could have a material adverse effect on our competitive position, business, financial condition, results of operations and growth prospects. If we are unable to obtain and maintain patent protection or other intellectual property rights for ORLYNVAH₄, ϵ or our other technology and product candidates, or if the scope of the patent protection or intellectual property rights we obtain is not sufficiently broad, we may not be able to successfully commercialize ORLYNVAH₄, ϵ or develop and commercialize any other product candidates or technology or otherwise compete effectively in our markets. We rely upon a combination of patents, trademarks, trade secret protection, confidentiality agreements and other proprietary rights to protect the intellectual property related to our development programs and product candidates. Our success depends, in part, on obtaining and maintaining patent protection and successfully enforcing these patents and defending them against third-party challenges in the United States and other countries. If we or our licensors are unable to obtain or maintain patent protection with respect to ORLYNVAH₄, ϵ or any other product candidates or technology we develop, our business, financial condition, results of operations and growth prospects could be materially harmed. We have sought to protect our proprietary position by in-licensing patents in the United States and abroad related to oral suloenem. We own three U.S. patents, one Japanese patent, one Korean patent and one Australian patent, with one US patent, the Japanese patent, the Korean patent and the Australian patent directed to the composition of the bilayer tablet of oral suloenem and its related preparations and/or uses, one U.S. patent directed to the method of use of oral suloenem in treating multiple diseases, including uUTIs and one U.S. patent directed to the method of use of suloenem etadroxil, probenecid, and valproic acid in treating multiple diseases. We also own two pending U.S. patent applications, and 24 pending foreign patent applications, which collectively cover uses of suloenem and probenecid and bilayer tablets of suloenem etadroxil and probenecid. One pending U.S. patent application

and one pending Canadian patent application were recently allowed, with the allowed U.S. patent application directed to 62 Å the method of use of oral sulopenem in treating uUTI, and with the allowed Canadian patent application directed to the bilayer tablet of oral sulopenem and its related preparations and/or uses. Moreover, although we control prosecution of the patents we have licensed from Pfizer related to our sulopenem program, we may not always have the right to control the preparation, filing and prosecution of patent applications, or to maintain, enforce or defend the patents, covering technology that we may license from third parties. Therefore, these patents and patent applications may not be prosecuted, maintained, enforced or defended in a manner consistent with the best interests of our business. If any patent applications we own or may own or in-license in the future with respect to our development programs or product candidates fail to issue, if their breadth or strength of protection is threatened or if they fail to provide meaningful exclusivity for our current and future product candidates, it could dissuade companies from collaborating with us to develop product candidates and threaten our ability to commercialize products. Any such outcome could materially harm our competitive position, business, financial condition, results of operations and growth prospects. The patent position of pharmaceutical companies generally is highly uncertain, involves complex legal and factual questions and has in recent years been the subject of much litigation. In addition, the laws of countries outside the United States may not protect our rights to the same extent as the laws of the United States. For example, European Union (EU) patent law restricts the patentability of methods of treatment of the human body more than U.S. law does. In addition, publications of discoveries in scientific literature often lag behind the actual discoveries, patent applications in the United States and other jurisdictions remain confidential for a period after filing, and some remain so until issued. Therefore, we cannot know with certainty whether we were the first to make the inventions claimed in the patents or pending patent applications we currently own, license or may own or license in the future, or that we were the first to file for patent protection of such inventions. As a result, the issuance, scope, validity, enforceability and commercial value of our patent rights are highly uncertain. There is no assurance that all potentially relevant prior art relating to our patent rights has been found, and such prior art could potentially invalidate one or more of the patents we currently license or may own or license in the future or prevent a patent from issuing from one or more pending patent applications we own or may own or license in the future. There is also no assurance that prior art of which we are aware, but which we do not believe affects the validity or enforceability of a claim in our patent rights, may, nonetheless, ultimately be found to affect the validity or enforceability of a claim. Even if patents do successfully issue and even if such patents cover our current and future products and product candidates, third parties may challenge their ownership, validity, enforceability or scope, which may result in such patents being narrowed, invalidated or held unenforceable, which could allow third parties to commercialize our technology or products and compete directly with us, without payment to us, or result in our inability to manufacture or commercialize products without infringing third-party patent rights. Any successful opposition to these patents or any other patents owned by us in the future or licensed to us could deprive us of rights necessary for the successful commercialization of any products and product candidates that we may develop. Furthermore, even if they are unchallenged, our patents rights may not adequately protect our products, product candidates and technology, provide exclusivity for our products and product candidates, prevent others from designing around our claims or provide us with a competitive advantage. Any of these outcomes could impair our ability to prevent competition from third parties. Changes in either the patent laws or interpretation of the patent laws in the United States or other countries may diminish the value of our patent rights or narrow the scope of our patent protection. We cannot offer any assurances about whether any issued patents will be found invalid and unenforceable or will be challenged by third parties. Any successful challenge or opposition to patents owned by or licensed to us could deprive us of rights necessary for the successful commercialization of any products or product candidates that we may develop. Further, if we encounter delays in regulatory approvals, the period of time during which we could market a product candidate under patent protection could be reduced. Furthermore, our patent rights may be subject to a reservation of rights by one or more third parties. For example, certain research we conducted was funded in part by the U.S. government. As a result, the U.S. government may have certain march-in rights to patents and technology arising out of such research, if any. When new technologies are developed with government funding, the government generally obtains certain rights in any resulting patents, including a non-exclusive license authorizing the government to use the invention. These rights may permit the government to disclose our confidential information to third parties and to exercise march-in rights to use or allow third parties to use our licensed technology. The government can exercise its march-in rights if it determines that action is necessary because we fail to achieve practical application of the government-funded technology, to alleviate health or safety needs, to meet requirements of federal regulations or to give preference to U.S. industry. In addition, our rights in such inventions may be subject to certain requirements to manufacture products embodying such inventions in the United States. Any exercise by the government of such rights could harm our competitive position, business, financial condition, results of operations and growth prospects. We may not identify relevant third-party patents or may incorrectly interpret the relevance, scope or expiration of a third-party patent which might adversely affect our ability to develop and market our products and product candidates. We cannot guarantee that any of our or our licensors' patent searches or analyses, including but not limited to the identification of relevant patents, the scope of patent claims or the expiration of relevant patents, are complete or thorough, nor can we be certain that we have identified each and every third-party patent and pending application in the United States and abroad that is relevant to or 63 Å necessary for the commercialization of our products and product candidates in any jurisdiction. For example, U.S. applications filed before November 29, 2000 and certain U.S. applications filed after that date that will not be filed outside the United States remain confidential until patents issue. Patent applications in the United States and elsewhere are published approximately 18 months after the earliest filing for which priority is claimed, with such earliest filing date being commonly referred to as the priority date. Therefore, patent applications covering our products and product candidates could have been filed by others without our knowledge. Additionally, pending patent applications that have been published can, subject to certain limitations, be later amended in a manner that could cover our products and product candidates or the use of our products and product candidates. The scope of a patent claim is determined by an interpretation of the law, the written disclosure in a patent and the patent's prosecution history. Our interpretation of the relevance or the scope of a patent or a pending application may be incorrect, which may negatively impact our ability to market our products and product candidates. We may incorrectly determine that our products and product candidates are not covered by a third-party patent or may incorrectly predict whether a third party's pending application will issue with claims of relevant scope. Our determination of the expiration date of any patent in the United States or abroad that we consider relevant may be incorrect, which may negatively impact our ability to develop and market our products and product candidates. Our failure to identify and correctly interpret relevant patents may negatively impact our ability to develop and market our products and product candidates. The patent protection for our products and product candidates may expire before we are able to maximize their commercial value which may subject us to increased competition and reduce or eliminate our opportunity to generate product revenue. Patents have a limited lifespan. In the United States, if all maintenance fees are paid timely, the natural expiration of a patent is generally 20 years from its earliest U.S. non-provisional filing date. Various extensions may be available, but the life of a patent, and the protection it affords, is limited. The patents for ORLYNVAHå,ç have varying expiration dates and, if these patents expire, we may be subject to increased competition and we may not be able to recover our development costs. For example, our licensed U.S. patent claim for a composition of matter patent for oral sulopenem is due to expire in 2029, subject to potential extension to 2034 under the Drug Price Competition and Patent Term Restoration Act of 1984 (referred to as the Hatch-Waxman Act) and our patent directed to the composition of the bilayer tablet of sulopenem etadroxil and probenecid is due to expire no earlier than 2039, absent any extensions. Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such product candidates might expire before or shortly after such product candidates are commercialized. As a result, our patent rights may not provide us with sufficient rights to exclude others from commercializing product candidates similar or identical to ours. The FDA designated sulopenem and oral sulopenem as QIDPs for the indications of uUTI, cUTI, cIAI, community-acquired bacterial pneumonia, acute bacterial prostatitis, gonococcal urethritis, and pelvic inflammatory disease. Fast track designation for these seven indications in both the oral and intravenous formulations has also been granted. QIDP status provides the potential for a more rapid review cycle for an NDA and could add five years to any regulatory exclusivity period that we may be granted. While the FDA confirmed that an additional five years marketing exclusivity was granted on approval of ORLYNVAHå,ç, giving a total of ten years marketing exclusivity, that does not guarantee that we will receive any regulatory exclusivity for any other product candidates or that any such exclusivity will be for a period sufficient to provide us with any commercial advantage. Moreover, we do not own or license any patent directed to the compound sulopenem. Depending upon the timing, duration and conditions of FDA marketing approval of our product candidates, one or more of the U.S. patents we currently license and/or own may be eligible for limited patent term extension under the Hatch-Waxman Act, and similar legislation in the European Union. The Hatch-Waxman Act permits a patent term extension of up to five years for a patent covering an approved product as compensation for effective patent term lost during product development and the FDA regulatory review process. A patent term extension cannot extend the remaining term of a patent beyond a total of 14 years from the date of product approval, only one patent may be extended and only those claims covering the approved drug, a method for using it or a method for manufacturing it may be extended. We may not receive an extension if we fail to apply within applicable deadlines, fail to apply prior to expiration of the relevant patents or otherwise fail to satisfy applicable requirements and the length of the extension could be less than we request. To the extent we wish to pursue patent term extension based on a patent that we in-license from Pfizer or another third party, we would need the cooperation of Pfizer or the third party. Moreover, similar extensions may be available in some of the larger economic territories but may not be available in all of our markets of interest. If we are unable to obtain patent term extension/restoration or some other exclusivity, or the term of any such extension is less than we request, the period during which we can enforce our exclusive rights for that product will be shortened and our competitors may obtain approval to market competing products sooner. As a result, we could be subject to increased competition and our opportunity to establish or maintain product revenue could be substantially reduced or eliminated. Furthermore, we may not have sufficient time to recover our development costs prior to the expiration of our U.S. and non-U.S. patent rights. If this occurs, our competitors may take advantage of our investment in development and trials by referencing our clinical and preclinical data and launch their product earlier than might otherwise be the case. Any of the foregoing would materially harm our business, financial condition, results of operations and growth prospects. 64 Å Intellectual property rights do not necessarily address all potential threats to our business. Once granted, patents may remain open to opposition, interference, re-examination, post-grant review, inter partes review, nullification or derivation action in court or before patent offices or similar proceedings for a given period after allowance or grant, during which time third parties can raise objections against such grant. In the course of such proceedings, which may continue for a protracted period of time, the patent owner may be compelled to limit the scope of the allowed or granted claims thus attacked, or may lose the allowed or granted claims altogether. In addition, the degree of future protection afforded by our intellectual property rights is uncertain because even granted intellectual property rights have limitations, and may not adequately protect our business. The following examples are illustrative: åççthe patents of third parties may have an adverse effect on our business; åççwe or our licensors or any future strategic partners might not have been the first to conceive or reduce to practice the inventions covered by the issued patents that we own or have exclusively licensed; åççwe or our licensors or any future strategic partners might not have been the first to file patent applications covering certain of our inventions; åççothers may independently develop similar or alternative technologies or duplicate any of our technologies without infringing our intellectual property rights; åççit is possible our pending patent applications, and any future patent applications, will not lead to issued patents or afford meaningful protection for our products and product candidates; åççissued patents that we may own in the future or have exclusively licensed may not provide us with any competitive advantage, or may be held invalid or unenforceable, as a result of legal challenges by our competitors; åççour competitors might conduct research and development activities in countries where we do not have patent rights and then use the information learned from such activities to develop competitive products for sale in our major commercial markets; åççthird parties performing manufacturing or testing for us using our products, product candidates or technologies could use the intellectual property of others without obtaining a proper license; and åççwe may not develop additional proprietary technologies that are patentable. Should any of these events occur, they could have a material adverse effect on our business, financial condition, results of operations and growth prospects. Changes in patent laws or patent jurisprudence could diminish the value of patents in general, thereby impairing our ability to protect our products and product candidates. As is the case with other pharmaceutical companies, our success is heavily dependent on intellectual property, particularly patents. Obtaining and enforcing patents in the pharmaceutical industry involves both technological complexity and legal complexity. Therefore, obtaining and enforcing pharmaceutical patents is costly, time-consuming and inherently uncertain. In addition, the America Invents Act (the AIA) was signed into law on September 16, 2011, and many of its substantive changes became effective on March 16, 2013. An important change introduced by the AIA is that, as of March 16, 2013, the United States transitioned to a åççfirst-to-fileåçç system for deciding which party should be granted a patent when two or more patent applications are filed by different parties claiming the same invention. A third party that files a patent application in the U.S. Patent and Trademark Office (USPTO) after that date but before us could therefore be awarded a patent covering an invention of ours even if we had made the invention before it was made by the third party. This will require us to be cognizant going forward of the time from invention to filing of a patent application, but circumstances could prevent us from promptly filing patent applications on our inventions. Among some of the other changes introduced by the AIA are changes that limit where a patentee may file a patent infringement suit and providing opportunities for third parties to challenge any issued patent in the USPTO, including through post-issuance patent review procedures such as inter partes review, post-grant review and covered business methods. This applies to all U.S. patents, including those issued before March 16, 2013. Because of a lower evidentiary standard in USPTO proceedings compared to the evidentiary standard in United States federal courts necessary to invalidate a patent claim, a third party could potentially provide evidence in a USPTO proceeding sufficient for the USPTO to hold a claim invalid even though the same evidence would be insufficient to invalidate the claim if first presented in a district court action. Accordingly, a third party may attempt to use the USPTO procedures to invalidate our patent claims that would not have been invalidated if first challenged by the third party as a defendant in a 65 Å district court action. The AIA and its implementation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents. The USPTO has developed regulations and procedures to govern administration of the AIA, and many of the substantive changes to patent law associated with the AIA. Accordingly, it is not clear what, if any, impact the AIA will have on the operation of our business and this may not be known until such time as we, or our licensors or collaboration partners, are filing patent applications for an invention or seeking to defend issued patents. However, the AIA and its implementation could increase the uncertainties and costs surrounding the prosecution of our or our licensors' or collaboration partners' patent applications and the enforcement or defense of our or our licensors' or collaboration partners' issued patents, all of which could have an adverse effect on our business and financial condition. Moreover, the standards that the USPTO and foreign patent office's use to grant patents are not always applied predictably or uniformly and can change. Consequently, any patents we currently license or may own or license in the future may have a shorter patent term than expected or may not contain claims that will permit us to stop competitors from using our technology or similar technology or from copying our products. Similarly, the standards that courts use to interpret patents are not always applied predictably or uniformly and may evolve, particularly as new technologies develop. In addition, changes to patent laws in the United States or other countries may be applied retroactively to affect the ownership, validity, enforceability or term of patents we currently license or may own or license in the future. For example, the U.S. Supreme Court's rulings on several patent cases, such as Association for Molecular Pathology v. Myriad Genetics, Inc., Mayo Collaborative Services v. Prometheus Laboratories, Inc., and Alice Corporation Pty. Ltd. v. CLS Bank International, either narrow the scope of patent protection available in certain circumstances or weaken the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on decisions by the U.S. Congress, the federal courts and the USPTO, the laws and regulations governing patents could change in unpredictable ways that could weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future. Similarly, the complexity and uncertainty of European patent laws has also increased in recent years. In addition, the European patent system is relatively stringent in the type of amendments that are allowed during prosecution. These changes could limit our ability to obtain new patents in the future that may be important for our business. We may become involved in lawsuits to protect or enforce our patents or other intellectual property, which could be expensive, time consuming and unsuccessful. Competitors may infringe, misappropriate or otherwise violate our patents, trademarks, copyrights or other intellectual property or those of our licensors. To counter infringement, misappropriation, unauthorized use or other violations, we may be required to file legal claims, which can be expensive and time consuming and divert the time and attention of our management and scientific personnel. We may not be able to prevent, alone or with our licensors, infringement, misappropriation or other violations of our intellectual

property rights, particularly in countries where the laws may not protect those rights as fully as in the United States. Any claims we assert against perceived infringers could provoke these parties to assert counterclaims against us alleging that we infringe their patents. In addition, in a patent infringement proceeding, there is a risk that a court will decide that a patent of ours is invalid or unenforceable, in whole or in part, and that we do not have the right to stop the other party from using the invention at issue. There is also a risk that, even if the validity of such patents is upheld, the court will construe the patentâ€™s claims narrowly or decide that we do not have the right to stop the other party from using the invention at issue on the grounds that our patents do not cover the invention. An adverse outcome in a litigation or proceeding involving our patents could limit our ability to assert our patents against those parties or other competitors, and may curtail or preclude our ability to exclude third parties from making and selling similar or competitive products. Any of these occurrences could adversely affect our competitive business position, business prospects and financial condition. Similarly, if we assert trademark infringement claims, a court may determine that the marks we have asserted are invalid or unenforceable, or that the party against whom we have asserted trademark infringement has superior rights to the marks in question. In this case, we could ultimately be forced to cease use of such trademarks. In any infringement, misappropriation or other intellectual property litigation, any award of monetary damages we receive may not be commercially valuable. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during litigation. Moreover, there can be no assurance that we will have sufficient financial or other resources to file and pursue such infringement claims, which typically last for years before they are concluded. Even if we ultimately prevail in such claims, the monetary cost of 66 Â€” such litigation and the diversion of the attention of our management and scientific personnel could outweigh any benefit we receive as a result of the proceedings. Third parties may initiate legal proceedings alleging that we are infringing, misappropriating or otherwise violating their intellectual property rights, the outcome of which would be uncertain and could have a negative impact on the success of our business. Our commercial success depends, in part, upon our ability, and the ability of our future collaborators, to develop, manufacture, market and sell ORLYNVAHâ„¢, sulopenem and any future product candidates, if approved, and use our proprietary technologies without alleged or actual infringement, misappropriation or other violation of the patents and other intellectual property rights of third parties. There have been many lawsuits and other proceedings involving patent and other intellectual property rights in the biotechnology and pharmaceutical industries, including patent infringement lawsuits, interferences, oppositions and reexamination proceedings before the USPTO and corresponding foreign patent offices. Numerous U.S. and foreign issued patents and pending patent applications, which are owned by third parties, exist in the fields in which we are developing product candidates. Some claimants may have substantially greater resources than we do and may be able to sustain the costs of complex intellectual property litigation to a greater degree and for longer periods of time than we could. In addition, patent holding companies that focus solely on extracting royalties and settlements by enforcing patent rights may target us. As the biotechnology and pharmaceutical industries expand and more patents are issued, the risk increases that our products and product candidates may be subject to claims of infringement of the intellectual property rights of third parties. We may in the future become party to, or be threatened with, adversarial proceedings or litigation regarding intellectual property rights with respect to ORLYNVAHâ„¢, sulopenem or any future product candidates and technology, including interference or derivation proceedings, post grant review and inter partes review before the USPTO or similar adversarial proceedings or litigation in other jurisdictions. Similarly, we or our licensors or collaborators may initiate such proceedings or litigation against third parties, e.g., to challenge the validity or scope of intellectual property rights controlled by third parties. In order to successfully challenge the validity of any U.S. patent in federal court, we would need to overcome a presumption of validity. As this burden is a high one requiring us to present clear and convincing evidence as to the invalidity of any such U.S. patent claim, there is no assurance that a court would invalidate the claims of any such U.S. patent. Moreover, third parties may assert infringement claims against us based on existing patents or patents that may be granted in the future, regardless of their merit. There is a risk that third parties may choose to engage in litigation with us to enforce or to otherwise assert their patent rights against us. Even if we believe such claims are without merit, a court of competent jurisdiction could hold that these third-party patents are valid, enforceable and infringed, and the holders of any such patents may be able to block our ability to commercialize such products and/or product candidate unless we obtained a license under the applicable patents, or until such patents expire or are finally determined to be invalid or unenforceable. Similarly, if any third-party patents were held by a court of competent jurisdiction to cover aspects of our compositions, formulations, or methods of treatment, prevention or use, the holders of any such patents may be able to block our ability to develop and commercialize the applicable product and/or product candidate unless we obtained a license or until such patent expires or is finally determined to be invalid or unenforceable. In either case, such a license may not be available on commercially reasonable terms, or at all. Even if we were able to obtain a license, it could be nonexclusive, thereby giving our competitors access to the same technologies licensed to us. Furthermore, even in the absence of litigation, we may need to obtain licenses from third parties to advance our research. We may fail to obtain any of these licenses at a reasonable cost or on reasonable terms, if at all. In such an event, we would be unable to further practice our technologies or develop and commercialize any of our products and/or product candidates at issue, which could harm our business significantly. Parties making claims against us may obtain injunctive or other equitable relief, which could effectively block our ability to commercialize ORLYNVAHâ„¢, or further develop and commercialize one or more of our future product candidates, if approved. Defense of these claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of management and employee time and resources from our business. Third parties making such claims may have the ability to dedicate substantially greater resources to these legal actions than we or our licensors or collaborators can. In the event of a successful claim of infringement, misappropriation or other violation against us, we may have to pay substantial damages, including treble damages and attorneysâ€™ fees for willful infringement, pay royalties, redesign our infringing products or obtain one or more licenses from third parties, which may be impossible or require substantial time and monetary expenditure. There has been substantial litigation and other proceedings regarding patent and other intellectual property rights in the pharmaceutical and biotechnology industries. In addition to infringement claims against us, we may become a party to other patent litigation and other adversarial proceedings such as proceedings before the Patent Trial and Appeal Board and opposition proceedings in the European Patent Office regarding intellectual property rights with respect to our products and technology. Patent litigation and other proceedings may also absorb significant management time. The cost to us of any patent litigation or other proceeding, even if resolved in our favor, could be substantial. During the course of any patent or other intellectual property litigation or other proceeding, there could be public announcements of the results of hearings, rulings on motions, and other interim proceedings or developments and if securities analysts or investors regard these announcements as negative, the perceived value of our products, product candidates or intellectual property could be diminished. Accordingly, the market price of our ordinary shares may 67 Â€” decline. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could have a material adverse effect on our business, ability to compete in the marketplace, financial condition, results of operations and growth prospects. We may not be able to protect our intellectual property rights globally, which could negatively impact our business. Filing, prosecuting and defending patents covering ORLYNVAHâ„¢, sulopenem and any future product candidates globally would be prohibitively expensive, and our intellectual property rights in some countries outside the United States can be less extensive than those in the United States. In addition, the laws of some countries do not protect intellectual property rights to the same extent as federal and state laws in the United States. Further, licensing partners may not prosecute patents in certain jurisdictions in which we may obtain commercial rights, thereby precluding the possibility of later obtaining patent protection in these countries. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products and may also export infringing products to territories where we have patent protection, but enforcement is not as strong as that in the United States. These products may compete with our ORLYNVAHâ„¢ and other product candidates, and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing. Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents, trade secrets and other intellectual property protection, particularly those relating to biotechnology products, which could make it difficult for us to stop the infringement of our patents or marketing of competing products in violation of our proprietary rights generally. Proceedings to enforce our patent rights in foreign jurisdictions, whether or not successful, could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly and any current or future patent applications at risk of not issuing, and could provoke third parties to assert claims against us. We may not prevail in all lawsuits that we initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license. Furthermore, while we intend to protect our intellectual property rights in our expected significant markets, we cannot ensure that we will be able to initiate or maintain similar efforts in all jurisdictions in which we may wish to market our ORLYNVAHâ„¢ or other product candidates. Accordingly, our efforts to protect our intellectual property rights in such countries may be inadequate, which may have an adverse effect on our ability to successfully commercialize ORLYNVAHâ„¢ or any other product candidates in all of our expected significant foreign markets. In Europe, a new unitary patent system took effect on June 1, 2023, which will significantly impact European patents, including those granted before the introduction of the system. Under the unitary patent system, European applications have the option, upon grant of a patent, of becoming a Unitary Patent which will be subject to the jurisdiction of the Unitary Patent Court (UPC). This will be a significant change in European patent practice. As the UPC is a new court system, there is no precedent for the court, thereby increasing the uncertainty of any potential litigation. It is our initial belief that the UPC, while offering a cheaper streamlined process, has potential disadvantages to patent holders, such as making a single European patent vulnerable to challenges in all participating jurisdictions when challenged in a single participating jurisdiction. Given the present uncertainty, we plan to opt out of the UPC where we are able. Additionally, the requirements for patentability may differ in certain countries, particularly developing countries. For example, unlike other countries, China has a heightened requirement for patentability, and specifically requires a detailed description of medical uses of a claimed drug. In India, unlike the United States, there is no link between regulatory approval of a drug and its patent status. Furthermore, generic or biosimilar drug manufacturers or other competitors may challenge the scope, validity or enforceability of our or our licensorsâ€™ patents, requiring us or our licensors to engage in complex, lengthy and costly litigation or other proceedings. Generic or biosimilar drug manufacturers may develop, seek approval for, and launch biosimilar versions of our products. In addition, certain countries in Europe and developing countries, including China and India, have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. In those countries, we and our licensors may have limited remedies if patents are infringed or if we or our licensors are compelled to grant a license to a third party, which could materially diminish the value of those patents. This could limit our potential revenue opportunities. Accordingly, our and our licensorsâ€™ efforts to enforce intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we own or license. We may be subject to claims that we or our employees, consultants, contractors or advisors have infringed, misappropriated or otherwise violated the intellectual property of a third party, or claiming ownership of what we regard as our own intellectual property. Many of our employees were previously employed at universities or other biotechnology or pharmaceutical companies, including our competitors or potential competitors. Although we try to ensure that our employees do not use the intellectual property and other proprietary information, know-how or trade secrets of others in their work for us, we may be subject to claims that we or 68 Â€” these employees have used or disclosed such intellectual property or other proprietary information. Litigation may be necessary to defend against these claims. In addition, we may in the future be subject to claims that former employees, collaborators or other third parties have an interest in our patents or other intellectual property as an inventor or co-inventor. While we typically require our employees, consultants and contractors who may be involved in the development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who in fact develops intellectual property that we regard as our own. To the extent that we fail to obtain such assignments, such assignments do not contain a self-executing assignment of intellectual property rights or such assignments are breached, we may be forced to bring claims against third parties, or defend claims they may bring against us, to determine the ownership of what we regard as our intellectual property. If we fail in prosecuting or defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Such intellectual property rights could be awarded to a third party, and we could be required to obtain a license from such third party to commercialize our technology or products. Such a license may not be available on commercially reasonable terms or at all. Even if we are successful in prosecuting or defending against such claims, litigation could result in substantial costs and be a distraction to our management and scientific personnel. Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non-compliance with these requirements. Periodic maintenance and annuity fees on any issued patent are due to be paid to the USPTO and foreign patent agencies in several stages over the lifetime of the patent. The USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. While an inadvertent lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which non-compliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or a patent application include failure to respond to official actions within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. If we or our licensors fail to maintain the patents covering our products, our competitors might be able to enter the market, which would have a material adverse effect on our business, financial condition, results of operations and growth prospects. If we are unable to protect the confidentiality of our trade secrets, the value of our technology could be materially adversely affected and our business would be harmed. In addition to seeking patents for some of our technology and products, we also rely on trade secrets, including unpatented know-how, technology and other proprietary information, in seeking to develop and maintain a competitive position. We seek to protect these trade secrets, in part, by entering into non-disclosure and confidentiality agreements with parties who have access to them, such as our employees, consultants, independent contractors, advisors, corporate collaborators, outside scientific collaborators, contract manufacturers, suppliers and other third parties. We, as well as our licensors, also enter into confidentiality and invention or patent assignment agreements with employees and certain consultants. We also seek to preserve the integrity and confidentiality of our data, trade secrets and know-how by maintaining physical security of our premises and physical and electronic security of our information technology systems. Monitoring unauthorized uses and disclosures is difficult, and we do not know whether the steps we have taken to protect our proprietary technologies will be effective. We cannot guarantee that our trade secrets and other proprietary and confidential information will not be disclosed or that competitors will not otherwise gain access to our trade secrets. Any party with whom we have executed such an agreement may breach that agreement and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time consuming and the outcome is unpredictable. In addition, some courts both within and outside the United States may be less willing or unwilling to protect trade secrets. Further, if any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent such third party, or those to whom they communicate such technology or information, from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor, our business and competitive position could be harmed. Trade secrets and know-how can be difficult to protect as trade secrets and know-how will over time be disseminated within the industry through independent development, the publication of journal articles, and the movement of personnel skilled in the art from company to company or academic to industry scientific positions. If we fail to prevent material disclosure of the know-how, trade secrets and other intellectual property related to our technologies to third parties, we will not be able to establish or maintain a competitive advantage in our market, which could materially adversely affect our business, results of operations and financial condition. Even if we are able to adequately protect our trade secrets and proprietary information, our trade secrets could otherwise become known or could be independently discovered by our competitors. For example, competitors could purchase our products and attempt to replicate some or all of the competitive advantages we derive from our development efforts, design around our protected technology or develop their own competitive technologies that fall outside of our intellectual property rights. If any of our trade 69 Â€” secrets were to be lawfully obtained or independently developed by a competitor, in the absence of patent protection, we would have no right to prevent them, or those to whom they communicate, from using that

technology or information to compete with us. We may not be able to prevent misappropriation of our intellectual property, trade secrets or confidential information, particularly in countries where the laws may not protect those rights as fully as in the United States. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. We have not yet registered our trademarks in certain jurisdictions. Failure to secure those registrations could adversely affect our business. We have registered trademarks for æœœterumâ€ as well as trademarks for oral sulopenem and other potential product candidates in various jurisdictions including the United States, European Union, Japan, Switzerland and Canada. If we are unable to secure registrations for our trademarks in other countries, we may encounter more difficulty in enforcing them against third parties than we otherwise would, which could adversely affect our business. Any trademark applications we have filed for our products or product candidates or may file in the future are not guaranteed to be allowed for registration, and even if they are, we may fail to maintain or enforce such registered trademarks. During trademark registration proceedings in any jurisdiction, we may receive rejections. We are given an opportunity to respond to those rejections, but we may not be able to overcome such rejections. In addition, in the USPTO and in comparable agencies in many other jurisdictions, third parties are given an opportunity to oppose pending trademark applications and to seek to cancel registered trademarks. Opposition or cancellation proceedings may be filed against our trademarks, and our trademarks may not survive such proceedings. In addition, any proprietary name we propose to use with product candidates in the United States must be approved by the FDA, and in Europe by the EMA, regardless of whether we have registered it, or applied to register it, as a trademark. The FDA and the EMA each typically conduct a review of proposed product names, including an evaluation of potential for confusion with other product names. If the FDA or EMA objects to any proposed proprietary product name for any future product candidates, we may be required to expend significant additional resources in an effort to identify a suitable proprietary product name that would qualify under applicable trademark laws, not infringe, misappropriate or otherwise violate the existing rights of third parties and be acceptable to the FDA. Over the long term, if we are unable to establish name recognition based on our trademarks and trade names, then we may not be able to compete effectively and our business may be adversely affected. Our efforts to enforce or protect our proprietary rights related to trademarks, trade secrets, domain names, then, may not be able to compete effectively and our business may be adversely affected. Our efforts to enforce or protect our proprietary rights related to trademarks, trade secrets, domain names, copyrights or other intellectual property may be ineffective and could result in substantial costs and diversion of resources and could adversely impact our business, financial condition, results of operations and growth prospects. Risks Related to Regulatory Approval and Other Legal Compliance Matters If we are not able to obtain, or if there are delays in obtaining, required regulatory approvals, we will not be able to commercialize future product candidates, and our ability to generate revenue will be materially impaired. ORLYNVAHâ€, æœœ, sulopenem and future product candidates and the activities associated with their development and commercialization, including their design, testing, manufacture, safety, efficacy, recordkeeping, labeling, storage, approval, advertising, promotion, sale and distribution, are subject to comprehensive regulation by the FDA and other regulatory agencies in the United States and by comparable foreign regulatory authorities, with regulations differing from country to country. Failure to obtain marketing approval for a product candidate will prevent us from commercializing the product candidate. ORLYNVAHâ€, æœœ is currently our only product approved for sale in the United States. Although we have QIDP status and fast track designation for sulopenem and oral sulopenem for the indications of uUTI, cUTI and cIAI (and for the indications of community-acquired bacterial pneumonia, acute bacterial prostatitis, gonococcal urethritis, and pelvic inflammatory disease) which may provide for a more rapid NDA review cycle, the time required to obtain approval, if any, by the FDA and comparable foreign authorities is unpredictable and typically takes many years following the commencement of clinical trials and depends upon numerous factors, including the substantial discretion of the regulatory authorities. Approval policies, regulations, or the type and amount of clinical data necessary to gain approval may also change during the course of a product candidateâ€â€™s clinical development and may vary among jurisdictions. While we have obtained regulatory approval for ORLYNVAHâ€, æœœ for the treatment of uUTIs caused certain designated microorganisms in adult women who have limited or no alternative oral antibacterial treatment options, it is possible that we will not be able to obtain regulatory approval for sulopenem or any other product candidates or other indications that we may seek to develop in the future will ever obtain regulatory approval. Neither we nor any future collaborator is permitted to market any of our product candidates in the United States until we or they receive regulatory approval of an NDA(s) from the FDA. 70 Å In order to obtain approval to commercialize a product candidate in the United States or abroad, we or our collaborators must demonstrate to the satisfaction of the FDA or foreign regulatory agencies, that such product candidates are safe and effective for their intended uses. Results from non-clinical studies and clinical trials can be interpreted in different ways. Even if we believe that the non-clinical or clinical data for our product candidates are promising, such data may not be sufficient to support approval by the FDA and other regulatory authorities. An NDA must include extensive preclinical and clinical data and supporting information to establish the product candidateâ€â€™s safety and efficacy for each desired indication. The NDA must also include significant information regarding the CMC for the product candidate. Obtaining approval of an NDA is a lengthy, expensive and uncertain process. The FDA has substantial discretion in the review and approval process and may refuse to accept for filing any application or may decide that our data is insufficient for approval and require additional non-clinical, clinical or other studies. Foreign regulatory authorities have differing requirements for approval of drugs with which we must comply prior to marketing. Obtaining marketing approval for marketing of a product candidate in one country does not ensure that we will be able to obtain marketing approval in other countries, but the failure to obtain marketing approval in one jurisdiction could negatively affect our ability to obtain marketing approval in other jurisdictions. The FDA or any foreign regulatory body can delay, limit or deny approval of our product candidates or require us to conduct additional non-clinical or clinical testing or abandon a program for many reasons, including: æœœthe FDA or the applicable foreign regulatory agencyâ€â€™s disagreement with the design or implementation of our clinical trials, such as the FDA stating in the CRL received in July 2021 that additional data are necessary to support approval of oral sulopenem, approval of which was ultimately obtained in October 2024; æœœnegative or ambiguous results from our clinical trials or results that may not meet the level of statistical significance required by the FDA or comparable foreign regulatory agencies for approval; æœœserious and unexpected drug-related side effects experienced by participants in our clinical trials or by individuals using drugs similar to our product candidates; æœœour inability to demonstrate to the satisfaction of the FDA or the applicable foreign regulatory body that our product candidates are safe and effective for the proposed indication(s); æœœthe FDAâ€â€™s or the applicable foreign regulatory agencyâ€â€™s disagreement with the interpretation of data from non-clinical studies or clinical trials; æœœour inability to demonstrate the clinical and other benefits of our product candidates outweigh any safety or other perceived risks; æœœthe FDAâ€â€™s or the applicable foreign regulatory agencyâ€â€™s requirement for additional non-clinical studies or clinical trials, such as the FDAâ€â€™s request for additional clinical trial work in the CRL received in July 2021; æœœthe FDAâ€â€™s or the applicable foreign regulatory agencyâ€â€™s disagreement regarding the formulation, labeling and/or the specifications for our product candidates; or æœœthe potential for approval policies or regulations of the FDA or the applicable foreign regulatory agencies to significantly change in a manner rendering our clinical data insufficient for approval. Of the large number of drugs in development, only a small percentage complete the FDA or foreign regulatory approval processes and are successfully commercialized. The lengthy review process as well as the unpredictability of future clinical trial results may result in our failing to obtain regulatory approval, which would significantly harm our business, financial condition, results of operations and growth prospects. Further, under the Pediatric Research Equity Act, or PREA, a Biologics License Application, or BLA, or supplement to a BLA for certain biological products must contain data to assess the safety and effectiveness of the biological product in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the product is safe and effective, unless the sponsor receives a deferral or waiver from the FDA. A deferral may be granted for several reasons, including a finding that the product or therapeutic candidate is ready for approval for use in adults before pediatric trials are complete or that additional safety or effectiveness data needs to be collected before the pediatric trials begin. The applicable legislation in the EU also requires sponsors to either conduct clinical trials in a pediatric population in accordance with a Pediatric Investigation Plan approved by the Pediatric Committee of the European Medicines Agency, or EMA, or to obtain a waiver or deferral from the conduct of these studies by this Committee. For any of our product candidates for which we are seeking regulatory approval in the U.S. or the EU, we cannot guarantee that we will be able to obtain a waiver or alternatively complete any required studies and other requirements in a timely manner, or at all, which could result in associated reputational harm and subject us to enforcement action. While we received approval of ORLYNVAHâ€, æœœ for the treatment of uUTIs caused certain designated microorganisms in adult women who have limited or no alternative oral antibacterial treatment options without such contingencies, if we receive approval of an NDA or foreign marketing application for our future product candidates, the FDA or the applicable foreign regulatory agency may 71 Å grant approval contingent on the performance of costly additional clinical trials, often referred to as Phase 4 clinical trials, and the FDA may require the implementation of a REMS, which may be required to ensure safe use of the drug after approval. The FDA or the applicable regulatory agency also may approve a product candidate for a more limited indication or patient population than we originally requested, and the FDA or applicable foreign regulatory agency may not approve the labeling that we believe is necessary or desirable for the successful commercialization of a product candidate. Any delay in obtaining, or inability to obtain, applicable regulatory approval would delay or prevent commercialization of that product candidate and could materially adversely impact our business and prospects. Disruptions in the FDA and other government agencies caused by funding shortages or global health concerns could hinder their ability to hire and retain key leadership and other personnel, or otherwise prevent new products and services from being developed or commercialized in a timely manner, which could negatively impact our business. The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, ability to hire and retain key personnel and accept the payment of user fees, and statutory, regulatory, and policy changes and other events that may otherwise affect the FDAâ€â€™s ability to perform routine functions. Average review times at the agency have fluctuated in recent years as a result. In addition, government funding of other government agencies that fund research and development activities is subject to the political process, which is inherently fluid and unpredictable. Disruptions at the FDA, EMA and other agencies may also slow the time necessary for new drugs to be reviewed and/or approved by necessary government agencies, which would adversely affect our business. For example, in recent years, including in 2018 and 2019, the U.S. government shut down several times and certain regulatory agencies, such as the FDA and the SEC, had to furlough critical employees and stop critical activities. In addition, disruptions may result also events similar to the COVID-19 pandemic. During the COVID-19 pandemic, a number of companies announced receipt of complete response letters due to the FDAâ€â€™s inability to complete required inspections for their applications. In the event of a similar public health emergency in the future, the FDA may not be able to continue its current pace and review timelines could be extended. Regulatory authorities outside the United States facing similar circumstances may adopt similar restrictions or other policy measures in response to a similar public health emergency and may also experience delays in their regulatory activities. If a prolonged government shutdown or other disruption occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business. Future shutdowns or other disruptions could also affect other government agencies such as the SEC, which may also impact our business by delaying review of our public filings, to the extent such review is necessary, and our ability to access the public markets. If we are unable to obtain marketing approval in jurisdictions outside the United States, we will not be able to market any product or product candidates outside of the United States. In order to market and sell ORLYNVAHâ€, æœœ, sulopenem or our other future product candidates in the European Union and many other jurisdictions, we must obtain separate marketing approvals and comply with numerous and varying regulatory requirements. While we received approval by the FDA for ORLYNVAHâ€, æœœ for the treatment of uUTIs caused certain designated microorganisms in adult women who have limited or no alternative oral antibacterial treatment options, approval by the FDA does not ensure approval by regulatory authorities in other countries or jurisdictions, and approval by one regulatory authority outside the United States does not ensure approval by regulatory authorities in other countries or jurisdictions or by the FDA. The approval procedure varies among countries and can involve additional testing. In addition, clinical trials conducted in one country may not be accepted by regulatory authorities in other countries. The time required to obtain approval may differ substantially from that required to obtain FDA approval. The regulatory approval process outside the United States generally includes all of the risks associated with obtaining FDA approval. In addition, in many countries outside the United States, it is required that the product be approved for reimbursement before the product can be approved for sale in that country. We may not obtain approvals from regulatory authorities outside the United States on a timely basis or at all. For example, we obtained scientific advice from the EMA for each of the prior Phase 3 clinical trials in the uUTI, cUTI and cIAI indications, as well as to gain alignment on non-clinical supportive information required for EMA submission. We are not in alignment with regard to the comparator agent selected for the cUTI clinical trial and would need to consider other options to accommodate a European filing for this indication. The EMA may request that we conduct one or more additional clinical trials or non-clinical studies to support potential approval for oral sulopenem and sulopenem for the cUTI indication. We cannot predict how the EMA will interpret the data and results from our Phase 3 clinical trial and other elements of our development program, or whether oral sulopenem or sulopenem will receive any regulatory approvals in the European Union. In the event our strategic process does not result in any type of transaction, and subject to our ability to raise sufficient capital to fund operations, we may seek a commercial partner and/or directly commercialize ORLYNVAHâ€, æœœ in the United States with a targeted sales force in the community setting. Outside of the United States, we continue to evaluate the options to maximize the value of our sulopenem program. We believe that in addition to the United States, Europe represents a significant market opportunity because of rising rates of extended spectrum Å-lactamases (ESBL) resistance. 72 Å Additionally, we could face heightened risks with respect to obtaining marketing authorization in the UK as a result of the withdrawal of the UK from the EU, commonly referred to as Brexit. The UK is no longer part of the European Single Market and EU Customs Union. As of January 1, 2021, the Medicines and Healthcare products Regulatory Agency, or MHRA, became responsible for supervising medicines and medical devices in Great Britain, or GB, comprising England, Scotland and Wales under domestic law, whereas under the terms of the Northern Ireland Protocol, Northern Ireland is currently subject to EU rules. The UK and EU have however agreed to the Windsor Framework which fundamentally changes the existing system under the Northern Ireland Protocol, including with respect to the regulation of medicinal products in the UK Once implemented, the changes introduced by the Windsor Framework will see the MHRA be responsible for approving all medicinal products destined for the UK market (i.e., GB and Northern Ireland), and the EMA will no longer have any role in approving medicinal products destined for Northern Ireland. Any delay in obtaining, or an inability to obtain, any marketing authorizations, as a result of Brexit or otherwise, may force us to restrict or delay efforts to seek regulatory approval in the UK for our products or product candidates, which could significantly and materially harm our business. In addition, foreign regulatory authorities may change their approval policies and new regulations may be enacted. For instance, the EU pharmaceutical legislation is currently undergoing a complete review process, in the context of the Pharmaceutical Strategy for Europe initiative, launched by the European Commission in November 2020. The European Commissionâ€â€™s proposal for revision of several legislative instruments related to medicinal products (potentially reducing the duration of regulatory data protection, revising the eligibility for expedited pathways, etc.) was published on April 26, 2023. The proposed revisions remain to be agreed and adopted by the European Parliament and European Council and the proposals may therefore be substantially revised before adoption, which is not anticipated before early 2026. The revisions may, however, have a significant impact on the pharmaceutical industry and our business in the long term. While we have received regulatory approval from the FDA for ORLYNVAHâ€, æœœ for the treatment of uUTIs caused certain designated microorganisms in adult women who have limited or no alternative oral antibacterial treatment options, we will be subject to ongoing obligations and continuing regulatory review, which may result in significant additional expense. Additionally, ORLYNVAHâ€, æœœ and any other product candidates, including sulopenem, if approved, could be subject to restrictions or withdrawal from the market, and we may be subject to penalties if we fail to comply with regulatory requirements or if we experience unanticipated problems with ORLYNVAHâ€, æœœ or any of our product candidates, when and if approved. ORLYNVAHâ€, æœœ and any other product candidate, including sulopenem, for which we obtain marketing approval will also be subject to ongoing regulatory requirements for labeling, packaging, storage, distribution, advertising, promotion, record-keeping and submission of safety and other post marketing information. For example, approved products, manufacturers and manufacturersâ€â€™ facilities are required to comply with extensive FDA requirements, including ensuring that quality control and manufacturing procedures conform to cGMPs. As such, we and our contract manufacturers will be subject to continual review and periodic inspections to assess compliance with cGMPs. Accordingly, we and others with whom we work must continue to expend time, money and effort in all areas of regulatory compliance, including manufacturing, production and quality control. We will also be required to report certain adverse reactions and production problems, if any, to the FDA and to comply with requirements concerning advertising and promotion for our products. For example, in addition to reporting of adverse reactions to ORLYNVAHâ€, æœœ, post marketing requirements for ORLYNVAHâ€, æœœ also include conducting a U.S. surveillance study over a five-year period after the introduction of ORLYNVAHâ€, æœœ to the market to determine if resistance is resistance or decreased susceptibility to ORLYNVAHâ€, æœœ is occurring in the target population of bacteria identified in the approved label for ORLYNVAHâ€, æœœ. In addition, even if marketing approval of a product candidate is granted, the approval may be

subject to limitations on the indicated uses for which the product may be marketed, may be subject to significant conditions of approval or may impose requirements for costly post-marketing testing and surveillance to monitor the safety or efficacy of the product. The FDA may also require a REMS as a condition of approval of our product candidates, which could include requirements for a medication guide, physician communication plans or additional elements to ensure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. If a regulatory agency discovers previously unknown problems with a product, such as adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured, or disagrees with the promotion, marketing or labeling of a product, it may impose restrictions on that product or us. In addition, if any product fails to comply with applicable regulatory requirements, a regulatory agency may: â€¢impose fines, warning letters, untitled letters or impose holds on clinical trials if any are still ongoing; â€¢mandate modifications to promotional materials or require provision of corrective information to healthcare practitioners; â€¢impose restrictions on the product or its manufacturers or manufacturing processes; â€¢impose restrictions on the labeling or marketing of the product; â€¢impose restrictions on product distribution or use; 73 â€¢require post-marketing clinical trials; â€¢require withdrawal of the product from the market; â€¢refuse to approve pending applications or supplements to approved applications that we submit; â€¢require recall of the product; â€¢require entry into a consent decree, which can include imposition of various fines (including restitution or disgorgement of profits or revenue), reimbursements for inspection costs, required due dates for specific actions and penalties for non-compliance; â€¢suspend or withdraw marketing approvals; â€¢refuse to permit the import or export of the product; â€¢seize or detain supplies of the product; or â€¢issue injunctions or impose civil or criminal penalties. Finally, our ability to develop and market new drug products including ORLYNVAHâ„¢, may be impacted by ongoing litigation challenging the FDAâ€™s approval of mifepristone. Specifically, on April 7, 2023, the U.S. District Court for the Northern District of Texas stayed the approval by the FDA of mifepristone, a drug product which was originally approved in 2000 and whose distribution is governed by various conditions adopted under a REMS. In reaching that decision, the district court made a number of findings that may negatively impact the development, approval and distribution of drug products in the U.S. Among other determinations, the district court held that plaintiffs were likely to prevail in their claim that FDA had acted arbitrarily and capriciously in approving mifepristone without sufficiently considering evidence bearing on whether the drug was safe to use under the conditions identified in its labeling. Further, the district court read the standing requirements governing litigation in federal court as permitting a plaintiff to bring a lawsuit against the FDA in connection with its decision to approve an NDA or establish requirements under a REMS based on a showing that the plaintiff or its members would be harmed to the extent that FDAâ€™s drug approval decision effectively compelled the plaintiffs to provide care for patients suffering adverse events caused by a given drug. On April 12, 2023, the district court decision was stayed, in part, by the U.S. Court of Appeals for the Fifth Circuit. Thereafter, on April 21, 2023, the U.S. Supreme Court entered a stay of the district courtâ€™s decision, in its entirety, pending disposition of the appeal of the district court decision in the Court of Appeals for the Fifth Circuit and the disposition of any petition for a writ of certiorari to or the Supreme Court. The Court of Appeals for the Fifth Circuit held oral argument in the case on May 17, 2023 and, on August 16, 2023, issued its decision. The court declined to order the removal of mifepristone from the market, finding that a challenge to the FDAâ€™s initial approval in 2000 is barred by the statute of limitations. But the Appeals Court did hold that plaintiffs were likely to prevail in their claim that changes allowing for expanded access of mifepristone that FDA authorized in 2016 and 2021 were arbitrary and capricious. On September 8, 2023, the Justice Department and a manufacturer of mifepristone filed petitions for writ of certiorari, requesting that asked the U.S. Supreme Court to review the Appeals Court decision. On December 13, 2023, the Supreme Court granted these petitions for writ of certiorari for the appeals court decision. Similar restrictions apply to the approval of our products in the European Union. The holder of a marketing authorization is required to comply with a range of requirements applicable to the manufacturing, marketing, promotion and sale of medicinal products. These include compliance with the European Unionâ€™s stringent pharmacovigilance or safety reporting rules, which can impose post-authorization studies and additional monitoring obligations; the manufacturing of authorized medicinal products, for which a separate manufacturerâ€™s license is mandatory; and the marketing and promotion of authorized drugs, which are strictly regulated in the European Union and are also subject to EU Member State laws. Accordingly, in connection with our currently approved product and assuming we, or our collaborators, receive marketing approval for one or more other product candidates, we, and our collaborators, and our and their contract manufacturers will continue to expend time, money and effort in all areas of regulatory compliance, including manufacturing, production, product surveillance and quality control. If we, and our collaborators, are not able to comply with post-approval regulatory requirements, our or our collaboratorsâ€™ ability to market any future products could be limited, which could adversely affect our ability to achieve or sustain profitability. Further, the cost of compliance with post-approval regulations may have a negative effect on our operating results and financial condition. Any regulatory approval to market our products will be limited by indication. If we fail to comply or are found to be in violation of FDA regulations restricting the promotion of our products for unapproved uses, we could be subject to criminal penalties, substantial fines or other sanctions and damage awards. The regulations relating to the promotion of products for unapproved uses are complex and subject to substantial interpretation by the FDA, EMA, MHRA and other government agencies. In September 2021, the FDA published final regulations which describe the types of evidence that the agency will consider in determining the intended use of a drug product. Physicians may nevertheless 74 â€¢ prescribe our products off-label to their patients in a manner that is inconsistent with the approved label. We intend to implement compliance and training programs designed to ensure that our sales and marketing practices comply with applicable regulations. Notwithstanding these programs, the FDA or other government agencies may allege or find that our practices constitute prohibited promotion of our products for unapproved uses. We also cannot be sure that our employees will comply with company policies and applicable regulations regarding the promotion of products for unapproved uses. Notwithstanding the regulatory restrictions on off-label promotion, the FDA and other regulatory authorities allow companies to engage in truthful, non-misleading, and non-promotional scientific communications concerning their products in certain circumstances. For example, in October 2023, the FDA published draft guidance outlining the agencyâ€™s non-binding policies governing the distribution of scientific information on unapproved uses to healthcare providers. This draft guidance calls for such communications to be truthful, non-misleading, factual, and unbiased and include all information necessary for healthcare providers to interpret the strengths and weaknesses and validity and utility of the information about the unapproved use. In addition, under some relatively recent guidance from the FDA and the Pre-Approval Information Exchange Act (PIE Act) signed into law as part of the Consolidated Appropriations Act of 2023, companies may also promote information that is consistent with the prescribing information and proactively speak to formulary committee members of payors regarding data for an unapproved drug or unapproved uses of an approved drug. We may engage in these discussions and communicate with healthcare providers, payors and other constituencies in compliance with all applicable laws, regulatory guidance and industry best practices. We will need to carefully navigate the FDAâ€™s various regulations, guidance and policies, along with recently enacted legislation, to ensure compliance with restrictions governing promotion of our products. In recent years, a significant number of pharmaceutical and biotechnology companies have been the target of inquiries and investigations by various federal and state regulatory, investigative, prosecutorial and administrative entities in connection with the promotion of products for unapproved uses and other sales practices, including the Department of Justice and various U.S. Attorneysâ€™ Offices, the Office of Inspector General of the Department of Health and Human Services, the FDA, the Federal Trade Commission, or the FTC, and various state Attorneys General offices. These investigations have alleged violations of various federal and state laws and regulations, including claims asserting antitrust violations, violations of the FDCA, the False Claims Act, the Prescription Drug Marketing Act and anti-kickback laws and other alleged violations in connection with the promotion of products for unapproved uses, pricing and Medicare and/or Medicaid reimbursement. Many of these investigations originate as â€œqui tamâ€ actions under the False Claims Act. Under the False Claims Act, any individual can bring a claim on behalf of the government alleging that a person or entity has presented a false claim or caused a false claim to be submitted to the government for payment. The person bringing a qui tam suit is entitled to a share of any recovery or settlement. Qui tam suits, also commonly referred to as â€œwhistleblower suits,â€ are often brought by current or former employees. In a qui tam suit, the government must decide whether to intervene and prosecute the case. If it declines, the individual may pursue the case alone. If the FDA or any other governmental agency initiates an enforcement action against us or if we are the subject of a qui tam suit and it is determined that we violated prohibitions relating to the promotion of products for unapproved uses, we could be subject to substantial civil or criminal fines or damage awards and other sanctions such as consent decrees and corporate integrity agreements pursuant to which our activities would be subject to ongoing scrutiny and monitoring to ensure compliance with applicable laws and regulations. Any such fines, awards or other sanctions would have an adverse effect on our revenue, business, financial prospects and reputation. Any relationships we may have with customers, healthcare providers and professionals and third-party payors, among others, will be subject to applicable anti-kickback, fraud and abuse and other healthcare laws and regulations, which could expose us to penalties, including criminal sanctions, civil penalties, contractual damages, reputational harm, fines, disgorgement, exclusion from participation in government healthcare programs, curtailment or restricting of our operations and diminished profits and future earnings. Healthcare providers, physicians and third-party payors will play a primary role in the recommendation and prescription of any products for which we are able to obtain marketing approval. Any arrangements we have with healthcare providers, third-party payors and customers will subject us to broadly applicable fraud and abuse and other healthcare laws and regulations. The laws and regulations may constrain the business or financial arrangements and relationships through which we conduct clinical research, market, sell and distribute any products for which we obtain marketing approval. These include the following: â€¢Anti-Kickback Statute. The federal Anti-Kickback Statute prohibits, among other things, persons and entities from knowingly and willfully soliciting, offering, receiving or providing remuneration (including any kickback, bribe or rebate), directly or indirectly, in cash or in kind, to induce or reward or in return for, either the referral of an individual for or the purchase, lease or order of a good, facility, item or service for which payment may be made under a federal healthcare program such as Medicare and Medicaid. â€¢False Claims Laws. The federal false claims and civil monetary penalties laws, including the federal civil False Claims Act, impose criminal and civil penalties, including through civil whistleblower or qui tam actions against individuals or entities for, among other things, knowingly presenting or causing to be presented false or fraudulent claims for payment 75 â€¢ by a federal healthcare program or making a false statement or record material to payment of a false claim or avoiding, decreasing or concealing an obligation to pay money to the federal government, with potential liability including mandatory treble damages and significant per-claim penalties. â€¢Health Insurance Portability and Accountability Act of 1996 (HIPAA). HIPAA imposes criminal and civil liability for, among other things, executing a scheme or making materially false statements in connection with the delivery of or payment for health care benefits, items or services. Additionally, HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act and its implementing regulations, also imposes obligations on covered entities and their business associates that perform certain functions or activities that involve the use or disclosure of protected health information on their behalf, including mandatory contractual terms and technical safeguards, with respect to maintaining the privacy, security and transmission of individually identifiable health information. â€¢Transparency Requirements. The federal Physician Payments Sunshine Act requires certain manufacturers of drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid or the Childrenâ€™s Health Insurance Program, with specific exceptions, to report annually to CMS information related to payments or transfers of value made to physicians, other healthcare providers and teaching hospitals, as well as information regarding ownership and investment interests held by physicians and their immediate family members. â€¢Analogous State and Foreign Laws. Analogous state and foreign fraud and abuse laws and regulations, such as state anti-kickback and false claims laws, can apply to sales or marketing arrangements and claims involving healthcare items or services reimbursed by non-governmental third-party payors and are generally broad and are enforced by many different federal and state agencies as well as through private actions. Some state laws require pharmaceutical companies to comply with the pharmaceutical industryâ€™s voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government and require drug manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers or marketing expenditures. State and foreign laws also govern the privacy and security of health information in some circumstances, many of which differ from each other in significant ways and often are not pre-empted by HIPAA, thus complicating compliance efforts. Efforts to ensure that any business arrangements we have with third parties and our business generally, will comply with applicable healthcare laws and regulations will involve substantial costs. It is possible that governmental authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, damages, fines, individual imprisonment, additional reporting requirements and oversight if we become subject to a corporate integrity agreement or similar agreement to resolve allegations of non-compliance with these laws, exclusion of products from government funded healthcare programs, such as Medicare and Medicaid, disgorgement, contractual damages, reputational harm and the curtailment or restructuring of our operations. Defending against any such actions can be costly, time-consuming and may require significant financial and personnel resources. Therefore, even if we are successful in defending against any such actions that may be brought against us, our business may be impaired. Further, if any of the physicians or other healthcare providers or entities with whom we expect to do business is found to be not in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs. The provision of benefits or advantages to physicians to induce or encourage the prescription, recommendation, endorsement, purchase, supply, order or use of medicinal products is also prohibited in the European Union. The provision of benefits or advantages to physicians is governed by the national anti-bribery laws of EU Member States. In addition, payments made to physicians in certain EU Member States must be publicly disclosed. Moreover, agreements with physicians often must be the subject of prior notification and approval by the physicianâ€™s employer, his or her competent professional organization and/or the regulatory authorities of the individual EU Member States. These requirements are provided in the national laws, industry codes or professional codes of conduct, applicable in the EU Member States. Failure to comply with these requirements could result in reputational risk, public reprimands, administrative penalties, fines or imprisonment. Healthcare legislative reform measures may have a material adverse effect on our business and results of operations. In the United States, there have been and continue to be a number of legislative and regulatory changes, and proposed changes, that could affect the future results of our business and operations. In particular, there have been and continue to be a number of initiatives at the federal and state levels that seek to reduce healthcare costs. For example, in March 2010 the Patient Protection and Affordable Care Act (as amended by the Health Care and Education Reconciliation Act) (ACA) was enacted, which has substantially changed the way health care is financed by both governmental and private insurers, and significantly impacted the U.S. pharmaceutical industry. In addition, other legislative changes have been proposed and adopted since the ACA was enacted. In August 2011, the Budget Control Act of 2011, among other things, created measures for spending reductions by Congress. A Joint Select Committee on Deficit Reduction, tasked with recommending a targeted deficit reduction of at least \$1.2 trillion for the years 2013 through 2021, was unable 76 â€¢ to reach required goals, thereby triggering the legislationâ€™s automatic reduction to several government programs. These changes included aggregate reductions to Medicare payments to providers of up to 2% per fiscal year, which went into effect in April 2013. The American Taxpayer Relief Act of 2012, among other things, reduced Medicare payments to several providers and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. These new laws may result in additional reductions in Medicare and other healthcare funding and otherwise affect the prices we may obtain for any of our product candidates for which we may obtain regulatory approval or the frequency with which any such product candidate is prescribed or used. Under current legislation, the actual reductions in Medicare payments may vary up to 4%. The Consolidated Appropriations Act, which was signed into law by President Biden in December 2022, made several changes to sequestration of the Medicare program. Section 1001 of the Consolidated Appropriations Act delays the 4% Statutory Pay-As-You-Go Act of 2010, or PAYGO, sequester for two years, through the end of calendar year 2024. Triggered by enactment of the American Rescue Plan Act of 2021, the 4% cut to the Medicare program would have taken effect in January 2023. The Consolidated Appropriation Actâ€™s health care offset title includes Section 4163, which extends the 2% Budget Control Act of 2011 Medicare sequester for six months into fiscal year 2032 and lowers the payment reduction percentages in fiscal years 2030 and 2031. Since enactment of the ACA, there have been, and continue to be, numerous legal challenges and Congressional actions to repeal and replace provisions of the law. For example, with enactment of the Tax Cuts and Jobs Act of 2017, or the TCJA, Congress repealed the â€œindividual mandate.â€ The repeal of this provision, which requires most Americans to carry a minimal level of health insurance, became effective in 2019. On June 17, 2021, the U.S. Supreme Court dismissed the most recent judicial challenge to the PPACA brought by several states without specifically ruling on the constitutionality of the ACA. Litigation and legislation over the ACA are likely to continue, with unpredictable and uncertain results. The Trump Administration also took executive actions to undermine or delay implementation of the ACA, including directing federal agencies with authorities and responsibilities under the ACA to waive, defer, grant exemptions

from, or delay the implementation of any provision of the ACA that would impose a fiscal or regulatory burden on states, individuals, healthcare providers, health insurers, or manufacturers of pharmaceuticals or medical devices. On January 28, 2021, however, President Biden issued a new executive order which directs federal agencies to reconsider rules and other policies that limit Americans' access to health care, and consider actions that will protect and strengthen that access. Under this executive order, federal agencies are directed to re-examine: policies that undermine protections for people with pre-existing conditions, including complications related to COVID-19; demonstrations and waivers under Medicaid and the ACA that may reduce coverage or undermine the programs, including work requirements; policies that undermine the Health Insurance Marketplace or other markets for health insurance; policies that make it more difficult to enroll in Medicaid and the ACA; and policies that reduce affordability of coverage or financial assistance, including for dependents. In addition, the CMS has proposed regulations that would give states greater flexibility in setting benchmarks for insurers in the individual and small group marketplaces, which may have the effect of relaxing the essential health benefits required under the ACA for plans sold through such marketplaces. On November 30, 2018, CMS announced a proposed rule that would amend the Medicare Advantage and Medicare Part D prescription drug benefit regulations to reduce out of pocket costs for plan enrollees and allow Medicare plans to negotiate lower rates for certain drugs. Among other things, the proposed rule changes would allow Medicare Advantage plans to use pre authorization (PA) and step therapy (ST) for six protected classes of drugs, with certain exceptions, permit plans to implement PA and ST in Medicare Part B drugs; and change the definition of "negotiated prices" while adding a definition of "price concession" in the regulations. It is unclear whether these proposed changes will be accepted, and if so, what effect such changes will have on our business. In the EU, on December 13, 2021, Regulation No 2021/2282 on Health Technology Assessment, or HTA, amending Directive 2011/24/EU, was adopted. While the Regulation entered into force in January 2022, it will only begin to apply from January 2025 onwards, with preparatory and implementation-related steps to take place in the interim. Once applicable, it will have a phased implementation depending on the concerned products. The Regulation intends to boost cooperation among EU member states in assessing health technologies, including new medicinal products as well as certain high-risk medical devices, and provide the basis for cooperation at the EU level for joint clinical assessments in these areas. It will permit EU member states to use common HTA tools, methodologies, and procedures across the EU, working together in four main areas, including joint clinical assessment of the innovative health technologies with the highest potential impact for patients, joint scientific consultations whereby developers can seek advice from HTA authorities, identification of emerging health technologies to identify promising technologies early, and continuing voluntary cooperation in other areas. Individual EU member states will continue to be responsible for assessing non-clinical (e.g., economic, social, ethical) aspects of health technology, and making decisions on pricing and reimbursement. We expect that these healthcare reforms, as well as other healthcare reform measures that may be adopted in the future, may result in additional reductions in Medicare and other healthcare funding, more rigorous coverage criteria, new payment methodologies and additional downward pressure on the price that we receive for any approved product and/or the level of reimbursement physicians receive for administering any approved product we might bring to market. Reductions in reimbursement levels may negatively impact 77 Å the prices we receive or the frequency with which our products are prescribed or administered. Any reduction in reimbursement from Medicare or other government programs may result in a similar reduction in payments from private payors. Accordingly, such reforms, if enacted, could have an adverse effect on anticipated revenue from product candidates that we may successfully develop and for which we may obtain marketing approval and may affect our overall financial condition and ability to develop or commercialize product candidates. In addition, several significant administrative law cases were decided by the U.S. Supreme Court in 2024, most notably Loper Bright Enterprises v. Raimondo, which overruled Chevron U.S.A., Inc. v. Natural Resources Defense Council, Inc. Since 1984, Chevron had required that courts defer to reasonable agency interpretations of statutes and agency action. In Loper Bright, the Supreme Court held that the U.S. Administrative Procedure Act requires courts to exercise their independent judgment when deciding whether an agency has acted within its statutory authority, and that courts may not defer to an agency interpretation solely because a statute is ambiguous. These decisions may result in additional legal challenges to regulations and guidance issued by federal regulatory agencies, including the FDA and CMS, that we have relied on and intend to rely on in the future. Any such challenges, if successful, could have an impact on our business, and any such impact could be material. In addition to potential changes to regulations and agency guidance as a result of legal challenges, these decisions may result in increased regulatory uncertainty and delays in and other impacts to the agency rulemaking process, any of which could adversely impact our business and operations. The prices of prescription pharmaceuticals in the United States and foreign jurisdictions are subject to considerable legislative and executive actions and could impact the prices we obtain for our products, if and when approved. The prices of prescription pharmaceuticals have also been the subject of considerable discussion in the United States. There have been several recent U.S. congressional inquiries, as well as proposed and enacted state and federal legislation designed to, among other things, bring more transparency to pharmaceutical pricing, review the relationship between pricing and manufacturer patient programs, and reduce the costs of pharmaceuticals under Medicare and Medicaid. In addition, in October 2020, HHS and the FDA published a final rule allowing states and other entities to develop a Section 804 Importation Program, or SIP, to import certain prescription drugs from Canada into the United States. That regulation was challenged in a lawsuit by the Pharmaceutical Research and Manufacturers of America (PhRMA) but the case was dismissed by a federal district court in February 2023 after the court found that PhRMA did not have standing to sue HHS. Nine states (Colorado, Florida, Maine, New Hampshire, New Mexico, North Dakota, Texas, Vermont and Wisconsin) have passed laws allowing for the importation of drugs from Canada. Certain of these states have submitted Section 804 Importation Program proposals and are awaiting FDA approval. On January 5, 2023, the FDA approved Florida's plan for Canadian drug importation. The rule also creates a new safe harbor for price reductions reflected at the point-of-sale, as well as a new safe harbor for certain fixed fee arrangements between pharmacy benefit managers and manufacturers, the implementation of which has been delayed until January 1, 2032 by the Inflation Reduction Act, or IRA. On July 9, 2021, President Biden signed Executive Order 14063, which focuses on, among other things, the price of pharmaceuticals. To address these costs, the executive order directs HHS to create a plan within 45 days to combat "excessive pricing of prescription drugs and enhance domestic pharmaceutical supply chains, to reduce the prices paid by the federal government for such drugs, and to address the recurrent problem of price gouging." Thereafter, on September 9, 2021, HHS released its plan to reduce drug prices. The key features of that plan are to: (a) make drug prices more affordable and equitable for all consumers and throughout the health care system by supporting drug price negotiations with manufacturers; (b) improve and promote competition throughout the prescription drug industry by supporting market changes that strengthen supply chains, promote biosimilars and generic drugs, and increase transparency; and (c) foster scientific innovation to promote better healthcare and improve health by supporting public and private research and making sure that market incentives promote discovery of valuable and accessible new treatments. More recently, on August 16, 2022, the Inflation Reduction Act of 2022 (IRA) was signed into law by President Biden. The new legislation has implications for Medicare Part D, which is a program available to individuals who are entitled to Medicare Part A or enrolled in Medicare Part B to give them the option of paying a monthly premium for outpatient prescription drug coverage. Among other things, the IRA requires manufacturers of certain drugs to engage in price negotiations with Medicare (beginning in 2026), with prices that can be negotiated subject to a cap; imposes rebates under Medicare Part B and Medicare Part D to penalize price increases that outpace inflation (first due in 2023); and replaces the Part D coverage gap discount program with a new discounting program (beginning in 2025). The IRA permits the Secretary of HHS to implement many of these provisions through guidance, as opposed to regulation, for the initial years. Specifically, with respect to price negotiations, Congress authorized Medicare to negotiate lower prices for certain costly single-source drug and biologic products that do not have competing generics or biosimilars and are reimbursed under Medicare Part B and Part D. CMS may negotiate prices for ten high-cost drugs paid for by Medicare Part D starting in 2026, followed by 15 Part D drugs in 2027, 15 Part B or Part D drugs in 2028, and 20 Part B or Part D drugs in 2029 and beyond. This provision applies to drug products that have been approved for at least nine years and biologics that have been licensed for 13 years, but it does not apply to drugs and biologics that have been approved for a single rare disease or condition. Nonetheless, since CMS may establish a maximum price for these products in price negotiations, we would be fully at risk of government action if our products are the subject of Medicare price 78 Å negotiations. Moreover, given the risk that could be the case, these provisions of the IRA may also further heighten the risk that we would not be able to achieve the expected return on our drug products or full value of our patents protecting our products if prices are set after such products have been on the market for nine years. Further, the new legislation subjects drug manufacturers to civil monetary penalties and a potential excise tax for failing to comply with the legislation by offering a price that is not equal to or less than the negotiated "maximum fair price" under the law or for taking price increases that exceed inflation. The legislation also requires manufacturers to pay rebates for drugs in Medicare Part D whose price increases exceed inflation. The new law also caps Medicare out-of-pocket drug costs at an estimated \$4,000 a year in 2024 and, thereafter beginning in 2025, at \$2,000 a year. In addition, the IRA potentially raises legal risks with respect to individuals participating in a Medicare Part D prescription drug plan who may experience a gap in coverage if they required coverage above their initial annual coverage limit before they reached the higher threshold, or "catastrophic period" of the plan. Individuals requiring services exceeding the initial annual coverage limit and below the catastrophic period, must pay 100% of the cost of their prescriptions until they reach the catastrophic period. Among other things, the IRA contains many provisions aimed at reducing this financial burden on individuals by reducing the co-insurance and co-payment costs, expanding eligibility for lower income subsidy plans, and price caps on annual out-of-pocket expenses, each of which could have potential pricing and reporting implications. On June 6, 2023, Merck & Co. filed a lawsuit against the HHS and CMS asserting that, among other things, the IRA's Drug Price Negotiation Program for Medicare constitutes an uncompensated taking in violation of the Fifth Amendment of the Constitution. Subsequently, a number of other parties, including the U.S. Chamber of Commerce (Chamber), Bristol Myers Squibb Company, the PhRMA, Astellas, Novo Nordisk, Janssen Pharmaceuticals, Novartis, AstraZeneca and Boehringer Ingelheim, also filed lawsuits in various courts with similar constitutional claims against the HHS and CMS. We expect that litigation involving these and other provisions of the IRA will continue, with unpredictable and uncertain results. Accordingly, while it is currently unclear how the IRA will be effectuated, we cannot predict with certainty what impact any federal or state health reforms will have on us, but such changes could impose new or more stringent regulatory requirements on our activities or result in reduced reimbursement for our products, any of which could adversely affect our business, results of operations and financial condition. Accordingly, while it is currently unclear how the IRA will be effectuated, we cannot predict with certainty what impact any federal or state health reforms will have on us, but such changes could impose new or more stringent regulatory requirements on our activities or result in reduced reimbursement for our products, any of which could adversely affect our business, results of operations and financial condition. At the state level, individual states are increasingly aggressive in passing legislation and implementing regulations designed to control pharmaceutical and biological product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. In addition, regional health care organizations and individual hospitals are increasingly using bidding procedures to determine what pharmaceutical products and which suppliers will be included in their prescription drug and other health care programs. These measures could reduce the ultimate demand for our products, once approved, or put pressure on our product pricing. We expect that additional state and federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments will pay for healthcare products and services, which could result in reduced demand for our product candidates or additional pricing pressures. Finally, in the European Union, similar political, economic and regulatory developments may affect our ability to profitably commercialize our product candidates, if approved. In addition to continuing pressure on prices and cost containment measures, legislative developments at the European Union or member state level may result in significant additional requirements or obstacles that may increase our operating costs. The delivery of healthcare in the European Union, including the establishment and operation of health services and the pricing and reimbursement of medicines, is almost exclusively a matter for national, rather than European Union, law and policy. National governments and health service providers have different priorities and approaches to the delivery of healthcare and the pricing and reimbursement of products in that context. In general, however, the healthcare budgetary constraints in most European Union member states have resulted in restrictions on the pricing and reimbursement of medicines by relevant health service providers. Coupled with ever-increasing European Union and national regulatory burdens on those wishing to develop and market products, this could prevent or delay marketing approval of our product candidates, restrict or regulate post-approval activities and affect our ability to commercialize our product candidates, if approved. In markets outside of the United States and the European Union, reimbursement and healthcare payment systems vary significantly by country, and many countries have instituted price ceilings on specific products and therapies. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action in the United States, the European Union or any other jurisdiction. If we or any third parties we may engage are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we or such third parties are not able to maintain 79 Å regulatory compliance, our product candidates may lose any regulatory approval that may have been obtained and we may not achieve or sustain profitability. Reporting and payment obligations under the Medicaid Drug Rebate Program and other governmental drug pricing programs are complex and may involve subjective decisions. Any failure to comply with those obligations could subject us to penalties and sanctions. As a condition of reimbursement by various federal and state health insurance programs, pharmaceutical companies are required to calculate and report certain pricing information to federal and state agencies. The regulations governing the calculations, price reporting and payment obligations are complex and subject to interpretation by various government and regulatory agencies, as well as the courts. Reasonable assumptions have been made where there is lack of regulations or clear guidance and such assumptions involve subjective decisions and estimates. Pharmaceutical companies are required to report any revisions to our calculation, price reporting and payment obligations previously reported or paid. Such revisions could affect liability to federal and state payers and also adversely impact reported financial results of operations in the period of such restatement. Uncertainty exists as new laws, regulations, judicial decisions, or new interpretations of existing laws, or regulations related to our calculations, price reporting or payments obligations increases the chances of a legal challenge, restatement or investigation. If a company becomes subject to investigations, restatements, or other inquiries concerning compliance with price reporting laws and regulations, it could be required to pay or be subject to additional reimbursements, penalties, sanctions or fines, which could have a material adverse effect on the business, financial condition and results of operations. In addition, it is possible that future healthcare reform measures could be adopted, which could result in increased pressure on pricing and reimbursement of products and thus have an adverse impact on financial position or business operations. Further, state Medicaid programs may be slow to invoice pharmaceutical companies for calculated rebates resulting in a lag between the time a sale is recorded and the time the rebate is paid. This results in a company having to carry a liability on its consolidated balance sheets for the estimate of rebate claims expected for Medicaid patients. If actual claims are higher than current estimates, the company's financial position and results of operations could be adversely affected. In addition to retroactive rebates and the potential for 340B Program refunds, if a pharmaceutical firm is found to have knowingly submitted any false price information related to the Medicaid Drug Rebate Program to CMS, it may be liable for civil monetary penalties. Such failure could also be grounds for CMS to terminate the Medicaid drug rebate agreement, pursuant to which companies participate in the Medicaid program. In the event that CMS terminates a rebate agreement, federal payments may not be available under government programs, including Medicaid or Medicare Part B, for covered outpatient drugs. Additionally, if a pharmaceutical company overcharges the government in connection with the Family Self-Sufficiency Program or Tricare Retail Pharmacy Program, whether due to a misstated Federal Ceiling Price or otherwise, it is required to refund the difference to the government. Failure to make necessary disclosures and/or to identify contract overcharges can result in allegations against a company under the False Claims Act and other laws and regulations. Unexpected refunds to the government, and responding to a government investigation or enforcement action, would be expensive and time-consuming, and could have a material adverse effect on our business, financial condition, results of operations and growth prospects. We are subject to anti-corruption laws, as well as export control laws, customs laws, sanctions laws and other laws governing our operations. If we fail to comply with these laws, we could be subject to civil or criminal penalties, other remedial measures and legal expenses, which could adversely affect our business, results of operations and financial condition. Our operations are subject to anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA), the Irish Criminal Justice (Corruption Offenses) Act 2018, and other anti-corruption laws that apply in countries where we do business and may do business in the future. The FCPA and these other laws generally prohibit us, our officers, and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We may in the future operate in jurisdictions that pose a high risk of potential FCPA violations, and we may participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under the FCPA or local anti-corruption laws. In addition, we cannot predict the nature, scope or effect of future regulatory requirements to which our international operations might be subject or the manner in that

existing laws might be administered or interpreted. Compliance with the FCPA is expensive and difficult, particularly in countries in which corruption is a recognized problem. In addition, the FCPA presents particular challenges in the pharmaceutical industry, because, in many countries, hospitals are operated by the government, and doctors and other hospital employees are considered foreign officials. Certain payments to hospitals in connection with clinical trials and other work have been deemed to be improper payments to government officials and have led to FCPA enforcement actions. We are also subject to other laws and regulations governing our international operations, including regulations administered by the governments of the United States, and authorities in the European Union, including applicable export control regulations, economic sanctions on countries and persons, customs requirements and currency exchange regulations, collectively referred to as the trade control laws. Further, the provision of benefits or advantages to physicians to induce or encourage the prescription, 80 Å recommendation, endorsement, purchase, supply, order, or use of medicinal products is prohibited in the European Union. The provision of benefits or advantages to physicians is also governed by the national anti-bribery laws of European Union member states, such as the UK Bribery Act 2010. Infringement of these laws could result in substantial fines and imprisonment. Payments made to physicians in certain European Union member states must be publicly disclosed. Moreover, agreements with physicians often must be the subject of prior notification and approval by the physician’s employer, his or her competent professional organization, and/or the regulatory authorities of the individual European Union member states. These requirements are provided in the national laws, industry codes, or professional codes of conduct applicable in the European Union member states. Failure to comply with these requirements could result in reputational risk, public reprimands, administrative penalties, fines, or imprisonment. There is no assurance that we will be effective in ensuring our compliance with all applicable anti-corruption laws, including the FCPA or other legal requirements, including trade control laws. If we are not in compliance with the FCPA and other anti-corruption laws or trade control laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of the FCPA, other anti-corruption laws or trade control laws by U.S. or other authorities could also have an adverse impact on our reputation, our business, results of operations and financial condition. We are subject to various laws protecting the confidentiality of certain patient health information, and our failure to comply could result in penalties and reputational damage. Compliance with global privacy and data security requirements could result in additional costs and liabilities to us or inhibit our ability to collect and process data globally, and the failure to comply with such requirements could subject us to significant fines and penalties, which may have a material adverse effect on our business, financial condition or results of operations. The regulatory framework for the collection, use, safeguarding, sharing, transfer and other processing of information worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. Globally, virtually every jurisdiction in which we operate has established its own data security and privacy frameworks with which we must comply. For example, the collection, use, disclosure, transfer, or other processing of personal data regarding individuals in the European Union, including personal health data, is subject to the EU General Data Protection Regulation (GDPR), which took effect across all member states of the European Economic Area (EEA), in May 2018. The GDPR is wide-ranging in scope and imposes numerous requirements on companies that process personal data (including health and other sensitive data), including the following: to provide information to individuals regarding data processing activities; to implement safeguards to protect the security and confidentiality of personal data; to make a mandatory breach notification in certain circumstances; and to take certain measures when engaging third-party processors. The GDPR increases our obligations with respect to clinical trials conducted in the EEA by expanding the definition of personal data to include coded data and requiring changes to informed consent practices and more detailed notices for clinical trial subjects and investigators. In addition, the GDPR also imposes strict rules on the transfer of personal data to countries outside the European Union, including the United States and, as a result, increases the scrutiny that clinical trial sites located in the EEA should apply to transfers of personal data from such sites to countries that are considered to lack an adequate level of data protection, such as the United States. The GDPR also permits data protection authorities to require destruction of improperly gathered or used personal information and/or impose substantial fines for violations of the GDPR, which can be up to four percent of global revenues or 20 million Euros, whichever is greater. The GDPR also confers a private right of action on data subjects to lodge complaints with supervisory authorities, seek judicial remedies, and obtain compensation for damages resulting from violations of the GDPR. In addition, the GDPR provides that EU member states may make their own further laws and regulations limiting the processing of personal data, including genetic, biometric or health data adding to the complexity of processing personal data in the European Union. In July 2020, the Court of Justice of the European Union (CJEU) invalidated the EU-U.S. Privacy Shield framework, one of the mechanisms used to legitimize the transfer of personal data from the EEA to the United States. The CJEU decision also drew into question the long-term viability of an alternative means of data transfer, the standard contractual clauses, for transfers of personal data from the EEA to the United States. Additionally, in October 2022, President Biden signed an executive order to implement the EU-U.S. Data Privacy Framework, which would serve as a replacement to the EU-US Privacy Shield. The European Union initiated the process to adopt an adequacy decision for the EU-U.S. Data Privacy Framework in December 2022 and the European Commission adopted the adequacy decision on July 10, 2023. The adequacy decision will permit U.S. companies who self-certify to the EU-U.S. Data Privacy Framework to rely on it as a valid data transfer mechanism for data transfers from the EU to the U.S. However, some privacy advocacy groups have already suggested that they will be challenging the EU-U.S. Data Privacy Framework. If these challenges are successful, they may not only impact the EU-U.S. Data Privacy Framework, but also further limit the viability of the standard contractual clauses and other data transfer mechanisms. The uncertainty around this issue has the potential to impact our business at the international level. Similar actions are either in place or under way in the United States. There are a broad variety of data protection laws that are applicable to our activities, and a wide range of enforcement agencies at both the state and federal levels that can review companies for privacy and data security concerns based on general consumer protection laws. The Federal Trade Commission and state Attorneys General all are aggressive in reviewing privacy and data security protections for consumers. New laws also are being considered at both the state and federal levels. For example, the California Consumer Privacy Act, which went into effect on January 1, 2020, is creating similar risks and obligations as those created by GDPR, though the Act does exempt certain information collected as part of a clinical trial subject to the Federal Policy for the Protection of Human Subjects (the Common Rule). Many other states are considering similar legislation. A broad range of legislative measures also have been introduced at the federal level. Accordingly, failure to comply with federal and state laws (both those currently in effect and future legislation) regarding privacy and security of personal information could expose us to fines and penalties under such laws. There also is the threat of consumer class actions related to these laws and the overall protection of personal data. Even if we are not determined to have violated these laws, government investigations into these issues typically require the expenditure of significant resources and generate negative publicity, which could harm our reputation and our business. Given the breadth and depth of changes in data protection obligations, complying with the GDPR’s requirements is rigorous and time intensive and requires significant resources and a review of our technologies, systems and practices, as well as those of any third-party collaborators, service providers, contractors or consultants that process or transfer personal data collected in the European Union. The GDPR and other changes in laws or regulations associated with the enhanced protection of certain types of sensitive data, such as healthcare data or other personal information from our clinical trials, could require us to change our business practices and put in place additional compliance mechanisms, may interrupt or delay our development, regulatory and commercialization activities, and could lead to government enforcement actions, private litigation and significant fines and penalties against us, all of which could increase our cost of doing business and have a material adverse effect on our business, financial condition or results of operations. Similarly, failure to comply with federal and state laws regarding privacy and security of personal information could expose us to fines and penalties under such laws. Even if we are not determined to have violated these laws, government investigations into these issues typically require the expenditure of significant resources and generate negative publicity, which could harm our reputation and our business. Further, we cannot assure you that our third-party service providers with access to our or our customers’ trial patients’ and employees’ personally identifiable and other sensitive or confidential information in relation to which we are responsible will not breach contractual obligations imposed by us, or that they will not experience data security breaches or attempts thereof, which could have a corresponding effect on our business, including putting us in breach of our obligations under privacy laws and regulations and/or which could in turn adversely affect our business, results of operations and financial condition. We cannot assure you that our contractual measures and our own privacy and security-related safeguards will protect us from the risks associated with the third-party processing, storage and transmission of such information. Our employees, independent contractors, principal investigators, CROs, consultants or vendors may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements. We are exposed to the risk that our employees, independent contractors, principal investigators, CROs, consultants or vendors may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to us that violates FDA regulations, including those laws requiring the reporting of true, complete and accurate information to the FDA; manufacturing standards; federal and state healthcare fraud and abuse laws and regulations; or laws that require the true, complete and accurate reporting of financial information or data. Specifically, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Activities subject to these laws also involve the improper use or misrepresentation of information obtained in the course of clinical trials or creating fraudulent data in our preclinical studies or clinical trials, which could result in regulatory sanctions and serious harm to our reputation. It is not always possible to identify and deter misconduct by our employees and other third parties, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. Additionally, we are subject to the risk that a person could allege such fraud or other misconduct, even if none occurred. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, disgorgement, possible exclusion from participation in Medicare, Medicaid and other federal healthcare programs, individual imprisonment, additional reporting obligations and oversight if subject to a corporate integrity agreement or other agreement to resolve allegations of non-compliance with these laws, curtailment of our operations, contractual damages, reputational harm, and diminished potential profits and future earnings, any of which could adversely affect our business, financial condition, results of operations or growth prospects. Risks Related to Employee Matters and Managing Growth Our future success depends on our ability to retain our Chief Executive Officer and other key executives and to attract, retain and motivate qualified personnel. Our industry has experienced a high rate of turnover of management personnel in recent years. We are highly dependent on the development, regulatory, commercialization and business development expertise of Corey N. Fishman, our Chief Executive Officer, 82 Å as well as the other principal members of our management team. Although we have formal employment agreements with our executive officers, these agreements do not prevent them from terminating their employment with us at any time. We do not maintain key insurance with respect to any of our executive officers or key employees. If we lose one or more of our executive officers or key employees, our ability to implement our business strategy successfully could be seriously harmed. Furthermore, replacing executive officers and key employees may be difficult and may take an extended period of time because of the limited number of individuals in our industry with the breadth of skills and experience required to develop, gain regulatory approval of and commercialize product candidates successfully. Competition to hire from this limited pool is intense, and we may be unable to hire, train, retain or motivate these additional key personnel on acceptable terms given the competition among numerous pharmaceutical and biotechnology companies for similar personnel. We also experience competition for the hiring of scientific and clinical personnel from universities and research institutions. In addition, we have in the past, and may continue to do so in the future, relied on consultants and advisors, including scientific and clinical advisors, to assist us in formulating our research and development and commercialization strategy. Our consultants and advisors may be engaged by entities other than us and may have commitments under consulting or advisory contracts with other entities that may limit their availability to us. If we are unable to continue to attract and retain high quality personnel, our ability to develop and commercialize product candidates will be limited. We may encounter difficulties in managing growth, which could disrupt our operations. We could experience growth in the number of our employees and the scope of our operations or in the event we are successful in obtaining regulatory approval particularly in the areas of manufacturing, regulatory affairs, sales, marketing and health resources. Our management may need to divert a disproportionate amount of its attention away from our day-to-day activities to devote time to managing these growth activities. To manage these growth activities, we must continue to implement and improve our managerial, operational and financial systems, expand our facilities and continue to recruit and train additional qualified personnel. Due to the limited experience of our management team in managing a company with such anticipated growth, we may not be able to effectively manage the expansion of our operations or recruit and train additional qualified personnel. Our inability to effectively manage any expansion of our operations may result in weaknesses in our infrastructure, give rise to operational mistakes, loss of business opportunities, loss of employees and reduced productivity among remaining employees. Any growth experienced could require significant capital expenditures and may divert financial resources from other projects, such as the development of additional product candidates. If our management is unable to effectively manage such growth, our expenses may increase more than expected, our potential ability to generate revenue could be reduced and we may not be able to implement our business strategy. In addition, we have and may continue to need to adjust the size of our workforce as a result of changes to our expectations for our business, which can result in diversion of management attention, disruptions to our business, and related expenses. If approvals are obtained outside of the United States, we will be subject to additional risks in conducting business in those markets. Even if we are able to obtain approval for commercialization of a product candidate in a country outside of the United States, we will be subject to additional risks related to international business operations, including: Å potentially reduced protection for intellectual property rights; Å the potential for so-called parallel importing, which is what happens when a local seller, faced with high or higher local prices, opts to import goods from a market outside of the United States (with low or lower prices) rather than buying them locally; Å unexpected changes in tariffs, trade barriers and regulatory requirements; Å economic weakness, including inflation, or political instability in particular economies and markets; Å workforce uncertainty in countries where labor unrest is more common than in the United States; Å production shortages resulting from any events affecting a product candidate and/or finished drug product supply or manufacturing capabilities abroad; Å business interruptions resulting from geo-political actions, including war and terrorism, or natural disasters, including earthquakes, hurricanes, typhoons, floods and fires, public health crises, or pandemics; and Å failure to comply with Office of Foreign Asset Control rules and regulations and the FCPA. These and other risks may materially adversely affect our ability to attain or sustain revenue from markets outside of the United States. 83 Å We may engage in acquisitions that could disrupt our business, cause dilution to our shareholders or reduce our financial resources. In the future, we may enter into transactions to acquire other businesses, products or technologies. Any such proposed acquisitions may be subject to the consent of certain holders of the Securities in accordance with the terms and conditions of the EN Indenture and RLN Indenture. If we do identify suitable candidates for acquisition, we may not be able to make such acquisitions on favorable terms, or at all, and we may not be able to obtain approval or consent to such acquisitions from holders of the Securities. Any acquisitions we make may not strengthen our competitive position, and these transactions may be viewed negatively by customers or investors. We may decide to incur debt in connection with an acquisition or issue our ordinary shares or other equity securities to the shareholders of the acquired company, which would reduce the percentage ownership of our then current shareholders. We could incur losses resulting from undiscovered liabilities of the acquired business that are not covered by the indemnification we may obtain from the seller. In addition, we may not be able to successfully integrate the acquired personnel, technologies and operations into our existing business in an effective, timely and non-disruptive manner. Acquisitions may also divert management attention from day-to-day responsibilities, increase our expenses and reduce our cash available for operations and other uses. We cannot predict the number, timing or size of future acquisitions or the effect that any such transactions might have on our operating results. Risks Related to Taxation As used in this section, Risks Related to Taxation, the term “U.S. Holder” means a beneficial owner of our ordinary shares that is, for U.S. federal income tax purposes, (1) an individual who is a citizen or resident of the United States, (2) a corporation (or entity treated as a corporation) created or organized in or under the laws of the United States, any state thereof, or the District of Columbia or otherwise treated as a domestic corporation for such purposes, (3) an estate the income of which is subject to U.S. federal income tax regardless of its source or (4) a trust (x) with respect to which a court within the United States is able to exercise primary supervision over its administration and one or more United States persons have the authority to control all of its substantial decisions or (y) that has elected under applicable U.S. Treasury regulations to be treated as a domestic trust. If a partnership or other pass-through

entity holds our ordinary shares, the U.S. federal income tax treatment of a partner in that partnership or entity generally will depend upon the status of that partner and the activities of that partnership or entity. We have been a passive foreign investment company for U.S. federal income tax purposes in the past and we could be a passive foreign investment company in the future, which could subject U.S. Holders to adverse U.S. federal income tax consequences. We were a passive foreign investment company (PFIC) for U.S. federal income tax purposes for our taxable year ended December 31, 2017. Based on our gross income and average value of our gross assets, we do not believe we (or our wholly owned non-U.S. subsidiaries) were a PFIC for the taxable year ended December 31, 2018 or for any subsequent completed taxable year. We do not expect to be a PFIC for the taxable year ending December 31, 2024; however, our status, and the status of our non-U.S. subsidiaries, in any taxable year will depend on our assets and activities as determined at various times throughout that taxable year. As our PFIC status is a factual determination made annually after the end of each taxable year, there can be no assurances as to that status for the current taxable year or any future taxable year. We will be a PFIC in any taxable year if at least (i) 75% of our gross income is passive income or (ii) 50% of the average gross value of our assets, determined on a quarterly basis, is attributable to assets that produce, or are held for the production of, passive income. We refer to the passive income test as the PFIC Income Test and the asset test as the PFIC Asset Test. If we are a PFIC in any taxable year in which a U.S. Holder holds the shares of our stock, subject to the next sentence, we always will be a PFIC with respect to those shares, regardless of the results of the PFIC Income Test or the PFIC Asset Test as applied to us in subsequent taxable years. However, under applicable Treasury regulations, if the preceding sentence applies to a U.S. Holder we will cease to be treated as a PFIC with respect to that U.S. Holder if, in the manner and at the time required by those regulations, the U.S. Holder elects to recognize (and pay tax on, in the manner described in the next paragraph) any unrealized gain in the shares of our stock owned by that U.S. Holder. If we are a PFIC and a U.S. Holder does not make a mark-to-market election (discussed below) with respect to our ordinary shares, under the so-called excess distribution regime that U.S. Holder may be subject to adverse tax consequences, including deferred tax and interest charges, with respect to certain distributions on our ordinary shares, any gain realized on a disposition of our ordinary shares and certain other events. The effect of these tax consequences could be materially adverse to the shareholder. If, in any taxable year during which a U.S. Holder holds our ordinary shares and any of our non-U.S. subsidiaries is a PFIC (i.e., a lower-tier PFIC), such U.S. Holder would be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC and would be taxed under the excess distribution regime on distributions by the lower-tier PFIC and on gain from the disposition of shares of the lower-tier PFIC even though such U.S. Holder would not receive the proceeds of those distributions or dispositions. If a U.S. Holder makes a valid and timely mark-to-market election with respect to our ordinary shares, that U.S. Holder will recognize as ordinary income or loss in each taxable year that we meet the PFIC Income Test or PFIC Asset Test an amount equal to the difference between that U.S. Holder's adjusted basis in our ordinary shares and the fair market value of the ordinary shares, thus also possibly giving rise to phantom income and a potential out-of-pocket tax liability. Ordinary loss generally is recognized only to the extent of net mark-to-market gains previously included in income. The mark-to-market election generally will not be available with respect to any of our subsidiaries that is a PFIC and gain recognized on the sale of our ordinary shares that is attributable to a subsidiary that is a PFIC may result in such gain being subject to deferred tax and interest charges. In certain circumstances a U.S. Holder may make a qualified electing fund, or QEF election, under the U.S. federal income tax laws with respect to that holder's interest in a PFIC. Such an election may mitigate some of the adverse U.S. federal income tax consequences that could otherwise apply to a U.S. Holder under the excess distribution regime. However, we do not expect to provide U.S. Holders with the information necessary to make a valid QEF election, and U.S. Holders should therefore assume that a QEF election will not be available. If the IRS determines that we are not a PFIC, and a U.S. Holder previously paid taxes pursuant to a mark-to-market election, that holder may have paid more taxes than the holder legally owed. If the U.S. Internal Revenue Service (IRS) makes a determination that we were not a PFIC in a prior taxable year and a U.S. Holder previously paid taxes pursuant to a mark-to-market election, that U.S. Holder may have paid more taxes than were legally owed due to such election. If such U.S. Holder does not, or is not able to, file a refund claim before the expiration of the applicable statute of limitations, that U.S. Holder will not be able to claim a refund for those taxes. Changes to U.S. federal income tax laws could have material consequences for us and U.S. Holders of our ordinary shares. Future U.S. legislation, U.S. Treasury regulations, judicial decisions and IRS rulings could affect the U.S. federal income tax treatment of us and U.S. Holders of our ordinary shares, possibly with retroactive effect. A future transfer of a shareholder's ordinary shares, other than one effected by means of the transfer of book entry interests in DTC, may be subject to Irish stamp duty. Transfers of our ordinary shares effected by means of the transfer of book entry interests in the Depository Trust Company (DTC) should not be subject to Irish stamp duty. Where the ordinary shares are traded through DTC through brokers who hold such ordinary shares on behalf of customers an exemption should be available because our ordinary shares are traded on a recognized stock exchange in the U.S. However, if a shareholder holds their ordinary shares directly rather than beneficially through DTC through a broker, any transfer of their ordinary shares could be subject to Irish stamp duty (currently at the rate of 1% of the higher of the price paid or the market value of the shares acquired). Payment of Irish stamp duty is generally a legal obligation of the transferee. The potential for stamp duty to arise could adversely affect the price of our ordinary shares. Dividends paid by us may be subject to Irish dividend withholding tax. We have never declared or paid cash dividends on our ordinary shares and we do not expect to pay dividends for the foreseeable future. To the extent that we do make dividend payments (or other returns to shareholders that are treated as distributions for Irish tax purposes), it should be noted that, in certain limited circumstances, dividend withholding tax (currently at a rate of 25%) may arise in respect of dividends paid on our ordinary shares. A number of exemptions from dividend withholding tax exist, such that shareholders resident in EU member states (other than Ireland) or other countries with which Ireland has signed a double tax treaty, which includes the United States, should generally be entitled to exemptions from dividend withholding tax provided that the appropriate documentation is in place. The ability of a U.S. Holder to credit any Irish dividend withholding tax against that U.S. Holder's tentative U.S. federal tax liability may be subject to limitations. Dividends received by Irish residents and certain other shareholders may be subject to Irish income tax. We have never declared or paid cash dividends on our ordinary shares and we do not expect to pay dividends for the foreseeable future. To the extent that we do make dividend payments (or other returns to shareholders that are treated as distributions for Irish tax purposes), it should be noted that shareholders who are entitled to an exemption from Irish dividend withholding tax on dividends received from us will not be subject to Irish income tax in respect of those dividends, unless they have some connection with Ireland other than their shareholding in Iterum Therapeutics plc (for example, they are resident in Ireland) or they hold their ordinary shares through a branch or agency in Ireland which carries out a trade of their behalf. Shareholders who are not resident nor ordinarily resident in Ireland, but who are not entitled to an exemption from Irish dividend withholding tax, will generally have no further liability to Irish income tax on those dividends which suffer dividend withholding tax. 85 A Our ordinary shares received by means of a gift or inheritance could be subject to Irish capital acquisitions tax. Irish capital acquisitions tax (CAT) could apply to a gift or inheritance of our ordinary shares irrespective of the place of residence, ordinary residence or domicile of the parties. This is because our ordinary shares will be regarded as property situated in Ireland. The person who receives the gift or inheritance has primary liability for CAT. Risks Related to Our Ordinary Shares An active trading market for our ordinary shares may not be sustained. Our ordinary shares began trading on the Nasdaq Global Market on May 25, 2018 and on December 23, 2020, we transferred the listing of our ordinary shares to The Nasdaq Capital Market. Given the relatively limited trading history of our ordinary shares and the intermittent volume of trading of our ordinary shares during that time, there is a risk that an active trading market for our shares may not be sustained, which could put downward pressure on the market price of our ordinary shares and thereby affect the ability of shareholders to sell their shares. An inactive trading market for our ordinary shares may also impair our ability to raise capital to continue to fund our operations by issuing shares and may impair our ability to acquire other companies or technologies by using our shares as consideration. The price of our ordinary shares has been volatile and could be subject to volatility related or unrelated to our operations and our shareholders' investment in us could suffer a decline in value. Our share price has been and may continue to be volatile. The daily closing market price for our ordinary shares has varied between a high price of \$2.30 on November 24, 2023, and a low price of \$0.7699 on November 13, 2023, in the twelve-month period ending on November 12, 2024. During this time, the price per ordinary share has ranged from an intra-day low of \$0.705 per share to an intra-day high of \$2.50 per share. The stock market in general and the market for biopharmaceutical companies in particular have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. As a result of this volatility, investors may not be able to sell their ordinary shares at or above the price paid for the shares. We may continue to incur rapid and substantial increases or decreases in our stock price in the foreseeable future that may not coincide in timing with the disclosure of news or developments by or affecting us. Accordingly, the market price of our ordinary shares may fluctuate dramatically, and may decline rapidly, regardless of any developments in our business. The trading price of our ordinary shares could be subject to wide fluctuations in response to various factors, some of which are beyond our control. The market price for our ordinary shares may be influenced by those factors discussed elsewhere in this Risk Factors section of this document and others, such as: results from, and any delays in, clinical trials; announcements of regulatory approval, failure to obtain regulatory approvals or receipt of a complete response letter from the FDA with respect to any of our product candidates; announcements with respect to the outcome, impact, effects or results of our evaluation of corporate, strategic, financial and financing alternatives, including the terms, timing, structure, value, benefits and costs of any corporate, strategic, financial or financing alternative and our ability to complete one at all; our need to raise additional funds; announcements relating to changes to our capital structure including a reorganization, recapitalization, share split or reverse share split, exchange of shares, or any similar equity restructuring transaction; the sentiment of retail investors including the perception of our clinical trial results by such retail investors, which investors may be subject to the influence of information provided by social media, third party investor websites and independent authors distributing information on the internet; delays in the commercialization of ORLYNVAH, sulopenem or any future product candidates; manufacturing and supply issues related to our development programs and commercialization of ORLYNVAH, sulopenem or any of our future product candidates; quarterly variations in our results of operations or those of our competitors; changes in our earnings estimates or recommendations, or withdrawal of coverage, by securities analysts; announcements by us or our competitors of new product candidates, significant contracts, commercial relationships, acquisitions or capital commitments; announcements relating to future development or license agreements including termination of such agreements; adverse developments with respect to our intellectual property rights or those of our principal collaborators; commencement of litigation involving us or our competitors; changes in our board of directors, management, or key scientific personnel; new legislation in the United States relating to the prescription, sale, distribution or pricing of drugs; product liability claims, other litigation or public concern about the safety of ORLYNVAH, sulopenem or future products; failure to comply with the Nasdaq Capital Market continued listing requirements; market conditions in the healthcare market in general, or in the antibiotics segment in particular, including performance of our competitors; publication of research reports about us or our industry, or antibiotics in particular; changes in the market valuations of similar companies; sales of large blocks of our ordinary shares by our existing shareholders; and general economic conditions in the United States and abroad, including resulting from geo-political actions, including war and terrorism, natural disasters, including earthquakes, hurricanes, typhoons, floods and fires, public health crises, or pandemics. In addition, the stock market in general, or the market for equity securities in our industry, may experience extreme volatility unrelated to our operating performance. In recent years, the market for pharmaceutical and biotechnology companies in particular has experienced significant price and volume fluctuations that have often been unrelated or disproportionate to changes in the operating performance of the companies whose shares are experiencing those price and volume fluctuations. These broad market fluctuations may adversely affect the trading price or liquidity of our ordinary shares regardless of our actual operating performance. Any sudden decline in the market price of our ordinary shares could trigger securities class-action lawsuits against us. If any of our shareholders were to bring such a lawsuit against us, we could incur substantial costs defending the lawsuit and the time and attention of our management would be diverted from our business and operations. We also could be subject to damages claims if we are found to be at fault in connection with a decline in our share price. The volatility of our shares and shareholder base may hinder or prevent us from engaging in beneficial corporate initiatives. Our shareholder base is comprised of a large number of retail (or non-institutional) investors, which creates more volatility since shares change hands frequently. In accordance with our governing documents and applicable laws, there are a number of initiatives that require the approval of shareholders at an annual or extraordinary general meeting of shareholders. To hold a valid meeting, a quorum comprised of one or more Members (as defined in our Amended and Restated Constitution) whose name is entered in our register of members as a registered holder of our ordinary shares, present in person or by proxy (whether or not such Member actually exercises his voting rights in whole, in part or at all), holding not less than a majority of our issued and outstanding ordinary shares entitled to vote at a meeting of shareholders, is required. A record date is established to determine which shareholders are eligible to vote at the meeting, which record date must not be more than 60 days prior to the date of the meeting. Since our shares change hands frequently, there can be a significant turnover of shareholders between the record date and the meeting date which makes it harder to get shareholders to vote. While we make every effort to engage retail investors, such efforts can be expensive and the frequent turnover creates logistical issues for obtaining shareholder approval. Further, retail investors tend to be less likely to vote in comparison to institutional investors. Failure to secure sufficient votes may impede our ability to move forward with initiatives that are intended to grow the business and create shareholder value or prevent us from engaging in such initiatives at all. If we find it necessary to delay or adjourn meetings or to seek approval again, it will be time consuming and we will incur additional costs. If we fail to comply or regain compliance with the listing requirements of the Nasdaq Capital Market, we may be delisted and the price of our ordinary shares, our ability to access the capital markets and our financial condition could be negatively impacted and the delisting of our ordinary shares would result in an event of default and/or fundamental change under our debt instruments. Our ordinary shares are currently listed for quotation on the Nasdaq Capital Market. To maintain the listing of our ordinary shares on the Nasdaq Capital Market, we are required to meet certain listing requirements, including, among others: a minimum closing bid price of \$1.00 per share, and a market value of publicly held shares (excluding shares held by our officers, directors and 10% or more shareholders) of at least \$1.0 million. In addition to the above requirements, we must meet at least one of the following requirements: 87 A shareholders' equity of at least \$2.5 million; or a market value of listed securities of at least \$35 million; or net income from continuing operations of \$500,000. On April 3, 2024, we received a letter from the Listing Qualifications Department of The Nasdaq Stock Market, LLC, (Nasdaq) indicating that we were not in compliance with Nasdaq Listing Rule 5550(b) because (i) the stockholders' equity (deficit) of the Company of (\$6,403,000) as of December 31, 2023, as reported in our Annual Report on Form 10-K for the year ended December 31, 2023, was below the minimum stockholders' equity requirement of \$2,500,000 and (ii) we did not, as of April 3, 2024, meet the alternative standards of market value of listed securities or net income from continuing operations for compliance with Nasdaq Listing Rule 5550(b)(1). The letter indicated that we had a period of 45 calendar days from the date of the letter to submit a plan to regain compliance. We submitted our plan to regain compliance to Nasdaq on May 20, 2024. On May 29, 2024, we received a letter from Nasdaq notifying us that Nasdaq had reviewed our plan for regaining compliance with Nasdaq Listing Rule 5550(b)(1) and granted us a 180-calendar day extension from April 3, 2024 (or until September 30, 2024) to evidence compliance with Nasdaq Listing Rule 5550(b)(1). On October 1, 2024, we received a delisting determination letter from Nasdaq advising us that Nasdaq had determined that we did not meet the terms of the extension. We submitted a hearing request to the Nasdaq Hearings Panel (the Panel), and on October 9, 2024, we received formal notice from Nasdaq that the Panel will consider our appeal at an oral hearing on November 21, 2024. At the Panel hearing, we intend to present a plan to regain compliance with the minimum stockholders' equity requirement. Pursuant to the Nasdaq Listing Rules, the hearing request has stayed the suspension of trading and delisting of our ordinary shares pending the conclusion of the hearing process. Consequently, our ordinary shares will continue to trade on the Nasdaq Capital Market under the symbol "ITRM", at least until the Panel renders a decision following the hearing. Pursuant to the Nasdaq Listing Rules, the Panel has discretion to grant us an additional extension period not to exceed March 31, 2025. We intend to take all reasonable measures available to regain compliance under the Nasdaq Listing Rules and remain listed on Nasdaq. However, there can be no assurance that the Panel will grant us an additional extension period or that we will ultimately regain compliance with all applicable requirements for continued listing on The Nasdaq Capital Market. Although we have been able to regain compliance with Nasdaq listing requirements within the manner and time periods prescribed by Nasdaq in the past, there can be no assurance that we will be able to regain compliance with respect to the current deficiency or be able to maintain compliance with the Nasdaq Capital Market continued listing requirements in the future or regain compliance with respect to any future deficiencies. This could impair the liquidity and market price of our ordinary shares. In addition, the delisting of our ordinary shares from a national exchange could have a material adverse effect on our access to capital markets, and any limitation on market liquidity or reduction in the price of our ordinary shares as a result of that delisting could adversely affect our ability to raise capital on terms acceptable to us, or at all. The delisting of our ordinary shares from The Nasdaq Stock

Market could also negatively impact our financial condition as it would constitute a fundamental change under the EN Indenture, which could trigger an obligation for us to repurchase the Exchangeable Notes at a repurchase price of 300% of the principal amount of the outstanding Exchangeable Notes. Through the RLNs, we transferred to the holders thereof rights to receive certain payments in connection with commercial sales of sulopenem, which may reduce our ability to realize potential future revenue from such sales. As part of a private placement which closed in January 2020 (the Private Placement) and subsequent rights offering (the 2020 Rights Offering), Iterum Bermuda issued RLNs which entitle the holders thereof to certain payments in connection with commercial sales of sulopenem. Holders of RLNs are entitled to payments based solely on a percentage of our net revenues from U.S. sales of specified sulopenem products (Specified Net Revenues). Payments will be due within 75 days of the end of each six-month payment measuring period (each, a Payment Measuring Period), beginning with the Payment Measuring Period ending June 30, 2020 until (i) the “Maximum Return” (as defined below) has been paid in respect of the RLNs, or (ii) December 31, 2045 (the End Date), or (iii) December 31, 2025, in the event that we have not yet received FDA approval with respect to one or more specified sulopenem products by such date. The aggregate amount of payments in respect of all RLNs during each Payment Measuring Period will be equal to the product of total Specified Net Revenues earned during such period and the applicable payment rate which, following approval by the FDA of ORLYNVAHA, for the treatment of uTIs caused by certain designated microorganisms in adult women who have limited or no alternative oral antibacterial treatment options, will equal up to 15%. Prior to the End Date, Iterum Bermuda will be obligated to make payments on the RLNs from Specified Net Revenues until each RLN has received payments equal to \$160.00 (or 4,000 times the principal amount of such RLN) (the Maximum Return). The principal amount of the RLNs, equal to \$0.04 per RLN, is the last portion of the Maximum Return amount to which payments from Specified Net Revenue are applied. If any portion of the principal amount of the outstanding RLNs has not been paid as of the End Date, Iterum Bermuda must pay the unpaid portion of the principal amount. If Iterum Bermuda fails to pay any amounts on the RLNs that are due and payable, such defaulted amounts will accrue default interest at a rate per annum equal to the prime rate plus three percent (3.00%). Default interest will also accrue on the Principal Amount Multiple (as defined in the RLN Indenture) as a result of certain other defaults under the RLN Indenture at a rate per annum equal to four percent (4.00%). Iterum Bermuda may at any time redeem for cash all, but not less than all, of the RLNs, at its option. The redemption price per RLN will be equal to the Maximum Return for each RLN, less payments made through and including the redemption date, plus certain accrued but unpaid default interest (if any). Upon a change of control of our company, we will require the ultimate beneficial owner or owners controlling the acquiring person or persons to guarantee the obligations of Iterum Bermuda under the RLN Indenture. In the event that a change of control occurs before we receive FDA approval with respect to one or more specified sulopenem products, the redemption price per RLN will be reduced to 50% of the Maximum Return for each RLN, less payments made through and including the redemption date, plus certain accrued but unpaid default interest (if any). The payment obligations under the RLNs may reduce the revenue we are able to derive from commercial sales of sulopenem and a redemption of the RLNs would require us to use our cash resources, which could adversely affect the value of our company and the prices that investors are willing to pay for our ordinary shares and could adversely affect our business, financial condition and results of operations. If securities or industry analysts do not publish research or reports about our company, or if they issue adverse or misleading opinions regarding us or our ordinary shares, our share price and trading volume could decline. The trading market for our ordinary shares relies, in part, on the research and reports that industry or financial analysts publish about our company. If no, or only a few, analysts publish research or reports about our company, the market price for our ordinary shares may be adversely affected. Our share price also may decline if any analyst who covers us issues an adverse or misleading opinion regarding us, our business model, our intellectual property or our share performance, or if our pivotal safety and efficacy studies and operating results fail to meet analysts’ expectations. If one or more analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline and possibly adversely affect our ability to engage in future financings. The issuance of additional ordinary shares may dilute our existing shareholders’ level of ownership in our Company or require us to relinquish rights. Any issuance of securities we may undertake, whether in the future to raise additional capital or upon exchange or exercise of outstanding convertible securities, could cause the price of our ordinary shares to decline, or require us to issue shares at a price that is lower than that paid by holders of our ordinary shares in the past, which would result in those newly issued shares being dilutive. In addition, the Exchangeable Notes are exchangeable for ordinary shares, cash or a combination of ordinary shares and cash, at our election, upon the terms and conditions specified therein. If we elect for physical settlement, the issuance of ordinary shares for the Exchangeable Notes may dilute the ownership percentage or voting power of our shareholders. As of September 30, 2024, \$11.1 million aggregate principal amount of Exchangeable Notes remained outstanding. The outstanding warrants that we issued the purchasers and/or the designees of the placement agent and underwriter, as applicable, in connection with the June 3, 2020 Offering, the June 30, 2020 Offering, the October 2020 Offering, the February 2021 Underwritten Offering, the February 2021 Registered Direct Offering and the 2024 Rights Offering, are exercisable at any time until a specified expiration date, and any exercise of outstanding warrants will increase the number of shares outstanding, which may dilute the ownership percentage or voting power of our shareholders. Similarly, the outstanding warrants that we issued SVB and Life Sciences Fund II LLC in connection with the secured credit facility we had in place with SVB are exercisable at any time until April 27, 2028, and any exercise of such warrants will increase the number of shares outstanding, which may dilute the ownership percentage or voting power of our shareholders. Additionally, the exercise of outstanding options and vesting of restricted share units under our equity incentive plans or equity inducement incentive plan or exercise of other outstanding warrants for ordinary shares may also dilute the ownership percentage or voting power of our shareholders. Further, if we obtain funds through the sale of equity or a debt financing or through the issuance of convertible debt or preference securities, these securities would likely have rights senior to the rights of our ordinary shareholder, which could impair the value of our ordinary shares. Any debt financing we enter into may include covenants that limit our flexibility in conducting our 89 A. business. We also could be required to seek funds through arrangements with collaborators or others, which might require us to relinquish valuable rights to our intellectual property or product candidates that we would have otherwise retained. Sales of a substantial number of our ordinary shares in the public market, or the perception that these sales could occur, could cause our share price to fall. A substantial portion of our outstanding ordinary shares can be traded without restriction at any time. If our current shareholders sell, or indicate an intention to sell, substantial amounts of our ordinary shares in the public market, the trading price of our ordinary shares could decline. A portion of our outstanding ordinary shares is currently restricted as a result of federal securities laws but can be sold at any time subject to applicable volume limitations. In addition, the Exchangeable Notes are exchangeable for our ordinary shares upon the terms and conditions specified therein and a substantial portion have been exchanged for our ordinary shares. Pursuant to the investor rights agreement we entered into in connection with the Private Placement, we have filed a registration statement covering the resale of the ordinary shares issuable in connection with the exchange of the Exchangeable Notes issued as part of the Private Placement, among other securities, and the resale of the ordinary shares issuable in connection with the exchange of the Exchangeable Notes issued in connection with the 2020 Rights Offering are also covered by a registration statement. In addition, on October 7, 2022, we entered into the Sales Agreement with HC Wainwright as agent, pursuant to which we may offer and sell ordinary shares, nominal value \$0.01 per share for aggregate gross sales proceeds of up to \$16.0 million, from time to time through HC Wainwright by any method permitted that is deemed to be an “at the market offering” as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended. We cannot predict if and when shares sold pursuant to the Sales Agreement, if any, will be resold in the public markets. Any of our outstanding shares that are not restricted as a result of securities laws may be resold in the public market without restriction unless purchased by our affiliates. Furthermore, ordinary shares that are issuable upon exercise of outstanding options or reserved for future issuance under our equity incentive plans and equity inducement plan or are issuable upon exercise of our outstanding warrants will become eligible for sale in the public market to the extent permitted by the provisions of various vesting schedules or performance criteria, and applicable securities laws. If any of these additional ordinary shares are sold, or if it is perceived that they will be sold, in the public market, the trading price of our ordinary shares could decline. Irish law differs from the laws in effect in the United States and may afford less protection to holders of our securities. Shareholders may have difficulties enforcing, in actions brought in courts in jurisdictions located outside the United States, judgments obtained in the U.S. courts under the U.S. securities laws. In particular, if a shareholder sought to bring proceedings in Ireland based on U.S. securities laws, the Irish court might consider: (a) that it did not have jurisdiction; (b) that it was not the appropriate forum for such proceedings; (c) that, applying Irish conflict of law rules, U.S. law (including U.S. securities laws) did not apply to the relationship between the shareholder and us or our directors and officers; or (d) that the U.S. securities laws were of a penal nature and violated Irish public policy and should not be enforced by the Irish court. It may not be possible to enforce court judgments obtained in the United States against us in Ireland based on the civil liability provisions of the U.S. federal or state securities laws. In addition, there is some uncertainty as to whether the courts of Ireland would recognize or enforce judgments of U.S. courts obtained against us or our directors or officers based on the civil liabilities provisions of the U.S. federal or state securities laws. We have been advised that the United States currently does not have a treaty with Ireland providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any U.S. federal or state court based on civil liability, whether or not based solely on U.S. federal or state securities laws, would not automatically be enforceable in Ireland. A judgment obtained against us will be enforced by the courts of Ireland only if the following general requirements are met: (a) U.S. courts must have had jurisdiction in relation to the particular defendant according to Irish conflict of law rules (the submission to jurisdiction by the defendant would satisfy this rule); and (b) the judgment must be final and conclusive and the decree must be final and unalterable in the court which pronounces it. A judgment can be final and conclusive even if it is subject to appeal or even if an appeal is pending. But where the effect of lodging an appeal under the applicable law is to stay execution of the judgment, it is possible that in the meantime the judgment may not be actionable in Ireland. It remains to be determined whether final judgment given in default of appearance is final and conclusive. 90 A. Irish courts may also refuse to enforce a judgment of the U.S. courts which meets the above requirements for one of the following reasons: (a) the judgment is not for a definite sum of money; (b) the judgment was obtained by fraud; (c) the enforcement of the judgment in Ireland would be contrary to natural or constitutional justice; (d) the judgment is contrary to Irish public policy or involves certain U.S. laws which will not be enforced in Ireland; or (e) jurisdiction cannot be obtained by the Irish courts over the judgment debtors in the enforcement proceedings by personal service in Ireland or outside Ireland under Order 11 of the Irish Superior Courts Rules. As an Irish company, we are governed by the Irish Companies Act 2014 (the Irish Companies Act), which differs in some material respects from laws generally applicable to U.S. corporations and shareholders, including, among others, differences relating to interested director and officer transactions and shareholder lawsuits. Likewise, the duties of directors and officers of an Irish company generally are owed to the company only. Shareholders of Irish companies generally do not have a personal right of action against directors or officers of the company and may exercise such rights of action on behalf of the company only in limited circumstances. Accordingly, holders of our securities may have more difficulty protecting their interests than would holders of securities of a corporation incorporated in a jurisdiction of the United States. Our shareholders should also be aware that Irish law does not allow for any form of legal proceedings directly equivalent to the class action available in the United States. We have incurred and will continue to incur increased costs as a result of operating as a public company, and our management is required to devote substantial time and attention to our public reporting obligations. As a publicly traded company, we have incurred and will continue to incur significant additional legal, accounting and other expenses compared to historical levels. In addition, new and changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations promulgated and to be promulgated thereunder, as well as under the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act), the Jumpstart Our Business Startups Act of 2012 (the JOBS Act) and the rules and regulations of the SEC and the Nasdaq Capital Market, have created uncertainty for public companies and increased our costs and time that our board of directors and management must devote to complying with these rules and regulations. We expect these rules and regulations to continue to increase our legal and financial compliance costs substantially and lead to diversion of management time and attention from revenue-generating activities. We are an “smaller reporting company,” and the reduced disclosure requirements applicable to smaller reporting companies may make our ordinary shares less attractive to investors. We are an “smaller reporting company” as defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). We may remain a smaller reporting company until we have a non-affiliate public float of at least \$250 million and annual revenues of at least \$100 million or a non-affiliate public float of at least \$700 million, each as determined on an annual basis. For so long as we remain a smaller reporting company, we are permitted to take advantage of specified reduced reporting and other burdens that are otherwise applicable generally to public companies. These provisions include: (a) an exemption from compliance with the auditor attestation requirement of Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, on the design and effectiveness of our internal controls over financial reporting; and (b) reduced disclosure about our executive compensation arrangements. Investors may find our ordinary shares less attractive if we rely on certain or all of these exemptions. If some investors find our ordinary shares less attractive as a result, there may be a less active trading market for our ordinary shares and our share price may decline or become more volatile. If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired. As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, and the rules and regulations of the applicable listing standards of the Nasdaq Capital Market. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our consolidated financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting could also adversely affect 91 A. the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we will eventually be required to include in our periodic reports that will be filed with the SEC. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our ordinary shares. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the Nasdaq Capital Market. Pursuant to Section 404 of the Sarbanes-Oxley Act, we are required to furnish a report by our management on our internal control over financial reporting. However, while we remain a smaller reporting company with less than \$100 million in revenue, we will not be required to include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm. To achieve compliance with Section 404, we engaged and continue to engage in a process to document and evaluate our internal control over financial reporting, which is both costly and challenging. In this regard, we need to continue to dedicate internal resources, potentially engage outside consultants and adopt a detailed work plan to assess and document the adequacy of internal control over financial reporting, continue steps to improve control processes as appropriate, validate through testing that controls are functioning as documented and implement a continuous reporting and improvement process for internal control over financial reporting. Despite our efforts, there is a risk that we will not be able to conclude, within the prescribed timeframe or at all, that our internal control over financial reporting is effective as required by Section 404. If we identify one or more material weaknesses, it could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial statements. Additionally, we will be unable to issue securities in the public markets through the use of a shelf registration if we are not in compliance with Section 404. Any failure to maintain effective disclosure controls and internal control over financial reporting could have a material and adverse effect on our business, results of operations and financial condition and could cause a decline in the trading price of our ordinary shares. We have never paid cash dividends, do not anticipate paying any cash dividends and our ability to pay dividends, or repurchase or redeem our ordinary shares, is limited by law. We have never declared or paid cash dividends on our ordinary shares and do not anticipate paying any dividends on our ordinary shares in the foreseeable future. Any determination to pay dividends in the future will be at the sole discretion of our board of directors after considering our financial condition, results of operations, capital requirements, contractual restrictions, general business conditions and other factors our board of directors deems relevant, and subject to compliance with applicable laws, including the Irish Companies Act which requires Irish companies to have distributable reserves available for distribution equal to or greater than the amount of the proposed dividend. Distributable reserves are the accumulated realized profits of the company that have not previously been utilized in a distribution or capitalization less accumulated realized losses that have not previously been written off in a reduction or reorganization of

capital. Unless the company creates sufficient distributable reserves from its business activities, the creation of such distributable reserves would involve a reduction of the company’s share premium account, which would require the approval of (i) 75% of our shareholders present and voting at a shareholder meeting, and (ii) the Irish High Court. In the event that we do not undertake a reduction of capital to create distributable reserves, no distributions by way of dividends, share repurchases or otherwise will be permitted under Irish law until such time as the company has created sufficient distributable reserves from its business activities. Accordingly, the only opportunity for a shareholder to achieve a return on their investment in our company is expected to be if the market price of our ordinary shares appreciates and they sell their ordinary shares at a profit. Anti-takeover provisions in our Articles of Association and under Irish law could make an acquisition of us more difficult, limit attempts by our shareholders to replace or remove our current directors and management team, and limit the market price of our ordinary shares. Our Articles of Association contain provisions that may delay or prevent a change of control, discourage bids at a premium over the market price of our ordinary shares, and adversely affect the market price of our ordinary shares and the voting and other rights of the holders of our ordinary shares. These provisions include: (i) dividing our board of directors into three classes, with each class serving a staggered three-year term; (ii) permitting our board of directors to adopt a shareholder rights plan upon such terms and conditions as it deems expedient and in our best interests; (iii) permitting our board of directors to issue preference shares, with such rights, preferences and privileges as they may designate; (iv) establishing an advance notice procedure for shareholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our board of directors; and (v) imposing particular approval and other requirements in relation to certain business combinations. These provisions would apply even if the offer may be considered beneficial by some shareholders. In addition, these provisions may frustrate or prevent any attempts by our shareholders to replace or remove our current management team by making it more difficult for shareholders to replace members of our board of directors, which is responsible for appointing the members of our management. Provisions in the EN Indenture and RLN Indenture may deter or prevent a business combination that may be favorable to the holders of our ordinary shares. If a fundamental change occurs prior to the interest record date of the Exchangeable Notes, holders of the Exchangeable Notes will have the right, at their option, to require us to repurchase for cash all or a portion of their Exchangeable Notes for the greater of (i) 300% of the principal amount thereof, and (ii) the consideration that would be received by the holder of such note in connection with a transaction if the holder had exchanged the note for Ordinary Shares immediately prior to the consummation of such transaction. The negative covenants in the EN Indenture also prohibit us from undergoing a change of control transaction, other than a transaction in which each Exchangeable Note holder receives cash consideration of at least 300% of the outstanding principal amount of its notes. Furthermore, the EN Indenture prohibits us from engaging in certain mergers or acquisitions unless, among other things, the surviving entity assumes our obligations under the Exchangeable Notes, the EN Indenture and the guarantees. In addition, the RLN Indenture prohibits us from engaging in certain mergers or acquisitions unless, among other things, the surviving entity assumes our obligations under the RLNs, the RLN Indenture and the guarantees and the RLN Indenture prohibits us from selling, transferring or assigning certain assets and prohibits Iterum Bermuda, the Guarantors or any of our significant subsidiaries from undergoing a change of control, other than in connection with a change of control of us. These and other provisions in the EN Indenture and the RLN Indenture could deter or prevent a third party from acquiring us even when the acquisition may be favorable to the holders of our ordinary shares. Irish law differs from the laws in effect in the United States with respect to defending unwanted takeover proposals and may give our board of directors less ability to control negotiations with hostile offerors. Following the authorization for trading of our ordinary shares on the Nasdaq Global Market on May 25, 2018, we became subject to the Irish Takeover Panel Act, 1997, Irish Takeover Rules 2022 (Irish Takeover Rules). Under the Irish Takeover Rules, our board of directors is not permitted to take any action that might frustrate an offer for our ordinary shares once our board of directors has received an approach that may lead to an offer or has reason to believe that such an offer is or may be imminent, subject to certain exceptions. Potentially frustrating actions such as (i) the issue of shares, options, restricted share units or convertible securities, (ii) the redemption or repurchase of securities by the Company (save in certain circumstances), (iii) material acquisitions or disposals, (iv) entering into contracts other than in the ordinary course of business, or (v) any action, other than seeking alternative offers, which may result in frustration of an offer, are prohibited during the course of an offer or at any earlier time during which our board of directors has reason to believe an offer is or may be imminent. These provisions may give our board of directors less ability to control negotiations with hostile offerors than would be the case for a corporation incorporated in a jurisdiction of the United States. The operation of the Irish Takeover Rules may affect the ability of certain parties to acquire our ordinary shares. Under the Irish Takeover Rules, if an acquisition of ordinary shares were to increase the aggregate holding of the acquirer and its concert parties to ordinary shares that represent 30% or more of the voting rights of the company, then the acquirer and/or, in certain circumstances, its concert parties would be required (except with the consent of the Irish Takeover Panel) to make an offer for all of the outstanding ordinary shares at a price not less than the highest price paid for the ordinary shares by the acquirer or its concert parties during the previous 12 months (known as a mandatory cash offer). This requirement would also be triggered by an acquisition of ordinary shares by a person holding (together with its concert parties) ordinary shares that represent between 30% and 50% of the voting rights in the company, if the effect of such acquisition was to increase that person’s percentage of the voting rights by 0.05% within any 12 month period. The EN Indenture provides that if a holder of Exchangeable Notes notifies us that they would be subject to this mandatory offer requirement, we will only issue to such holder such number of ordinary shares that can be issued without triggering a mandatory cash offer on an exchange with the remaining ordinary shares to be delivered as promptly as practicable after the holder notifies us that they would no longer be subject to a mandatory cash offer request. Under the Irish Takeover Rules, certain separate concert parties are presumed to be acting in concert. Our board of directors and their relevant family members, related trusts and controlled companies are presumed to be acting in concert with any corporate shareholder who holds 20% or more of our shares. The application of these presumptions may result in restrictions upon the ability of any such concert parties and/or members of our board of directors and the other holders of the Exchangeable Notes to acquire more of our securities, including under the terms of the Exchangeable Notes and any executive incentive arrangements. We, or any such holders, may consult with the Irish Takeover Panel from time to time with respect to the application of this presumption and the restrictions on the ability to acquire further securities, although we are unable to provide any assurance as to whether the Irish 93 Å Takeover Panel would overrule this presumption. Accordingly, the application of the Irish Takeover Rules may restrict the ability of certain of our shareholders and directors to acquire our ordinary shares. As an Irish public limited company, certain capital structure decisions require shareholder approval, which may limit our flexibility to manage our capital structure. Under Irish law, our authorized share capital can be increased by an ordinary resolution of our shareholders and the directors may issue new ordinary or preferred shares up to a maximum amount equal to the authorized but unissued share capital, without shareholder approval, once authorized to do so by our Articles of Association or by a resolution approved by not less than 50% of the votes cast at a general meeting of our shareholders. Additionally, subject to specified exceptions, Irish law grants statutory pre-emption rights to existing shareholders where shares are being issued for cash consideration but allows shareholders to disapply such statutory pre-emption rights either in our Articles of Association or by way of a resolution approved by not less than 75% of the votes cast at a general meeting of our shareholders. Such disapplication can either be generally applicable or be in respect of a particular allotment of shares. Accordingly, at an extraordinary meeting of our shareholders on October 8, 2024, our shareholders authorized the board to issue new shares, and to disapply statutory pre-emption rights for such issuances up to the amount of our authorized but unissued share capital until May 3, 2028. The authorization of the directors to issue shares and the disapplication of statutory pre-emption rights must both be renewed by the shareholders at least every five years, and we cannot provide any assurance that these authorizations will always be approved, or be approved without limitations, which could limit our ability to issue equity and thereby adversely affect the holders of our securities. We could be subject to securities class action litigation that could divert management’s attention and harm our business. In the past, securities class action litigation has often been brought against a company following a significant business transaction, such as the announcement of a financing or a strategic transaction, or the announcement of a negative event, such as a negative regulatory decision. These events may also result in investigations by the Securities and Exchange Commission. We may be exposed to such litigation or investigation even if no wrongdoing occurred. Litigation and investigations are usually expensive and divert management’s attention and resources, which could adversely affect our cash resources and/or our ability to consummate a potential strategic transaction. Å Item 5. Other Information Å Securities Trading Plans of Directors and Executive Officers Å During the three months ended September 30, 2024, no director or officer, as defined in Rule 16a-1(f), adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement, each as defined in Item 408 of Regulation S-K. 94 Å Item 6. Exhibits. The following is a list of exhibits filed or furnished as part of this Quarterly Report on Form 10-Q: Å Exhibit No. Description of Document Filed with this report Incorporated by Reference herein from Form or Schedule Filing Date SEC File Number 4.1 Form of 1-Year Warrant to Subscribe for Ordinary Shares Å Form S1/A (Exhibit 4.15) July 17, 2024 333-280045 4.2 Form of 5-Year Warrant to Subscribe for Ordinary Shares Å Form S1/A (Exhibit 4.16) July 17, 2024 333-280045 4.3 Form of 1-Year Warrant Agent Agreement, by and between Iterum Therapeutics plc and Computershare Trust Company, N.A. Å Form S1/A (Exhibit 4.17) July 17, 2024 333-280045 4.4 Form of 5-Year Warrant Agent Agreement, by and between Iterum Therapeutics plc and Computershare Trust Company, N.A. Å Form S1/A (Exhibit 4.18) July 17, 2024 333-280045 4.5 Form of Rights Certificate Å Form S1/A (Exhibit 4.19) July 17, 2024 333-280045 10.1 Consulting Agreement dated August 9, 2024 between Iterum Therapeutics International Limited and Dr. Michael W. Dunne X Å Å 31.1 Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. X Å Å 31.2 Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. X Å Å 32.1 Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. X Å Å 32.2 Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. X Å Å 101.INS Inline XBRL Instance Document X Å Å 101.SCH Inline XBRL Taxonomy Extension Schema Document X Å Å 104 Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101) X Å Å 95 Å SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Å ITERUM THERAPEUTICS PLC Date: November 14, 2024 By: /s/ Corey Fishman Corey Fishman President and Chief Executive Officer Å Date: November 14, 2024 By: /s/ Judith Matthews Judith Matthews Chief Financial Officer Å 96 EX-10.1 2 itm-ex10 1.htm EX-10.1 EXHIBIT 10.1 Å Å Dated August 9, 2024 Å Å ITERUM THERAPEUTICS INTERNATIONAL LIMITED Å -and- Å MICHAEL DUNNE Å Å Å AMENDMENT TO CONTRACT FOR SERVICES Å Å Å Å Å Å Å THIS AMENDMENT TO A CONTRACT FOR SERVICES is made and entered into on August 9, 2024, by and between: (1) Iterum Therapeutics International Limited whose registered office is at Fitzwilliam Court, 1st Floor, Leeson Close, Dublin 2, D02 YW24, Ireland (the Company); and (2) Michael Dunne of 30 Cromwell Place, Old Saybrook, CT, 06475 (the Contractor), hereinafter referred to as Amendment No.4. The Company and the Contractor are hereinafter individually referred to as a Party or collectively referred to as the Parties. RECITALS A.The Parties entered into a Contract for Services dated May 25, 2022, pursuant to which the Contractor agreed to provide the Services to the Company and any Associated Company upon and subject to the terms and conditions therein contained (the Consultancy Agreement), a copy of which is attached hereto in Schedule 1. Å B.The Parties entered into an Amendment Agreement dated December 31, 2022, pursuant to which the Parties agreed to extend the Term of the Consultancy Agreement until June 30, 2023, upon and subject to the terms and conditions therein contained (Amendment No.1), a copy of which is attached hereto in Schedule 2. Å C.The Parties entered into an Amendment Agreement dated June 15, 2023, pursuant to which the Parties agreed to extend the Term of the Consultancy Agreement until June 30, 2024, upon and subject to the terms and conditions therein contained (Amendment No.2), a copy of which is attached hereto in Schedule 3. Å D.The Parties entered into an Amendment Agreement dated June 15, 2023, pursuant to which the Parties agreed to extend the Term of the Consultancy Agreement until June 30, 2024, upon and subject to the terms and conditions therein contained (Amendment No.3), a copy of which is attached hereto in Schedule 4. Å E.The Parties hereto wish to further amend the Consultancy Agreement as prescribed herein, effective as of June 30, 2024 (the Amendment Effective Date). IT IS HEREBY AGREED as follows: 1.EXISTING TERMS, CONDITIONS AND DEFINITIONS 1.1.Unless specifically amended herein, the terms and conditions described in the Consultancy Agreement shall remain in full force and effect. Å 1.2.Capitalised terms (including those used in the Recitals above) shall be as defined in the Consultancy Agreement, Amendment No.1, Amendment No.2 and Amendment No.3. 2.TERM 2.1.Clause 3.1 (‘‘Term’’) of the Consultancy Agreement shall be amended to read as follows: ‘‘This Agreement commenced on the Commencement Date and continues until 31 December 2024 unless earlier terminated in accordance with clause 3.2 or clause 14. The Term may be extended by mutual agreement of the parties.’’ Å 3.AMENDMENT 3.1.All references to ‘‘Agreement’’, ‘‘hereunder’’, ‘‘herein’’, ‘‘hereto’’, ‘‘hereof’’ or similar words referring to the Consultancy Agreement, from and after the Amendment Effective Date, shall mean and refer to the Consultancy Agreement as amended by this Amendment No.4. 4.COUNTERPARTS 4.1.This Amendment No.4 may be executed in any number of counterparts, and by the Parties on separate counterparts, each of which when so executed will constitute an original but all of which together will evidence the same agreement. Å IN WITNESS whereof this Amendment No.4 has been entered into on the date first herein written. Å SIGNED on behalf of the Company: Å /s/ Corey Fishman Å;..... Signature Name: Corey Fishman Title: Director Å Å SIGNED By Contractor: Å /s/ Michael Dunne Å;..... Signature Name: Michael Dunne Å Å SCHEDULE 1 THE CONSULTANCY AGREEMENT Å Å Å Å Å Dated May 25, 2022 Å Å Å ITERUM THERAPEUTICS INTERNATIONAL LIMITED Å -and- MICHAEL DUNNE Å Å Å CONTRACT FOR SERVICES Å Å Å Å Å Å Å THIS AGREEMENT is dated May 25, 2022 and made between: (1) Iterum Therapeutics International Limited whose registered office is at Fitzwilliam Court, 1st Floor, Leeson Close, Dublin 2, D02 YW24, Ireland (the Company); and (2) Michael Dunne of 30 Cromwell Place, Old Saybrook, CT, 06475 (the Contractor) Hereinafter referred to as the Agreement. RECITAL The Contractor has agreed to provide the Services to the Company and any Associated Company upon and subject to the terms and conditions hereinafter contained. IT IS HEREBY AGREED as follows: 5.DEFINITIONS AND INTERPRETATION 5.1.In this Agreement, unless the context otherwise requires: Associated Company means any holding company or any subsidiary of the Company (as such terms are defined by section 7 and section 8 of the Companies Act, 2014) or any subsidiary of such holding company; Å Board means the Board of Directors of Iterum Therapeutics plc; Å Business of the Company means development and commercialization of therapies focused on patients with infectious diseases and other acute illnesses. Our lead product candidate, solopenem, is in development for the treatment of patients with uncomplicated urinary tract infections (uUTI) associated primarily with resistant gram-negative bacteria; Business Day means any day on which banks are generally open for business in Dublin; Å Business Opportunities means any opportunities which the Contractor becomes aware of during the course of the Agreement which relates to the Business of the Company; Capacity means as agent, contractor, director, employee, owner, partner, and shareholder or in any other capacity; Commencement Date means May 1, 2022; Companies mean the Company and any Associated Company or any of them; Å Company Property means all documents, books, records, correspondence, papers and information (on whatever media and wherever located) relating to the Business of the Company or its customers and business contacts including any equipment, keys, hardware or software provided to the Contractor during the term of the Agreement and any data or documents (including copies) produced, maintained or stored by the Contractor for the Company on the Contractor’s computer systems or other electronic equipment during the Agreement; Confidential Information means any and all information received or obtained as a result of entering into or performing, or supplied by or on behalf of a party in the negotiations leading to, this Agreement and which relates to: (a) the Companies; (b) any aspect of any Business of the Companies; Å (c) the provisions of this Agreement; (d) the negotiations relating to this Agreement; or (e) the subject matter of this Agreement. FDA means the United States Food and Drug Administration; Fees mean the remuneration payable by the Company to the Contractor for the provision of the Services in accordance with clause 4 and Schedule 1; Force Majeure means, in relation to either party, any circumstances beyond the reasonable control of that party (including, without limitation, any strike, lock-out or other form of industrial action); Intellectual Property Rights means patents, rights to invention, copyright and related rights, trademarks, trade names and domain names, rights in get-up, rights in goodwill or to sue for passing off, unfair competition rights, rights in designs, rights in computer software, database rights, topography rights, rights in confidential information (including know-how and trade secrets) and any other intellectual property rights, in each case whether registered or unregistered and including all applications (or rights to apply) for, and renewals or extensions of, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world; Inventions means any invention, idea, discovery, development, improvement or innovation made by the Contractor in connection with the provision of the Services, whether or not patentable or capable of registration, and whether or not recorded in any medium; Month means calendar month; and NDA means a new drug application (or any successor form or application having substantially the same effect with respect to the approval of a drug for marketing and sale); Term shall have the meaning

given to that term in clause 3, as may be extended for time to time. Services means the Services specified in Schedule 2 to this Agreement. Works means all records, reports, documents, papers, drawings, designs, transparencies, photos, graphics, logos, software programmes, inventions, ideas, discoveries, developments, improvements or innovations and all materials embodying them in whatever form prepared by the Contractor or Individual in connection with the provision of the Service. 5.2.The Schedules referred to in this Agreement form an integral part of this Agreement, and references to this Agreement include reference to the Schedules. 5.3.All references in this Agreement to costs, charges or expenses include any value added tax or similar tax charged or chargeable on them. 5.4.Unless the context otherwise requires, in this Agreement: 5.4.1.words denoting the singular include the plural and vice versa and words importing the masculine include the feminine; 5.4.2.references to Acts, statutory instruments and other legislation are to legislation operative in Ireland and to such legislation, modified, consolidated, amended or re-enacted (whether before or after the date of this Agreement) and any subordinate legislation made under that legislation; 5.4.3.reference to any Irish legal term, concept, legislation or regulation (including, without limitation, those for any action, remedy, method of judicial proceeding, document, statute, court official, governmental authority or agency) or any accounting term or concept, in respect of any jurisdiction other than Ireland is construed as a reference to the term or concept which most nearly corresponds to it in that jurisdiction; and 5.4.4.reference to any document includes that document as amended or supplemented whether before or after the date of this Agreement. 6.APPPOINTMENT OF CONTRACTOR 6.1.The Company hereby appoints the Contractor to provide the Services to the Companies during the term of this Agreement, and the Contractor shall act in that capacity subject to the terms and conditions of this Agreement. 7.TERM 7.1.This Agreement commenced on the Commencement Date and continues until 31 December 2022 unless earlier terminated in accordance with clause 3.2 or clause 14. The Term may be extended by mutual agreement of the parties. 7.2.Subject to clause 14, either party may terminate this Agreement on not less than two months' notice in writing to the other party and the termination date shall be the expiry of the notice period. 8.FEES 8.1.The Company shall pay to the Contractor the Fees set out in Schedule 1 within 7 days of receipt of the Contractor's invoice therefor to such bank account as the Contractor may from time to time notify in writing to the Company. Invoices shall be furnished by the Contractor monthly in arrears on the last day of each month and will be payable by the Company 7 days from the date of the invoice. 9.DUTIES AND OBLIGATIONS OF CONTRACTOR 9.1.The Contractor shall provide the Services on such days as are required and agreed in writing by the Company from time to time and in consideration of the Contractor working such days will be remunerated in accordance with Clause 4.1 above. 9.2.The Contractor shall: 5.2.1. provide the Services with all due care, skill and ability and use his best endeavours to promote the interests of the Company; 5.2.2. promptly give to the Company all such information and reports as it may reasonably require in connection with matters relating to the provision of the Services or the Business of the Company 9.3.If the Contractor is unable to provide the Services due to illness or injury, the Contractor shall advise the Company of that fact as soon as reasonably practicable. For the avoidance of doubt, no fee shall be payable in accordance with clause 4 in respect of any period during which the Services are not provided. 9.4.Unless specifically authorised to do so by the Company: 9.4.1.The Contractor shall not have any authority to incur any expenditure in the name of or for the account of the Company; and 9.4.2.The Contractor shall not hold himself out as having authority to bind the Company 9.5.The Contractor undertakes to comply with all reasonable standards of safety and comply with the health and safety procedures of the Company from time to time in force at the premises where the Services are provided and report to the Company any unsafe working conditions or practices. 9.6.The Contractor undertakes during the appointment to take all reasonable steps to offer (or cause to be offered) to the Company any Business Opportunities as soon as practicable after the same shall have come to its or his knowledge and in any event before the same shall have been offered by the Contractor (or caused to be offered) to any other party. 9.7.The Contractor may use a third party to perform any administrative, clerical or secretarial functions which are reasonably incidental to the provision of the Services provided that the Company will not be liable to bear the cost of such functions. 9.8.The Contractor shall: 9.8.1.comply with all applicable laws, regulations, codes and sanctions relating to anti-bribery and anti-corruption in Ireland or in any other jurisdiction in relation to which work is undertaken; 9.8.2.comply with any Ethics and Anti-bribery and Anti-corruption Policies of the Company and any relevant industry code in force from time to time (Relevant Policies); 9.8.3.promptly report to the Company any request or demand for any undue financial or other advantage of any kind received by the Contractor in connection with the performance of this Agreement; and 9.8.4.ensure that all persons associated with the Contractor who are performing services in connection with this Agreement comply with this clause 5.8. 9.9.Breach of clause 5.8 shall be deemed a material breach of this Agreement. 9.10.The Contractor shall be responsible for all property of the Companies in his possession. 9.11.The Contractor shall obtain all necessary licences, certificates, permits, consents and authorisations from all relevant government departments, agencies or regulatory authorities to enable it to perform and carry out its obligations under or pursuant to this Agreement. 9.12.The Contractor shall comply with all relevant environmental and safety legislation and shall comply with all legal requirements from time to time in force relating to the Services. 9.13.The Contractor shall from time to time consult with representatives of the Companies for the purpose of assessing the quality of the Services and obtaining feedback. 9.14.The Contractor will provide the Company with copies of all necessary documentation, including all and any delivery dockets, route sheets, cash receipts, settlement sheets, cash summaries and other documentation required by the Company for the orderly completion of the Contractor's duties relating to the Services provided by the Contractor under this Agreement. 10.EXPENSES 10.1.The Company shall reimburse all reasonable expenses properly and necessarily incurred by the Contractor in the course of the appointment, subject to the Contractor seeking prior consent from the Company to incur such expenditure and the production of receipts or other appropriate evidence of payment. 10.2.If the Contractor is required to travel abroad in the course of the appointment the Contractor shall be responsible for any necessary insurances, inoculations and immigration requirements. For the avoidance of doubt, the Company shall discharge the flight and accommodation costs excluding subsistence costs associated with the Contractor's requirement to travel under this agreement. 11.OTHER ACTIVITIES 11.1.Nothing in this Agreement shall prevent the Contractor from being engaged, concerned or having any financial interest in any Capacity in any other business, trade, profession or occupation during the appointment provided that: 11.1.1.such activity does not cause a breach of any of the Contractor's obligations under this Agreement; and 11.1.2.the Contractor shall not engage in any such activity if it relates to a business which is similar to or in any way competitive with the Business of the Company or Companies, without the prior written consent of the Company and the Contractor agrees to give priority to the provision of the Services to the Company over any other business activities undertaken by it during the course of the appointment. 12.CONFIDENTIAL INFORMATION & COMPANY PROPERTY 12.1.The parties agree that the terms of this Agreement are confidential to the parties and their professional advisors. 12.2.The Contractor acknowledges that prior to, and in the course of, the appointment he will have access to Confidential Information. The Contractor has therefore agreed to accept the restrictions in this clause 8 which will continue to apply after the termination or expiry of the Agreement. 12.3.The Contractor shall not (except in the proper course of his duties), between signing this Agreement and the date of its commencement, during the appointment or at any time after the termination date, use or disclose to any third party (and shall use his reasonable endeavours to prevent the publication or disclosure of) any Confidential Information. This restriction does not apply to: 12.3.1.any use or disclosure authorised by the Company or required by law; or 12.3.2.any information which is already in, or comes into, the public domain otherwise than through the unauthorised disclosure of the Contractor; 12.4.At any stage during the appointment, the Contractor will promptly on request return all and any Company Property in his possession. 13.INTELLECTUAL PROPERTY 13.1.The Contractor shall give the Company full written details of all Inventions and of all works embodying Intellectual Property Right made wholly or partially by the Contractor, or any appointed substitute (as the case may be) at any time during the course of this Agreement which relate to, or are reasonably capable of being used in the Business of the Company. 13.2.The Contractor acknowledges that all Intellectual Property Rights subsisting in any work or Invention made, originated or developed by the Contractor or any appointed substitute (as the case may be) at any time in relation to the Services shall automatically on creation, vest in and be the absolute sole and unencumbered property of the Company. To the extent that the Intellectual Property Rights do not vest automatically with the Company the Contractor holds them on trust 14. for the Company. The Contractor hereby agrees to execute or to procure the execution of all such documents to make such applications and give such assistance as may in the opinion of the Company be necessary to give effect to this clause. 13.3.The Contractor hereby irrevocably waives all moral rights under the Copyright and Related Rights Act 2000 to 2007 (and all similar rights in other jurisdictions) which the Contractor has or will have in any existing or future works referred to in this clause. 13.4.The Contractor irrevocably appoints the Company or its nominee to be its attorney to execute in its name and on its behalf any document or instrument for the purpose of giving the Company or its nominee the benefit of this clause. The Contractor acknowledges in favour of any third party that a certificate in writing signed by the Company that any instrument or act falls within the authority conferred by this clause shall be conclusive evidence that such is the case. 13.5.The Contractor acknowledges that no further remuneration or compensation other than that provided for in this Agreement is or may become due to the Contractor in respect of the performance of its obligations under this clause 9. 14.DATA PROTECTION 14.1.All personal information which the Company holds about the Contractor is protected by data protection laws. The Company will collect and process personal data relating to employees in accordance with the privacy notice which is attached at Schedule 3. 15.WARRANTIES AND REPRESENTATIONS 15.1.The Contractor warrants and represents that it has full capacity and authority to enter into and perform this Agreement. 15.2.The Contractor warrants and represents that the Contractor will carry out the Services in a good and workmanlike manner and: 15.2.1.that the Contractor has the necessary skill to render the Services; 15.2.2.that the Contractor will supply the Services with due skill, care and diligence; 15.2.3.that, where materials are used, they will be sound and reasonably fit for the purpose for which they are required; and 15.2.4.that, where goods are supplied under this Agreement, they will be of merchantable quality within the meaning of section 4(3) of the Sale of Goods Act 1893. 15.3.The Contractor warrants and represents that, in connection with the provision of the Services under this Agreement, it will at all times: 15.3.1.maintain all necessary licences, certificates, permits, consents and authorisations from all relevant government departments, agencies or regulatory authorities; 15.3.2.comply in all material respects with all relevant environmental and safety legislation; and 15.3.3.comply with all legal requirements from time to time in force relating to the Services and the provision of them. 15.4.The Contractor warrants and represents that it will at all times conduct its business in a manner that shall reflect favourably on the Companies, the Services and the good name and reputation of the Companies. 16.INDEMNITY 16.1.The Contractor shall indemnify and keep indemnified the Companies their respective officers, directors and employees from and against any and all loss, damage or liability (whether criminal or civil) suffered and legal fees and costs incurred, resulting from: 16.1.1. any breach of this Agreement by the Contractor, its employees or agents; and 16.1.2.any act, neglect or default of the Contractor, its employees or agents. 17.LIMITATION OF LIABILITY 17.1.Notwithstanding anything to the contrary in this Agreement, the Company will not (except in respect of death or personal injury caused by any negligent act or omission of the Company) be liable to the Contractor by reason of any representation or implied warranty, condition or other term or any duty at common law, or under the express terms of this Agreement for any consequential loss or damage (whether occasioned by the negligence of the Company, its employees or agents) or otherwise arising out of or in connection with this Agreement. 18.TERMINATION 18.1.Either party may terminate this Agreement in accordance with clause 3. 18.2.The Company will be entitled to terminate this Agreement by giving not less than 7 days' written notice to the Contractor if the Contractor at any time challenges the validity of any intellectual property rights of the Companies. 18.3.The Company will be entitled forthwith to terminate this Agreement by written notice to the Contractor if: 18.3.1.the Contractor commits any breach of any of the provisions of this Agreement and, in the case of a breach capable of remedy, fails to remedy the same within 30 days after receipt of a written notice giving full particulars of the breach and requiring it to be remedied; 18.3.2.an encumbrancer takes possession of or a receiver is appointed over any of the property or assets of the Contractor; 18.3.3.the Contractor makes any voluntary arrangement with its creditors or becomes subject to an administration order; 18.3.4.the Contractor is declared bankrupt; 18.3.5.anything analogous to any of the foregoing under the law of any jurisdiction occurs in relation to the Contractor; 18.3.6.the Contractor is incapacitated from carrying on the Service for an aggregate period of 150 days in any 52-week period; 18.3.7.the Contractor is convicted of any criminal offence (other than an offence under the road traffic legislation) in Ireland or elsewhere for which a non-custodial penalty is imposed; 18.3.8.the Contractor is, in the reasonable opinion of the Board of the Company, negligent or incompetent in the performance of the Services; or 18.3.9.the Contractor, ceases or threatens to cease, to carry on business. 18.4.For the purposes of clause 14.3.1, a breach will be considered capable of remedy if the party in a breach can comply with the provision in question in all respects other than as to the time of performance (provided that time of performance is not of the essence). 18.5.Subject as otherwise provided herein and to any rights or obligations which have accrued prior to termination, neither party will have any further obligation to the other under this Agreement. 19.CONSEQUENCES OF TERMINATION 19.1.Upon the termination or expiry of this Agreement for any reason: 19.1.1.the Contractor shall cease to provide the Services; 19.1.2.the Contractor shall immediately return to the Company all the Companies' property held by the Contractor or under his control; 19.1.3.the provisions of clauses 8, 9, 17 and this clause 15 will continue in force in accordance with their respective terms; 19.1.4.the Contractor shall cease to refer to himself as being in any way affiliated or associated with the Company; 19.1.5.the Contractor will have no claim against the Company for loss or profits, loss of goodwill or any other loss; 19.1.6.insofar as is reasonably possible the Contractor shall irretrievably delete any information relating to the Business of the Company or any Companies stored on any magnetic or optical disk or memory and all matter derived from such sources which is in his possession or under his control outside the premises of the Company. For the avoidance of doubt, the contact details of business contacts made during the appointment are regarded as Confidential Information, and as such, must be deleted from personal, social or professional networking accounts; and 19.1.7.provide a signed statement that it/he has complied fully with his obligations under this clause 15. 20.STATUS 20.1.The relationship of the Contractor to the Company will be that of independent contractor and nothing in this agreement shall render the Contractor an employee, worker, agent or partner of the Company. The Contractor shall have the right to control and determine the time, place, methods, manner and means of performing the Services. In performing the Services, the amount of time devoted by the Contractor on any given day will be entirely within the Contractor's control, and the Company will rely on the Contractor to put in the amount of time necessary to fulfil the requirements of this Agreement. 20.2.This Agreement constitutes a contract for the provision of services and is not a contract of employment and accordingly the Contractor shall be fully responsible for any income tax, PRSI and USC contributions and any other liability, deduction, contribution, assessment or claim arising from or made in connection with either the performance of the Services whether in Ireland or elsewhere. Further, the Contractor shall not be entitled to any benefits, coverages or privileges, including, without limitation, health insurance, social security, unemployment, medical or pension payments, made available to employees of the Company. 21.MISCELLANEOUS PROVISIONS 21.1.Announcements: 21.1.1.Subject to clause 17.1.2, neither party shall make any announcement to shareholders, employees, customers or suppliers, or to securities markets or other authorities or to the media or otherwise, regarding the subject-matter of this Agreement or any term or provision of it without the prior written approval of the other party to this Agreement. 21.1.2.Clause 17.1.1 will not apply if and to the extent that such announcement is required by any law or by: (1)contractual arrangements in existence at the date of this Agreement; or (2)any securities exchange, regulatory or governmental authority or Court having jurisdiction over the party making the announcement, whether or not the requirement has the force of law provided that any such announcement may only be made after consultation with the other party to this Agreement. 21.1.3.The provisions and restrictions in this clause 17 will continue to apply after the termination or expiry of this Agreement. 21.1.4.If either party makes an announcement pursuant to this clause 17 shall provide a copy of that announcement to the other party to this Agreement before the announcement is made unless this is not reasonably practicable, in which case, a copy of the announcement shall be so provided to the other party as soon as reasonably practicable. 21.1.5.Each party shall provide all such information known to it or, which on reasonable enquiry ought to be known to it as may reasonably be required by the other party in relation to the Services for the purposes of complying with the requirements of the law or any securities exchange or regulatory or governmental authority having jurisdiction over the Company or the Contractor as the case may be. 22.Assignment: 22.1.Neither party to this Agreement may assign any of its rights under this Agreement without the prior written consent of the other party except that the Company may assign the benefit of any provision of this Agreement to any Associated Company without the consent of the Contractor and such assignee shall be entitled to enforce the same rights against the Contractor as if it were named as the Company under this Agreement. 22.2.Subject to clause 18.1, this Agreement will be binding on and ensure for the benefit of the permitted assigns and successors in title to each of the parties and references to the parties will be construed accordingly. 23.Costs and Expenses: 23.1.Each party to this Agreement shall pay its own costs of and incidental to this Agreement and its implementation. 24.Severability: 24.1.All the terms and provisions of this Agreement are distinct and severable, and if any term or provision is held or declared to be unenforceable, illegal or void in whole or in part by any court, regulatory authority or other competent authority, it will to that extent only, be deemed not to form part of this Agreement, and the enforceability, legality and validity of the remainder of this Agreement will not in any event be affected. However, if as a result of the operation of this clause the rights or obligations of a party are materially altered to the detriment of that party, that a party may terminate this Agreement within 30 days from the date of the relevant decision of the relevant court, regulatory authority or other competent authority. 25.Whole Agreement: 25.1.This Agreement (together

with any documents to be executed pursuant to the terms of this Agreement) supersede all prior representations, arrangements, understandings and agreements, and sets out the entire, complete and exclusive agreement and understanding between the parties. The rights of the Company under this Agreement are independent, cumulative and without prejudice to all other rights available to it whether as a matter of common law, statute, custom or otherwise. 26.Forbearance and Waiver 26.1.No waiver by the Company in respect of any breach of this Agreement by the Contractor will operate as a waiver in respect of any subsequent breach. No failure or delay by the Company in exercising any right or remedy will operate as a waiver thereof, nor will any single or partial exercise or waiver of any right or remedy prejudice its further exercise or the exercise of any other right or remedy. 27.Force Majeure: 27.1.If either party is affected by Force Majeure it shall forthwith notify the other party of the nature and extent thereof. 27.2.Neither party shall be deemed to be in breach of this Agreement, or otherwise be liable to the other, by reason of any delay in performance, or non-performance of its obligations hereunder to the extent that such delay or non-performance is due to any Force Majeure of which it has notified the other party, and the time for performance of that obligation shall be extended accordingly. 27.3.If the Force Majeure in question prevails for a continuous period in excess of six months the parties shall enter into bona fide discussions with a view to alleviating its effects, or to agreeing upon such alternative arrangements as may be fair and reasonable. 28.Notices: 28.1.Any notice given under this agreement shall be in writing and signed by or on behalf of the party giving it and shall be served by delivering it personally, or sending it registered post to the Company's registered office for the time being and / or address given in this agreement in the case of the Contractor or by sending it by fax to the fax number notified by the relevant party to the other party. Any such notice shall be deemed to have been received: 28.1.1.if delivered personally, at the time of delivery; 28.1.2.in the case of registered post, 48 hours from the date of posting; and 28.1.3.in the case of fax, at the time of transmission. 28.2.In proving such service it shall be sufficient to prove that the envelope containing the notice was addressed to the address of the relevant party and delivered either to that address or into the custody of the postal authorities as registered post or that the notice was transmitted by fax to the fax number of the relevant party. 29.Variation: A 29.1.No variation of this agreement or of any document referred to in it shall be valid unless it is in writing and signed by or on behalf of the parties. 30.Third Party Rights: 30.1.A person/entity who is not a party to this agreement shall not have any rights under or in connection with it. 31.Counterparts: 31.1.This Agreement may be executed in any number of counterparts, and by the several parties to it on separate counterparts, each of which when so executed will constitute an original but all of which together will evidence the same agreement. 32.Governing Law: 32.1.This Agreement and all relationships created by it will in all respects be governed by and construed in accordance with Irish law. 33.Jurisdiction: 33.1.1.The Irish courts will have exclusive jurisdiction to settle any dispute (Dispute) which may arise out of or in connection with this Agreement or its performance. 33.1.2.The parties agree that the Irish courts are the most appropriate and convenient courts to settle any Dispute and therefore that they will not argue to the contrary. 33.1.3.This clause is for the exclusive benefit of the Company and it will not prevent the Company from initiating proceedings in relation to a Dispute (Proceedings) in any other court of competent jurisdiction. To the extent permitted by law, the Company may take concurrent Proceedings in any number of jurisdictions. A IN WITNESS whereof this Agreement has been entered into on the date first herein written. A SIGNED on behalf of the Company in the presence of: Kevin Dalton A /s/ Corey Fishman â€¦..... Signature A Director â€¦..... Title A SIGNED By Contractor in the presence of: William Dunne A /s/ Michael Dunne â€¦..... Signature A SCHEDULE 1 FEES A A monthly fee of \$5,000 will be payable to the Contractor effective from the first full month following the Commencement Date A SCHEDULE 2 SERVICES A To provide general support and strategic advice to the Company in connection with the potential resubmission of the NDA for oral sopolenem including in connection with the design and conduct of a Phase III clinical trial to support such potential resubmission. A A SCHEDULE 3 A DATA PRIVACY NOTICE A A Workplace Privacy Notice A 1What is the purpose of this document? A This Privacy Notice describes how we collect and use personal data about you during and after your working relationship with us, in accordance with data protection law. This Privacy Notice applies to all employees, former employees, interns, agency workers and contractors. A Iterum Therapeutics International Limited, with company number 564304 and registered office at Fitzwilliam Court, 1st Floor, Leeson Close, Dublin 2, Ireland (â€œIterumâ€; â€œweâ€; â€œusâ€ and â€œourâ€) is a "controller" of your employment related personal data. This means that we are responsible for deciding how we hold and use your personal data. A We use personal data that we receive as part of the recruitment and on-boarding processes, together with additional personal data we receive throughout the course of our working relationship with you (e.g. so we can pay salaries, participation in benefit schemes, performance reviews, disciplinary processes etc.). The personal data we receive is mostly processed for managing our workforce, performance of employment contracts and to comply with our legal obligations as an employer. A This Privacy Notice sets out the information that we must provide to you in accordance with Irish data protection laws, including the General Data Protection Regulation (EU) 2016/679 (â€œGDPRâ€) and the Data Protection Acts 1988 to 2018, as these laws may be amended and supplemented from time to time (â€œdata protection lawâ€). You have certain rights in respect of your personal data, which are described in this Privacy Notice. A This Privacy Notice does not form part of any contract of employment or other contract to provide services. A It is important that you read and retain this Privacy Notice, together with any other privacy notice we may provide on specific occasions when we are collecting or processing personal data about you, so that you are aware of how and why we are using that information and what your rights are under data protection law. A 2Who does this Privacy Notice apply to? A This Privacy Notice applies to individuals who work for us, whether they are employees, interns, contractors and/or agency workers. It covers personal data of former employees, and also third parties whose information you provide to us in connection with the employment relationship (e.g. your emergency contactsâ€™ and beneficiariesâ€™ personal data). A 3The types of personal data we receive about you A â€œPersonal dataâ€ means any information about an individual from which that person can be identified. It does not include data where the identity has been removed (anonymous data). A There are certain types of personal data which require a higher level of protection under data protection law, such as information about a person's health, ethnicity, religious beliefs, and trade union membership. A Throughout this Privacy Notice we use the term "processing" to refer to all activities involving your personal data, including collecting, handling, storing, sharing, accessing, using, transferring, erasing and disposing of it. A A We will receive and process the following categories of personal data about you: A â€œRecruitment / Selection Data personal data contained in your job application; CV; record of interview; verification documentation; copies of right to work documentation; copy passport or other identification, work history, references and other personal data included in a cover letter, communications or as part of the application and selection process. A â€œProfessional Qualifications such as colleges attended, professional qualifications and memberships, professional and/or academic transcripts. A â€œIdentity and Contact Data such as your name, title, date of birth, addresses, telephone numbers, personal email addresses, and national identification number. A â€œYour Personal Image by way of photographs taken at business social events you attend; photographs included on our intranet, email and website; and photographs for marketing materials/communications. A â€œEmergency Contact Data such as the name and telephone number of your next of kin or the emergency contact(s) you nominate. A â€œDependent Data such as civil/marital status, marriage certificate and dependants. â€œWork Details such as work contact details; location of employment or workplace; employee number; job title; job description; reporting lines; working hours; your terms and conditions of employment; notification of relationship with a colleague and other personal data held for other legitimate purposes consequent to your employment/engagement with us. A â€œEmployment Records such as start date and, if different, the date of your continuous employment; leaving date and your reason for leaving; holidays taken; training records; compensation history; termination arrangements (e.g. exit interview). A â€œRemuneration and Benefits Data such as salary, annual leave, pension and benefits information, participation in share or other work schemes; PPS number, PRSI number, VAT number (for certain contractors), bank account details, payroll records, time keeping records, tax status information and third party benefit recipient information. A â€œPerformance Management Data such as performance assessments (including probationary assessments), feedback, appraisals, outputs from talent programs and performance management processes, and, where relevant, executive objective forms. A â€œICT Data such as personal data related to your use of our information and communications systems including email and internet; your use of timekeeping systems and other information obtained through electronic means such as system login and access records; download and print records. A â€œCCTV Data namely your image and time of recording as captured by CCTV operated by the landlord of our business premises in and outside our business premises. A â€œAccess Control Data namely access and security logs when you use any access control cards/fobs to gain entry to our offices. A â€œWorkplace Health and Safety Data such as personal data obtained pursuant to safety audits, risk assessments and incident reports. A A â€œDisciplinary and Grievance Data such as personal data contained in records (including correspondence, minutes of meetings, and reports) of allegations, investigations and proceedings, and their outcomes. A We may also receive and process special categories of personal data about you: A Special categories of personal data is personal data that reveals racial or ethnic origin, political opinions, religious or philosophical beliefs or trade union membership; genetic data; biometric data for the purpose of uniquely identifying a natural person; or data concerning health or a natural personâ€™s sex life or sexual orientation. A We limit the collection of this kind of personal data from you. Typically, we will only receive the following types: A â€œInccapacity Data such as personal data contained in your absence records, medical forms or certificates and records relating to any medical treatment, disability and workplace adjustments or accommodations. A â€œPre-employment Screening Data namely the results of any mandatory pre- employment drug testing following a formal job offer but prior to commencing employment. A â€œIntoxicant Data namely the results of any mandatory intoxicant and/or drugs testing conducted during your employment/engagement with us. A In some cases, providing your personal data is necessary to enter into your employment contract with us, or to comply with applicable law. If you do not provide us with this personal data, we may not be able to perform our contract with you. A You may sometimes provide us with personal data relating to third parties, such as your spouse, partner, dependents and other family members, for purposes of Human Resources administration and management, including the administration of benefits and to contact your next-of-kin in case of an emergency. Before giving us this information please inform those third parties that you intend to disclose their personal data to us, the purposes for this disclosure, and that their personal data will be used by us in accordance with this Privacy Notice. A 4How we collect your personal data A We receive your personal data as part of the recruitment and on-boarding process. Typically, we receive your personal data from the following sources: A â€œThe landlord of our business premises, if you visit our business premises and if we request from our landlord a copy of any security recordings containing CCTV Data for the purposes described in paragraphs 5 and 6 below. A â€œThird parties who conduct pre-employment drug tests on our behalf You named referees A Persons who recommend you for employment Recruitment agencies i., i., â€œYou, as a job candidate (e.g. through employment related web forms and other direct communications with you) A A Once you are working with us, we receive personal data from the following sources: A â€œYou, the employee, intern, contractor or agency worker, in the course of job-related activities throughout the period of you working with us. For example, you will typically provide your personal data directly to your manager(s) or Human Resources contact, or through any Human Resources systems we operate, your participation in Human Resource processes, emails you send, and through written attendances from meetings you attend; A â€œFrom your colleagues and other personnel in the course of job-related activities and processes throughout the period of you working with us; A â€œFrom external third parties such as clients, business partners or regulatory bodies; medical reports and intoxicant and/or drugs tests reports from external professionals; tax authorities, insurance or benefit providers; A â€œThrough access system and security logs when you use any of our information and communications systems, access control cards/fobs; time and attendance recording systems we operate; and A â€œThe landlord of our business premises, if we request from our landlord a copy of any security recordings containing CCTV Data for the purposes described in paragraphs 5 and 6 below. A 5Purposes for using your personal data A We will only use your personal data when the law allows or requires us to. In the majority of cases, the processing of your personal data will be justified for the legal grounds set out further below. In any event, to process your personal data, we will be relying on at least one of the following legal bases: A â€œprocessing is necessary to give effect to your contract of employment (for example, collecting bank account details to pay your salary, creating your information and communications systems access rights so you can carry out your duties, responding to grievances, managing beneficiary details, administering termination of employment and exit interviews); A â€œprocessing is necessary for us to comply with a legal obligation (e.g. administering mandatory benefits, reviewing eligibility for work, creating an employee record (including absences), addressing occupational health issues, managing professional qualifications, managing information and communications systemsâ€™ security, disclosing tax data to government authorities or salary information to a national insurance scheme); A â€œprocessing is in our legitimate interests as a business and as your employer/contracting customer and our interests are not overridden by your interests, fundamental rights or freedoms (e.g. assessing new job opportunities, managing and securing information and communications systemsâ€™ security; reviewing your performance at work, managing litigation or other legal requests). A The processing of special categories of personal data may be necessary in certain limited circumstances. To process a special category of personal data concerning you, we will rely on one of the following legal bases: A â€œIn limited circumstances, your explicit consent; â€œWhere the processing is necessary for the purposes of exercising or performing any right or obligation which is given or imposed by law on an employer or the worker in connection with employment law or social welfare law; A A â€œIn respect of health related personal data only, the processing is necessary and proportionate for an occupational pension, retirement annuity contracts or any other pension arrangement; A â€œWhere the processing is necessary for the purposes of preventive or occupational medicine and/or the assessment of your working capacity; A â€œLess commonly, we may process special categories of personal data where it is needed in relation to legal claims or where it is needed to protect your interests (or someone else's interests) and you are unable to give your consent, or where you have already made the information public. A 6Legal bases for using your personal data A We have set out below a description of the ways we use your personal data, and which of the legal bases we rely on to do so. We have also identified what our legitimate interests are, where applicable. We may process your personal data for more than one lawful ground depending on the specific purpose for which it is necessary to use your personal data. A Purpose/activity Type of personal data Lawful basis for processing your personal data To respond to your job application and to manage the recruitment process (e.g. assess your skills, qualifications and suitability for the role; checking you are legally entitled to work in Ireland; communicate with you about the recruitment process; communicate with your referees; keep records related to our hiring processes; comply with legal or regulatory requirements; to provide appropriate facilities and adjustments for your attendance at any interview; to obtain pre- employment drug test reports). â€œRecruitment/ Selection Data A â€œProfessional Qualifications A â€œIdentity and Contact Data A â€œInccapacity Data A â€œPre- employment Screening Data (a)Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.(b)Necessary for our legitimate interests (for running our business and to assess suitability of candidates).(c)Necessary to comply with a legal obligation.(d)Necessary for performance of an obligation which is imposed by law on an employer in connection with employment law.(e)Necessary for the assessment of working capacity. Human resource management and management of our relationship with you (e.g. on-boarding staff; administering the contract we have entered into with you; recording notifications of relationship with a colleague; managing professional certifications / licenses and liaising with regulatory bodies on your behalf; education, training â€œRecruitment/ Selection Data A â€œProfessional Qualifications A â€œIdentity and Contact Data A â€œEmergency Contact Data (a)Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.(b)Necessary for our legitimate interests (for running our business and to ensure a positive, enjoyable and effective working environment for staff).(c)Necessary to comply with a legal obligation.(d)Necessary for performance of an obligation which is imposed by law on an employer in connection with employment law. A A and development requirements; business reorganisations and corporate transactions; organising and running staff social events). â€œDependent Data A â€œYour Personal Image A â€œWork Details A â€œEmployment Records A â€œRemuneration and Benefits Data A â€œPerformance Management Data A â€œICT Data A â€œAccess Control Data A â€œInccapacity Data A â€œWorkplace Health and Safety Data A â€œDisciplinary and Grievance Data A â€œIntoxicant Data (e)Necessary for the assessment of working capacity.(f)Necessary to protect the vital interests of a data subject or of another natural person where the data subject is physically or legally incapable of giving consent. Administering payroll; paying your salary, and reimbursable expenses and bonuses; if you are an employee or deemed employee for tax purposes, deducting tax and other contributions; to administer benefits including statutory maternity pay, statutory sick pay, pensions and related family/dependent benefits, and permanent health insurance â€œIdentity and Contact Data A â€œWork Details A â€œRemuneration and Benefits Data A â€œInccapacity Data A â€œDisciplinary and Grievance Data A â€œDependent Data (a)Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.(b)Necessary to comply with a legal obligation.(c)Necessary for performance of an obligation which is imposed by law on an employer in connection with employment law.(d)Necessary for the assessment of working capacity. A A Providing and administering pension, insurance, share plans and other benefits to you; enrolling you in pensions and other benefits; liaising with the trustees or managers of a pension arrangement, your pension provider and any other provider of staff benefits â€œIdentity and Contact Data A â€œWork Details A â€œRemuneration and Benefits Data A â€œDependent Data A â€œInccapacity Data (a)Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.(b)Necessary to comply with a legal obligation.(c)Necessary and proportionate for an occupational pension, retirement annuity contract or any other pension arrangement. Business management and planning, including accounting and auditing;

conducting performance reviews; managing performance and determining performance requirements; making decisions about salary reviews and compensation; assessing qualifications for a particular job or task, including decisions about promotions; and managing headcount

Identity and Contact Data

Work Details

Employment Records

Remuneration and Benefits Data

Performance Management Data

Workplace Health and Safety Data

Disciplinary and Grievance Data

(a) Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.

(b) Necessary for our legitimate interests (for running our business and strategic planning).

(c) Necessary to comply with a legal obligation. Securing our information and communication systems and networks; securing our business premises and the persons and property inside our business premises and/or on surrounding areas; creating employee records on our Human Resources IT systems; creating IT and building access rights; monitoring use of our information and communication systems to ensure compliance with our IT and other policies (including those specified in Identity and Contact Data

ICT Data

CCTV Data

Access Control Data

(a) Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.

(b) Necessary for our legitimate interests (for running our business and to protect our property, assets, staff and others); and ensuring compliance with our employment handbook, IT and other policies).

(c) Necessary to comply with a legal obligation.

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Our employee handbook); ensuring network and information security, including preventing unauthorised access to our computer and electronic communications systems and preventing malicious software distribution and cyber attacks

A

Marketing and business development including inclusion of your photograph in social media postings, publications and corporate websites

Your Personal Image

Work Details

(a) Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.

(b) Necessary for our legitimate interests (for running our business and developing new business).

Creating and maintaining records relating to your absence from work (including for sickness, parental leave, discretionary leave, sabbaticals etc.)

Identity and Contact Data

Work Details

Incapacity Data

Emergency Contact Data

Dependent Data

Workplace Health and Safety Data

(a) Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.

(b) Necessary to comply with a legal obligation.

(c) Necessary for performance of an obligation which is imposed by law on an employer in connection with employment law.

(d) Necessary for the assessment of working capacity. Ensure your health and safety in the workplace and to assess your fitness to work, to provide appropriate workplace adjustments; ascertaining your fitness to work; complying with health and safety obligations; manage health and safety at work and report on incidents

Identity and Contact Data

Work Details

Incapacity Data

Intoxicant Data

Workplace Health and Safety Data

(a) Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.

(b) Necessary to comply with a legal obligation.

(c) Necessary for performance of an obligation which is imposed by law on an employer in connection with employment law.

(d) Necessary for the assessment of working capacity. Contacting family/next of kin in case of emergency

Identity and Contact Data

Emergency Contact Data

(a) Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.

(b) Necessary for our legitimate interests (for running our business and protecting the interests and safety of staff).

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Incapacity Data

Dependent Data

(c) Necessary to comply with a legal obligation.

(d) Necessary to protect the vital interests of a data subject or of another natural person where the data subject is physically or legally incapable of giving consent. Responding to and resolving grievances; investigate and respond to complaints from clients/customers/partners; conducting disciplinary and grievance processes; gathering evidence for possible grievance or disciplinary hearings; making decisions about your continued employment or engagement; making arrangements for the termination of working relationships

Identity and Contact Data

Work Details

Employment Records

ICT Data

CCTV Data

Access Control Data

Workplace Health and Safety Data

Incapacity Data

Intoxicant Data

Disciplinary and Grievance Data

(a) Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.

(b) Necessary for our legitimate interests (for running our business and dealing effectively with grievances and disciplinary matters).

(c) Necessary to comply with a legal obligation.

(d) Necessary for performance of an obligation which is imposed by law on an employer in connection with employment law.

(e) Necessary for the assessment of working capacity. Dealing with legal disputes involving you, or other employees, workers and contractors, including accidents at work; to prevent fraud; conduct or assist with internal, government, law enforcement and other investigations

Recruitment/ Selection Data

Professional Qualifications

Identity and Contact Data

Work Details

Employment Records

Remuneration and Benefits Data

Performance Management Data

(a) Performance of a contract with you, or in order to take steps at your request prior to entering into a contract.

(b) Necessary for our legitimate interests (for running our business and to protect our property, assets, workforce and others).

(c) Necessary to comply with a legal obligation.

(d) Necessary for the establishment, exercise or defence of legal claims.

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Workplace Health and Safety Data

Disciplinary and Grievance Data

ICT Data

Dependent Data

CCTV Data

Access Control Data

Intoxicant Data

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We may operate projects or arrangements in respect of which our workforce may be invited to participate. In exceptional circumstances, depending on the nature of the project or arrangement, it may be necessary to process your personal data in respect of which we need your consent. If your consent is needed, we will ask you for this separately to ensure that your consent is freely given, informed and explicit. Information regarding processing based on your consent will be provided to you at the time that consent is requested, along with details of any consequences of not providing consent.

A

We will only use your personal data for the purposes for which we collected it, unless we reasonably consider that we need to use it for another reason and that reason is compatible with the original purpose. If we need to use your personal data for an unrelated purpose, we will notify you and we will explain the legal basis which allows us to do so. Please note that we may process your personal data without your knowledge or consent, in compliance with the above rules, where this is required or permitted by law.

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Disclosures of your personal data

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We may have to share your personal data with third parties, including third-party service providers and with other companies that are in the same corporate group as us (e.g. our holding company and our subsidiaries, and subsidiaries of our holding company). We require third parties to respect the security of your personal data and to treat it in accordance with applicable data protection law.

A

Except as set out in this Privacy Notice, we do not disclose to any third party personal data that we collect or you provide to us. We will share your personal data with third parties where required by law, where it is necessary to administer the working relationship with you or where we have a legitimate interest or other lawful reason for doing so.

A

We may have to share your personal data with the parties set out below for the purposes set out in the table in paragraphs 5 and 6 above.

A

Internal third parties: We will share your personal data with other companies that are in the same corporate group as us:

A

(i) for global Human Resources planning and decision making, we will share some of your personal data with Iterum Therapeutics US Limited in the United States, which will be a joint controller of your personal data;

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(ii) for the purposes of administering the Iterum employee share option plan, we will share some of your personal data with our parent company, Iterum Therapeutics plc;

A

(iii) for the provision of senior executive and management services, we will share your personal data with Iterum Therapeutics US Limited in the United States who provides us with the following senior executive and management services: Human Resources management;

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(iv) for the provision of information and communications systems, maintenance and support and hosting of data, for example we will share your personal data with Iterum Therapeutics US Limited who provide us with the following services: IT services; hosting, access management, security and support of desktop applications, email services and other information and communication systems we make available to you;

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(v) for certain Human Resources, payroll, benefits and administrative purposes. For example, we will share your personal data with Iterum Therapeutics US Limited who provides us with the following services in respect of our workforce:

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personal data: payroll and financial administration services; staff training; administration of staff pensions and benefits; Human Resource support; and

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(vi) in the context of a business reorganisation or a restructuring exercise.

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External third parties: We may share some of your personal data with professional advisors and companies that provide products and services to us. For example, the following activities are carried out by professional advisors and third-party service providers, which may involve their processing of your personal data in respect of the service they provide: pension administration and consultancy; benefits provision and administration; health insurance; IT services; cloud hosting services; employee share option plan administration; transfer agency services; payroll services; and legal and accounting services. Further, if you undergo a mandatory intoxicant and/or drugs test during your employment/engagement with us we will share your personal data with third parties who conduct these tests on our behalf.

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Public and Government Authorities: We may need to share your personal data with a regulator or to otherwise comply with the law. This may include making returns to Revenue.

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Corporate activity: We may share your personal data with other third parties in the context of the possible sale or restructuring of the business. In this circumstance we will, so far as possible, share anonymised data with the other parties before the transaction completes. Once the transaction is completed, we will share your personal data with the other parties if and to the extent required under the terms of the transaction.

A

We require all third parties to whom we disclose personal data to respect the security of personal data and to treat it in accordance with the law. We do not allow our service providers to use your personal data for their own purposes and only permit them to process your personal data for specified purposes and in accordance with our instructions. Unless prevented by applicable law, we will notify you when your personal data may be provided to third parties in ways other than explained above, and you may have the option to prevent this sharing at the time that we notify you.

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International transfers

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As a multinational organisation there are times we will transfer your personal data outside the European Economic Area. If we do, you can expect a similar degree of protection in respect of your personal data.

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We will transfer the personal data we collect about you to the United States, which is outside of the European Economic Area, for the purposes described in paragraphs 5 and 6 and to the recipients described in paragraph 7. There is not an adequacy decision by the European Commission in respect of the United States. This means that the United States is not deemed to provide an adequate level of protection for your personal data. However, to ensure that your personal data does receive an adequate level of protection we have put in place appropriate measures, namely the European Commission approved model contractual clauses, to ensure that your personal data is treated by those third parties in a way that is consistent with and which respects data protection law. If you require further information about this protective measure you can request it from Privacy@iterumtx.com.

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Data security

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We have put in place measures to protect the security of your personal data. Details of these measures are available upon request. Third party service providers will only process your personal data on our instructions and where they have agreed to treat the information confidentially and to keep it secure.

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We have put in place appropriate security measures to prevent your personal data from being accidentally lost, used or accessed in an unauthorised way, altered or disclosed. In addition, we limit access to your personal data to those employees, agents, contractors and other third parties who have a business need to know. Whilst we take appropriate security measures to protect all personal data, no data transmission or security system can be guaranteed to be 100% secure. Service providers will only process your personal data on our instructions and they are subject to obligations of confidentiality. All our third-party service providers are required to take appropriate security measures to protect personal data.

A

We have put in place procedures to deal with any suspected personal data breach and will notify you and the Data Protection Commission of a suspected breach where we are legally required to do so. If you have reason to believe that any of your personal data is no longer secure, please notify Privacy@iterumtx.com immediately.

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You also have an important role to play in protecting the security of your personal data, and you should take care about disclosing personal data, and how you protect your communications and devices. Please refer to the employee handbook and all data protection and security policies notified to you from time to time for more information about your responsibilities and ensure you attend all mandatory data protection and data security training sessions allocated to you.

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How long we keep your personal data

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We will only retain your personal data for as long as necessary to fulfil the purposes we collected it for, including for the purposes of satisfying any legal, accounting, or reporting requirements.

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To determine the appropriate retention period for personal data, we consider the amount, nature, and sensitivity of the personal data, the potential risk of harm from unauthorised use or disclosure of your personal data, the purposes for which we process your personal data and whether we can achieve those purposes through other means, and the applicable legal requirements.

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In some circumstances we may anonymise your personal data so that it can no longer be associated with you, in which case we may use such information without further notice to you.

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Once you are no longer an employee, worker or contractor of the company we will retain and securely destroy your personal data in accordance with applicable laws and regulations.

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Automated decision-making

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Automated decision-making takes place when an electronic system uses personal data to make a decision without human intervention.

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You will not be subject to decisions that will have a significant impact on you based solely on automated decision-making, unless we have a lawful basis for doing so and we have notified you. We do not envisage that any decisions will be taken about you using automated means, however we will notify you if this position changes.

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Your legal rights

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Under certain circumstances, by law you have the right to:

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Request access to your personal data (commonly known as a "data subject access request"). This enables you to request a copy of the personal data we hold about you and to check that we are lawfully processing it.

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Request correction of the personal data that we hold about you. This enables you to have any incomplete or inaccurate personal data we hold about you corrected.

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Request erasure of your personal data. This enables you to ask us to delete or remove personal data where there is no good reason for us continuing to process it. You also have the right to ask us to delete or remove your personal data where you have exercised your right to object to processing (see below).

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Object to processing of your personal data where we are relying on a legitimate interest (or those of a third party) to process your personal data and there is something about your particular situation which makes you want to object to us processing your personal data on this legal ground.

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Request restriction of processing of your personal data. This enables you to ask us to suspend the processing of your personal data in the following scenarios: (a) if you want us to establish the data's accuracy; (b) where our use of the personal data is unlawful but you do not want us to erase it; (c) where you need us to hold the personal data even if we no longer require it as you need it to establish, exercise or defend a legal claim; or (d) you have objected to our use of your personal data but we need to verify whether we have overriding legitimate grounds to use it.

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Request the transfer of your personal data to you or to a third party. We will provide to you, or a third party you have chosen, your personal data in a structured, commonly used, machine-readable format. Note that this right only applies to automated information which you initially provided consent for us to use or where we processed the personal data to perform a contract with you.

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Right to withdraw consent: In the limited circumstances where you may have provided your consent to the collection and processing of your personal data for a specific purpose, you have the right to withdraw your consent for that specific processing at any time. To withdraw your consent, please contact Privacy@iterumtx.com. Once we have received notification that you have withdrawn your consent, we will no longer process your personal data for the purpose or purposes you originally agreed to, unless we have another legitimate basis for doing so in law.

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Exercising your rights

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To exercise one or more of your rights in respect of your personal data, please contact Privacy@iterumtx.com. You will not have to pay a fee to access your personal data (or to exercise any of the other personal data legal rights). However, we may charge a reasonable fee if your request for access is clearly unfounded or excessive. Alternatively, we may refuse to comply with the request in such circumstances.

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Contacting the data protection supervisory authority

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You have the right to make a complaint at any time to the Data Protection Commission, the Irish supervisory authority for data protection issues (www.dataprotection.ie). We would, however, appreciate the chance to deal with your concerns before you approach the Data Protection Commission so please contact Privacy@iterumtx.com or a member of the Legal Team in the first instance.

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Updating your personal data

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It is important that the personal data we hold about you is accurate and current. Please keep us informed if your personal data changes during your working relationship with us.

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Changes to this Privacy Notice

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We reserve the right to update this Privacy Notice at any time. We will notify current employees in advance about any changes to this Privacy Notice that are material or may impact you.

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Who to contact?

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If you have any questions about this Privacy Notice, including any requests to exercise your legal rights, please contact a member of our Privacy Team at Privacy@iterumtx.com.

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1,

(employee / worker / contractor name), acknowledge that on (date), I received a copy of this Privacy Notice for employees, workers and contractors and that I have read and understood it.

Signature

Name

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SCHEDULE 2 AMENDMENT NO.1

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Dated December 31, 2022

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ITERUM THERAPEUTICS INTERNATIONAL LIMITED

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-and-

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MICHAEL DUNNE

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AMENDMENT TO CONTRACT FOR SERVICES

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THIS AMENDMENT TO A CONTRACT FOR SERVICES is made and entered into on December 31, 2022 by and between: (1) Iterum Therapeutics International Limited whose registered office is at Fitzwilliam Court, 1st Floor, Leeson Close, Dublin 2, D02 YW24, Ireland (the Company); and (2) Michael Dunne of 30 Cromwell Place, Old Saybrook, CT, 06475 (the Contractor), hereinafter referred to as Amendment No.1. The Company and the Contractor are hereinafter individually referred to as a Party or collectively referred to as the Parties. RECITALS A. The Parties entered into a Contract for Services dated May 25, 2022, pursuant to which the Contractor agreed to provide the Services to the Company and any Associated Company upon and subject to the terms and conditions therein contained (the Consultancy Agreement), a copy of which is attached hereto in Schedule 1. A

B. The Parties hereto wish to amend the Consultancy Agreement as prescribed herein, effective as of December 31, 2022 (the Amendment Effective Date). IT IS HEREBY AGREED as follows: 34. EXISTING TERMS, CONDITIONS AND DEFINITIONS 34.1. Unless specifically amended herein, the terms and conditions described in the Consultancy Agreement shall remain in full force and effect. A

34.2. Capitalised terms (including those used in the Recitals above) shall be as defined in the Consultancy Agreement. 35. TERM A

35.1. Clause 3.1 (Term) of the Consultancy Agreement shall be amended to

read as follows: This Agreement commenced on the Commencement Date and continues until 30 June 2023 unless earlier terminated in accordance with clause 3.2 or clause 14. The Term may be extended by mutual agreement of the parties. 36.AMENDMENT 36.1.All references to Agreement, hereunder, herein, hereof or similar words referring to the Consultancy Agreement, from and after the Amendment Effective Date, shall mean and refer to the Consultancy Agreement as amended by this Amendment No.1. 37.COUNTERPARTS 37.1.This Amendment No.1 may be executed in any number of counterparts, and by the Parties on separate counterparts, each of which when so executed will constitute an original but all of which together will evidence the same agreement. 38 IN WITNESS whereof this Amendment No.1 has been entered into on the date first herein written.  SIGNED on behalf of the Company: /s/ Corey Fishman [..... Signature Name: Corey Fishman Title: Director and CEO   SIGNED By Contractor: /s/ Michael Dunne [..... Signature Name: Michael Dunne  39 A SCHEDULE 1 THE CONSULTANCY AGREEMENT   40 A SCHEDULE 3 AMENDMENT NO.2 41  Dated June 15, 2023   ITERUM THERAPEUTICS INTERNATIONAL LIMITED  -and-  MICHAEL DUNNE    AMENDMENT TO CONTRACT FOR SERVICES          THIS AMENDMENT TO A CONTRACT FOR SERVICES is made and entered into on June 15, 2023, by and between: (1) Iterum Therapeutics International Limited whose registered office is at Fitzwilliam Court, 1st Floor, Leeson Close, Dublin 2, D02 YW24, Ireland (the Company); and (2) Michael Dunne of 30 Cromwell Place, Old Saybrook, CT, 06475 (the Contractor), hereinafter referred to as Amendment No.2. The Company and the Contractor are hereinafter individually referred to as a Party or collectively referred to as the Parties. RECITALS C.The Parties entered into a Contract for Services dated May 25, 2022, pursuant to which the Contractor agreed to provide the Services to the Company and any Associated Company upon and subject to the terms and conditions therein contained (the Consultancy Agreement), a copy of which is attached hereto in Schedule 1.  D.The Parties entered into an Amendment Agreement dated December 31, 2022, pursuant to which the Parties agreed to extend the Term of the Consultancy Agreement until June 30, 2023, upon and subject to the terms and conditions therein contained (Amendment No.1), a copy of which is attached hereto in Schedule 2.  E.The Parties hereto wish to further amend the Consultancy Agreement as prescribed herein, effective as of June 30, 2022 (the Amendment Effective Date). IT IS HEREBY AGREED as follows: 38.EXISTING TERMS, CONDITIONS AND DEFINITIONS 38.1.Unless specifically amended herein, the terms and conditions described in the Consultancy Agreement shall remain in full force and effect.  38.2.Capitalised terms (including those used in the Recitals above) shall be as defined in the Consultancy Agreement and Amendment No.1. 39.TERM  39.1.Clause 3.1 (Term) of the Consultancy Agreement shall be amended to read as follows: This Agreement commenced on the Commencement Date and continues until 31 December 2023 unless earlier terminated in accordance with clause 3.2 or clause 14. The Term may be extended by mutual agreement of the parties. 40.AMENDMENT 40.1.All references to Agreement, hereunder, herein, hereof or similar words referring to the Consultancy Agreement, from and after the Amendment Effective Date, shall mean and refer to the Consultancy Agreement as amended by this Amendment No.2. 41.COUNTERPARTS 41.1.This Amendment No.2 may be executed in any number of counterparts, and by the Parties on separate 43  counterparts, each of which when so executed will constitute an original but all of which together will evidence the same agreement. 44  IN WITNESS whereof this Amendment No.2 has been entered into on the date first herein written.  SIGNED on behalf of the Company: /s/ Corey Fishman [..... Signature Name: Corey Fishman Title: Director and CEO   SIGNED By Contractor: /s/ Michael Dunne [..... Signature Name: Michael Dunne  45 A SCHEDULE 1 THE CONSULTANCY AGREEMENT 46 A SCHEDULE 2 AMENDMENT NO.1 47 EX-31.1 3 itm-ex31 1.htm EX-31.1 EX-31.1  Exhibit 31.1 CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Corey Fishman, certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Iterum Therapeutics plc; 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 Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c)Evaluated the effectiveness of the registrants disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)Disclosed in this report any change in the registrants internal control over financial reporting that occurred during the registrants most recent fiscal quarter (the registrants fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants internal control over financial reporting; and 5.The registrants other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants auditors and the audit committee of the registrants board of directors (or persons performing the equivalent functions): (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrants ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants internal control over financial reporting.  Date: November 14, 2024  By: /s/ Corey Fishman   Corey Fishman   Corey Fishman   President and Chief Executive Officer(Principal Executive Officer)    EX-31.2 4 itm-ex31 2.htm EX-31.2 EX-31.2  Exhibit 31.2 CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Judith Matthews, certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Iterum Therapeutics plc; 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 Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c)Evaluated the effectiveness of the registrants disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)Disclosed in this report any change in the registrants internal control over financial reporting that occurred during the registrants most recent fiscal quarter (the registrants fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants internal control over financial reporting; and 5.The registrants other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants auditors and the audit committee of the registrants board of directors (or persons performing the equivalent functions): (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrants ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants internal control over financial reporting.  Date: November 14, 2024  By: /s/ Judith Matthews   Judith Matthews   Chief Financial Officer(Principal Financial and Accounting Officer)    EX-32.1 5 itm-ex32 1.htm EX-32.1 EX-32.1  Exhibit 32.1 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report on Form 10-Q of Iterum Therapeutics plc (the Company) for the period ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the Report), the undersigned, Corey Fishman, President and Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge on the date hereof: (1)The Report fully complies with the requirements of Section 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: November 14, 2024 By: /s/ Corey Fishman Corey Fishman President and Chief Executive Officer(Principal Executive Officer)  This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Iterum Therapeutics plc under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing. EX-32.2 6 itm-ex32 2.htm EX-32.2 EX-32.2  Exhibit 32.2 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report on Form 10-Q of Iterum Therapeutics plc (the Company) for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the Report), the undersigned, Judith Matthews, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to her knowledge on the date hereof: (1)The Report fully complies with the requirements of Section 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: November 14, 2024 By: /s/ Judith Matthews Judith Matthews Chief Financial Officer(Principal Financial and Accounting Officer)  This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Iterum Therapeutics plc under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing. EX-101.SCH 7 itm-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink link:100010 - Statement - Consolidated Balance Sheets (Unaudited) link:presentationLink link:calculationLink link:definitionLink link:100020 - Statement - Consolidated Balance Sheets (Parenthetical) (Unaudited) link:presentationLink link:calculationLink link:definitionLink link:100030 - Statement - Consolidated Statements of Operations and Comprehensive Loss (Unaudited) 2 link:presentationLink link:calculationLink link:definitionLink link:100040 - Statement - Consolidated Statements of Operations and Comprehensive Loss (Unaudited) link:presentationLink link:calculationLink link:definitionLink link:100050 - Statement - Consolidated Statements of Cash Flows (Unaudited) link:presentationLink link:calculationLink link:definitionLink link:100060 - Statement - Condensed Consolidated Statements of Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink link:995455 - 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Disclosure - Royalty-Linked Notes link:presentationLink link:calculationLink link:definitionLink link:995555 - Disclosure - Shareholders' Equity link:presentationLink link:calculationLink link:definitionLink link:995565 - Disclosure - Share-Based Compensation link:presentationLink link:calculationLink link:definitionLink link:995575 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink link:995585 - Disclosure - Commitment and Contingencies link:presentationLink link:calculationLink link:definitionLink link:995595 - Disclosure - Condensed Consolidating Financial Statements link:presentationLink link:calculationLink link:definitionLink link:995605 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink link:995615 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink link:995625 - Disclosure - Summary of Significant Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink link:995635 - Disclosure - Fair Value of Financial Assets and Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink link:995645 - Disclosure - Short-term Investments (Tables) link:presentationLink link:calculationLink link:definitionLink link:995655 - Disclosure - Prepaid Expenses and Other Current Assets (Tables) link:presentationLink link:calculationLink link:definitionLink link:995665 - Disclosure - Property and Equipment, Net (Tables) link:presentationLink link:calculationLink link:definitionLink link:995675 - Disclosure - Leases (Tables) link:presentationLink link:calculationLink link:definitionLink link:995685 - Disclosure - Accrued Expenses (Tables) link:presentationLink link:calculationLink link:definitionLink link:995695 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink link:995705 - Disclosure - Royalty-Linked Notes (Tables) link:presentationLink link:calculationLink link:definitionLink link:995715 - Disclosure - Shareholders' Equity (Tables) link:presentationLink link:calculationLink link:definitionLink link:995725 - Disclosure - Share-Based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink link:995735 - Disclosure - Basis of Presentation - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink link:995745 - Disclosure - Summary of Significant Accounting Policies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink link:995755 - Disclosure - Summary of Significant Accounting Policies - Schedule of Potentially Dilutive Securities Excluded from Computation of Diluted Weighted-Average Shares Outstanding (Details) link:presentationLink link:calculationLink link:definitionLink link:995765 - Disclosure - Summary of Significant Accounting Policies - Schedule of Distribution of Total Operating Expenses by Geographical Area (Details) link:presentationLink link:calculationLink link:definitionLink link:995775 - Disclosure - Summary of Significant Accounting Policies - Schedule of Distribution of Long-Lived Assets by Geographical Area (Details) link:presentationLink link:calculationLink link:definitionLink link:995785 - Disclosure - Fair Value of Financial Assets and Liabilities (Schedule of Financial Assets Measured at Fair Value) (Details) link:presentationLink link:calculationLink link:definitionLink link:995795 - Disclosure - Fair Value of Financial Assets and Liabilities - Summary of Long Term And Short Term Debt at Fair Value Hierarchy of Valuation Inputs Utilized to Determine Fair Value (Details) link:presentationLink link:calculationLink link:definitionLink link:995805 - Disclosure - Fair Value of Financial Assets and Liabilities - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink link:995815 - Disclosure - Short-term Investments - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink link:995825 - Disclosure - Short-term Investments - Schedule of Available for Sale Short-term Investments by Major Security Type (Details) link:presentationLink link:calculationLink link:definitionLink link:995835 - Disclosure - Prepaid Expenses and Other Current Assets - Summary of Prepaid Expenses and Other Current Assets (Details) link:presentationLink link:calculationLink link:definitionLink link:995845 - Disclosure - Prepaid Expenses and Other Current Assets - Summary of Prepaid Expenses and Other Current Assets (Parenthetical) (Details) link:presentationLink link:calculationLink link:definitionLink link:995855 - Disclosure - Property and Equipment, Net - Schedule of Property and Equipment and Related Accumulated Depreciation (Details) link:presentationLink link:calculationLink link:definitionLink link:995865 - Disclosure - Property and Equipment, Net - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink link:995875 - Disclosure - Leases - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink link:995885 - Disclosure - Leases - Summary of Right-of-Use Assets and Lease Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink link:995895 - 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link:calculationLink link:definitionLink 995915 - Disclosure - Accrued Expenses - Schedule of Accrued Expenses (Details) link:presentationLink link:calculationLink link:definitionLink 995925 - Disclosure - Leases - Schedule of Future Lease Payments Included in Measurement of Lease Liabilities on Condensed Consolidated Balance Sheet (Details) 2 link:presentationLink link:calculationLink link:definitionLink 995935 - Disclosure - Debt - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995945 - Disclosure - Debt - Summary of Balances of Exchangeable Notes (Details) link:presentationLink link:calculationLink link:definitionLink 995955 - Disclosure - Debt - Summary of Balances of Exchangeable Notes (Parenthetical) (Details) link:presentationLink link:calculationLink link:definitionLink 995965 - Disclosure - Debt - Schedule of Principal Payments on Outstanding Debt, Including Principal Amounts owed to RLN Holders (Details) link:presentationLink link:calculationLink link:definitionLink 995975 - Disclosure - Royalty-Linked Notes - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995985 - Disclosure - Royalty Linked Notes - Summary of Royalty-Linked Notes (Details) link:presentationLink link:calculationLink link:definitionLink 995995 - Disclosure - Shareholders' Equity - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996005 - Disclosure - Shareholders' Equity - Summary of Assumptions Used to Determine Fair Value of Warrants (Details) link:presentationLink link:calculationLink link:definitionLink 996015 - Disclosure - Share-Based Compensation - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996025 - Disclosure - Share-Based Compensation - Schedule of Assumptions Used to Determine Grant Date Fair Value of Employee and Director Options Granted (Details) link:presentationLink link:calculationLink link:definitionLink 996035 - Disclosure - Share-Based Compensation - Summary of Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 996045 - Disclosure - Share-Based Compensation - Summary of Number of Options Outstanding and Weighted-average Exercise Price (Details) link:presentationLink link:calculationLink link:definitionLink 996055 - Disclosure - Share-Based Compensation - Summary of Number of RSUs Granted (Details) link:presentationLink link:calculationLink link:definitionLink 996065 - Disclosure - Share-Based Compensation - Summary of Number of RSUs Outstanding and Weighted-average Grant Date Fair Value of RSUs (Details) link:presentationLink link:calculationLink link:definitionLink 996075 - Disclosure - Share-Based Compensation - Summary of Share-based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 996085 - Disclosure - Income Taxes - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 996095 - Disclosure - Commitment and Contingencies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996105 - Disclosure - Condensed Consolidating Financial Statements - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996115 - Disclosure - Subsequent Events - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink Income Tax [Line Items] Income Tax [Line Items] Income tax. Statement [Line Items] Statement [Line Items] Entity Address, Address Line Three Entity Address, Address Line Three Debt Instrument Debt Instrument [Axis] Accrued manufacturing expenses current. Accrued Manufacturing Expenses Current Accrued manufacturing expenses Entity Addresses, Address Type Entity Addresses, Address Type [Axis] Plan Name Plan Name [Domain] Warrants expiry date Class Of Warrant Or Right Warrants Expiry Date Class of warrant or right Warrants expiry date. Entity Address, Postal Zip Code Entity Address, Postal Zip Code Regulatory milestone deferred/intends to defer payment period Regulatory milestone deferred/intends to defer payment period. Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table] Fair Value, Recurring and Nonrecurring [Table] Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Pursuant to the Underwriting Agreement Pursuant To Underwriting Agreement [Member] Pursuant to the underwriting agreement. Schedule Of Condensed Financial Statements [Table] Condensed Financial Statements [Table] Unamortized compensation expense Unamortized stock compensation expense Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Number of business segments Number of Operating Segments Weighted Average Exercise Price, Exercisable at September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Final payment fee Final Payment Fee For Loan Final payment fee for loan. Description of reverse share split Stockholders' Equity, Reverse Stock Split Shares, Outstanding Beginning balance (in shares) Ending balance (in shares) Other Noncash Income (Expense), Total Other Noncash Income (Expense) Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Axis] RLNs Royalty Linked Subordinated Notes [Member] Royalty-linked subordinated notes. Level 2 Fair Value, Inputs, Level 2 [Member] Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Lessee, operating lease, description Lessee, Operating Lease, Description Fair Value Measurement Fair Value Measurement [Domain] Long-term Debt, Type Long-Term Debt, Type [Domain] Regulatory and sales milestone promissory note issuance period Regulatory And Sales Milestone Promissory Note Issuance Period Regulatory and sales milestone promissory note issuance period. 2024 Rights Offering member. Two Thousand Twenty Four Rights Offering [Member] 2024 Rights Offering 2029 Long-Term Debt, Maturity, Year Five Binomial Option Pricing Model Binomial Option Pricing Model [Member] Binomial option pricing model. Summary of Right-of-Use Assets and Lease Liabilities Schedule Of Right Of Use Assets And Lease Liabilities Table [Text Block] Schedule of right of use assets and lease liabilities. RLNs liability Long-term royalty linked notes, less current portion Royalty Linked Notes Noncurrent Fair Value Royalty linked notes noncurrent fair value. Leases Lessee, Operating Leases [Text Block] Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Derivative Liability, Fair Value, Gross Liability, Total Fair value of derivative liability Derivative Liability, Subject to Master Netting Arrangement, before Offset Subsidiary Guarantors Subsidiary Guarantors [Member] Subsidiary guarantors. Option period to purchase additional ordinary shares Option Period To Purchase Additional Ordinary Shares Option period to purchase additional ordinary shares. 5-year warrants member. Five Year Warrants [Member] 5-Year Warrants Schedule Of Stock By Class [Table] Stock, Class of Stock [Table] Silicon Valley Bank and Life Sciences Fund II LLC Silicon Valley Bank And Life Sciences Fund I I Limited Liability Company [Member] Silicon Valley Bank and Life Sciences Fund II LLC. Product and Service Product and Service [Axis] Iterum Therapeutics Bermuda Limited Iterum Bermuda [Member] Iterum Bermuda. Lender Name Lender Name [Axis] February SPA February Securities Purchase Agreement [Member] February securities purchase agreement. Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Document Information [Table] Document Information [Table] Number of debt instruments issued Number Of Debt Instruments Issued Number of debt instruments issued. Equity [Text Block] Shareholders' Equity Title of Individual Title and Position [Axis] Class of Warrant or Right [Axis] Sale of Stock Sale of Stock [Domain] Cash and Cash Equivalents Cash and Cash Equivalents [Domain] Exchangeable Notes Total Debt instrument, outstanding principal Long-Term Debt, Gross June 3, 2020 SPA June Three Two Thousand And Twenty Securities Purchase Agreement [Member] June 3, 2020 securities purchase agreement. Maximum amount available under second draw Line of Credit Facility, Remaining Borrowing Capacity Other Commitments [Line Items] Other Commitments [Line Items] Value of shares and securities may offer and sell Value Of Shares And Securities May Offer And Sell Value of shares and securities may offer and sell. Schedule of Distribution of Total Operating Expenses by Geographical Area Operating Expenses By Geographic Areas Table [Text Block] Operating expenses by geographic areas. Entity Central Index Key Entity Central Index Key Aggregate principal amount Debt Instrument, Annual Principal Payment Schedule Of Available For Sale Securities [Line Items] Debt Securities, Available-for-Sale [Line Items] Warrants Issued Warrant Issued [Member] Warrants issued. Warrant Warrant [Member] Number of Shares, Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Lessee, operating lease, terminate term Lessee Operating Lease Terminate Term Lessee operating lease terminate term. Common Stock, Shares, Issued, Total Ordinary shares, shares issued Common Stock, Shares, Issued Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Risk-free interest rate, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Minimum Sales Agreement with H.C. Wainwright & Co., L.L.C Sales Agreement With H.C. Wainwright & Co., L.L.C Member Sales agreement with H.C. Wainwright & Co., L.L.C. Increase (Decrease) in Prepaid Expense and Other Assets, Total Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Debt instrument, shares embedded within each unit, value Debt Instrument Shares Embedded Within Each Unit Value Debt instrument shares embedded within each unit value. Lessee, operating lease, remaining lease term Lessee, Operating Lease, Remaining Lease Term 2028 Long-Term Debt, Maturity, Year Four Income Statement [Abstract] 2020 Rights Offering Two Thousand and Twenty Rights Offering [Member] 2020 Rights Offering. Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Loss before income taxes Class of Warrant or Right [Table] June 30 SPA June Thirty Securities Purchase Agreement [Member] June 30 securities purchase agreement. Ireland IRELAND Fair value, liabilities Level 3 transfers amount Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Transfers, Net, Total Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Transfers, Net Portion at Fair Value Measurement [Member] [Default] Fair Value Disclosure Item Amounts [Default] Portion at Fair Value Measurement [Member] Fair Value Balance Sheet Grouping Financial Statement Captions [Line Items] Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Prepaid expenses and other current assets Operating Lease Right Of Use Asset Current Operating lease right of use asset current. Debt instrument, shares embedded within each unit, shares Debt Instrument Shares Embedded Within Each Unit Shares Debt instrument shares embedded within each unit shares. Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized Increase in number of ordinary shares available for issuance Percentage of ordinary shares issued to purchase warrants Percentage Of Ordinary Shares Issued To Purchase Additional Warrants Percentage of ordinary shares issued to purchase additional warrants. Principal and interest payment, maturity date Line of Credit Facility, Expiration Date Aggregate Intrinsic Value, Exercisable at September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Debt instrument price per ordinary share Debt Instrument Price Per Ordinary Share Debt instrument price per ordinary share Cover [Abstract] Subsequent Event [Line Items] Earnings Per Share, Basic, Total Earnings Per Share, Basic Net loss per share - basic Final interest rate payment on outstanding principal Final Payment Fee For Loan Percentage Final payment fee for loan, percentage. Lessee, operating lease, option to extend Lessee, Operating Lease, Option to Extend Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Unrealized Gains Income taxes Increase (Decrease) in Income Taxes Payable Operating expenses: Operating Expenses [Abstract] Regulatory and sales milestone deferred payment period Regulatory and sales milestone deferred payment period. Investments, Debt and Equity Securities [Abstract] Share-based compensation expense Share-Based Payment Arrangement, Expense Expense recognized June 3 SPA June Three Securities Purchase Agreement [Member] June 3 securities purchase agreement. Total Exchangeable Notes, net Long-Term Debt Adjustments to fair value of derivatives Adjustments to fair value of derivatives Unrealized Gain (Loss) on Derivatives Retained Earnings (Accumulated Deficit), Ending Balance Retained Earnings (Accumulated Deficit), Beginning Balance Retained Earnings (Accumulated Deficit), Total Accumulated deficit Accumulated deficit Retained Earnings (Accumulated Deficit) 0.15 Nominal Value Zero Point One Five Nominal Value Member 0.15 nominal value. Plan Name Plan Name [Axis] Number of Shares, Options outstanding Beginning Balance Number of Shares, Options outstanding Ending Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Condensed Financial Statements Captions [Line Items] Condensed Financial Statements, Captions [Line Items] Current assets: Assets, Current [Abstract] Exchangeable Notes Exchangeable Notes [Member] Exchangeable notes. U.S. UNITED STATES Additional ordinary shares that can be purchased by underwriter Additional Ordinary Shares That Can Be Purchased By Underwriter Additional ordinary shares that can be purchased by underwriter. Exchangeable notes Convertible Debt, Current Investment Type Investment Type [Axis] Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Entity Address, Country Entity Address, Country Weighted average grant date fair value per share, Expired Weighted Average grant date fair value per share, Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Product and Service Product and Service [Domain] Accumulated other comprehensive income Accumulated Other Comprehensive Income (Loss), Net of Tax, Total Accumulated Other Comprehensive Income (Loss), Net of Tax Lessee, operating lease, term of contract Lessee, Operating Lease, Term of Contract Debt Instrument [Line Items] Debt Instrument [Line Items] Debt instrument maturity period Debt Instrument, Term Operating Loss Carryforwards, Total Net operating loss carryforwards Operating Loss Carryforwards Operating Leased Assets [Line Items] Operating Leased Assets [Line Items] Property, Plant and Equipment, Net, Ending Balance Property, Plant and Equipment, Net, Beginning Balance Property and equipment, net Property and equipment, net Property, Plant and Equipment, Net 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Pfizer License Agreement Pfizer License Agreement [Member] Pfizer license agreement. Ordinary shares, par value Common Stock, Par or Stated Value Per Share Employee Stock Option Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Taxes Payable, Current, Total Income taxes payable Taxes Payable, Current Statement of Cash Flows [Abstract] Antidilutive Securities, Name Antidilutive Securities, Name [Domain] Summary of Prepaid Expenses and Other Current Assets Summary prepaid expenses and other current assets table text block Summary prepaid expenses and other current assets. Total long-term liabilities Long-Term Debt, Fair Value Number of warrants to purchase ordinary shares Class of Warrant or Right, Number of Securities Called by Warrants or Rights Warrants to purchase convertible preferred shares/ordinary shares Aggregate number of units to be purchased with non-transferable subscription rights Debt instrument, description Debt Instrument, Description Equity Components Equity Components [Axis] Entity Address, Address Line One Entity Address, Address Line One Employee-related Liabilities, Current, Total Accrued payroll and bonus expenses Employee-related Liabilities, Current Number of shares, granted/awarded Number of Shares, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Computer Equipment Computer Equipment [Member] Valuation Approach and Technique Valuation Approach and Technique [Axis] Sulopenem Sulopenem [Member] Sulopenem. Property Plant And Equipment [Line Items] Property, Plant and Equipment [Line Items] Exchangeable Notes, Accrued Interest Write off Debt Instrument Accrued Interest Write Off Debt instrument accrued interest write-off. Frequency of amortization payments Line of Credit Facility, Frequency of Payments Subsequent Event Type [Axis] Total other (expense) / income Nonoperating Income (Expense) Schedule of Potentially Dilutive Securities Excluded from Computation of Diluted Weighted-Average Shares Outstanding Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Iterum Therapeutics US Limited Iterum Therapeutics U S Limited [Member] Iterum Therapeutics US Limited. Prepaid Expenses and Other Current Assets Prepaid Expenses And Other Current Assets [Text Block] Prepaid expenses and other current assets. Maximum amount available under agreement Line of Credit Facility, Maximum Borrowing Capacity Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Offering closing date Offering Closing Date Offering closing date. Short-term Investments Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block] Number of Shares, outstanding Ending Balance Number of Shares, outstanding Beginning Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Amendment Flag Amendment Flag Summary of Long Term And Short Term Debt at Fair Value Hierarchy of Valuation Inputs Utilized to Determine Fair Value Summary Of Long Term and Short Term Debt At Fair Value Hierarchy Of Valuation Inputs Utilized To Determine Fair Value [Table Text Block] Summary of long term and short term debt at fair value hierarchy of valuation inputs utilized to determine fair value. Average maturity period Short Term Investments Average Maturity Period Short-term investments average maturity period. Other liabilities Operating Lease, Liability, Noncurrent Financing transaction costs, capitalized Capitalized Financing Transaction Costs Capitalized financing transaction costs. Debt Instrument, Name Debt Instrument, Name [Domain] Additional Paid in Capital, Common Stock, Ending Balance Additional Paid in Capital, Common Stock, Beginning Balance Additional paid-in capital Additional Paid in Capital, Common Stock Offering price per share Sale of Stock, Price Per Share Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Net loss Net losses Net loss February Underwritten Offering February Underwritten Offering [Member] February underwritten offering. Number of Shares, Exercised Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Exercise of share options, (in shares) Number of Shares, Exercisable at September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Variable Rate Variable Rate [Domain] Research and Development Expense Research and Development Expense [Member] Warrants closing date Class Of Warrant Or Right Warrants Closing Date Class of warrant or right Warrants closing date. Equity Component Equity Component [Domain] Statistical Measurement Statistical Measurement [Domain] Employees Employees [Member] Employees. Operating Lease, Right-of-Use Asset, Current, Statement of Financial Position [Extensible Enumeration] Operating lease, right-of-use asset, current, statement of financial position General and Administrative Expense, Total General and administrative General and Administrative Expense At-the-market agreement. At-the-market agreement [Member] At-the-market agreement Accumulated depreciation decreased amount Accumulated depreciation decreased amount Accumulated Depreciation, Depletion and Amortization, Property, Plant and Equipment, Period Increase (Decrease) Accumulated Depreciation, Depletion and

Amortization, Property, Plant and Equipment, Period Increase (Decrease), Total Accounting Policies [Table] Accounting Policies [Table] Accounting policies. US Treasury Bond Securities [Member] U.S. Treasury Bonds Interest Expense, Debt, Total Interest on exchangeable notes - non-cash Interest expense Interest Expense, Debt Other (expense) / income, net Other Nonoperating Income (Expense), Total Other Nonoperating Income (Expense) Share option granted term Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Furniture and Fixtures Furniture and Fixtures [Member] Discounted cash flow include a discount rates Discounted Cash Flow Discount Rate Discounted cash flow discount rate. Net Income (Loss), Including Portion Attributable to Noncontrolling Interest, Total Net loss Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Preferred Stock, Shares Issued, Total Undesignated preferred shares issued Preferred Stock, Shares Issued 2015 Plan Two Thousand and Fifteen Equity Incentive Plan [Member] Two thousand and fifteen equity incentive plan. Common stock rights and preferences Common Stock Rights And Preferences Common stock rights and preferences. Cash paid for operating lease liabilities Operating Lease, Payments Debt Instrument, Unamortized Discount, Total Debt discounts Debt Instrument, Unamortized Discount Cash, DGS insured amount Cash D G S Insured Amount Cash Deposit Guarantee Scheme insured amount. Summary of Changes in Fair Value of Derivative Liability Schedule of Derivative Liabilities at Fair Value [Table Text Block] Share-based Compensation Arrangement by Share-based Payment Award, Options, Nonvested, Number of Shares, Ending Balance Share-based Compensation Arrangement by Share-based Payment Award, Options, Nonvested, Number of Shares, Beginning Balance Unvested employee options outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Nonvested, Number of Shares 2015 Plan, 2018 Plan and 2021 Inducement Plan. 2015 Plan, 2018 Plan and 2021 Inducement Plan Two Thousand and Fifteen Equity Incentive Plan Two Thousand and Eighteen Equity Incentive Plan and Two Thousand and Twenty One Inducement Plan [Member] Payables and Accruals [Abstract] Restricted Cash, Current Current portion of restricted cash Issuance of warrants for ordinary shares, net Adjustments to Additional Paid in Capital, Warrant Issued Silicon Valley Bank (SVB) Silicon Valley Bank [Member] Silicon Valley Bank. Short-term Investments, Total Short-term investments Short-Term Investments Operating lease, rental expenses Operating Lease, Expense Total Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Risk-free interest rate, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Maximum Weighted Average Exercise Price, Forfeited Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Long-term Liabilities, Royalty-linked notes Royalty Linked Notes Royalty linked notes. Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Class of Stock Class of Stock [Domain] Regulatory and sales milestone deferred payment annual rate Regulatory and sales milestone deferred payment annual rate Regulatory and sales milestone deferred payment annual rate. Comprehensive Income (Loss), Net of Tax, Attributable to Parent Comprehensive loss Payments to Acquire Investments, Total Purchases of short-term investments Payments to Acquire Investments Increase to authorized ordinary shares. Increase to Authorized Ordinary Shares Increase to authorized ordinary shares Undesignated preferred shares, par value Preferred Stock, Par or Stated Value Per Share Volatility Fair Value Of Warrants Assumptions Expected Volatility Rate Fair value of warrants assumptions expected volatility rate. Ownership percentage Subsidiary, Ownership Percentage, Parent Antidilutive Securities Antidilutive Securities [Axis] Corporate Bond Securities [Member] Corporate Bonds Total short-term liabilities Short Term Debt Book Value Short term debt book value Summary of Restricted Share Units (RSUs) Summary of Number of RSUs Outstanding and Weighted-average Grant Date Fair Value of RSUs Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Other assets Operating Lease Right Of Use Asset Noncurrent Operating lease right of use asset noncurrent. September 2020 \$1,000 exchangeable notes due January 31, 2025. September Two Thousand and Twenty Thousand and Exchangeable Notes Due January Thirty One Two Thousand and Twenty Five [Member] September 2020 \$1,000 Exchangeable Notes due January 31, 2025 Entity Interactive Data Current Entity Interactive Data Current Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, Year One Maturity by period Less than 1 Year Document Quarterly Report Document Quarterly Report Consolidated Entities Consolidated Entities [Axis] Weighted average grant date fair value per share, Shares Vested Weighted Average grant date fair value per share, Vested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Derivative liabilities current book value. Derivative Liabilities Current Book Value Derivative liability - exchange option and change of control Statistical Measurement Statistical Measurement [Axis] Operating lease cost for right - of - use assets Operating Lease, Cost Debt Instrument, principal repayments Debt Instrument, Periodic Payment, Principal Debt instrument, payment terms Debt Instrument, Payment Terms Number of debt instruments within each notes Number Of Debt Instruments Within Each Unit Number of debt instruments within each unit. Schedule of Future Lease Payments Included in Measurement of Lease Liabilities on Condensed Consolidated Balance Sheet Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Summary of Long Term Debt at Fair Value Hierarchy of Valuation Inputs Utilized to Determine Fair Value Summary Of Long Term Debt At Fair Value Hierarchy Of Valuation Inputs Utilized To Determine Fair Value [Table Text Block] Summary of long term debt at fair value hierarchy of valuation inputs utilized to determine fair value. Director Director [Member] Commercial Paper Commercial Paper [Member] Commercial Paper Weighted average grant date fair value per share, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Stock-based compensation expense, expected weighted average period for recognition Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Total short-term liabilities Short-Term Debt, Fair Value Schedule of Distribution of Long-Lived Assets by Geographical Area Long-Lived Assets by Geographic Areas [Table Text Block] October Offering October Offering [Member] October Offering [Member]. Effect of exchange rates on cash and cash equivalents Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Ownership [Domain] Measurement Basis Measurement Basis [Axis] Short-term investments Short Term Investments Fair Value Disclosure Short term investments fair value. Income Statement Location Statement of Income Location, Balance [Axis] Cash and Cash Equivalents Cash and Cash Equivalents [Axis] Total assets Assets Expected term in years Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Non-cash adjustments to fair value notes. Non-cash Adjustments to Fair Value Notes Non-cash adjustments to fair value of note Liability related to the sale of future royalties, arising from the Rights Offering Liability Related To Sale Of Future Royalties Arising From Rights Offering Liability related to sale of future royalties arising from rights offering. Debt Instrument [Table] Schedule of Long-Term Debt Instruments [Table] Benefit recognized related to share based compensation. Benefit Recognized Related to Share Based Compensation Benefit recognized related to share based compensation Number of Shares, Shares vested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Restricted Cash and Cash Equivalents, Noncurrent, Total Restricted Cash and Cash Equivalents, Noncurrent Restricted cash New Accounting Pronouncements, Policy [Policy Text Block] Recent Accounting Pronouncements Entity Address, City or Town Entity Address, City or Town AOCI Attributable to Parent [Member] Accumulated Other Comprehensive Income (Loss) Equity [Abstract] January 2020, 1000 exchangeable notes due January 31, 2025, member. January Two Thousand and Twenty Thousand and Exchangeable Notes Due January Thirty One Two Thousand and Twenty Five [Member] January 2020 \$1,000 Exchangeable Notes due January 31, 2025 Number of Shares, Expired Number of Shares, Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Fair value, asset Level 3 transfers amount Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Transfers, Net, Total Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Transfers, Net Summary of Share-based Compensation Expense Share-Based Payment Arrangement, Cost by Plan [Table Text Block] Aggregate principal amount Debt Instrument, Face Amount U S Treasury Bills [Member] U.S treasury bills. U.S. Treasury and Agency Bonds Compensation Related Costs [Abstract] Depreciation, Total Depreciation expense Depreciation Depreciation Share price Share Price Schedule Of Segment Reporting Information By Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One Maturity by period Less than 1 Year Debt instrument, forgiveness loan Debt Instrument, Decrease, Forgiveness Private Placement Private Placement [Member] Share-Based Compensation Share-Based Payment Arrangement [Text Block] Number of shares authorized Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Prepaid Expense and Other Assets, Current [Abstract] Number of Shares, Expired Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period Current portion of long-term debt Long Term Debt Current Fair Value Long term debt current fair value. Weighted-average discount rate Operating Lease, Weighted Average Discount Rate, Percent Fair Value Disclosures [Abstract] Adjustments to additional paid in capital cancellation of share options. Adjustments To Additional Paid In Capital Cancellation of share options Cancellation of share options Summary of Royalty-Linked Notes Schedule Of Royalty Linked Notes Table [Text Block] Tabular disclosure of information pertaining to royalty linked notes. Exchangeable Notes 2025 Exchangeable Notes Exchangeable Senior Subordinated Notes Due Two Thousand and Twenty Five [Member] Exchangeable senior subordinated notes due 2025. Debt instrument, aggregate potential payment capped rate Debt Instrument Aggregate Potential Payment Capped Rate Debt instrument aggregate potential payment capped rate. Total long-term liabilities Long term debt book value. Long term debt book value Issuance of ordinary shares, net Stock Issued During Period, Value, New Issues Number of shares and securities may offer and sell. Number of shares and securities may offer and sell Number of shares and securities may offer and sell September 2020 \$1,000 Exchangeable Notes due January 31, 2025 September Two Thousand and Twenty One Thousand and Exchangeable Notes Due January Thirty One Two Thousand and Twenty Five [Member] September 2020 \$1,000 exchangeable notes due January 31, 2025. Stock Issued During Period, Value, Stock Options Exercised Exercise of share options Current liabilities: Liabilities, Current [Abstract] Research and development tax credit receivable Research And Development Tax Credit Receivable Current Research and development tax credit receivable current. Income taxes paid - U.S Income Taxes Paid, Net, Total Income Taxes Paid, Net Document Type Document Type Title of 12(b) Security Title of 12(b) Security Lessee operating sublease agreement extend term Lessee operating sublease agreement extend term. Cash and Cash Equivalents, at Carrying Value, Ending Balance Cash and Cash Equivalents, at Carrying Value, Beginning Balance Cash and Cash Equivalents, at Carrying Value, Total Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Statement of Stockholders' Equity [Abstract] Document Fiscal Period Focus Document Fiscal Period Focus Research and Development Expense, Total Research and development Research and Development Expense Prepayment fee in first year Voluntary Prepayment Fee In First Year Voluntary prepayment fee in first year. Number of Shares, Granted Share options granted Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Regulatory milestone payment Regulatory Milestone Payment Regulatory milestone payment. Increase in number of ordinary shares available to be granted, percentage Share-Based Compensation Arrangement by Share-Based Payment Award, Percentage of Outstanding Stock Maximum Address Type Address Type [Domain] Property, Plant and Equipment, Gross, Ending Balance Property, Plant and Equipment, Gross, Beginning Balance Property, Plant and Equipment, Gross, Total Property and equipment, gross Property, Plant and Equipment, Gross Cash, Federal Deposit Insurance Corporation insured amount Cash, FDIC insured amount Cash, FDIC Insured Amount Subsequent Event Type [Domain] Summary of Assumptions Used to Determine Fair Value of Options Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Approximate Fair Value Estimate of Fair Value Measurement [Member] Thereafter Long-Term Debt, Maturity, after Year Five Warrants to purchase ordinary shares, exercise price Warrants to purchase preferred shares, exercise price Class of Warrant or Right, Exercise Price of Warrants or Rights Financial Instruments [Domain] 2021 Inducement Plan. Two Thousand and Twenty One Inducement Plan Two Thousand and Twenty One Inducement Plan [Member] Former address Former Address [Member] Long-term Liabilities, Royalty-linked notes Royalty linked notes book value. Royalty Linked Notes Book value Class of Warrant or Right [Line Items] Sale of Stock Sale of Stock [Axis] Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Investments Investments [Domain] Warrants exercisable date Class of Warrant or Right, Date from which Warrants or Rights Exercisable Number of vote per common share Number Of Vote Per Common Share Number of votes per common share. Minimum fixed interest rate per annum Debt Instrument Interest Minimum Fixed Interest Rate Debt instrument interest minimum fixed interest rate. Other comprehensive income: Statements of Comprehensive Loss [Abstract] Income Taxes Income Tax Disclosure [Text Block] Liquidity and going concern policy. Liquidity and Going Concern Policy [Policy Text Block] Liquidity and Going Concern Debt instrument, shares embedded within each unit, exchange price Debt Instrument Shares Embedded Within Each Unit Exchange Price Debt instrument shares embedded within each unit exchange price. Risk-free interest rate based on estimate of U.S. treasury yield Share Based Compensation Arrangement by Share Based Payment Award Fair Value Assumptions Period of Risk Free Interest Rate Based on Estimated of U S Treasury Yield Share based compensation arrangement by share based payment award fair value assumptions period of risk free interest rate based on estimated of u treasury yield. Ownership Ownership [Axis] Consolidated Entities Consolidated Entities [Domain] Prepayment fee in second year Voluntary Prepayment Fee In Second Year Voluntary prepayment fee in second year. Options and Restricted Share Units Options And Restricted Share Units [Member] Options and restricted share units. Other Commitments [Table] Other Commitments [Table] Accrued clinical trial costs Accrued Clinical Trial Costs Current Accrued clinical trial costs current. Debt Securities Available For Sale [Table] Debt Securities, Available-for-Sale [Table] Accrued other expenses Other Accrued Liabilities, Current 2021 Inducement Plan. Two Thousand And Twenty One Inducement Plan [Member] 2021 Inducement Plan Increase (Decrease) in Accounts Payable, Total Accounts payable Increase (Decrease) in Accounts Payable Debt instrument, aggregate potential payment capped value Debt Instrument Aggregate Amount Of Payment On Royalty Linked Subordinated Debt instrument aggregate amount of payment on royalty linked subordinated. Entity Address, Address Line Two Entity Address, Address Line Two Liabilities and Shareholders' Deficit Liabilities and Equity [Abstract] Document Period End Date Document Period End Date Net cash provided by financing activities Net Cash Provided by (Used in) Financing Activities Derivative liability for the exchange option, fair value Derivative Liability Exchange Option Fair Value Derivative liability exchange option fair value. Expected term in years Fair Value Of Warrant Assumptions Expected Term Fair value of warrant assumptions expected term. Potentially dilutive securities excluded from computation of diluted weighted-average shares outstanding Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Organization Consolidation And Presentation Of Financial Statements [Line Items] Organization Consolidation And Presentation Of Financial Statements [Line Items] Organization consolidation and presentation of financial statements. Book Value Reported Value Measurement [Member] May offer and sell ordinary shares for aggregate gross sales proceeds May Offer and Sell Ordinary Shares for Aggregate Gross Sales Proceeds May offer and sell ordinary shares for aggregate gross sales proceeds. APIC, Share-Based Payment Arrangement, Increase for Cost Recognition, Total APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Share-based compensation expense Total Accrued expenses Accrued Liabilities, Current Employees and Directors Employees And Directors [Member] Employees and directors. Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five Balance at June 30, 2023 Derivative liability Derivative Liability, Current Derivative liability - exchange option and change of control Balance at December 31, 2022 Fair value of option on grant date Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Exercise Price Weighted Average Exercise Price, Cancelled Share-based Compensation Arrangements By Share-based Payment Award, Options, Cancelled In Period, Weighted Average Exercise Price Share-based compensation arrangements by share-based payment award, options, cancelled in period, weighted average exercise price. June 30, 2020 securities purchase agreement. June Thirty Two Thousand And Twenty Securities Purchase Agreement [Member] June 30, 2020 SPA Income tax expense Income Tax Expense (Benefit), Total Income tax expense Income Tax Expense (Benefit) Income tax (expense) / benefit Trading Symbol Trading Symbol Rights Offering in Connection with Private Placement Rights Offering In Connection With Private Placement [Member] Rights Offering in connection with Private Placement. Debt instrument price per unit Unit Price Per Debt Instrument Unit price per debt instrument. Variable Rate Variable Rate [Axis] Total shareholders' deficit Equity, Attributable to Parent Beginning balance Ending balance Income taxes receivable Income Taxes Receivable, Current Current portion of royalty-linked notes Royalty Linked Notes Current Royalty-linked notes, current. October 2020 Offering October Two Thousand And Twenty Offering [Member] October 2020 offering. Long-Lived Tangible Asset Long-Lived Tangible Asset [Axis] Other Liabilities, Noncurrent, Total Other liabilities Other Liabilities, Noncurrent Restricted Share Units (RSUs) Restricted Stock Units (RSUs) [Member] Sale of Stock, Number of Shares Issued in Transaction Number of ordinary shares sold Performance RSUs Performance R S U [Member] Performance RSU. Schedule Of Property Plant And Equipment [Table] Property, Plant and Equipment [Table] Lessee operating lease renewal option on remaining lease term. Lessee Operating Lease Renewal Option on Remaining Lease Term Lessee operating lease renewal option on remaining lease term Share-based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount, Total Unamortized compensation expense Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Aggregate gross proceeds from ordinary shares Aggregate gross proceeds from ordinary shares Gross Proceeds From Issuance Of Common Stock Gross proceeds from issuance of common stock. Geographical Geographical [Axis] Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax Unrealized (Losses) Unamortized compensation expense share options Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Leases [Abstract] Laboratory Equipment Equipment [Member] Use of

Estimates Use of Estimates, Policy [Policy Text Block] Income Tax [Table] Income Tax [Table] Income tax. Cash and Cash Equivalents Cash and Cash Equivalents, Policy [Policy Text Block] Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Class Of Stock [Line Items] Class of Stock [Line Items] Volatility, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Minimum Dividend rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Security Exchange Name Security Exchange Name Royalty-Linked Notes Royalty Linked Notes Disclosures [Text Block] The entire disclosure for royalty-linked notes. Operating Expenses, Total Total operating expenses Operating expenses Operating Expenses Long-Lived Tangible Asset Long-Lived Tangible Asset [Domain] Class of Stock Class of Stock [Axis] Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending Balance Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning Balance Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Total Less: accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Accumulated depreciation decreased amount Accumulated depreciation decreased amount Fair Value of Financial Assets and Liabilities Fair Value Disclosures [Text Block] 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three Subsequent Event [Member] Subsequent Events Maximum Maximum [Member] Total liabilities and shareholders' deficit Liabilities and Equity Total lease assets Total lease assets Right of use assets, net Operating Lease, Right-of-Use Asset Supplemental Disclosure of Cash Flow Information: Supplemental Cash Flow Information [Abstract] Royalty-Linked Notes Royalty Linked Notes [Member] Royalty-Linked Notes, Earnings Per Share, Diluted, Total Earnings Per Share, Diluted Net (loss) /income per share attributable to ordinary shareholders - diluted Net loss per share - diluted Interest on short-term investments Interest On Short Term Investments Interest on short-term investments. Leasehold Improvements Leasehold Improvements [Member] Entity Ex Transition Period Entity Ex Transition Period Total liabilities Liabilities Short-term Liabilities, Exchangeable note Convertible Debt current Book Value Convertible debt current book value. Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Domain] Total current assets Assets, Current Net Cash Provided by (Used in) Investing Activities Net cash provided by investing activities Issuance of ordinary shares Stock Issued During Period, Shares, New Issues Issuance of ordinary shares, net (in shares) Vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Dividend rate Fair Value of Warrant Liabilities Assumptions Expected Dividend Rate Fair value of warrant liabilities assumptions expected dividend rate. Royalty Linked Notes [Abstract] Royalty linked notes. Allowance recorded for credit losses Allowance Recorded for Credit Losses Allowance recorded for credit losses. Entity Filer Category Entity Filer Category Debt instrument, aggregate number of shares exchanged Debt Conversion, Converted Instrument, Shares Issued Property, Plant and Equipment [Abstract] Derivative liability, change of control feature, fair value Derivative Liability Change Of Control Feature Fair Value Derivative liability, change of control feature, fair value. Class of Warrant or Right, Number of Securities Called by Each Warrant or Right Number of shares that can be purchased with each warrant Amended and Restated 2018 Equity Incentive Plan Amended And Restated 2018 Equity Incentive Plan [Member] Amended and restated 2018 equity incentive plan. Condensed Consolidating Financial Statements Condensed Financial Statements [Text Block] Basis of Presentation Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date 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] Less imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Remaining borrowing facility available date Remaining Borrowing Facility Available Date Remaining borrowing facility available date. Share-based Payment Arrangement, Noncash Expense, Total Share-based compensation expense Share-Based Payment Arrangement, Noncash Expense Non-cash share based payment expense Aggregate amount payable per unit Debt Instrument Aggregate Amount Payable Per Unit Debt instrument aggregate amount payable per unit. Aggregate Intrinsic Value, Options outstanding Aggregate Intrinsic Value, Options outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Warrants exercised. Warrants exercised Warrants exercised Date of first required payment of initial draw Line of Credit Facility, Date of First Required Payment Organization Consolidation And Presentation Of Financial Statements [Table] Organization Consolidation And Presentation Of Financial Statements [Table] Organization consolidation and presentation of financial statements. Entity Registrant Name Entity Registrant Name Direct Offering Direct Offering [Member] Direct offering. Exchangeable Notes, Accrued Interest Conversion Exchangeable Notes, Accrued Interest Conversion Debt Instrument Accrued Interest Conversion Debt instrument accrued interest conversion Office Space and Commercial Property Office Space And Commercial Property [Member] Office space and commercial property. Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Debt instrument maturity date Debt Instrument, Maturity Date Entity Emerging Growth Company Entity Emerging Growth Company Rights Offering Rights Offering [Member] Rights offering. Other Liabilities, Current, Total Other current liabilities Other Liabilities, Current, Weighted Average Number of Shares Outstanding, Basic, Total Weighted Average Number of Shares Outstanding, Basic Weighted average ordinary shares outstanding - basic Wall Street Journal Prime Rate Wall Street Journal Prime Rate [Member] Wall Street Journal prime rate. Loan and Security Agreement Loan And Security Agreement [Member] Loan and Security Agreement. Lessee, operating lease, option to terminate Lessee, Operating Lease, Option to Terminate Interest expense, net Interest Income (Expense), Nonoperating Interest expense, net Unit description Unit Description Unit description. U S treasury and agency bonds. U S Treasury and Agency Bonds [Member] U.S. Treasury and Agency Bonds Volatility, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Maximum Ordinary shares, shares authorized Common Stock, Shares Authorized Ordinary shares, Additional shares authorized Sublease Income Sublease Income Summary of Balance of Exchangeable Notes Schedule of Long-Term Debt Instruments [Table Text Block] Proceeds from issuance of ordinary shares, net of transaction costs Proceeds from registered direct offerings, net of transaction costs Proceeds from Issuance of Common Stock Bermuda BERMUDA January 2020 \$1,000 Exchangeable Notes due January 31, 2025 January Two Thousand Twenty One Thousand Exchangeable Notes Due January Thirty One Two Thousand Twenty Five [Member] January 2020 \$1,000 exchangeable notes due January 31, 2025. Level 1 Fair Value, Inputs, Level 1 [Member] Adjustments to fair value Adjustments To Fair Value Related To Sale Of Future Royalties Adjustments to fair value related to sale of future royalties. Debt Disclosure [Abstract] Debt instrument, discount rate applied for royalty linked notes Debt Instrument Discount Rate Applied For Royalty Linked Notes Debt instrument, discount rate applied for royalty linked notes. Weighted Average Exercise Price, Granted Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Amortization of intangible asset Amortization of Intangible Assets Amortization of Intangible Assets, Total Short-term Liabilities, Exchangeable note Convertible debt current Fair Value Convertible debt current fair value Financial Instrument [Axis] Number of shares, cancelled Number of Shares, Cancelled Share-based Compensation Arrangement By Share-based Payment Award, Options, Cancelled In Period Share-based compensation arrangement by share-based payment award, options, cancelled in period. Weighted Average Remaining Contractual Life in Years, Options outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Net Loss Per Ordinary Share Earnings Per Share, Policy [Policy Text Block] Securities Securities [Member] Securities. General and Administrative Expense General and Administrative Expense [Member] Long lived assets Long-Lived Assets Share-Based Payment Arrangement [Abstract] Underwriting Agreement Underwriting Agreement [Member] Underwriting agreement. Proceeds from warrants connected to registered direct offerings Proceeds from Issuance of Warrants Amortization of discount and debt issuance costs Amortization Of Discount And Debt Issuance Costs Related To Sale Of Future Royalties Amortization of discount and debt issuance costs related to sale of future royalties. Summary of Assumptions Used in Binomial Option Pricing Model to Estimate Fair Value of Derivative Liabilities Summary Of Assumptions Used To Estimate Fair Value Of Derivative Liabilities [Table Text Block] Summary of assumptions used to estimate fair value of derivative liabilities. Financing transaction costs Financing transaction costs Financing transaction costs included in financing activities Financing Transaction Costs Financing transaction costs. Fair Value Total Debt Securities, Available-for-Sale Accounting Policies [Abstract] Summary of Stock Options Activity Summary of Number of Options Outstanding and Weighted-average Exercise Price Share-Based Payment Arrangement, Option, Activity [Table Text Block] Operating Lease, Right-of-Use Asset, Noncurrent, Statement of Financial Position [Extensible Enumeration] Operating lease, right-of-use asset, noncurrent, statement of financial position. Long-term Line of Credit, Total Funded amount under agreement Long-Term Line of Credit Schedule Of Operating Leased Assets [Table] Schedule of Operating Leased Assets [Table] Unvested Restricted Share Units Unvested Restricted Stock Units [Member] Unvested restricted stock units. Income Tax Disclosure [Abstract] Shareholders' deficit Equity, Attributable to Parent [Abstract] Undesignated Preferred Shares Preferred Stock Undesignated [Member] Preferred stock undesignated. Statement [Table] Statement [Table] Segment and Other Information Segment Reporting, Policy [Policy Text Block] Schedule of Property and Equipment and Related Accumulated Depreciation Property, Plant and Equipment [Table Text Block] Principal payment during the period Line of Credit Facility, Periodic Payment, Principal Regulatory milestone deferred/intends to defer payment annual rate Regulatory milestone deferred/intends to defer payment annual rate. Subsequent Event [Table] Undesignated preferred shares, authorized Preferred Stock, Shares Authorized 0.01 Nominal Value Zero point zero one nominal value member \$0.01nominal value. Percentage of purchase additional ordinary shares equal to term loan divided by applicable exercise price Class Of Warrant Or Right Percentage Of Purchase Of Additional Ordinary Shares Equal To Term Loan Divided By Exercise Price Called By Each Warrant Or Right Class of warrant or right percentage of purchase of additional ordinary shares equal to term loan divided by exercise price called by each warrant or right. Entity File Number Securities Act File Number 1-year warrant member. One Year Warrant [Member] 1-Year Warrant Net increase / (decrease) in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Schedule Of Lease Assets And Liabilities [Abstract] Schedule of lease assets and liabilities. Non-transferable subscription rights, subscription price. Non-Transferable Subscription Rights, Subscription Price Subscription price per whole unit Schedule of Principal Payments on Outstanding Debt, Including Principal Amounts owed to RLN Holders Contractual Obligation, Fiscal Year Maturity [Table Text Block] Statement of Financial Position [Abstract] Number of warrants exercised for ordinary shares Class Of Warrant Or Right Number Of Exercised Warrants Class of warrant or right number of exercised warrants. Reverse share split previous nominal value Reverse share split previous nominal value. Operating loss Operating Income (Loss) 2025 Long-Term Debt, Maturity, Year One Volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Increase in number of ordinary shares available to be granted Increase In Common Stock Capital Shares Reserved For Future Issuance Increase in common stock capital shares reserved for future issuance. Entity Shell Company Entity Shell Company Accrued Professional Fees, Current Accrued professional fees Schedule of Financial Assets Measured at Fair Value Fair Value Measurement Inputs and Valuation Techniques [Table Text Block] Estimated effective interest rate Effective annual interest rate on outstanding debt Debt Instrument, Interest Rate, Effective Percentage Entity Tax Identification Number Entity Tax Identification Number Assets Assets [Abstract] Class of Warrant or Right [Domain] 2018 Plan Two Thousand Eighteen Equity Incentive Plan [Member] Two thousand eighteen equity incentive plan. Entity Current Reporting Status Entity Current Reporting Status Net Income (Loss) Available to Common Stockholders, Basic Net (loss) / income attributable to ordinary shareholders Net loss Net loss Weighted Average Remaining Contractual Life in Years, Exercisable at September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Weighted Average Remaining Contractual Life in Years, Exercisable at March 31, 2023 Long-term exchangeable note Convertible Debt Noncurrent Fair Value Convertible debt noncurrent fair value. Fair value of derivative liability related to rights offering Fair Value Of Derivative Liability Related To Rights Offering Fair value of derivative liability related to rights offering. Conversion of \$1,000 Exchangeable Notes due January 31, 2025 Conversion Of Thousand Exchangeable Notes Due January Thirty One Two Thousand Twenty Five [Member] Conversion of \$1000 exchangeable notes due January 31, 2025. Property and Equipment, Net Property, Plant and Equipment Disclosure [Text Block] Long-term Debt, Type Long-Term Debt, Type [Axis] Subsequent Events [Abstract] October 2020 Offering October Two Thousand Twenty Offering [Member] October two thousand twenty offering. Summary of Assumptions Used to Determine Fair Value of Warrants Schedule Of Estimated Fair Value Of Warrant Assumptions [Table Text Block] Schedule of estimated fair value of warrant assumptions. Geographical Geographical [Domain] Document Fiscal Year Focus Document Fiscal Year Focus Certificates Of Deposit Certificates of Deposit [Member] Undesignated preferred shares, \$0.01 par value per share: 100,000,000 shares authorized at September 30, 2024 and December 31, 2023; no shares issued at September 30, 2024 and December 31, 2023 Preferred Stock, Value, Issued, Ending Balance Preferred Stock, Value, Issued, Beginning Balance Preferred Stock, Value, Issued, Total Preferred Stock, Value, Issued Series B Convertible Preferred Shares Series B Convertible Preferred Shares [Member] Series B convertible preferred shares. Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, Total Cash, cash equivalents and restricted cash, at beginning of period Cash, cash equivalents and restricted cash, at end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, after Year One Through Five Maturity by period 1 to 5 Years City Area Code City Area Code Total current liabilities Liabilities, Current Line of Credit Facility, Lender Line of Credit Facility, Lender [Domain] Non-utilization fee percentage of undrawn principal amount Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Options and Restricted Share Units and Performance Restricted Share Units Options And Restricted Share Units And Performance Restricted Share Units [Member] Options and restricted share units and performance restricted share units. Debt instrument, remaining amount amortized Debt Instrument Remaining Amount Amortized Debt instrument, remaining amount amortized. Purchase Agreement October Twenty Two Securities Purchase Agreement [Member] October twenty two securities purchase agreement. Aggregate net proceeds from rights offering. Aggregate Net Proceeds from Rights Offering Aggregate net proceeds from rights offering Issuance of ordinary shares on conversion of exchangeable notes (in shares) Stock Issued During Period, Shares, Conversion of Convertible Securities Organization, Consolidation and Presentation of Financial Statements [Abstract] Local Phone Number Local Phone Number Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Regulatory and sales milestone payments upon achievement of net sales. Regulatory and sales milestone payments upon achievement of net sales. Fair value of warrants issued Fair Value of Warrants Issued Fair value of warrants issued. Lessee, operating lease renewal reduction in remaining term Lessee Operating Lease Renewal Reduction In Remaining Term Lessee operating lease renewal reduction in remaining term. Proceeds from Warrant Exercises Proceeds from exercise of warrants related to registered direct offering Sales agreement with H.C. Wainwright. Sales Agreement With H.C. Wainwright [Member] Sales Agreement With H.C. Wainwright Commitments and Contingencies Disclosure [Abstract] Prepaid research and development expenses Prepaid Research And Development Expenses Current Prepaid research and development expenses current. Authorized amount for sale of stock. Authorized Amount for sale of stock Authorized amount for sale of stock Total liability related to the sale of future royalties, on inception Liability Related To Sale Of Future Royalties Liability related to the sale of future royalties. Total liability related to the sale of future royalties Designated Preferred Shares Preferred Stock Designated [Member] Preferred stock designated. Fair Value By Balance Sheet Grouping [Table] Fair Value, by Balance Sheet Grouping [Table] Debt Securities, Available-for-Sale, Amortized Cost Amortized Cost Summary of long term debt at fair value and at amortized cost table text block. Summary of Long Term Debt at Fair Value and at Amortized Cost [Table Text Block] Summary of Long-term Debt Carried at Amortized Cost on Condensed Consolidated Balance Sheet Risk-free interest rate Fair Value Of Warrant Assumptions Risk Free Interest Rate Fair value of warrant assumptions risk free interest rate. Other current liabilities Operating Lease, Liability, Current Document Information [Line Items] Document Information [Line Items] Convertible debt non current book value. Convertible Debt Noncurrent Book value Long-term exchangeable note Debt instrument interest rate Debt Instrument, Interest Rate, Stated Percentage Retained Earnings [Member] Accumulated Deficit Amortization of Debt Issuance Costs and Discounts, Total Accretion of debt discounts and deferred financing costs Amortization of debt discount and deferred financing costs Amortization of Debt Issuance Costs and Discounts Purchases of property, plant and equipment Purchases of property, plant and equipment Payments to Acquire Property, Plant, and Equipment, Total Payments to Acquire Property, Plant, and Equipment Document Transition Report Document Transition Report Accounting Policies [Line Items] Accounting Policies [Line Items] Accounting policies. 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Interim Financial Information Comparability of Prior Year Financial Data, Policy [Policy Text Block] Private Placement and Rights Offering Private Placement And Rights Offering [Member] Private placement and rights offering. Valuation Approach and Technique Valuation Approach And Technique [Domain] Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Weighted Average Exercise Price, Exercised Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Concentration of Credit Risk Concentration Risk, Credit Risk, Policy [Policy Text Block] Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net, Total Unamortized discount and debt issuance costs Debt Instrument, Unamortized Discount (Premium) and Debt Issuance

Costs, Net Minimum Minimum [Member] Unrealized gain on marketable securities Unrealized Gain (Loss) on Investments Ordinary Shares Common Stock [Member] Restricted Cash, Total Restricted cash Restricted Cash Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] 2026 Long-Term Debt, Maturity, Year Two Accrued Expenses Accounts Payable and Accrued Liabilities Disclosure [Text Block] Long-term Portion Royalty-linked notes Royalty Linked Notes Noncurrent Royalty-linked notes noncurrent. Weighted average grant date fair value per share, outstanding Ending Balance Weighted average grant date fair value per share, outstanding Beginning Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Additional Paid-in Capital Additional Paid-in Capital [Member] Employees and Directors Employees And Directors Stock Options [Member] Employees and directors stock options. Debt Securities, Available-for-sale, Current, Total Short-term investments Debt Securities, Available-for-Sale, Current Adjustments to reconcile net loss to cash used in operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Paycheck Protection Program Paycheck Protection Program [Member] Paycheck Protection Program. Income Statement Location Statement of Income Location, Balance [Domain] Debt instrument outstanding portions. Debt Instrument Outstanding Portions Debt instrument outstanding portion 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Other Assets, Noncurrent, Total Other assets Other Assets, Noncurrent Financing transaction costs included in financing activities Financing Transaction Costs Included In Financing Activities Financing transaction costs included in financing activities. Other prepaid assets Other Prepaid Expense, Current Increase (Decrease) in Other Operating Liabilities, Total Other liabilities Increase (Decrease) in Other Operating Liabilities Debt Securities, Available-for-Sale, Unrealized Gain (Loss), Total Debt Securities, Available-for-Sale, Unrealized Gain (Loss) Unrealized gain on available-for-sale securities Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Schedule of Revenues from External Customers and Long-Lived Assets [Table] Title of Individual Title and Position [Domain] Number of units sold Class of warrant or right number of units sold Class of warrant or right number of units sold. Exchangeable Notes Debt instrument, original amount issued Debt instrument, original amount issued. Ordinary shares, \$0.01 par value per share: 80,000,000 shares authorized at September 30, 2024 and December 31, 2023, 22,705,994 shares issued at September 30, 2024; 13,499,003 shares issued at December 31, 2023 Aggregate offering price of shares Common Stock, Value, Issued, Ending Balance Common Stock, Value, Issued, Beginning Balance Common Stock, Value, Issued, Total Common Stock, Value, Issued Refundable FDA filing fee received Refundable F D A Filing Fee Received Refundable FDA filing fee received. June 3, 2020 SPA June Three Two Thousand Twenty Securities Purchase Agreement [Member] June three two thousand twenty securities purchase agreement. Prepaid insurance Prepaid Insurance Lessee operating sublease agreement for commercial unit term Lessee operating sublease agreement for commercial unit term. Additional ordinary shares with preemptive rights Additional Ordinary Shares with Preemptive Rights Additional ordinary shares with preemptive rights. Number of ordinary shares not have preemptive or other subscription rights Common Stock Shares Without Preemptive Rights or Other Subscription Rights Common stock shares without preemptive rights or other subscription rights. Commercial Property Commercial Property [Member] Commercial property. 2027 Long-Term Debt, Maturity, Year Three Total lease liabilities Total lease liabilities Operating Lease, Liability Schedule of Available for Sale Short-term Investments by Major Security Type Debt Securities, Available-for-Sale [Table Text Block] Debt instrument price per unit Debt Instrument Price Per Unit Debt instrument price per unit. Schedule of Accrued Expenses Schedule of Accrued Liabilities [Table Text Block] Commitments and contingencies (Note 14) Commitments and Contingencies Options to Purchase Ordinary Shares Options To Purchase Ordinary Shares [Member] Options to purchase ordinary shares. Weighted average ordinary shares outstanding - diluted Weighted Average Number of Shares Outstanding, Diluted, Total Weighted Average Number of Shares Outstanding, Diluted Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] Exchangeable notes Convertible Debt, Noncurrent Lessee, operating lease, renewal term Lessee, Operating Lease, Renewal Term Total Lessee, Operating Lease, Liability, to be Paid Exchangeable Notes, Accrued Interest Debt Instrument Accrued Interest Debt instrument accrued interest. Issuance of ordinary shares Shares with Pre-emption Rights Available for Issuance Shares with pre-emption rights available for issuance. Entity Small Business Entity Small Business Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] Exchangeable Notes, Conversion Aggregate principal amount of exchangeable notes Debt Repayment Or Conversion Amount Debt repayment or conversion amount. Basis spread on interest rate Debt Instrument, Basis Spread on Variable Rate Debt Disclosure [Text Block] Non-transferable subscription rights, description Warrant or Right, Reason for Issuance, Description Securities Purchase Agreement June3 Securities Purchase Agreement [Member] June 3 Securities Purchase Agreement. Warrants to purchase 19,890 ordinary shares member. Warrants to Purchase 19,890 Ordinary Shares [Member] Warrants to Purchase 19,890 Ordinary Shares February Registered Direct Offering February Registered Direct Offering [Member] February registered direct offering. Regulatory milestone payments upon approval of product. Regulatory Milestone Payments Upon Approval of Product Regulatory milestone payments upon approval of product Aggregate gross proceeds from rights offering Aggregate Gross Proceeds from Rights Offering Aggregate gross proceeds from rights offering. Summary of Long-term Debt Carried at Amortized Cost on Condensed Consolidated Balance Sheet Fair Value, by Balance Sheet Grouping [Table Text Block] February 2021 Underwritten Offering February Two Thousand Twenty One Underwriting Offering [Member] February two thousand twenty one underwriting offering. Revenues from External Customers and Long-Lived Assets [Line Items] Weighted Average Exercise Price, Expired Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Expirations in Period, Weighted Average Exercise Price Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Weighted Average Exercise Price, Options outstanding Beginning Balance Weighted Average Exercise Price, Options outstanding Ending Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price 2015 Plan and 2018 Plan Two Thousand Fifteen Equity Incentive Plan and Two Thousand Eighteen Equity Incentive Plan [Member] Two thousand fifteen equity incentive plan and two thousand eighteen equity incentive plan. Proceeds from issuance of promissory note Proceeds from (Repayments of) Debt Proceeds from (Repayments of) Debt, Total Pre-Funded Warrants Pre Funded Warrants [Member] Pre-Funded Warrants [Member]. Right-of-use assets obtained in exchange for new operating lease obligation Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Prepayment fee thereafter Voluntary Prepayment Fee Thereafter Voluntary prepayment fee thereafter. Level 3 Fair Value, Inputs, Level 3 [Member] Weighted-average remaining lease term Operating Lease, Weighted Average Remaining Lease Term Vesting rights Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights Description of business policy. Description of Business Policy [Policy Text Block] Description of Business Subsequent Events [Text Block] Subsequent Events Lease termination adjustments Lease termination adjustments Gain (Loss) on Termination of Lease Strike price Strike Price Strike price. Accounts Payable, Current, Total Accounts payable Accounts Payable, Current Loan and security agreement entered date Loan And Security Agreement Entered Date Loan and security agreement entered date. Increase (Decrease) in Accrued Liabilities, Total Accrued expenses Increase (Decrease) in Accrued Liabilities Common stock shares with preemptive rights Common Stock Shares With Preemptive Rights Common stock shares with preemptive rights. Proceeds from sale of short-term investments Proceeds from Sale of Short-Term Investments XML 9 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Document and Entity Information - shares 9 Months Ended Sep. 30, 2024 Nov. 04, 2024 Document Information [Line Items] A A Document Type 10-Q A Amendment Flag false A Document Period End Date Sep. 30, 2024 A Document Fiscal Year Focus 2024 A Document Fiscal Period Focus Q3 A Trading Symbol ITRM A Entity Registrant Name Iterum Therapeutics plc A Entity Central Index Key 0001659323 A Entity Current Reporting Status Yes A Current Fiscal Year End Date --12-31 A Entity Filer Category Non-accelerated Filer A Entity Small Business true A Entity Emerging Growth Company false A Entity Shell Company false A Entity Common Stock, Shares Outstanding A 27,515,926 Entity File Number 001-38503 A Entity Tax Identification Number 98-1283148 A Entity Address, Address Line One Fitzwilliam Court 1st Floor A Entity Address, Address Line Two Leeson Close A Entity Address, City or Town Dublin 2 A Entity Address, Country IE A Entity Address, Postal Zip Code Not applicable A City Area Code +353 A Local Phone Number 1 669-4820 A Entity Interactive Data Current Yes A Title of 12(b) Security Ordinary Shares, \$0.01 par value per share A Security Exchange Name NASDAQ A Entity Incorporation, State or Country Code L2 A Document Quarterly Report true A Document Transition Report false A X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_Data Type: xbrli:MonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a> + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1> + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 2 such as Street or Suite number + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine2 Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionISO 3166-1 alpha-2 country code. + ReferencesNo definition available. + Details Name: dei_EntityAddressCountry Namespace Prefix: dei_Data Type: dei:countryCodeItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate 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. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission 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. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate 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. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Regulation S-T -Number 232 -Section 405> + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityShellCompany Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b> + Details Name: dei_Security12bTitle Namespace Prefix: dei_Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1> + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 10 R2.htm IDEA: XBRL DOCUMENT

v3.24.3 Consolidated Balance Sheets (Unaudited) - USD (\$\$) in Thousands Sep. 30, 2024 Dec. 31, 2023 Current assets: $\text{\$ } 13,406 + \text{\$ } 6,071$ Short-term investments 1,096 17,859 Income taxes receivable 208 38 Prepaid expenses and other current assets 1,144 1,628 Total current assets 15,854 25,596 Property and equipment, net 30 51 Restricted cash 34 34 Other assets 6 578 Total assets 15,924 26,259 Current liabilities: $\text{\$ } 11,453$ Accounts payable 835 4,996 Accrued expenses 3,492 7,761 Exchangeable notes 13,708 $\text{\$ } 11,453$ Other current liabilities 668 761 Total current liabilities 18,703 13,518 Exchangeable notes $\text{\$ } 11,453$ Royalty-linked notes 8,728 7,503 Other liabilities $\text{\$ } 188$ Total liabilities 27,431 32,662 Commitments and contingencies (Note 14) Shareholders' deficit $\text{\$ } 11,453$ Undesignated preferred shares, $\text{\$ } 0.01$ par value per share: 100,000,000 shares authorized at September 30, 2024 and December 31, 2023; no shares issued at September 30, 2024 and December 31, 2023 Ordinary shares, $\text{\$ } 0.01$ par value per share: 80,000,000 shares authorized at September 30, 2024 and December 31, 2023, 22,705,994 shares issued at September 30, 2024; 13,499,003 shares issued at December 31, 2023 227 135 Additional paid-in capital 467,754 454,759 Accumulated deficit (479,490) (461,298) Accumulated other comprehensive income 2 1 Total shareholders' deficit (11,507) (6,403) Total liabilities and shareholders' deficit $\text{\$ } 15,924 + \text{\$ } 26,259$ $\text{\$ } X$ - Definition: Royalty-linked notes noncurrent. + References: No definition available. + Details Name: `itrm_RoyaltyLinkedNotesNoncurrent` Namespace Prefix: `itrm` Data Type: `xbrli:monetaryItem` Type Balance Type: `credit` Period Type: `instant` X - Definition: Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + References: Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10> + Details Name: `us-gaap_AccountsPayableCurrent` Namespace Prefix: `us-gaap` Data Type: `xbrli:monetaryItem` Type Balance Type: `credit` Period Type: `instant` X - Definition: Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + References: Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: `us-gaap_AccruedLiabilitiesCurrent` Namespace Prefix: `us-gaap` Data Type: `xbrli:monetaryItem` Type Balance Type: `credit` Period Type: `instant` X - Definition: Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source. + References: Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-14A> Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-11> Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2> Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2> Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1> Reference 7: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-14> + Details Name: `us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax` Namespace Prefix: `us-gaap` Data Type: `xbrli:monetaryItem` Type Balance Type: `credit` Period Type: `instant` X - Definition: Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital. + References: Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: `us-gaap_AdditionalPaidInCapitalCommonStock` Namespace Prefix: `us-gaap` Data Type: `xbrli:monetaryItem` Type Balance Type: `credit` Period Type: `instant` X - Definition: Amount of asset recognized for present right to economic benefit. + References: Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482785/280-10-55-48> Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482785/280-10-55-49> Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482964/270-10-50-1> Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32> Reference 5: <http://fasb.org/us-gaap/role/ref/otherTransitionRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32> Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22> Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481203/810-10-50-3> Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481231/810-10-45-25> Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(iii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1> Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3> Reference 11: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28> Reference 12: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10> Reference 13: <http://www.xbrl.org/2003/role/exampleRef> -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479168/946-830-55-12> Reference 14: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1> Reference 15: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1> Reference 16: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> Reference 17: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 18: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 19: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 20: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 21: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 22: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 23: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> Reference 24: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> Reference 25: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> Reference 26: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> Reference 27: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> Reference 28: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481404/852-10-50-7> Reference 29: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: `us-gaap_AssetsCurrent` Namespace Prefix: `us-gaap` Data Type: `xbrli:monetaryItem` Type Balance Type: `debit` Period Type: `instant` X - Definition: Amount of asset recognized for present right to economic benefit, classified as current. + References: Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481203/810-10-50-3> Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481231/810-10-45-25> Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(iii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1> Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3> Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28> Reference 6: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10> Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483467/210-10-45-1> Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 10: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 11: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 12: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 13: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 14: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A> Reference 15: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> Reference 16: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> Reference 17: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> Reference 18: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> Reference 19: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(v)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> Reference 20: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481404/852-10-50-7> + Details Name: `us-gaap_AssetsCurrent` Namespace Prefix: `us-gaap` Data Type: `xbrli:monetaryItem` Type Balance Type: `debit` Period Type: `instant` X - References: No definition available. + Details Name: `us-gaap_AssetsCurrentAbstract` Namespace Prefix: `us-gaap` Data Type: `xbrli:stringItem` Type Balance Type: `na` Period Type: `duration` X - Definition: Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits.

[https://asc.fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(17\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-10-S99-1Reference 2](https://asc.fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(17))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-10-S99-1Reference 2): [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(25\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(25))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3): [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(19\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(19))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4):

xbrl:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap -OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(21)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1> + Details Name: us-gaap -PreferredStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap -PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-7A>Reference 3: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478451/942-360-50-1> + Details Name: us-gaap -PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash and cash equivalents restricted as to withdrawal or usage, classified as noncurrent. 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. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482913/230-10-50-8>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-4>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477220/954-210-45-5> + Details Name: us-gaap -RestrictedCashAndCashEquivalentsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480990/946-20-50-11>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 8: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1> + Details Name: us-gaap -RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of investments including trading securities, available-for-sale securities, held-to-maturity securities, and short-term investments classified as other and current. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(8)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap -ShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 4: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 5: <http://www.xbrl.org/2003/role/exampleRef> -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479168/946-830-55-12>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2>Reference 8: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 11: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 12: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 13: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 14: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480418/310-10-S99-2> + Details Name: us-gaap -StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap -StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 11 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Balance Sheets (Parenthetical) (Unaudited) - \$ / shares Sep. 30, 2024 Dec. 31, 2023 Sep. 30, 2023 May 03, 2023 Statement of Financial Position [Abstract] Á Á Á Undesignated preferred shares, par value \$ 0.01 Á 0.01 Á Undesignated preferred shares, authorized 100,000,000 100,000,000 Á Undesignated preferred shares issued 0 Á Á Ordinary shares, par value \$ 0.01 Á 0.01 Á 0.01 Ordinary shares, shares authorized 80,000,000 80,000,000 Á Á Ordinary shares, shares issued 22,705,994 13,499,003 Á Á X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap -CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1> + Details Name: us-gaap -CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemBalance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap -CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemBalance Type: na Period Type: instant X - DefinitionFace amount or stated value of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13> + Details Name: us-gaap -PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1> + Details Name: us-gaap -PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemBalance Type: na Period Type: instant X - DefinitionNumber of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13> + Details Name: us-gaap -PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemBalance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap -StatementOfFinancialPositionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 12 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Operations and Comprehensive Loss (Unaudited) - USD (\$) in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Operating expenses: Á Á Á Research and development \$ (3,107) \$ (14,852) \$ (9,159) \$ (30,248) General and administrative (1,780) (1,833) (5,867) (5,789) Total operating expenses (4,887) (16,685) (15,026) (36,037) Operating loss (4,887) (16,685) (15,026) (36,037) Interest expense, net (590) (300) (1,648) (1,023) Adjustments to fair value of derivatives (433) 13,199 (1,226) 11,361 Other (expense) / income, net (48) 70 (77) 161 Total other (expense) / income (1,071) 12,969 (2,951) 10,499 Loss before income taxes (5,958) (3,716) (17,977) (25,538) Income tax expense (136) (161) (215) (471) Net loss \$ (6,094) \$ (3,877) \$ (26,009) Net loss per share - basic \$ (0.3) \$ (0.3) \$ (1.05) \$ (2.02) Net loss per share - diluted \$ (0.3) \$ (0.3) \$ (1.05) \$ (2.02) Weighted average ordinary shares outstanding - basic 20,044,270 13,039,437 17,352,918 12,888,869 Weighted average ordinary shares outstanding - diluted 20,044,270 13,039,437 17,352,918 12,888,869 Other comprehensive income: Á Á Á Á Net loss \$ (6,094) \$ (3,877) \$ (26,009) Unrealized gain on marketable securities 3 29 1 353 Comprehensive loss \$ (6,091) \$ (3,848) \$ (18,191) \$ (25,656) X - DefinitionAmount 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. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1A>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1B>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 7: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI

[https://asc.fasb.org/1943274/2147482790/220-10-45-5](#) + Details Name: us-gAAP UncommonAccountingItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference> 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference> 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference> 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference> 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference> 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference> 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference> 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference> 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference> 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference> 11: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference> 12: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference> 13: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference> 14: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference> 15: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference> 16: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference> 17: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference> 18: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference> 19: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference> 20: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-7> + Details Name: us-gAAP EarningsPerShareBasic Namespace Prefix: us-gAAP Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference> 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference> 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 605 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI

gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2> + Details Name: us-gaap_NonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionGenerally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense. + ReferencesNo definition available. + Details Name: us-gaap_OperatingExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-30>Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482964/270-10-50-1>Reference 5: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>Reference 6: <http://fasb.org/us-gaap/role/ref/otherTransitionRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>Reference 7: <http://www.xbrl.org/2003/role/exampleRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481283/985-20-50-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482916/730-10-50-1>Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479532/912-730-25-1> + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_StatementOfIncomeAndComprehensiveIncomeAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net change in the difference between the fair value and the carrying value, or in the comparative fair values, of derivative instruments, including options, swaps, futures, and forward contracts, held at each balance sheet date, that was included in earnings for the period. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(3)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-1>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(6)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-1>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-1>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column F)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477271/946-320-S99-5A> + Details Name: us-gaap_UnrealizedGainLossOnDerivatives Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of unrealized gain (loss) on investment. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28> + Details Name: us-gaap_UnrealizedGainLossOnInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482662/260-10-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-16> + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482662/260-10-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-10> + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 13 R5.htm ID#A: XBRL DOCUMENT v.23.4 Consolidated Statements of Cash Flows (Unaudited) - USD (\$) \$ in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Cash flows from operating activities: A A Net loss \$ (18,192) \$ (26,009) Adjustments to reconcile net loss to cash used in operating activities: A A Depreciation 23 23 Amortization of intangible asset A 1,287 Share-based compensation expense 274 645 Interest on short-term investments 1 55 Lease termination adjustments A 473 Amortization of debt discount and deferred financing costs 1,713 1,753 Financing transaction costs included in financing activities 1,977 A Adjustments to fair value of derivatives 1,226 (11,361) Other 1,233 974 Changes in operating assets and liabilities: A A Prepaid expenses and other current assets (2,575) (2,560) Accounts payable (4,161) 2,741 Accrued expenses (4,270) 4,778 Income taxes (4) 355 Other liabilities (301) (256) Net cash used in operating activities (22,514) (26,487) Cash flows from investing activities: A A Purchases of property, plant and equipment (2) (13) Purchases of short-term investments (12,390) (36,002) Proceeds from sale of short-term investments 29,500 45,828 Net cash provided by investing activities 17,108 9,813 Cash flows from financing activities: A A Proceeds from issuance of ordinary shares, net of transaction costs 12,814 445 Net cash provided by financing activities 12,814 445 Effect of exchange rates on cash and cash equivalents (73) (47) Net increase / (decrease) in cash, cash equivalents and restricted cash 7,335 (16,276) Cash, cash equivalents and restricted cash, at beginning of period 6,105 21,126 Cash, cash equivalents and restricted cash, at end of period 13,440 4,850 Supplemental Disclosure of Cash Flow Information: A A Income taxes paid - U.S 220 120 Exchangeable Notes A A Adjustments to reconcile net loss to cash used in operating activities: A A Interest on exchangeable notes - non-cash \$ 542 \$ 615 X - DefinitionFinancing transaction costs included in financing activities. + ReferencesNo definition available. + Details Name: itrm_FinancingTransactionCostsIncludedInFinancingActivities Namespace Prefix: itrm_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionInterest on short-term investments. + ReferencesNo definition available. + Details Name: itrm_InterestOnShortTermInvestments Namespace Prefix: itrm_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of amortization expense attributable to debt discount (premium) and debt issuance costs. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481568/470-20-55-69E>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481568/470-20-55-69F>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1F>Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 5: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-3> + Details Name: us-gaap_AmortizationOffinancingCostsAndDiscounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482640/350-30-55-40>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482665/350-30-50-2>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482686/350-30-45-2> + Details Name: us-gaap_AmortizationOffIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, 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. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482913/230-10-50-8>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-4> + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477401/830-230-45-1> + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1> + Details Name: us-gaap_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount 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. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 830 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477401/830-230-45-1> + Details Name: us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of gain (loss) on termination of lease before expiration of lease term. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 40 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479092/842-20-40-1> + Details Name: us-gaap_GainLossOnTerminationOfLease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482913/230-10-50-2A>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-23>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 10 -Name Accounting

Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap IncomeTaxPaidNet Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the period in the amount due for taxes based on the reporting entity's earnings or attributable to the entity's income earning process (business presence) within a given jurisdiction. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap IncreaseDecreaseInAccruedIncomeTaxesPayable Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap IncreaseDecreaseInAccruedLiabilities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in operating liabilities classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap IncreaseDecreaseInOtherOperatingLiabilities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of the cost of borrowed funds accounted for as interest expense for debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrli.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 3: http://www.xbrli.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 4: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 5: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap InterestExpenseDebt Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrli.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrli.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount of income (expense) included in net income that results in no cash inflow (outflow), classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap OtherNoncashIncomeExpense Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the purchase of all investments (debt, security, other) during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap PaymentsToAcquireInvestments Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from sales of all investments, including securities and other assets, having ready marketability and intended by management to be liquidated, if necessary, within the current operating cycle. Includes cash flows from securities classified as trading securities that were acquired for reasons other than sale in the short-term. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap ProceedsFromSaleOfShortTermInvestments Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrli.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrli.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrli.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrli.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrli.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrli.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrli.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrli.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrli.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrli.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrli.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrli.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrli.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrli.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrli.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrli.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrli.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrli.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrli.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrli.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrli.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrli.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrli.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrli.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrli.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrli.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrli.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrli.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrli.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap ProfitLoss Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap ShareBasedCompensation Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe net change in the difference between the fair value and the carrying value, or in the comparative fair values, of derivative instruments, including options, swaps, futures, and forward contracts, held at each

Worksheet data, that was included in earning for the period. + ReferencesReference 1:

[Paragraph 1 - Subparagraph \(SX 210.5-02\(28\)\)](#) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\)](#) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: [http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: \[http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \\(a\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \\(b\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: \\[http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\(SX 210.3-04\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of stock issued as a result of the exercise of stock options. + ReferencesReference 1: \\\[http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\\(SX 210.5-02\\\\(29\\\\)\\\\)\\\]\\\(#\\\) - Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: \\\[http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\\(SX 210.5-02\\\\(30\\\\)\\\\)\\\]\\\(#\\\) - Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: \\\[http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\\(SX 210.5-02\\\\(31\\\\)\\\\)\\\]\\\(#\\\) - Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: \\\[http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\\(SX 210.3-04\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap StockIssuedDuringPeriodValueStockOptionsExercised Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity \\\\(deficit\\\\) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: \\\\[http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\\\(SX 210.5-02\\\\\(29\\\\\)\\\\\)\\\\]\\\\(#\\\\) - Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: \\\\[http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\\\(SX 210.5-02\\\\\(30\\\\\)\\\\\)\\\\]\\\\(#\\\\) - Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: \\\\[http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\\\(SX 210.5-02\\\\\(31\\\\\)\\\\\)\\\\]\\\\(#\\\\) - Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: \\\\[http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: \\\\\[http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \\\\\\(c\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: \\\\\\[http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \\\\\\\(SX 210.6-09\\\\\\\(4\\\\\\\)\\\\\\\(b\\\\\\\)\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \\\\\\\(SX 210.6-09\\\\\\\(6\\\\\\\)\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: \\\\\\\[http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \\\\\\\\(SX 210.6-09\\\\\\\\(7\\\\\\\\)\\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\\\\\\(SX 210.4-08\\\\\\\\(g\\\\\\\\)\\\\\\\\(1\\\\\\\\)\\\\\\\\(iii\\\\\\\\)\\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: \\\\\\\\[http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \\\\\\\\\(c\\\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph \\\\\\\\\(f\\\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: \\\\\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \\\\\\\\\\(SAB Topic 4.E\\\\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap StockholdersEquity Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 15 R7.htm IDEA: XBRL DOCUMENT v.3.24.3 Pay vs Performance Disclosure - USD \\\\\\\\\\(\\\\\\\\\\\$\\\\\\\\\\) \\\\\\\\\\\$ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep, 2024 Sep, 2023 Sep, 2023 Dec, 31, 2023 Pay vs Performance Disclosure A À A Net Income \\\\\\\\\\(Loss\\\\\\\\\\) \\\\\\\\\\\$ \\\\\\\\\\(6,094\\\\\\\\\\) \\\\\\\\\\\$\\\\\\\\\\(3,877\\\\\\\\\\) \\\\\\\\\\\$\\\\\\\\\\(18,192\\\\\\\\\\) \\\\\\\\\\\$\\\\\\\\\\(26,009\\\\\\\\\\) \\\\\\\\\\\$\\\\\\\\\\(38,371\\\\\\\\\\) X - ReferencesReference 1: \\\\\\\\\\[http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd PvpTable Namespace Prefix: ecd Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: \\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: \\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \\\\\\\\\\\\\(g\\\\\\\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: \\\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \\\\\\\\\\\\\\(g\\\\\\\\\\\\\\)\\\\\\\\\\\\\\(3\\\\\\\\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \\\\\\\\\\\\\\(SX 210.5-03\\\\\\\\\\\\\\(20\\\\\\\\\\\\\\)\\\\\\\\\\\\\\)\\\\\\\\\\\\\]\\\\\\\\\\\\\(#\\\\\\\\\\\\\) - Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: \\\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\\\\\\\\\\\\(SX 210.4-08\\\\\\\\\\\\\\(g\\\\\\\\\\\\\\)\\\\\\\\\\\\\\(1\\\\\\\\\\\\\\)\\\\\\\\\\\\\\(iii\\\\\\\\\\\\\\)\\\\\\\\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: \\\\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \\\\\\\\\\\\\\\(c\\\\\\\\\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: \\\\\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph \\\\\\\\\\\\\\\\(f\\\\\\\\\\\\\\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: \\\\\\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2\\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\\(#\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\(#\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\]\\\\\\\\\\\\\\(#\\\\\\\\\\\\\\)\\\\\\\\\\\\\]\\\\\\\\\\\\\(#\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(#\\\\\\\\\\\\)\\\\\\\\\\\]\\\\\\\\\\\(#\\\\\\\\\\\)\\\\\\\\\\]\\\\\\\\\\(#\\\\\\\\\\)\\\\\\\\\]\\\\\\\\\(#\\\\\\\\\)\\\\\\\\]\\\\\\\\(#\\\\\\\\)\\\\\\\]\\\\\\\(#\\\\\\\)\\\\\\]\\\\\\(#\\\\\\)\\\\\]\\\\\(#\\\\\)\\\\]\\\\(#\\\\)\\\]\\\(#\\\)\\]\\(#\\)\]\(#\)](#)

[illegible]

xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/842-20/tableOfContent + Details Name: us-gaap_LesseeOperatingLeasesTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 24 R16.htm IDEA: XBRL DOCUMENT v3.24.3 Accrued Expenses 9 Months Ended Sep. 30, 2024 Payables and Accruals [Abstract] Á Accrued Expenses 8. Accrued ExpensesAccrued expenses consist of the following: Á Á September 30,2024 Á Á December 31,2023 Á Accrued payroll and bonus expenses Á \$ 1,770 Á Á \$ 2,742 Á Á Accrued manufacturing expenses Á Á 1,484 Á Á Á 71 Á Á Accrued other expenses Á Á 111 Á Á Á 76 Á Á Accrued professional fees Á Á 108 Á Á Á 37 Á Á Accrued clinical trial costs Á Á 19 Á Á Á 4,835 Á Total Á \$ 3,492 Á Á \$ 7,761 Á X - DefinitionThe entire disclosure for accounts payable and accrued liabilities at the end of the reporting period. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(24\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 720 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483384/720-30-45-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(19\)\(a\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItem](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 720 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483384/720-30-45-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItem) Type Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_PayablesAndAccrualsAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem

Type Balance Type: na Period Type: duration XML 25 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Debt 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Á Debt 9. DebtSecured Credit FacilityOn April 27, 2018, the Companyá€”s subsidiaries, Iterum Therapeutics International Limited, Iterum Therapeutics US Holding Limited and Iterum Therapeutics US Limited (the Borrowers), entered into a loan and security agreement (Loan and Security Agreement) with SVB pursuant to which SVB agreed to lend the Borrowers up to \$30,000 in two term loans. \$15,000 of the secured credit facility was funded on closing. A second draw of up to \$15,000 was available to the Company through October 31, 2019, upon satisfaction of either of the following: (i) the achievement by the Company of both non-inferiority and superiority primary endpoints from its Phase 3 uncomplicated urinary tract infection (uUTI) trial, as well as reporting satisfactory safety data from the trial, or (ii) the achievement of non-inferiority primary endpoints from both its Phase 3 uUTI and complicated urinary tract infection trials, as well as reporting satisfactory safety data from the trials. The Company did not satisfy the conditions for the second draw above before the deadline of October 31, 2019. All outstanding principal, plus a 4.20% final interest payment, were due and paid on March 1, 2022 (the maturity date), effectively terminating the Loan and Security Agreement. In connection with the initial \$15,000 draw, the Company issued SVB and Life Sciences Fund II LLC (LSF) warrants to purchase an aggregate of 19,890 Series B convertible preferred shares (which converted into warrants to purchase 1,326 ordinary shares upon the Companyá€”s initial public offering (IPO)) at an exercise price of \$282.75 per share. These warrants will expire on April 27, 2028. In connection with the Private Placement, Iterum Bermuda was joined as a party to the Loan and Security Agreement as a borrower and the Loan and Security Agreement was amended on January 16, 2020 to, among other things, modify the definition of subordinated debt to include the RLNs and Exchangeable Notes. Á 2025 Exchangeable NotesOn January 21, 2020, the Company completed a Private Placement pursuant to which its wholly owned subsidiary, Iterum Bermuda issued and sold \$51,588 aggregate principal amount of Exchangeable Notes and \$103 aggregate principal amount of RLNs, to a group of accredited investors. On September 8, 2020, the Company completed a rights offering (the 2020 Rights Offering) pursuant to which Iterum Bermuda issued and sold \$220 aggregate principal amount of Exchangeable Notes and \$0.5 aggregate principal amount of RLNs, to existing shareholders. The Securities were sold in Units with each Unit consisting of an Exchangeable Note in the original principal amount of \$1,000 and 50 RLNs. The Units were sold at a price of \$1,000 per Unit. At any time on or after January 21, 2021, subject to specified limitations, the Exchangeable Notes are exchangeable for the Companyá€”s ordinary shares, cash or a combination of ordinary shares and cash, at the Companyá€”s election, at an exchange rate of 175.2191 shares per \$1,000 principal and interest on the Exchangeable Notes (equivalent to an exchange price of approximately \$5.707 per ordinary share) as of September 30, 2024, which exchange rate was adjusted from an initial exchange rate of 66.666 shares per \$1,000 principal and interest on the Exchangeable Notes (equivalent to an initial exchange price of \$15.00 per ordinary share) and is subject to further adjustment pursuant to the terms of the Exchangeable Notes Indenture. Any accrued and unpaid interest being exchanged will be calculated to include all interest accrued on the Exchangeable Notes being exchanged to, but excluding, the exchange settlement date. Beginning on January 21, 2021 to September 30, 2024, certain noteholders of \$40,691 aggregate principal amount of Exchangeable Notes have completed a non-cash exchange of their notes for an aggregate of 3,760,155 of the Companyá€”s ordinary shares, which included accrued and unpaid interest relating to such notes. The aggregate principal amount of Exchangeable Notes outstanding as of September 30, 2024 was \$11,117. In addition, the Exchangeable Notes will become due and payable by the Company upon the occurrence of a Fundamental Change as defined in the Exchangeable Notes Indenture. The Company will be required to pay each holder of the Exchangeable Notes the greater of three times the outstanding principal amount of such Exchangeable Note and the consideration that would be received by the holder of such Exchangeable Note in connection with such Fundamental Change if the holder had exchanged its note for ordinary shares immediately prior to the consummation of such Fundamental Change, plus any accrued and unpaid interest. The Company evaluates its debt and equity issuances to determine if those contracts, or embedded components of those contracts, qualify as derivatives under ASC 815-15, Derivatives and Hedging, requiring separate recognition in the Companyá€”s financial statements. The Company evaluated the accounting for the issuance of the Exchangeable Notes and concluded that the embedded exchange option and change of control feature are considered a derivative liability under ASC 815-15 requiring bifurcation, from the Exchangeable Notes, as it does not qualify for the scope exceptions for contracts in an entityá€”s own equity given the terms of the Exchangeable Notes. The exchange option and change of control feature are accounted for as a derivative liability, under ASC 815-15, and are required to be separated and recorded as a single liability, which is revalued at each reporting period with the resulting change in fair value reflected in adjustments to fair value of derivatives in the condensed consolidated statements of operations and comprehensive loss. The fair value of the derivative liability related to the Private Placement on January 21, 2020 was \$27,038, and the fair value of the derivative liability related to the 2020 Rights Offering on September 8, 2020 was \$82, both of which were recorded as a reduction to the book value of the host debt contract. This debt discount is being amortized to interest expense over the term of the debt using the effective interest method. Transaction costs amounting to \$2,848 were allocated to the exchange option. These costs were reflected in financing transaction costs in the consolidated statements of operations and comprehensive loss for the year ended December 31, 2020. Transaction costs amounting to \$2,814 were allocated to the debt host and capitalized in the host debt book value. In circumstances where the embedded exchange option in a convertible instrument is required to be bifurcated, and there are other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the derivative instruments are accounted for as a single, compound derivative instrument. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not settlement of the derivative instrument is expected within twelve months of the balance sheet date. The Company determined that all other features of the Exchangeable Notes were clearly and closely associated with a debt host and did not require bifurcation as a derivative liability. The initial value of the Exchangeable Notes on inception, net of transaction costs, was \$9,891. The Company recognized \$181 and \$542 of interest expense related to the Exchangeable Notes during the three and nine months ended September 30, 2024, respectively, and \$205 and \$615 of interest expense related to the Exchangeable Notes during the three and nine months ended September 30, 2023, respectively. The Company recognized \$575 and \$1,713 related to the amortization of the debt discounts and deferred financing costs during the three and nine months ended September 30, 2024, respectively, and \$591 and \$1,753 related to the amortization of the debt discounts and deferred financing costs during the three and nine months ended September 30, 2023, respectively. These amounts are recorded in interest expense, net in the condensed consolidated statements of operations and comprehensive loss. The balance of the Exchangeable Notes as of September 30, 2024 is as follows: Á Á September 30, 2024 Á Á Principal Á Accrued Interest Á January 2020 Á1,000Á Exchangeable Notes, 6.5% interest, due January 31, 2025Á (2025 Exchangeable Notes) Á \$ 51,588 Á Á \$ 6,397 Á September 2020 Á1,000Á Exchangeable Notes, 6.5% interest, due January 31, 2025Á (2025 Exchangeable Notes) Á Á (40,691) Á (3,071) Á 2025 Exchangeable Notes, net Á Á 11,117 Á Á 3,360 Á Unamortized discount and debt issuance costs Á Á (769) Á Á Á 2025 Exchangeable Notes, net Á \$ 10,348 Á Á \$ 3,360 Á Scheduled principal payments on outstanding debt, including principal amounts owed to RLN holders (see Note 10 á€” Royalty-Linked Notes), as of September 30, 2024, for the following five fiscal years and thereafter were as follows: Year Ending September 30, Á Á Á 2025 Á \$ 11,117 Á 2026 Á Á á€” Á 2027 Á Á á€” Á 2028 Á Á á€” Á 2029 Á Á á€” Á Thereafter Á Á 104 Á Total Á \$ 11,221 Á X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem

Type Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1:

Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap DebtDisclosureAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 27 R19.htm IDEA: XBRL DOCUMENT v.23.4.3 Shareholders' Equity 9 Months Ended Sep. 30, 2024 Equity [Abstract] A Shareholders' Equity 11. Shareholdersâ€™ Equity The Companyâ€™s capital structure consists of ordinary shares and undesignated preferred shares. Under Irish law, the Company is prohibited from allotting shares without consideration. Accordingly, at least the nominal value of the shares issued underlying any warrant, pre-funded warrant, restricted share award, restricted share unit, performance share award, bonus share or any other share-based grant must be paid pursuant to the Irish Companies Act 2014 (Irish Companies Act). Ordinary Shares On August 9, 2024, the Company completed a rights offering (2024 Rights Offering) in which it sold an aggregate of 6,121,965 units ("Units") at a subscription price of \$1.21 per whole Unit, consisting of (a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance ("1-year warrants") and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance ("5-year warrants" and, together with the 1-year warrants, the "warrants"). Aggregate gross proceeds to the Company's from the 2024 Rights Offering were \$7.4 million and net proceeds were \$5.4 million after deducting fees payable to the placement agent fees and other offering expenses payable by the Company. At the Companyâ€™s annual general meeting of shareholders on May 3, 2023, the Companyâ€™s shareholders approved an increase of 60,000,000 ordinary shares of \$0.01 par value each to the number of authorized ordinary shares and the Companyâ€™s Articles of Association were amended accordingly. The Company has authorized ordinary shares of 80,000,000 ordinary shares of \$0.01 par value each as of September 30, 2024. The holders of ordinary shares are entitled to one vote for each share held. There are no redemption or sinking fund provisions with respect to the authorized ordinary shares. The Company filed a universal shelf registration statement on Form S-3 with the SEC, which was declared effective on October 17, 2022 (File No. 333-267795), and pursuant to which the Company registered for sale up to \$100.0 million of any combination of debt securities, ordinary shares, preferred shares, subscription rights, purchase contracts, units and/or warrants from time to time and at prices and on terms that the Company may determine. On October 7, 2022, the Company entered into an "at the market offering" agreement (the Sales Agreement) with H.C. Wainwright & Co., LLC (HC Wainwright), as agent, pursuant to which the Company may offer and sell ordinary shares, nominal value \$0.01 per share, for aggregate gross sales proceeds of up to \$16.0 million (subject to the availability of ordinary shares), from time to time through HC Wainwright by any method permitted that is deemed to be an "at the market offering" as defined in Rule 415 (a)(4) promulgated under the Securities Act of 1933, as amended. During the nine months ended September 30, 2024, the Company sold 3,055,882 ordinary shares under the "at the market" agreement at an average price of \$2.49 per share for net proceeds of \$7.4 million. Beginning on January 21, 2021 to September 30, 2024, certain noteholders of \$40,691 aggregate principal amount of Exchangeable Notes have exchanged their notes for an aggregate of 3,760,155 of the Companyâ€™s ordinary shares, which included accrued and unpaid interest relating to such notes. The aggregate principal amount of Exchangeable Notes outstanding as of September 30, 2024 was \$11,117. Warrants to purchase Ordinary Shares In connection with the initial drawdown under the Loan and Security Agreement, the Company issued SVB and LSF warrants to purchase an aggregate of 19,890 Series B convertible preferred shares (which converted into warrants to purchase 1,326 ordinary shares upon the Companyâ€™s IPO) at an exercise price of \$282.75 per share. These warrants will expire on April 27, 2028. No warrants had been exercised as of September 30, 2024. In connection with the June 3, 2020 Offering completed on June 5, 2020, pursuant to the June 3, 2020 SPA, in a concurrent private placement, the Company issued and sold to institutional investors warrants to purchase up to 99,057 ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$24.30 per ordinary share, subject to adjustment in certain circumstances, and will expire on December 5, 2025. Warrants to purchase 13,868 ordinary shares, amounting to 7% of the ordinary shares issued under the June 3, 2020 SPA, were issued to designees of the placement agent on the closing of the June 3, 2020 Offering. Upon closing, the warrants issued to such designees were exercisable immediately at an exercise price of \$31.5465 per ordinary share and will expire on June 3, 2025. No warrants had been exercised as of September 30, 2024. In connection with the June 30, 2020 Offering completed on July 2, 2020, pursuant to the June 30, 2020 SPA, in a concurrent private placement, the Company has also issued and sold to institutional investors warrants to purchase up to 112,422 ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$21.30 per ordinary share, subject to adjustment in certain circumstances, and will expire on January 2, 2026. Warrants to purchase 15,739 ordinary shares, amounting to 7% of the ordinary shares issued under the June 30, 2020 SPA, were issued to designees of the placement agent on closing of the June 30, 2020 Offering. Upon closing, the warrants issued to such designees were exercisable immediately at an exercise price of \$27.7965 per ordinary share and will expire on June 30, 2025. As of September 30, 2024, warrants issued in connection with the June 30, 2020 Offering had been exercised for 84,317 ordinary shares, for net proceeds of \$1,796. In connection with the October 2020 Offering, the Company issued and sold warrants to purchase up to 1,346,153 ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$9.75 per ordinary share, subject to adjustment in certain circumstances, and will expire on October 27, 2025. Warrants to purchase 125,641 ordinary shares, which represents a number of ordinary shares equal to 7.0% of the aggregate number of ordinary shares and pre-funded warrants sold in the October 2020 Offering, were issued to designees of the placement agent on closing of the October 2020 Offering. Upon closing, the warrants issued to such designees became exercisable immediately at an exercise price of \$12.1875 per ordinary share and expire on October 22, 2025. As of September 30, 2024, warrants issued in connection with the October 2020 Offering had been exercised for 1,392,701 ordinary shares, for net proceeds of \$13,885. In connection with the February 2021 Underwritten Offering, the Company issued to the underwriterâ€™s designees warrants to purchase 162,318 ordinary shares, amounting to 7.0% of the aggregate number of ordinary shares sold in the February 2021 Underwritten Offering which closed on February 8, 2021. The warrants issued to such designees have an exercise price of \$21.5625 per ordinary share, were exercisable upon issuance and will expire on February 3, 2026. As of September 30, 2024, warrants issued in connection with the February 2021 Underwritten Offering had been exercised for 25,333 ordinary shares, for net proceeds of \$546. In connection with the February 2021 Underwritten Offering, the Company granted the underwriter an option for a period of 30 days to purchase an additional 347,826 ordinary shares. Upon the underwriterâ€™s exercise of its option, on February 10, 2021, the Company issued warrants to purchase an additional 24,347 ordinary shares to the underwriterâ€™s designees, amounting to 7.0% of the aggregate number of additional ordinary shares sold pursuant to the underwriterâ€™s option. The warrants issued to such designees have an exercise price of \$21.5625 per ordinary share, were exercisable upon issuance and will expire on February 3, 2026. No warrants had been exercised as of September 30, 2024. In connection with the February 2021 Registered Direct Offering which closed on February 12, 2021, warrants to purchase 81,666 ordinary shares, amounting to 7.0% of the aggregate number of ordinary shares issued under the securities purchase agreement, were issued to designees of the placement agent upon closing. The warrants issued to such designees were exercisable upon issuance at an exercise price of \$37.50 per ordinary share and will expire on February 9, 2026. No warrants had been exercised as of September 30, 2024. In connection with the 2024 Rights Offering, which closed on August 9, 2024, the Company issued and sold 1-year warrants to purchase up to 3,060,982 ordinary shares and 5-year warrants to purchase up to 6,121,965 ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$1.21 per ordinary share and will expire on August 9, 2025 and August 9, 2029, respectively. No warrants had been exercised as of September 30, 2024. The Company has classified the warrants as equity in accordance with ASC 815. Accordingly, the proceeds were allocated between ordinary shares, the 1-year warrants and the 5-year warrants based on the relative fair value of the individual components. The fair value of the warrants were determined using a Black-Scholes option pricing model and the ordinary shares based on the closing date share price and were recorded in additional paid-in capital within shareholders' deficit on the condensed consolidated balance sheets. The following assumptions were used in the Black-Scholes option pricing model: A: A August 9, 2024 A: A 1-year warrants A: A 5-year warrants A: Volatility A: A 109 % A: A 109 % Expected term in years A: A 1.00 A: A 5.00 A: Dividend rate A: A 0 % A: A 0 % Risk-free interest rate A: A 4.50 % A: A 3.80 % Share price A: A \$ 1.18 A: A \$ 1.18 A: Strike price A: A \$ 1.21 A: A \$ 1.21 A: Fair value of warrants issued A: A \$ 0.50 A: A \$ 0.94 A: Undesignated Preferred Shares The Company has authorized 100,000,000 undesignated preferred shares of \$0.01 par value each as of September 30, 2024. The Companyâ€™s Board of Directors is authorized by the Companyâ€™s Articles of Association to determine the rights attaching to the undesignated preferred shares including rights of redemption, rights as to dividends, rights on winding up and conversion rights. There were no designated preferred shares in issue as of September 30, 2024 or December 31, 2023. X - ReferencesNo definition available. + Details Name: us-gaap EquityAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for equity. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-13)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(h\) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-13)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-14](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-14)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-6>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(e\)\(1\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(e)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 10: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContent>Reference 11: <http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-13>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 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14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-14)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-14](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-14)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-16](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-16)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-18](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-18)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-18](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-18)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-18](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-18) + Details Name: us-gaap StockholdersEquityNoteDisclosureTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R20.htm IDEA: XBRL DOCUMENT v.23.4.3 Share-Based Compensation 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] A Share-Based Compensation 12. Share-Based Compensation On November 18, 2015, the Companyâ€™s Board of Directors adopted and approved the 2015 Equity Incentive Plan (the 2015 Plan), which authorized the Company to grant up to 14,895 ordinary shares in the form of incentive share options, nonstatutory share options, share appreciation rights, restricted share awards, restricted share units and other share awards. The types of share-based awards, including the rights, amount, terms, and exercisability provisions of grants are determined by the Companyâ€™s Board of Directors. The purpose of the 2015 Plan was to provide the Company with the flexibility to issue share-based awards as part of an overall compensation package to attract and retain qualified personnel. On May 18, 2017, the Company amended the 2015 Plan to increase the number of ordinary shares available for issuance under the 2015 Plan by 14,640 shares to 29,535 shares. On March 14, 2018, the Companyâ€™s Board of Directors adopted and approved the 2018 Equity Incentive Plan (the 2018 Plan), which became effective upon the execution and delivery of the underwriting agreement related to the Companyâ€™s IPO in May 2018. Since adopting the 2018 Plan, no further grants will be made under the 2015 Plan. The ordinary shares underlying any options that are forfeited, cancelled, repurchased or are otherwise terminated by the Company under the 2015 Plan will not be added back to the ordinary shares available for issuance. The 2018 Plan originally authorized the Company to grant up to 67,897 ordinary shares in the form of incentive share options, nonstatutory share options, share appreciation rights, restricted share awards, restricted share units, performance share awards, performance cash awards and other share awards. The types of share-based awards, including the amount, terms, and exercisability provisions of grants are determined by the Companyâ€™s Board of Directors. The ordinary shares underlying any options that are forfeited, cancelled, repurchased or are otherwise terminated by the Company under the 2018 Plan are added back to the ordinary shares available for issuance under the 2018 Plan. On December 5, 2018, pursuant to powers delegated to it by the Board of Directors of the Company, the Compensation Committee approved an increase in the number of ordinary shares available to be granted pursuant to the 2018 Plan by 4% of the total number of shares of the Companyâ€™s issued share capital on December 31, 2018, being 38,272 ordinary shares. On February 14, 2020, pursuant to powers delegated to it by the Board of Directors of the Company, the Compensation Committee approved, by written resolution, an increase of 39,650 ordinary shares to the number of ordinary shares available to be granted pursuant to the 2018 Plan, being just under 4% of the total number of the Companyâ€™s ordinary shares outstanding on December 31, 2019, in accordance with the terms of the 2018 Plan. On June 10, 2020, at the Companyâ€™s annual general meeting of shareholders, the shareholders approved and adopted an amended and restated 2018 Plan which, among other things included an increase of 150,000 ordinary shares to the number of ordinary shares reserved for issuance under the 2018 Plan. On June 23, 2021, at the Companyâ€™s annual general meeting of shareholders, the shareholders approved an amendment to the amended and restated 2018 Plan to increase the number of ordinary shares reserved for issuance under the amended and restated 2018 Plan by 1,000,000 ordinary shares to 1,295,819 ordinary shares. On November 24, 2021, the Companyâ€™s Board of Directors adopted and approved the 2021 Inducement Equity Incentive Plan (the 2021 Inducement Plan) reserving 333,333 of its ordinary shares to be used exclusively for grants of awards to individuals that were not previously employees or directors of the Company (or following such individualsâ€™ bona fide period of non-employment with the company), as a material inducement to such individualsâ€™ entry into employment with the company within the meaning of Rule 5635(c)(4) of the Nasdaq Listing Rules. The terms and conditions of the 2021 Inducement Plan are substantially similar to the 2018 Plan. Share Options Unless specified otherwise in an individual option agreement, share options granted under the 2015 Plan, the 2018 Plan and the 2021 Inducement Plan generally have a ten year term and a four year vesting period for employees and a one year vesting period for directors. The vesting requirement is conditioned upon a granteeâ€™s continued service with the Company during the vesting period. Once vested, all awards are exercisable from the date of grant until they expire. The option grants are non-transferable. Vested options generally remain exercisable for 90 days subsequent to the termination of the option holderâ€™s service with the Company. In the event of an option holderâ€™s disability or death while employed by or providing service to the Company, the exercisable period extends to twelve months or eighteen months, respectively. The fair value of options granted are estimated using the Black-Scholes option-pricing model. The inputs for the Black-Scholes model require significant management assumptions. The risk-free interest rate is based on a normalized estimate of the 7-year U.S. treasury yield. The Company has estimated the expected term utilizing the "simplified" method for awards that qualify as "plain vanilla". The Company does not have sufficient company-specific historical and implied volatility information and it therefore estimates its expected share volatility based on historical volatility information of reasonably comparable guideline public companies and itself. The Company expects to continue to do so until such time as it has adequate historical data regarding the volatility of its own traded share price. Expected dividend yield is based on the fact that the Company has never paid cash dividends and the Companyâ€™s future ability to

pay cash dividends on its shares may be limited by the terms of any future debt or preferred securities. The Company has elected to account for forfeitures as they occur. The Company did not grant any share options to employees and directors during the nine months ended September 30, 2024 and 857,500 share options were granted to employees during the nine months ended September 30, 2023. There were 398,824 and 939,290 unvested employee and director share options outstanding as of September 30, 2024 and September 30, 2023, respectively. Total expense recognized related to employee share options was \$68 and \$279 for the three and nine months ended September 30, 2024, respectively, and \$123 and \$344 for the three and nine months ended September 30, 2023, respectively. Total unamortized compensation expense related to employee share options was \$364 and \$1,124 as of September 30, 2024 and September 30, 2023, respectively, which is expected to be recognized over a remaining weighted average vesting period of 1.49 years and 2.33 years as of September 30, 2024 and September 30, 2023, respectively. The range of assumptions that the Company used to determine the grant date fair value of employee and director options granted were as follows: A  Nine Months Ended A  September 30, 2023 Volatility A  100% Expected term in years A  6.00A  - 6.25 Dividend rate A  0% Risk-free interest rate A  3.55% - 3.67% Share price A  \$1.00A  - \$1.04 Fair value of option on grant date A  \$0.80A  - \$0.84 A  The following table summarizes total share option activity for all Company plans: A  Equity Plans A  Inducement Plan A  Total A  Options outstanding December 31, 2023 A  984,155 A  A  124,833 A  A  1,108,988 A  Granted A  A  A  A  Exercised A  (29,144) A  A  A  (29,144) A  Forfeited A  (45,856) A  A  (120,000) A  A  (165,856) A  Options outstanding September 30, 2024 A  909,155 A  A  4,833 A  A  913,988 A  The following table summarizes the number of options outstanding and the weighted-average exercise price as of September 30, 2024: A  Number of Shares A  Weighted Average Exercise Price A  Weighted Average Remaining Contractual Life in Years A  Aggregate Intrinsic Value (in thousands) A  Options outstanding December 31, 2023 A  1,108,988 A  A  2.73 A  A  8.94 A  A  \$32 A  Granted A  A  A  A  A  A  Exercised A  (29,144) A  A  \$1.00 A  A  A  A  Forfeited A  (165,856) A  A  \$5.54 A  A  A  A  Options outstanding September 30, 2024 A  913,988 A  A  \$2.28 A  A  8.31 A  A  \$70 A  Exercisable at September 30, 2024 A  515,164 A  A  \$3.17 A  A  8.18 A  A  \$35 A  A  Restricted Share Units (RSUs) The Company did not grant any RSUs to employees and directors during the nine months ended September 30, 2024 and 2023, respectively. The following table summarizes the number of RSUs granted covering an equal number of the Companys ordinary shares for all of Company plans: A  Equity Plans A  Inducement Plan A  Total A  RSUs outstanding December 31, 2023 A  A  A  A  16,666 A  A  16,666 A  Granted A  A  A  A  A  A  A  A  A  Shares vested A  A  A  A  A  A  A  A  A  Forfeited A  A  A  A  (16,666) A  A  (16,666) A  RSUs outstanding September 30, 2024 A  A  A  A  A  A  A  A  A  The table below shows the number of RSUs outstanding covering an equal number of the Companys ordinary shares and the weighted-average grant date fair value of the RSUs outstanding as of September 30, 2024: A  Number of Shares A  Weighted Average Grant Date Fair Value per Share A  RSUs outstanding December 31, 2023 A  16,666 A  A  \$7.26 A  Granted A  A  A  A  A  A  A  A  A  Shares vested A  A  A  A  A  A  A  A  A  Forfeited A  (16,666) A  A  \$7.26 A  RSUs outstanding September 30, 2024 A  A  A  A  A  The fair value of the RSUs is determined on the date of grant based on the market price of the Companys ordinary shares on that date. The fair value of RSUs is expensed ratably over the vesting period, which is generally one year for directors and two years for employees under the 2018 Plan and four years for employees under the 2021 Inducement Plan. No amount was recognized relating to the RSUs for the three months ended September 30, 2024 and total benefit recognized related to the RSUs was \$5 for the nine months ended September 30, 2024, and total expense recognized related to the RSUs was \$19 and \$301 for the three and nine months ended September 30, 2023, respectively. There was no unamortized compensation expense related to the RSUs as of September 30, 2024 and total unamortized expense related to the RSUs was \$131 as of September 30, 2023, which was expected to be recognized over a remaining average vesting period of 2.17 years as of September 30, 2023. The Companys share-based compensation expense was classified in the condensed consolidated statements of operations and comprehensive loss as follows: A  Three Months Ended September 30, 2024 A  Nine Months Ended September 30, 2024 A  2023 A  2024 A  2023 A  Research and development expense A  \$25 A  A  \$96 A  A  \$147 A  A  \$315 A  General and administrative expense A  \$43 A  A  \$46 A  A  \$127 A  A  \$330 A  There was a total of \$364 and \$1,255 unamortized share-based compensation expense for options and RSUs as of September 30, 2024 and September 30, 2023, respectively, which is expected to be recognized over a remaining average vesting period of 1.49 years and 2.32 years as of September 30, 2024 and September 30, 2023, respectively. X - Definition The entire disclosure for share-based payment arrangement. + References Reference 1: [http://www.xbrl.org/2003/role/exampleRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/exampleRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(h\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (h)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(h\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (h)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(l\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (l)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - References No definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_Data Type: duration XML 29.R21.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes 9 Months Ended Sep. 30, 2024 Income Tax Disclosure [Abstract] A  Income Taxes In accordance with ASC 270, Interim Reporting, and ASC 740, Income Taxes, at the end of each interim period, the Company is required to determine the best estimate of its annual effective tax rate and then apply that rate in providing for income taxes on a current year-to-date (interim period) basis. The Company recorded an income tax expense of \$136 and \$215, for the three and nine months ended September 30, 2024, respectively and \$161 and \$471, for the three and nine months ended September 30, 2023, respectively. Deferred tax assets and deferred tax liabilities are recognized based on temporary differences between the financial reporting and tax bases of assets and liabilities using statutory rates. Management of the Company has evaluated the positive and negative evidence bearing upon the realizability of its deferred tax assets, including the Companys history of losses and determined that it is more-likely-than-not that these net deferred tax assets will not be realized. As of September 30, 2024 and December 31, 2023, the Company has net operating loss carryforwards in Ireland which result in tax benefits of approximately \$44,057 and \$41,525, respectively, for which a full valuation allowance has been recognized. The net operating loss carryforwards do not expire, but are carried forward indefinitely. Realization of these deferred tax assets is dependent on the generation of sufficient taxable income. If the Company demonstrates consistent profitability in the future, the evaluation of the recoverability of these deferred tax assets may change and the remaining valuation allowance may be released in part or in whole. While management expects to realize the deferred tax assets, net of valuation allowances, changes in estimates of future taxable income or in tax laws may alter this expectation. X - References No definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Definition The entire disclosure for income tax. + References Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12> Reference 2: [http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2](http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231)

of Regulation S-X. X - DefinitionThe entire disclosure for condensed financial statements. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Name Regulation S-X (SX) - Number 210 -Section 12 -Subsection 04 -Paragraph a -Publisher SECReference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-599-3> + Details Name: srt CondensedFinancialStatementsTextBlock Namespace Prefix: srt Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 32-r24.htm IDEA: XBRL DOCUMENT v3.24.3 Subsequent Events 9 Months Ended Sep. 30, 2024 Subsequent Events [Abstract] X - Subsequent Events 16 Subsequent EventsRegulatory Milestone PaymentOn November 18, 2015, the Company and Iterum Therapeutics International Limited (ITIL), a wholly owned subsidiary of the Company, entered into a license agreement with Pfizer for the worldwide exclusive rights to research, develop, manufacture and commercialize suloopenem (the Pfizer License). Under the Pfizer License, ITIL agreed to make certain regulatory and sales milestone payments, including a regulatory milestone payment of \$20 million to Pfizer upon approval of oral suloopenem for commercial sale in the United States by the FDA. On October 25, 2024, the Company received FDA approval for ORLYNVAHÄ,¢ (suloopenem etadroxil and probenecid) for the treatment of uncomplicated urinary tract infections caused by the designated microorganisms Escherichia coli, Klebsiella pneumoniae, or Proteus mirabilis in adult women who have limited or no alternative oral antibacterial treatment options. On October 28, 2024, the Company notified Pfizer that it was electing to defer payment of the milestone payment for two years, or until October 25, 2026 (the Deferral Period), and delivered a promissory note (the Note) issued by ITIL in the amount of the milestone payment to Pfizer, as permitted pursuant to the terms of the Pfizer License. The Note bears interest at an annual rate of eight percent (8%) on a daily compounded basis until paid in full and matures on October 25, 2026. ITIL has the right to prepay the unpaid principal balance of the Note together with accrued and unpaid interest at any time without premium or penalty. Pursuant to the terms of the Note, ITIL may (i) assign the Note to an affiliate of ITIL, (ii) designate one of its affiliates to perform its obligations thereunder; or (iii) assign the Note in the event of a change of control, provided that in the case of clauses (i) and (ii) ITIL is not relieved of any liability thereunder. Pursuant to the terms of the Pfizer License, if a change of control of ITIL or the Company occurs during the Deferral Period, Pfizer may, in its sole discretion and at its sole option, declare the Milestone Payment to be immediately due and payable together with all interest accrued under the Note. The Company has guaranteed all of the amounts payable by ITIL under the terms of the Pfizer License, including the amounts owed under the Note, pursuant to the guarantee entered into by ITIL, the Company and Pfizer on November 18, 2015 in connection with the Pfizer LicenseOn October 25, 2024, the Company received FDA approval for ORLYNVAHÄ,¢ (suloopenem etadroxil and probenecid) for the treatment of uncomplicated urinary tract infections caused by the designated microorganisms Escherichia coli, Klebsiella pneumoniae, or Proteus mirabilis in adult women who have limited or no alternative oral antibacterial treatment options. On October 28, 2024, the Company notified Pfizer that it was electing to defer payment of the milestone payment for two years, or until October 25, 2026 (the Deferral Period), and delivered the Note to Pfizer. Equity OfferingsSubsequent to September 30, 2024, through November 4, 2024, the Company sold 4.5 million ordinary shares under the Sales Agreement, with HC Wainwright as agent, at an average price of \$1.55 per share for net proceeds of \$6.7 million. X - ReferencesNo definition available. + Details Name: us-gaap SubsequentEventsAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 855 -Name Accounting Standards Codification -Publisher FASB -URI <https://asc.fasb.org/855/tableOfContentReference> 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 855 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483399/855-10-50-2> + Details Name: us-gaap SubsequentEventsTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] A Description of Business Description of Business Iterum Therapeutics plc (the Company) was incorporated under the laws of the Republic of Ireland in June 2015 as a limited company and re-registered as a public limited company on March 20, 2018. The Company maintains its registered office at Fitzwilliam Court, 1st Floor, Leeson Close, Dublin 2, Ireland. The Company commenced operations in November 2015. The Company licensed global rights to its novel anti-infective compound, suloopenem, from Pfizer Inc. (Pfizer). The Company is focused on delivering differentiated anti-infectives aimed at combating the global crisis of multi-drug resistant pathogens to significantly improve the lives of people affected by serious and life-threatening diseases around the world. The Company is advancing the development of its first compound, suloopenem, a novel penem anti-infective compound, with an oral formulation and IV formulation. Liquidity and Going Concern Liquidity and Going ConcernSince inception, the Company has devoted substantially all of its efforts to research and development, recruiting management and technical staff, and raising capital, and has financed its operations through the issuance of ordinary and convertible preferred shares, debt raised under a financing arrangement with Silicon Valley Bank (SVB) including the Paycheck Protection Program loan (PPP loan), a sub-award from the Trustees of Boston University under the Combating Antibiotic Resistant Bacteria Biopharmaceutical Accelerator (CARB-X) program and the proceeds of a private placement (Private Placement) and subsequent rights offering (the 2020 Rights Offering) pursuant to which its wholly owned subsidiary, Iterum Therapeutics Bermuda Limited (Iterum Bermuda) issued and sold approximately \$51.8 million aggregate principal amount of 6.500% Exchangeable Senior Subordinated Notes due 2025 (Exchangeable Notes) and \$0.1 million aggregate principal amount of Limited Recourse Royalty-Linked Subordinated Notes (the RLNs and, together with the Exchangeable Notes, the Securities), which Securities were sold in units consisting of an Exchangeable Note in the original principal amount of \$1,000 and 50 RLNs (the Units). The Company has not generated any product revenue. The Company is subject to risks and uncertainties common to early-stage companies in the pharmaceutical industry, including, but not limited to, the ability to secure additional capital to fund operations, failure to successfully develop and commercialize its product candidates, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology and compliance with government regulations. Even with receipt of FDA approval, it is uncertain when, if ever, the Company will realize significant revenue from product sales. The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and include the accounts of the Company and its subsidiaries.The Company filed a universal shelf registration statement on Form S-3 with the SEC, which was declared effective on October 17, 2022 (File No. 333-267795), and pursuant to which the Company registered for sale up to \$100.0 million of any combination of debt securities, ordinary shares, preferred shares, subscription rights, purchase contracts, units and/or warrants from time to time and at prices and on terms that the Company may determine. On October 7, 2022, the Company entered into a sales agreement with H.C. Wainwright & Co., LLC (HC Wainwright), as agent, pursuant to which the Company may offer and sell ordinary shares, nominal value \$0.01 per share, for aggregate gross sales proceeds of up to \$16.0 million (subject to the availability of ordinary shares), from time to time through HC Wainwright by any method permitted that is deemed to be an "at the market offering" as defined in Rule 415 (a)(4) promulgated under the Securities Act of 1933, as amended (the "Sales Agreement").On August 9, 2024, the Company completed a rights offering (the 2024 Rights Offering) in which it sold an aggregate of 6,121,965 units ("Units") at a subscription price of \$1.21 per whole Unit, consisting of (a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance (the "1-year warrants") and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance (the "5-year warrants" and, together with the 1-year warrants, the "warrants"). The Company's net proceeds from the 2024 Rights Offering, after deducting placement agent fees and other offering expenses payable by the Company, were approximately \$5.4 million. The warrants are exercisable upon issuance at a price of \$1.21 per ordinary share. The 1-year warrants expire on August 9, 2025 and the 5-year warrants expire on August 9, 2029. In accordance with Accounting Standards Update (ASU) 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern (Subtopic 205-40), the Company has evaluated whether there are conditions and events, considered in aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year of the date of issue of these quarterly condensed consolidated financial statements. The Company has funded its operations to date primarily with proceeds from the sale of preferred shares and ordinary shares, warrants, debt raised under its financing arrangement with SVB including the PPP loan (both of which have been repaid), payments received under the CARB-X program and proceeds of the Private Placement and 2020 Rights Offering. The Company has incurred operating losses since inception, including net losses of \$18,192 and \$26,009 for the nine months ended September 30, 2024 and 2023, respectively, and a net loss of \$38,371 for the year ended December 31, 2023. The Company had an accumulated deficit of \$479,490 as of September 30, 2024 and expects to continue to incur net losses for the foreseeable future. The Company's future cash flows are dependent on key variables such as its ability to secure additional sources of funding in the form of public or private financing of debt or equity or collaboration agreements. Based on its available cash, cash equivalents and short-term investments, including amounts raised subsequent to the period-end under the "at-the-market" agreement (see Note 16 "Subsequent Events"), the Company does not have cash on hand to fund its current operations and capital expenditure requirements for the next 12 months from the date of this Quarterly Report on Form 10-Q. This condition raises substantial doubt about the Company's ability to continue as a going concern for one year from the date these condensed consolidated financial statements are issued. The Company plans to address this condition by raising funding through the possible sale of the Company's equity or debt through public or private equity financings. Although management intends to pursue plans to obtain additional funding to finance its operations, and the Company has successfully raised capital in the past, there is no assurance that the Company will be successful in obtaining sufficient funding on terms acceptable to the Company to fund continuing operations, if at all. In addition, in parallel, the Company is evaluating its corporate, strategic, financial and financing alternatives, with the goal of maximizing value for its stakeholders. These alternatives could potentially include the licensing, sale or divestiture of the Company's assets or proprietary technologies or another strategic transaction involving the Company. The evaluation of corporate, strategic, financial and financing alternatives may not result in any particular action or any transaction being pursued, entered into or consummated, and there is no assurance as to the timing, sequence or outcome of any action or transaction or series of actions or transactions.If the Company is unable to obtain funding, it could be forced to significantly delay, scale back or discontinue the development and commercialization of its suloopenem program, or otherwise change its strategy, which could adversely affect its business prospects, or the Company may be unable to continue operations. Based on the Company's operating losses since inception, the expectation of continued operating losses for the foreseeable future, and the need to raise additional capital to finance its future operations, management has concluded there is substantial doubt about the Company's ability to continue as a going concern within one year from the date these condensed consolidated financial statements are issued. The accompanying condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Accordingly, the condensed consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern and which contemplates the realization of assets and satisfaction of liabilities and commitments in the ordinary course of business. Interim Financial Information Interim Financial InformationThe condensed consolidated balance sheet at December 31, 2023 was derived from audited financial statements, but does not include all disclosures required by GAAP. The accompanying unaudited condensed consolidated financial statements as of September 30, 2024 and for the three and nine months ended September 30, 2024 and 2023 have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2024. In the opinion of management, all adjustments, consisting only of normal recurring adjustments necessary for a fair statement of the Company's financial position as of September 30, 2024, and results of operations for the three and nine months ended September 30, 2024 and 2023, and cash flows for the nine months ended September 30, 2024 and 2023 have been made. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results of operations that may be expected for the year ending December 31, 2024. Use of Estimates Use of EstimatesThe preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, the reported amounts of expenses during the reporting period and the assessment of the Company's ability to continue as a going concern. Significant estimates and assumptions reflected in these condensed consolidated financial statements include, but are not limited to, the valuation of the RLNs. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates as there are changes in circumstances, facts and experience. Actual results could differ materially from those estimates.Specifically, management has estimated variables used to calculate the discounted cash flow analysis (DCF) to value the RLN liability (see Note 3 "Fair Value of Financial Assets and Liabilities). Cash and Cash Equivalents Cash and Cash EquivalentsThe Company's cash and cash equivalents consist of cash balances and highly liquid investments with maturities of three months or less at the date of purchase. Accounts held at U.S. financial institutions are insured by the Federal Deposit Insurance Corporation up to \$250, while accounts held at Irish financial institutions are insured under the Deposit Guarantee Scheme up to €111 (€100). Cash accounts with any type of restriction are classified as restricted cash. If restrictions are expected to be lifted in the next twelve months, the restricted cash account is classified as current. Included within restricted cash on the Company's condensed consolidated balance sheet is \$17 as of September 30, 2024 relating to the warrants issued on June 5, 2020 pursuant to the securities purchase agreement (June 3, 2020 SPA) from the June 3, 2020 registered direct offering (June 3, 2020 Offering), \$6 as of September 30, 2024 relating to the warrants issued on July 2, 2020 pursuant to the securities purchase agreement (June 30, 2020 SPA) from the June 30, 2020 registered direct offering (June 30, 2020 Offering) and \$11 as of September 30, 2024 relating to warrants issued in the underwritten offering in October 2020 (October 2020 Offering). These restricted cash amounts are unchanged from December 31, 2023. On the closing date of each of the registered direct offerings in June 2020 (June 3 Offering) and July 2020 (June 30 Offering) and the underwritten offering in the October 2020 Offering, each investor deposited \$0.01 per warrant issued being the nominal value of the underlying ordinary share represented by each warrant. This amount will be held in trust by the Company pending a decision by the relevant investor to exercise the warrant by means of a "cashless exercise" pursuant to the terms of the warrant, in which case the \$0.01 will be used to pay up the nominal value of the ordinary share issued pursuant to the warrant. Upon the exercise of the warrants other than by means of a "cashless exercise", the amount held in trust will be returned to the relevant investor in accordance with the terms of the applicable purchase agreement or prospectus. Concentration of Credit Risk Concentration of Credit Risk Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and short-term investments. The Company has most of its cash, cash equivalents and short-term investments at three accredited financial institutions in the United States and Ireland, in amounts that exceed federally insured limits. The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships. Net Loss Per Ordinary Share Net Loss Per Ordinary ShareBasic and diluted net loss per ordinary share is determined by dividing net loss attributable to ordinary shareholders by the weighted-average ordinary shares outstanding during the period in accordance with Accounting Standard Codification (ASC) 260, Earnings per Share. For the periods presented, the following ordinary shares underlying the options, unvested restricted share units, warrants and the Exchangeable Notes have been excluded from the calculation because they would be anti-dilutive. A Three and Nine Months Ended A September 30, 2024 A September 30, 2023 A Options to purchase ordinary shares A 913,988 A 1,108,988 A Unvested restricted share units A 33,965 A Warrants A 9,663,125 A A 480,186 A Exchangeable Notes A 2,541,786 A A 1,404,721 A Total A 13,118,899 A A 3,027,860 A Segment and Other Information Segment and Other InformationThe Company determines and presents operating segments based on the information that is internally provided to the Chief Executive Officer and Chief Financial Officer, who together are considered the Company's chief operating decision maker, in accordance with ASC 280, Segment Reporting. The Company has determined that it operates as a single business segment, which is the development and commercialization of innovative treatments for drug resistant bacterial infections. The distribution of total operating expenses by geographical area was as follows: A Three Months Ended

[illegible]

[illegible]

[ordinary shares and the weighted-average grant date fair value of the RSUs outstanding as of September 30, 2024:](#) A Number of Shares A Weighted Average Grant Date Fair Value per Share A RSUs outstanding December 31, 2023 A \$ 6,666 A \$ 7.26 A Granted A A A A A Shares vested A A A A A Forfeited A A (16,666) A \$ 7.26 A RSUs outstanding September 30, 2024 A A Summary of Share-based Compensation Expense The Company's share-based compensation expense was classified in the condensed consolidated statements of operations and comprehensive loss as follows: A Three Months Ended September 30, A Nine Months Ended September 30, A A 2024 A 2023 A 2024 A 2023 A Research and development expense A \$ 25 A \$ 96 A \$ 147 A \$ 315 A General and administrative expense A 43 A 46 A 127 A 4 A 330 X - DefinitionTabular disclosure of cost recognized for award under share-based payment arrangement by plan. Includes, but is not limited to, related tax benefit. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X -DefinitionTabular disclosure of the number and weighted-average grant date fair value for restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemBalance Type: na Period Type: duration X -DefinitionTabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemBalance Type: na Period Type: duration X -DefinitionTabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (f)(2) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemBalance Type: na Period Type: duration XML 45 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Basis of Presentation - Additional Information (Details) 3 Months Ended 9 Months Ended 12 Months Ended Aug. 09, 2024 USD (\$) / shares shares Oct. 07, 2022 USD (\$) / shares Sep. 20, 2024 USD (\$) / shares Dec. 31, 2023 USD (\$) / shares May 03, 2023 \$ / shares Oct. 17, 2022 USD (\$) Feb. 10, 2021 \$ / shares Feb. 08, 2021 \$ / shares Oct. 31, 2020 \$ / shares Oct. 27, 2020 \$ / shares Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A Net losses A A A \$ 6,094,000 \$ 3,877,000 \$ 18,192,000 \$ 26,009,000 \$ 38,371,000 A A A Accumulated deficit A A A 479,490,000 479,490,000 461,298,000 A A A Cash and cash equivalents A A A \$ 13,406,000 \$ 13,406,000 \$ 13,406,000 A A Ordinary shares, par value | \$ / shares A A A \$ 0.01 \$ 0.01 \$ 0.01 \$ 0.01 \$ 0.01 \$ 0.01 A A Maximum A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A Value of shares and securities may offer and sell A A A A A A A \$ 100,000,000 A A A Sales Agreement with H.C. Wainwright & Co., L.L.C. A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A A Ordinary shares, par value | \$ / shares A A A \$ 0.01 A A A A A A A A A Sales Agreement with H.C. Wainwright & Co., L.L.C. | Maximum A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A Offer and sell ordinary shares for aggregate gross sales proceeds A \$ 16,000,000 A A A A A A A A A A 2024 Rights Offering A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A A Number of units sold | shares 6,121,965 A A A A A A A A A Subscriptio price per whole unit | \$ / shares A 1.21 A A A Unit description A A A (a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance ("1-year warrants") and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance ("5-year warrants" and, together with the 1-year warrants, the "warrants"). A A A A A Warrants to purchase ordinary shares, exercise price | \$ / shares A 1.21 A A A A A A A Aggregate net proceeds from rights offering \$ 5,400,000 A A A A A A A 2024 Rights Offering | 1-Year Warrant A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A A Number of shares that can be purchased with each warrant | shares 0.5 A A A A A A A A A Warrants to purchase ordinary shares, exercise price | \$ / shares A 1.21 A A A 1.21 A A A A A A A 2024 Rights Offering | 5-Year Warrants A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21 A A A \$ 1.21 A A A \$ 1.21 A A A A October Offering A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A A Warrants to purchase ordinary shares, exercise price | \$ / shares A A A A A A A A A \$ 12.1875 \$ 9.75 February Underwritten Offering A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A A Warrants to purchase ordinary shares, exercise price | \$ / shares A A A A A A A A A 2025 Exchangeable Notes A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A A Aggregate principal amount A A A \$ 9,891,000 \$ 11,117,000 A A A A A 2025 Exchangeable Notes | Private Placement and Rights Offering A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A A Aggregate principal amount A \$ 51,800,000 A A A A A A A Debt instrument interest rate A A A 6.50% A A A A A A A 2025 Exchangeable Notes | Private Placement A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A A Aggregate principal amount A \$ 51,588,000 A A A A A A A Debt instrument price per unit A A A 1,000 A A A A A A A RLNs | Private Placement and Rights Offering A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A A Aggregate principal amount A \$ 500,100,000 A A A A A A A A A A RLNs | Private Placement A A A A A A A A A A Organization Consolidation And Presentation Of Financial Statements [Line Items] A A A A A A A A A A Aggregate principal amount A A \$ 103,000 A A A A A A A A A Number of debt instruments within each notes | Debntinstrmnt A 50 50 A A A A A A A X - DefinitionAggregate net proceeds from rights offering. + ReferencesNo definition available. + Details Name: itm_AggregateNetProceedsFromRightsOffering Namespace Prefix: itm_Data Type: xbrl:itemType Balance Type: debit Period Type: duration X -DefinitionClass of warrant or right number of units sold. + ReferencesNo definition available. + Details Name: itm_ClassOfWarrantOrRightNumberOFUnitsSold Namespace Prefix: itm_Data Type: xbrl:shareItemBalance Type: na Period Type: instant X -DefinitionMay offer and sell ordinary shares for aggregate gross sales proceeds. + ReferencesNo definition available. + Details Name: itm_MayOfferAndSellOrdinarySharesForAggregateGrossSalesProceeds Namespace Prefix: itm_Data Type: xbrl:itemType Balance Type: debit Period Type: duration X -DefinitionNon-transferable subscription rights, subscription price. + ReferencesNo definition available. + Details Name: itm_NonTransferableSubscriptionRightsSubscriptionPrice Namespace Prefix: itm_Data Type: dtr-types:perShareItemBalance Type: na Period Type: duration X -DefinitionNumber of debt instruments within each unit. + ReferencesNo definition available. + Details Name: itm_NumberOfDebtInstrumentsWithinEachUnit Namespace Prefix: itm_Data Type: xbrl:decimalItemType Balance Type: na Period Type: duration X -DefinitionOrganization consolidation and presentation of financial statements. + ReferencesNo definition available. + Details Name: itm_OrganizationConsolidationAndPresentationOffinancialStatementsLineItems Namespace Prefix: itm_Data Type: xbrl:stringItemBalance Type: na Period Type: duration X -DefinitionUnit description. + ReferencesNo definition available. + Details Name: itm_UnitDescription Namespace Prefix: itm_Data Type: xbrl:stringItemBalance Type: na Period Type: duration X -DefinitionUnit price per debt instrument. + ReferencesNo definition available. + Details Name: itm_UnitPricePerDebtInstrument Namespace Prefix: itm_Data Type: xbrl:monetaryItemBalance Type: credit Period Type: duration X -DefinitionValue of shares and securities may offer and sell. + ReferencesNo definition available. + Details Name: itm_ValueOfSharesAndSecuritiesMayOfferAndSell Namespace Prefix: itm_Data Type: xbrl:monetaryItemBalance Type: debit Period Type: instant X -DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_Data Type: xbrl:monetaryItemBalance Type: debit Period Type: instant X -DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481113/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRightsI Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X -DefinitionNumber of securities into which each warrant or right may be converted. For example, but not limited to, each warrant may be converted into two shares. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight Namespace Prefix: us-gaap_Data Type: xbrl:shareItemBalance Type: na Period Type: instant X -DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -

[Paragraph 4 - Publisher FASB - URI https://asc.fasb.org/1943274/2147483443/250-10-50-Reference 17:](#) [http://www.xbrl.org/2003/role/exampleRef - Topic 946 - SubTopic 830 - Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10](#)[Reference 18:](#) [http://www.xbrl.org/2003/role/disclosureRef - Topic 946 - SubTopic 220 - Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7](#)[Reference 19:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(18\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](#)[Reference 20:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-07\(9\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](#)[Reference 21:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \(SX 210.6-09\(1\)\(d\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](#)[Reference 22:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](#)[Reference 23:](#) [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](#)[Reference 24:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](#)[Reference 25:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](#)[Reference 26:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](#)[Reference 27:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](#)[Reference 28:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](#)[Reference 29:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](#)[Reference 30:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](#)[Reference 31:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](#)[Reference 32:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B](#)[Reference 33:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7](#)[Reference 34:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](#)[Reference 35:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1](#)[Reference 36:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1](#)[Reference 37:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-04\(22\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](#) + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(30\)\(a\)\(3\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](#)[Reference 2:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 856 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/856-10-55-10](#)[Reference 3:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2](#)[Reference 4:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(2\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2](#)[Reference 5:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11](#)[Reference 6:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(23\)\(a\)\(4\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](#)[Reference 7:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-04\(17\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1](#)[Reference 8:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](#) + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubstarySaleOfStockAxis=itrm_TwoThousandAndTwentyFourRightsOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=itrm_OneYearWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=itrm_FiveYearWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubstarySaleOfStockAxis=itrm_OctoberOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubstarySaleOfStockAxis=itrm_FebruaryUnderwrittenOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=itrm_ExchangeableSeniorSubordinatedNotesDueTwoThousandAndTwentyFiveMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubstarySaleOfStockAxis=itrm_PrivatePlacementAndRightsOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubstarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=itrm_RoyaltyLinkedSubordinatedNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 46 R38.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies - Additional Information (Details) \$ / shares in Units, ¢ ~ in Thousands, ¢ in Hundreds 9 Months Ended Sep. 30, 2024 USD (\$) Segment \$ / shares Sep. 30, 2024

srt_StatementGeographicalAxis=country_BM Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R41.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies - Schedule of Distribution of Long-Lived Assets by Geographical Area (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Revenues from External Customers and Long-Lived Assets [Line Items] A A Long lived assets \$ 36 \$ 629 Ireland A A Revenues from External Customers and Long-Lived Assets [Line Items] A A Long lived assets 15 342 U.S. A A Revenues from External Customers and Long-Lived Assets [Line Items] A A Long lived assets \$ 21 \$ 287 X - DefinitionLong-lived assets other than financial instruments, long-term customer relationships of a financial institution, mortgage and other servicing rights, deferred policy acquisition costs, and deferred tax assets. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/280-10-50-41](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/280-10-50-41) + Details Name: us-gaap_NoncurrentAssets Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_RevenuesFromExternalCustomersAndLongLivedAssetsLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Details Name: srt_StatementGeographicalAxis=country_IE Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=country_US Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R42.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value of Financial Assets and Liabilities (Schedule of Financial Assets Measured at Fair Value) (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] A A Short-term investments \$ 1,096 \$ 17,859 Corporate Bonds A A Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] A A Short-term investments A 1,179 Commercial Paper A A Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] A A Short-term investments A 3,287 U.S. Treasury Bonds A A Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] A A Short-term investments 1,096 13,393 Level 2 A A Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] A A Short-term investments 1,096 17,859 Level 2 | Corporate Bonds A A Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] A A Short-term investments A 1,179 Level 2 | Commercial Paper A A Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] A A Short-term investments A 3,287 Level 2 | U.S. Treasury Bonds A A Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] A A Short-term investments \$ 1,096 13,393 X - DefinitionShort term investments fair value. + ReferencesNo definition available. + Details Name: itrm_ShortTermInvestmentsFairValueDisclosure Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3) + Details Name: us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap_InvestmentTypeAxis=us-gaap_CorporateBondSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_InvestmentTypeAxis=us-gaap_USTreasuryBondSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value of Financial Assets and Liabilities - Summary of Long Term and Short Term Debt at Fair Value Hierarchy of Valuation Inputs Utilized to Determine Fair Value (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Book Value A A Fair Value Balance Sheet Grouping Financial Statement Captions [Line Items] A A Long-term exchangeable note A A 11,453 Short-term Liabilities, Exchangeable note \$ 13,708 A Total short-term liabilities 13,708 A Long-term Liabilities, Royalty-linked notes 8,728 7,503 Total long-term liabilities 8,728 18,956 Approximate Fair Value A A Fair Value Balance Sheet Grouping Financial Statement Captions [Line Items] A A Total short-term liabilities 13,744 A Long-term exchangeable note A A 11,645 Short-term Liabilities, Exchangeable note 13,744 A Long-term Liabilities, Royalty-linked notes 8,728 7,503 Total long-term liabilities 8,728 19,148 Level 2 | Approximate Fair Value A A Fair Value Balance Sheet Grouping Financial Statement Captions [Line Items] A A Total short-term liabilities 13,744 A Long-term exchangeable note A A 11,645 Short-term Liabilities, Exchangeable note 13,744 A Total long-term liabilities A 11,645 Level 3 | Approximate Fair Value A A Fair Value Balance Sheet Grouping Financial Statement Captions [Line Items] A A Long-term Liabilities, Royalty-linked notes 8,728 7,503 Total long-term liabilities \$ 8,728 7,503 X - DefinitionConvertible debt current book value. + ReferencesNo definition available. + Details Name: itrm_ConvertibleDebtCurrentBookValue Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionConvertible debt current fair value + ReferencesNo definition available. + Details Name: itrm_ConvertibleDebtCurrentFairValue Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionConvertible debt non current book value. + ReferencesNo definition available. + Details Name: itrm_ConvertibleDebtNoncurrentBookValue Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionConvertible debt noncurrent fair value. + ReferencesNo definition available. + Details Name: itrm_ConvertibleDebtNoncurrentFairValue Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionLong term debt book value. + ReferencesNo definition available. + Details Name: itrm_LongTermDebtBookValue Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionRoyalty linked notes. + ReferencesNo definition available. + Details Name: itrm_RoyaltyLinkedNotes Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionRoyalty linked notes book value. + ReferencesNo definition available. + Details Name: itrm_RoyaltyLinkedNotesBookValue Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionShort term debt book value + ReferencesNo definition available. + Details Name: itrm_ShortTermDebtBookValue Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(bbb\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(bbb\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(bbb\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2) + Details Name: us-gaap_LongTermDebtFairValue Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionThis element represents the portion of the balance sheet assertion valued at fair value by the entity whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission. This item represents the amount of short-term debt existing as of the balance sheet date. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2) + Details Name: us-gaap_ShorttermDebtFairValue Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - Details Name: us-gaap_FairValueByMeasurementBasisAxis=us-gaap_CarryingReportedAmountFairValueDisclosureMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByMeasurementBasisAxis=us-gaap_EstimateOffFairValueFairValueDisclosureMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 52 R44.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value of Financial Assets and Liabilities - Additional Information (Details) - USD (\$) \$ 9 Months Ended 44 Months Ended Jan. 21, 2020 Sep. 30, 2024 Sep. 30, 2024 Fair Value Balance Sheet Grouping Financial Statement Captions [Line Items] A A Derivative liability for the exchange option, fair value A \$ 0 \$ 0 Aggregate principal amount of exchangeable notes A A 40,691,000 RLNs liability A 8,728,000 8,728,000 Fair value, asset Level 3 transfers amount A 0 A Fair value, liabilities Level 3 transfers amount A 0 A Exchangeable Notes A A A Fair Value Balance Sheet Grouping Financial Statement Captions [Line Items] A A Aggregate principal amount of exchangeable notes A A 40,691,000 Private Placement | Exchangeable Notes A A A Fair Value Balance Sheet Grouping Financial Statement Captions [Line Items] A A Aggregate principal amount of exchangeable notes A A 40,691,000 Debt instrument, aggregate number of shares exchanged A A 3,760,155 Debt instrument, outstanding principal A \$ 11,117,000 11,117,000 Private Placement | Securities A A A Fair Value Balance Sheet Grouping Financial Statement Captions [Line Items] A A Debt instrument price per ordinary share \$ 15 \$ 5.707 A Debt instrument, shares embedded within each unit, shares 66,666 175,219 A Debt instrument, shares embedded within each unit, value \$ 1,000 \$ 1,000 A Private Placement | RLNs A A A Fair Value Balance Sheet Grouping Financial Statement Captions [Line Items] A A A Debt instrument, aggregate potential payment capped value 160.00 A A Debt instrument, aggregate potential payment capped rate 4.000 times A A Debt instrument, discount rate applied for royalty linked notes 22.00% A A X - DefinitionDebt instrument aggregate amount of payment on royalty linked subordinated. + ReferencesNo definition available. + Details Name: itrm_DebtInstrumentAggregateAmountOfPaymentOnRoyaltyLinkedSubordinated Namespace Prefix: itrm_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument aggregate potential payment capped rate. + ReferencesNo definition available. + Details Name: itrm_DebtInstrumentAggregatePotentialPaymentCappedRate Namespace Prefix: itrm_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument, discount rate applied for royalty linked notes. + ReferencesNo definition available. + Details Name: itrm_DebtInstrumentDiscountRateAppliedForRoyaltyLinkedNotes Namespace Prefix: itrm_Data Type: dtr-types:percentItem Type Balance Type: na Period Type: instant X - DefinitionDebt instrument price per ordinary share + ReferencesNo definition available. + Details Name: itrm_DebtInstrumentPricePerOrdinaryShare Namespace Prefix: itrm_Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument shares embedded within each unit shares. + ReferencesNo definition available. + Details Name: itrm_DebtInstrumentSharesEmbeddedWithinEachUnitShares Namespace Prefix: itrm_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument shares embedded within each unit value. + ReferencesNo definition available. + Details Name: itrm_DebtInstrumentSharesEmbeddedWithinEachUnitValue Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionDebt repayment or conversion amount. + ReferencesNo definition available. + Details Name: itrm_DebtRepaymentOrConversionAmount Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionDerivative liability exchange option fair value. + ReferencesNo definition available. + Details Name: itrm_DerivativeLiabilityExchangeOptionFairValue Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionRoyalty linked notes noncurrent fair value. + ReferencesNo definition available. + Details Name: itrm_RoyaltyLinkedNotesNoncurrentFairValue Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionThe number of shares issued in exchange for the original debt being converted in a noncash (or part noncash) transaction. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or payments in the period. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5> + Details Name: us-gaap_DebtConversionConvertedInstrumentSharesIssued1 Namespace Prefix: us-gaap_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(16\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(b\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4) + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount of transfer of financial instrument classified as an asset into (out of) level 3 of the fair value hierarchy. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2) + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisAssetTransfersNet Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of transfers of financial instrument classified as a liability into (out of) level 3 of the fair value hierarchy. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2) + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityTransfersNet Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - Details Name: us-gaap_LongtermDebtTypeAxis=itrm_ExchangeableNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsiarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=itrm_SecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=itrm_RoyaltyLinkedSubordinatedNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R45.htm IDEA: XBRL DOCUMENT v3.24.3

Short-term Investments - Additional Information (Details) - USD (\$) 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Investments, Debt and Equity Securities [Abstract] Å Å Average maturity period 29 days Å Allowance recorded for credit losses \$ 0 0 X - DefinitionAllowance recorded for credit losses. + ReferencesNo definition available. + Details Name: itm AllowanceRecordedForCreditLosses Namespace Prefix: itm Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionShort-term investments average maturity period. + ReferencesNo definition available. + Details Name: itm ShortTermInvestmentsAverageMaturityPeriod Namespace Prefix: itm Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 54 R46.htm IDEA: XBRL DOCUMENT v3.24.3 Short-term Investments - Schedule of Available for Sale Short-term Investments by Major Security Type (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Schedule Of Available For Sale Securities [Line Items] Å Å Amortized Cost Å \$ 17,858 Unrealized Gains Å 4 Unrealized (Losses) Å (3) Fair Value Total Å 17,859 Maturity by period Less than 1 Year Å 17,859 Corporate Bonds Å Å Schedule Of Available For Sale Securities [Line Items] Å Å Amortized Cost Å 1,179 Unrealized Gains Å 1 Fair Value Total Å 1,180 Maturity by period Less than 1 Year Å 1,180 Commercial Paper Å Å Schedule Of Available For Sale Securities [Line Items] Å Å Amortized Cost Å 3,288 Unrealized (Losses) Å (1) Fair Value Total Å 3,287 Maturity by period Less than 1 Year Å 3,287 U.S. Treasury Bonds Å Å Schedule Of Available For Sale Securities [Line Items] Å Å Amortized Cost \$ 1,095 13,391 Unrealized Gains 1 3 Unrealized (Losses) Å (2) Fair Value Total 1,096 13,392 Maturity by period Less than 1 Year \$ 1,096 \$ 13,392 X - DefinitionAmount, before tax, of unrealized gain in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2) + Details Name: us-gaap AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, before tax, of unrealized loss in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2) + Details Name: us-gaap AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(1\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1> + Details Name: us-gaap AvailableForSaleDebtSecuritiesAmortizedCostBasis Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942 -SubTopic 320 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477268/942-320-50-3A](http://www.xbrl.org/2003/role/disclosureRef-Topic 942 -SubTopic 320 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477268/942-320-50-3A) + Details Name: us-gaap AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearFairValue Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-103>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100>Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(bbb\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(bbb\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(bbb\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(aa\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)Reference 8: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(6\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)Reference 10: <http://www.xbrl.org/2003/role/disclosureRef-Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1> + Details Name: us-gaap AvailableForSaleSecuritiesDebtSecurities Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(aa\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(aaa\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aaa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2)Reference 8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3) + Details Name: us-gaap ScheduleOfAvailableForSaleSecuritiesLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap FinancialInstrumentAxis=us-gaap CorporateBondSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap FinancialInstrumentAxis=us-gaap USTreasuryBondSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 55 R47.htm IDEA: XBRL DOCUMENT v3.24.3 Prepaid Expenses and Other Current Assets - Summary of Prepaid Expenses and Other Current Assets (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Prepaid Expense and Other Assets, Current [Abstract] Å Å Prepaid insurance \$ 551 \$ 472 Right of use assets, net 264 549 Other prepaid assets 213 89 Research and development tax credit receivable 66 195 Prepaid research and development expenses 50 872 Total \$ 1,144 \$ 1,628 X - DefinitionPrepaid research and development expenses current. + ReferencesNo definition available. + Details Name: itm PrepaidResearchAndDevelopmentExpensesCurrent Namespace Prefix: itm Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionResearch and development tax credit receivable current. + ReferencesNo definition available. + Details Name: itm ResearchAndDevelopmentTaxCreditReceivableCurrent Namespace Prefix: itm Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1) + Details Name: us-gaap OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for other costs that provide economic benefits within a future period of one year or the normal operating cycle, if longer. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(7\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483032/340-10-45-1> + Details Name: us-gaap OtherPrepaidExpenseCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(9\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1) + Details Name: us-gaap PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap PrepaidExpenseAndOtherAssetsCurrentAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of asset related to consideration paid in advance for insurance that provides economic benefits within a future period of one year or the normal operating cycle, if longer. + ReferencesReference 1: [http://www.xbrl.org/2003/role/exampleRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(g\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1](http://www.xbrl.org/2003/role/exampleRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1)Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483032/340-10-45-1>Reference 3: [http://www.xbrl.org/2003/role/exampleRef-Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 5 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482955/340-10-05-5](http://www.xbrl.org/2003/role/exampleRef-Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482955/340-10-05-5) + Details Name: us-gaap PrepaidInsurance Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 56 R48.htm IDEA: XBRL DOCUMENT v3.24.3 Property and Equipment, Net - Schedule of Property and Equipment and Related Accumulated Depreciation (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Property Plant And Equipment [Line Items] Å Å Property and equipment, gross \$ 363 \$ 366 Less: accumulated depreciation (333) (315) Property and equipment, net 30 51 Leasehold Improvements Å Å Property Plant And Equipment [Line Items] Å Å Property and equipment, gross 148 148 Furniture and Fixtures Å Å Property Plant And Equipment [Line Items] Å Å Property and equipment, gross 120 120 Computer Equipment Å Å Property Plant And Equipment [Line Items] Å Å Property and equipment, gross \$ 95 \$ 98 X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(8\)\(b\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(14\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1) + Details Name: us-gaap AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A](http://www.xbrl.org/2003/role/disclosureRef-Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A) + Details Name: us-gaap PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A](http://www.xbrl.org/2003/role/disclosureRef-Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A)Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(8\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1> + Details Name: us-gaap PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap

Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdImprovementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixturesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ComputerEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R49.htm IDEA: XBRL DOCUMENT v3.24.3 Property and Equipment, Net - Additional Information (Details) - USD (\$) \$ in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Property, Plant and Equipment [Line Items] Å Depreciation expense \$ 23 \$ 23 Computer Equipment [Member] Å Property, Plant and Equipment [Line Items] Å Accumulated depreciation decreased amount \$ 5 Å X - DefinitionAmount of increase (decrease) in accumulated depreciation, depletion and amortization of property, plant and equipment. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1> + Details Name: us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipmentPeriodIncreaseDecrease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionThe amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1> + Details Name: us-gaap_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-7A> + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ComputerEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 58 R50.htm IDEA: XBRL DOCUMENT v3.24.3 Leases - Additional Information (Details) - Office Space and Commercial Property - USD (\$) \$ 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Operating Leased Assets [Line Items] Å Å Lessee, operating lease, description Å Å These leases have remaining terms which range from 0.2 years to 0.8 years. Å Lessee, operating lease, option to extend Å Å The renewal option on one lease was exercised in February 2022 for an additional period of three years, extending this lease term to June 2025. Å Lessee, operating lease, renewal term 3 years Å 3 years Å Operating lease cost for right - of -use assets \$ 101,000 \$ 299,000 \$ 265,000 Operating lease, rental expenses 0 49,000 0 194,000 Sublease Income \$ 0 \$ 48,000 \$ 0 \$ 199,000 Minimum Å Å Å Operating Leased Assets [Line Items] Å Å Å Lessee, operating lease, remaining lease term 2 months 12 days Å 2 months 12 days Å Maximum Å Å Å Operating Leased Assets [Line Items] Å Å Å Lessee, operating lease, remaining lease term 9 months 18 days Å 9 months 18 days Å X - DefinitionDescription of lessee's operating lease. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-3> + Details Name: us-gaap_LesseeOperatingLeaseDescription Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDescription of terms and conditions of option to extend lessee's operating lease. Includes, but is not limited to, information about option recognized as part of right-of-use asset and lease liability. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-3> + Details Name: us-gaap_LesseeOperatingLeaseOptionToExtend Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionRemaining lease term of operating lease, in 'PnYnMnDtHnMns' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-7A>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-3> + Details Name: us-gaap_LesseeOperatingLeaseRemainingLeaseTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionTerm of lessee's operating lease renewal, in 'PnYnMnDtHnMns' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-3> + Details Name: us-gaap_LesseeOperatingLeaseRenewalTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount 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. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4> + Details Name: us-gaap_OperatingLeaseCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of operating lease expense. Excludes sublease income. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-4> + Details Name: us-gaap_OperatingLeaseExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_OperatingLeasedAssetsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of sublease income excluding finance and operating lease expense. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4> + Details Name: us-gaap_SubleaseIncome Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=itrm_OfficeSpaceAndCommercialPropertyMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 59 R51.htm IDEA: XBRL DOCUMENT v3.24.3 Leases - Summary of Right-of-Use Assets and Lease Liabilities (Details) - USD (\$) \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Leases [Abstract] Å Å Å Cash paid for operating lease liabilities \$ 101 \$ 52 \$ 301 \$ 256 Å Weighted-average remaining lease term 8 months 23 days Å 8 months 23 days Å 1 year 5 months 15 days Weighted-average discount rate 12.90% Å 12.90% Å 12.90% X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-5>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4> + Details Name: us-gaap_OperatingLeasePayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionWeighted average discount rate for operating lease calculated at point in time. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(4) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4> + Details Name: us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining lease term for operating lease, in 'PnYnMnDtHnMns' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4> + Details Name: us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant XML 60 R52.htm IDEA: XBRL DOCUMENT v3.24.3 Leases - Summary of Right-of-Use Assets and Lease Liabilities for Operating Leases Recorded in Condensed Consolidated Balance Sheet (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Schedule Of Lease Assets And Liabilities [Abstract] Å Å Å Prepaid expenses and other current assets \$ 264 Å Operating Lease, Right-of-Use Asset, Current, Statement of Financial Position [Extensible Enumeration] Prepaid Expense and Other Assets, Current Å Other assets Å \$ 549 Operating Lease, Right-of-Use Asset, Noncurrent, Statement of Financial Position [Extensible Enumeration] Å Other Assets, Noncurrent Total lease assets \$ 264 \$ 549 Other current liabilities \$ 268 \$ 365 Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Å Other current liabilities Å Other current liabilities Å Other liabilities Å \$ 188 Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Å Other liabilities Å Other liabilities Å Total lease liabilities \$ 268 \$ 553 X - DefinitionOperating lease right of use asset current. + ReferencesNo definition available. + Details Name: itrm_OperatingLeaseRightOfUseAssetCurrent Namespace Prefix: itrm_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionOperating lease, right-of-use asset, current, statement of financial position + ReferencesNo definition available. + Details Name: itrm_OperatingLeaseRightOfUseAssetCurrentStatementOfFinancialPositionExtensibleEnumeration Namespace Prefix: itrm_ Data Type: enum2:enumerationSetItemType Balance Type: na Period Type: instant X - DefinitionOperating lease right of use asset noncurrent. + ReferencesNo definition available. + Details Name: itrm_OperatingLeaseRightOfUseAssetNoncurrent Namespace Prefix: itrm_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionOperating lease, right-of-use asset, noncurrent, statement of financial position. + ReferencesNo definition available. + Details Name: itrm_OperatingLeaseRightOfUseAssetNoncurrentStatementOfFinancialPositionExtensibleEnumeration Namespace Prefix: itrm_ Data Type: enum2:enumerationSetItemType Balance Type: na Period Type: instant X - DefinitionSchedule of lease assets and liabilities. + ReferencesNo definition available. + Details Name: itrm_ScheduleOfLeaseAssetsAndLiabilitiesAbstract Namespace Prefix: itrm_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1> + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1> + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionIndicates line item in statement of financial position that includes current operating lease liability. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-2> + Details Name: us-gaap_OperatingLeaseLiabilityCurrentStatementOfFinancialPositionExtensibleList Namespace Prefix: us-gaap_ Data Type: enum2:enumerationSetItemType Balance Type: na Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1> + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionIndicates line item in statement of financial position that includes noncurrent operating lease liability. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-2> + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrentStatementOfFinancialPositionExtensibleList Namespace Prefix: us-gaap_ Data Type: enum2:enumerationSetItemType Balance Type: na Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1> + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 61 R53.htm IDEA: XBRL DOCUMENT v3.24.3 Leases - Schedule of Future Lease Payments Included in Measurement of Lease Liabilities on Condensed Consolidated Balance Sheet (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Leases [Abstract] Å Å 2025 \$ 279 Å Total 279 Å Less imputed interest (11) Å Total lease liabilities \$ 268 \$ 553 X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-6> + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-6> + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-6> + Details Name: us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1> + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 62 R54.htm IDEA: XBRL DOCUMENT v3.24.3 Accrued Expenses - Schedule of Accrued Expenses (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Payables and Accruals [Abstract] Å Å Accrued payroll and bonus expenses \$ 1,770 \$ 2,742 Accrued manufacturing expenses 1,484 71 Accrued other expenses 111 76 Accrued professional fees

108 37 Accrued clinical trial costs 19,4,835 Total \$ 3,492 \$ 7,761 X - DefinitionAccrued clinical trial costs current. + ReferencesNo definition available. + Details Name: itm AccruedClinicalTrialCostsCurrent Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAccrued manufacturing expenses current. + ReferencesNo definition available. + Details Name: itm AccruedManufacturingExpensesCurrent Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1) + Details Name: us-gaap AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1) + Details Name: us-gaap AccruedProfessionalFeesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal 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). + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1) + Details Name: us-gaap EmployeeRelatedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1) + Details Name: us-gaap OtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap PayablesAndAccrualsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 63 R55.htm IDEA: XBRL DOCUMENT V3.24.3 Debt - Additional Information (Details) 3 Months Ended 9 Months Ended 12 Months Ended 44 Months Ended Sep. 08, 2020 USD (\$) Debtinstrument \$ / shares shares Jan. 21, 2020 USD (\$) Debtinstrument \$ / shares shares Apr. 27, 2018 USD (\$) \$ / shares shares Sep. 30, 2024 USD (\$) Sep. 30, 2023 USD (\$) Sep. 30, 2024 USD (\$) \$ / shares shares Sep. 30, 2023 USD (\$) Dec. 31, 2020 USD (\$) Sep. 30, 2024 USD (\$) shares Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Á Á Accretion of debt discounts and deferred financing costs Á Á Á Á \$ 1,713,000 Á 1,753,000 Á Á Aggregate principal amount of exchangeable notes Á Á Á Á Á Á Á Á 40,691,000 Issuance of ordinary shares on conversion of exchangeable notes (in shares) | shares Á Á Á Á Á Á Á Á 3,760,155 Loan and Security Agreement | Silicon Valley Bank (SVB) Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Loan and security agreement entered date Á Á Apr. 27, 2018 Á Á Á Á Á Á Á Á Funded amount under agreement Á Á \$ 15,000,000 Á Á Á Á Á Á Remaining borrowing facility available date Á Á Oct. 31, 2019 Á Á Á Á Á Á Á Á Maximum amount available under agreement Á Á \$ 30,000,000 Á Á Á Á Á Á Final interest rate payment on outstanding principal Á Á 4.20% Á Á Á Á Á Á Principal and interest payment, maturity date Á Á Mar. 01, 2022 Á Á Á Á Á Á Loan and Security Agreement | Silicon Valley Bank (SVB) | Maximum Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Maximum amount available under second draw Á Á \$ 15,000,000 Á Á Á Á Á Á Silicon Valley Bank and Life Sciences Fund II LLC | Ordinary Shares Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Number of warrants to purchase ordinary shares | shares Á Á 1,326 Á Á Á Á Silicon Valley Bank and Life Sciences Fund II LLC | Series B Convertible Preferred Shares Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Number of warrants to purchase ordinary shares | shares Á Á 19,890 Á Á Á Á Á Á Warrants to purchase preferred shares, exercise price | \$ / shares Á Á \$ 282.75 Á Á Á Á Á Á 2025 Exchangeable Notes Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Interest expense Á Á \$ 181,000 \$ 205,000 542,000 615,000 Á Á Á Á Á Á Accretion of debt discounts and deferred financing costs Á Á \$ 575,000 \$ 591,000 1,713,000 Á 1,753,000 Á Á Aggregate principal amount Á \$ 9,891,000 Á 11,117,000 Á 11,117,000 Á Á \$ 11,117,000 Debt instrument, outstanding principal Á Á Á \$ 11,117,000 Á \$ 11,117,000 Á \$ 11,117,000 Debt instrument, payment terms Á Á Á Á Á The Company will be required to pay each holder of the Exchangeable Notes the greater of three times the outstanding principal amount of such Exchangeable Note and the consideration that would be received by the holder of such Exchangeable Note in connection with such Fundamental Change if the holder had exchanged its note for ordinary shares immediately prior to the consummation of such Fundamental Change, plus any accrued and unpaid interest. Á Á Á Fair value of derivative liability Á 27,038,000 Á Á Á Á Á Á Financing transaction costs Á Á Á Á Á \$ 2,848,000 Á Financing transaction costs, capitalized Á Á Á Á Á \$ 2,814,000 Á 2025 Exchangeable Notes | Private Placement Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Aggregate principal amount Á 51,588,000 Á Á Á Á Á Á Debt instrument price per unit Á \$ 1,000 Á Á Á Á Á Á Á Á 2025 Exchangeable Notes | Private Placement and Rights Offering Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Aggregate principal amount Á 51,800,000 Á Á Á Á Á Á Debt instrument interest rate Á 6.50% Á Á Á Á Á Á 2025 Exchangeable Notes | Rights Offering Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Aggregate principal amount 220,000 Á Á Á Á Á Á Á Á Rights Offering Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Fair value of derivative liability related to rights offering 82,000 Á Á Á Á Á Á Á Á 2020 Rights Offering | Private Placement Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Debt instrument price per unit 1,000 Á Á Á Á Á Á Á Á 2020 Rights Offering | Rights Offering Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Aggregate principal amount \$ 220,000 Á Á Á Á Á Á Á Á RLNs | Private Placement Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Aggregate principal amount Á 103,000 Á Á Á Á Á Á Á Á Number of debt instruments within each notes | Debtinstrument 50 50 Á Á Á Á Á Á RLNs | Private Placement and Rights Offering Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Aggregate principal amount \$ 500 \$ 100,000 Á Á Á Á Á Á RLNs | Rights Offering Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Aggregate principal amount 440 Á Á Á Á Á Á Á Á Securities | Private Placement Á Á Á Á Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Á Á Debt instrument price per unit \$ 1,000 \$ 1,000 Á Á Á Á Á Á Á Á Debt instrument, shares embedded within each unit, shares 66.666 66.666 Á Á 175.2191 Á Á Debt instrument, shares embedded within each unit, value \$ 1,000 \$ 1,000 Á Á Á \$ 1,000 Á Á Debt instrument, shares embedded within each unit, exchange price | \$ / shares \$ 15 \$ 15 Á Á \$ 5.707 Á Á X - DefinitionCapitalized financing transaction costs. + ReferencesNo definition available. + Details Name: itm CapitalizedFinancingTransactionCosts Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionDebt instrument price per unit. + ReferencesNo definition available. + Details Name: itm DebtInstrumentPricePerUnit Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDebt instrument shares embedded within each unit exchange price. + ReferencesNo definition available. + Details Name: itm DebtInstrumentSharesEmbeddedWithinEachUnitExchangePrice Namespace Prefix: itm_ Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionDebt instrument shares embedded within each unit shares. + ReferencesNo definition available. + Details Name: itm DebtInstrumentSharesEmbeddedWithinEachUnitShares Namespace Prefix: itm_ Data Type: xbrli:sharesItem Balance Type: na Period Type: duration X - DefinitionDebt instrument shares embedded within each unit value. + ReferencesNo definition available. + Details Name: itm DebtInstrumentSharesEmbeddedWithinEachUnitValue Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDebt repayment or conversion amount. + ReferencesNo definition available. + Details Name: itm DebtRepaymentOrConversionAmount Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFair value of derivative liability related to rights offering. + ReferencesNo definition available. + Details Name: itm FairValueOfDerivativeLiabilityRelatedToRightsOffering Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFinal payment fee for loan, percentage. + ReferencesNo definition available. + Details Name: itm FinalPaymentFeeForLoanPercentage Namespace Prefix: itm_ Data Type: dtr-types:percentItem Balance Type: na Period Type: duration X - DefinitionFinancing transaction costs. + ReferencesNo definition available. + Details Name: itm FinancingTransactionCosts Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLoan and security agreement entered date. + ReferencesNo definition available. + Details Name: itm LoanAndSecurityAgreementEnteredDate Namespace Prefix: itm_ Data Type: xbrli:dateItem Balance Type: na Period Type: duration X - DefinitionNumber of debt instruments within each unit. + ReferencesNo definition available. + Details Name: itm NumberOfDebtInstrumentsWithinEachUnit Namespace Prefix: itm_ Data Type: xbrli:decimalItem Balance Type: na Period Type: duration X - DefinitionRemaining borrowing facility available date. + ReferencesNo definition available. + Details Name: itm RemainingBorrowingFacilityAvailableDate Namespace Prefix: itm_ Data Type: xbrli:dateItem Balance Type: na Period Type: duration X - DefinitionUnit price per debt instrument. + ReferencesNo definition available. + Details Name: itm UnitPricePerDebtInstrument Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of amortization expense attributable to debt discount (premium) and debt issuance costs. + ReferencesReference 1: [http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69F](http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69E)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F)Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap AmortizationOfFinancingCostsAndDiscounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3> + Details Name: us-gaap ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItem Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3> + Details Name: us-gaap ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Balance Type: na Period Type: instant X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(16\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(b\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4) + Details Name: us-gaap DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 3: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69B>Reference 4: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69C>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69E](http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69C>Reference 7: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69E>Reference 8: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69F>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 11: [http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 12:

https://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap DebtInstrumentLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDescription of the payment terms of the debt instrument (for example, whether periodic payments include principal and frequency of payments) and discussion about any contingencies associated with the payment. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap DebtInstrumentPaymentTerms Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFair value, before effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities elected not to be offset. Excludes liabilities not subject to a master netting arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4BReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-22Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-7Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 4D -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481826/620-50-4D + Details Name: us-gaap DerivativeFairValueOfDerivativeLiability Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of the cost of borrowed funds accounted for as interest expense for debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap InterestExpenseDebt Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a 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. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap LineOfCredit Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionDate the credit facility terminates, in YYYY-MM-DD format. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap LineOfCreditFacilityExpirationDate1 Namespace Prefix: us-gaap Data Type: xbrli:dateTimeType Balance Type: na Period Type: duration X - DefinitionMaximum

[graph 1B - Subparagraph \(a\) - Publisher FASB - URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 6:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6:](#)

[http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9:](#)

[http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12:](#)

[http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15:](#)

[http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18:](#)

[http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21:](#)

[http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24:](#)

[http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 26:](#) [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27:](#)

[http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of unamortized debt discount \(premium\) and debt issuance costs. + ReferencesReference 1:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2:](#)

[http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 3:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 4:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 5:](#)

[http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 7:](#) [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4Reference 8:](#)

[http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1A + Details Name: us-gaap DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium \(discount\) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(22\)\) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3:](#) [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(16\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5:](#) [http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6:](#)

[http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(b](#)

[illegible]

Class Of Stock [Line Items] | \$ 7,400,000 | Aggregate net proceeds from rights offering | \$ 5,400,000

(a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance ("1-year warrants") and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance ("5-year warrants") and, together with the 1-year warrants, the "warrants").

Number of units sold 6,121,965 | Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

Private Placement | Securities Purchase Agreement | Class Of Stock [Line Items] | Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

Warrants to purchase ordinary shares 13,868 | Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

Warrants exercisable date Jun. 03, 2025 Dec. 05, 2025 | Warrants exercisable date Jun. 03, 2025 Dec. 05, 2025

Percentage of ordinary shares issued to purchase warrants 7.00% | Private Placement | Securities Purchase Agreement | Maximum | Class Of Stock [Line Items] | Number of warrants to purchase ordinary shares 99,057 | Private Placement | June 30 SPA | Class Of Stock [Line Items] | Number of warrants to purchase ordinary shares 15,739 | Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

Warrants expiry date Jan. 02, 2026 | Warrants expiry date Jan. 02, 2026 | Percentage of ordinary shares issued to purchase warrants 7.00%

Proceeds from exercise of warrants related to registered direct offering | \$ 1,796,000 | Warrants exercised 84,317 | Private Placement | June 30 SPA | Maximum | Class Of Stock [Line Items] | Number of warrants to purchase ordinary shares 112,422

October Offering | Class Of Stock [Line Items] | Number of warrants to purchase ordinary shares 1,392,701 | Proceeds from registered direct offerings, net of transaction costs | \$ 13,885,000 | Number of warrants to purchase ordinary shares 125,641

Number of warrants exercised for ordinary shares 1,392,701 | Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

Warrants expiry date Oct. 22, 2025 | Warrants expiry date Oct. 22, 2025 | Percentage of ordinary shares issued to purchase warrants 7.00%

October Offering | Maximum | Class Of Stock [Line Items] | Number of warrants to purchase ordinary shares 1,346,153

February Underwritten Offering | Class Of Stock [Line Items] | Offering closing date Feb. 10, 2021

Additional ordinary shares that can be purchased by underwriter 347,826 | Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

Warrants to purchase ordinary shares 25,333 | Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

Warrants expiry date Feb. 03, 2026 | Percentage of ordinary shares issued to purchase warrants 7.00%

Proceeds from warrants connected to registered direct offerings | \$ 546,000 | February Underwritten Offering | Maximum | Class Of Stock [Line Items] | At-the-market agreement | Class Of Stock [Line Items] | Number of ordinary shares sold 3,055,882

Offering price per share | \$ / shares \$ 2.49 | Proceeds from registered direct offerings, net of transaction costs | \$ 7,400,000

Registered Direct Offering | Class Of Stock [Line Items] | Offering closing date Feb. 12, 2021

Number of warrants to purchase ordinary shares 81,666 | Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

Warrants expiry date Feb. 09, 2026 | Percentage of ordinary shares issued to purchase warrants 7.00%

Warrants to purchase 18,990 Ordinary Shares | Silicon Valley Bank and Life Sciences Fund II LLC | Warrants expiry date Apr. 27, 2028

1-Year Warrant | 2024 Rights Offering | Class Of Stock [Line Items] | Number of shares that can be purchased with each warrant 0.5

Number of warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

5-Year Warrants | 2024 Rights Offering | Class Of Stock [Line Items] | Number of warrants to purchase ordinary shares 6,121,965

Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

Series B Convertible Preferred Shares | Silicon Valley Bank and Life Sciences Fund II LLC | Class Of Stock [Line Items] | Number of warrants to purchase ordinary shares 19,890

Warrants to purchase ordinary shares, exercise price | \$ / shares \$ 1.21

Undesignated preferred shares, par value | \$ / shares \$ 0.01

Undesignated preferred shares, authorized 100,000,000

Designated Preferred Shares | Class Of Stock [Line Items] | Undesignated preferred shares issued 0

Ordinary Shares | Silicon Valley Bank and Life Sciences Fund II LLC | Exchangeable Notes A | Class Of Stock [Line Items] | Ordinary shares, shares issued 3,760,155

Aggregate principal amount of exchangeable notes | \$ 40,691,000

Exchangeable Notes | Private Placement | Aggregate principal amount of exchangeable notes | \$ 40,691,000

X - Definition Additional ordinary shares that can be purchased by underwriter. + References No definition available. + Details Name:

itm_AdditionalOrdinarySharesThatCanBePurchasedByUnderwriter Namespace Prefix: itm_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Definition Aggregate gross proceeds from rights offering. + References No definition available. + Details Name: itm_AggregateGrossProceedsFromRightsOffering Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Definition Aggregate net proceeds from rights offering. + References No definition available. + Details Name: itm_AggregateNetProceedsFromRightsOffering Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Definition Authorized amount for sale of stock. + References No definition available. + Details Name: itm_AuthorizedAmountForSaleOfStock Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Definition Class of warrant or right number of exercised warrants. + References No definition available. + Details Name: itm_ClassOfWarrantOrRightNumberOfExercisedWarrants Namespace Prefix: itm_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Definition Class of warrant or right number of units sold. + References No definition available. + Details Name: itm_ClassOfWarrantOrRightNumberOfUnitsSold Namespace Prefix: itm_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Definition Class of warrant or right Warrants expiry date. + References No definition available. + Details Name: itm_ClassOfWarrantOrRightWarrantsExpiryDate Namespace Prefix: itm_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - Definition Common stock rights and preferences. + References No definition available. + Details Name: itm_CommonStockRightsAndPreferences Namespace Prefix: itm_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Definition Debt repayment or conversion amount. + References No definition available. + Details Name: itm_DebtRepaymentOrConversionAmount Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Definition Increase to authorized ordinary shares. + References No definition available. + Details Name: itm_IncreaseToAuthorizedOrdinaryShares Namespace Prefix: itm_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Definition May offer and sell ordinary shares for aggregate gross sales proceeds. + References No definition available. + Details Name: itm_MayOfferAndSellOrdinarySharesForAggregateGrossSalesProceeds Namespace Prefix: itm_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Definition Non-transferable subscription rights, subscription price. + References No definition available. + Details Name: itm_NonTransferableSubscriptionRights Subscription Price Namespace Prefix: itm_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Definition Number of votes per common share. + References No definition available. + Details Name: itm_NumberOfVotePerCommonShare Namespace Prefix: itm_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - Definition Offering closing date. + References No definition available. + Details Name: itm_OfferingClosingDate Namespace Prefix: itm_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - Definition Percentage of ordinary shares issued to purchase additional warrants. + References No definition available. + Details Name: itm_PercentageOfOrdinarySharesIssuedToPurchaseAdditionalWarrants Namespace Prefix: itm_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Definition Unit description. + References No definition available. + Details Name: itm_UnitDescription Namespace Prefix: itm_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Definition Warrants exercised. + References No definition available. + Details Name: itm_WarrantsExercised Namespace Prefix: itm_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Definition Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + References Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13- Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483014/272-10-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482987/272-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13- Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13- Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13- Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13- Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18- Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference

https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-5-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PREFERREDStockParOrStatedValuePerShare Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_PREFERREDStockSharesAuthorized Namespace Prefix: us-gaap_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionNumber of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PREFERREDStockSharesIssued Namespace Prefix: us-gaap_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from issuance of rights to purchase common shares at predetermined price (usually issued together with corporate debt). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfWarrants Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionThe cash inflow associated with the amount received from holders exercising their stock warrants. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromWarrantExercises Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionThe number of shares issued or sold by the subsidiary or equity method investee per stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction Namespace Prefix: us-gaap_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionPer share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockPricePerShare Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - Details Name: us-gaap_TypeOfArrangementAxis=itrm_SalesAgreementWithHCWainwrightMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubSidiarySaleOfStockAxis=itrm_TwoThousandAndTwentyFourRightsOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubSidiarySaleOfStockAxis=itrm_June3SecuritiesPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=itrm_JuneThirtySecuritiesPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubSidiarySaleOfStockAxis=itrm_OctoberOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubSidiarySaleOfStockAxis=itrm_FebruaryUnderwrittenOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubSidiarySaleOfStockAxis=itrm_AtTheMarketAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubSidiarySaleOfStockAxis=itrm_FebruaryRegisteredDirectOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubSidiarySaleOfStockAxis=itrm_WarrantsToPurchase19890OrdinarySharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=itrm_SiliconValleyBankAndLifeSciencesFundII Limited Liability CompanyMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=itrm_OneYearWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=itrm_FiveYearWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=itrm_SeriesBConvertiblePreferredSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=itrm_PREFERREDStockUndesignatedMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=itrm_PREFERREDStockDesignatedMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=itrm_ExchangeableNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 70 R62.htm IDEA: XBRL DOCUMENT v3.24.3 Shareholders' Equity - Summary of Assumptions Used to Determine Fair Value of Warrants (Details) Aug. 09, 2024 \$ / shares 1-Year Warrant Á Class of Warrant or Right [Line Items] Á Volatility 109.00% Expected term in years 1 year Dividend rate 0.00% Risk-free interest rate 4.50% Share price \$ 1.18 Strike price 1.21 Fair value of warrants issued \$ 0.5 5-Year Warrants Á Class of Warrant or Right [Line Items] Á Volatility 109.00% Expected term in years 5 years Dividend rate 0.00% Risk-free interest rate 3.80% Share price \$ 1.18 Strike price 1.21 Fair value of warrants issued \$ 0.94 X - DefinitionFair value of warrant assumptions expected term. + ReferencesNo definition available. + Details Name: itrm_FairValueOfWarrantAssumptionsExpectedTerm Namespace Prefix: itrm_Data Type: xbrli:durationItem Type Balance Type: na Period Type: duration X - DefinitionFair value of warrant assumptions risk free interest rate. + ReferencesNo definition available. + Details Name: itrm_FairValueOfWarrantAssumptionsRiskFreeInterestRate Namespace Prefix: itrm_Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionFair value of warrant liabilities assumptions expected dividend rate. + ReferencesNo definition available. + Details Name: itrm_FairValueOfWarrantLiabilitiesAssumptionsExpectedDividendRate Namespace Prefix: itrm_Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionFair value of warrants assumptions expected volatility rate. + ReferencesNo definition available. + Details Name: itrm_FairValueOfWarrantsAssumptionsExpectedVolatilityRate Namespace Prefix: itrm_Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionFair value of warrants issued. + ReferencesNo definition available. + Details Name: itrm_FairValueOfWarrantsIssued Namespace Prefix: itrm_Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionStrike price. + ReferencesNo definition available. + Details Name: itrm_StrikePrice Namespace Prefix: itrm_Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionPrice of a single share of a number of saleable stocks of a company. + ReferencesNo definition available. + Details Name: us-gaap_SharePrice Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=itrm_OneYearWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=itrm_FiveYearWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 71 R63.htm IDEA: XBRL DOCUMENT v3.24.3 Share-Based Compensation - Additional Information (Details) - USD (\$) 3 Months Ended 9 Months Ended Nov. 24, 2021 Jun. 23, 2021 Jun. 10, 2020 Feb. 14, 2020 Dec. 05, 2018 May 18, 2017 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Mar. 14, 2018 Nov. 18, 2015 Employees and Directors Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Share options granted Á Á Á Á Á Á Á Á 0 857,500 Á Á Unvested employee options outstanding Á Á Á Á Á Á Á Á 398,824 939,290 398,824 939,290 Á Á Employee Stock Option Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Á Á Á Á Expense recognized Á Á Á Á Á Á \$ 68,000 \$ 123,000 \$ 279,000 \$ 344,000 Á Á Unamortized compensation expense share options Á Á Á Á Á Á \$ 364,000 1,124,000 \$ 364,000 1,124,000 Á Á Vesting period Á Á Á Á Á Á Á Á 1 year 5 months 26 days 2 years 3 months 29 days Á Á Risk-free interest rate based on estimate of U.S. treasury yield Á Á Á Á Á Á Á Á 7 years Á Á Á Á Restricted Share Units (RSUs) Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Benefit recognized related to share based compensation Á Á Á Á Á Á Á Á 0 Á Á 5,000 Á Á Á Á Expense recognized Á Á Á Á Á Á \$ 19,000 Á \$ 301,000 Á Á Unamortized compensation expense Á Á Á Á Á Á 0 131,000 \$ 0 \$ 131,000 Á Stock-based compensation expense, expected weighted average period for recognition Á Á Á Á Á Á Á Á 2 years 2 months 1 day Á Á Restricted Share Units (RSUs) | Employees and Directors Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Number of shares, granted/awarded Á Á Á Á Á Á Á Á 0 Á Á Restricted Share Units (RSUs) | Director Á Á Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Vesting period Á Á Á Á Á Á Á Á 1 year Á Á Á Á Options and Restricted Share Units Á Á Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Vesting period Á Á Á Á Á Á Á Á 1 year 5 months 26 days 2 years 3 months 25 days Á Á Unamortized compensation expense Á Á Á Á Á Á \$ 364,000 \$ 1,255,000 \$ 364,000 \$ 1,255,000 Á Á 2015 Plan Á Á Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Number of shares authorized Á Á Á Á Á Á 29,535 Á Á Á Á 14,895 Increase in number of ordinary shares available for issuance Á Á Á Á 14,640 Á Á Á Á 2018 Plan Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Number of shares authorized Á 1,295,819 Á Á Á Á Á Á 67,897 Á Increase in number of ordinary shares available to be granted, percentage Á Á 4.00% 4.00% Á Á Á Á Increase in number of ordinary shares available to be granted Á 1,000,000 150,000 39,650 38,272 Á Á Á Á Á Á 2018 Plan | Restricted Share Units (RSUs) | Employees Á Á Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Vesting period Á Á Á Á Á Á Á Á Á Á 2 years Á Á Á Á 2021 Inducement Plan Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Increase in number of ordinary shares available to be granted 333,333 Á Á Á Á Á Á Á Á Á Á Inducement Plan | Restricted Share Units (RSUs) | Employees Á Á Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Vesting period Á Á Á Á Á Á Á Á Á Á 4 years Á Á Á Á Vesting rights Á Á Á Á Á Á Á Á The vesting requirement is conditioned upon a granteeâ€™s continued service with the Company during the vesting period. Once vested, all awards are exercisable from the date of grant until they expire. The option grants are non-transferable. Vested options generally remain exercisable for 90 days subsequent to the termination of the option holderâ€™s service with the Company. In the event of an option holderâ€™s disability or death while employed by or providing service to the Company, the exercisable period extends to twelve months or eighteen months, respectively. Á Á Share option granted term Á Á Á Á Á Á Á Á 10 years Á Á Á Á 2015 Plan, 2018 Plan and 2021 Inducement Plan | Employee Stock Option | Director Á Á Á Á Á Á Á Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Á Á Á Á Á Á Á Vesting period Á Á Á Á Á Á Á Á 1 year Á Á Á Á X - DefinitionBenefit recognized related to share based compensation. + ReferencesNo definition available. + Details Name: itrm_BenefitRecognizedRelatedToShareBasedCompensation Namespace Prefix: itrm_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionIncrease in common stock capital shares reserved for future issuance. + ReferencesNo definition available. + Details Name: itrm_IncreaseInCommonStockCapitalSharesReservedForFutureIssuance Namespace Prefix: itrm_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionShare based compensation arrangement by share based payment award fair value assumptions period of risk free interest rate based on estimated of U.S. treasury yield. + ReferencesNo definition available. + Details Name:

itrm_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsPeriodOfRiskFreeInterestRateBasedOnEstimatedOfUstresuryYield Namespace Prefix: itrm_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1:

types:percentItemType Balance Type: na Period Type: duration X - Definition: The minimum risk-free interest rate assumption that is used in valuing an option on its own shares. + References: No definition available. + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum Namespace Prefix: us-gaap_ Data Type: dt-terms:percentItemType Balance Type: na Period Type: duration X - Definition: Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + References: Reference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1D>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3D>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(01\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(02\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(03\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 14: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(iii\)\(01\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(iii\)\(02\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2D)

Average Exercise Price, Exercised 1.00 Å Weighted Average Exercise Price, Forfeited 5.54 Å Weighted Average Exercise Price, Options outstanding Ending Balance 2.28 \$ 2.73 Weighted Average Exercise Price, Exercisable at September 30, 2024 \$ 3.17 Å Weighted Average Remaining Contractual Life in Years, Options outstanding 8 years 3 months 21 days 11 months 8 days Weighted Average Remaining Contractual Life in Years, Exercisable at September 30, 2024 8 years 2 months 4 days Å Aggregate Intrinsic Value, Options outstanding \$ 832 Å Aggregate Intrinsic Value, Options outstanding 70 \$ 832 Aggregate Intrinsic Value, Exercisable at September 30, 2024 \$ 35 Å X - ReferencesNo definition available. + Details Name: us-gaap_CompensationRelatedCostsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(03\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details> Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which option holders acquired shares when converting their stock options into shares. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(02\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(03\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of difference between fair value of the underlying shares reserved for issuance and exercise price of vested portions of options outstanding and currently exercisable. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details> Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details> Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph \(e\)\(1\) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(28\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(02\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/214748112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details) Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 75 R67.htm IDEA: XBRL DOCUMENT v3.24.3 Share-Based Compensation - Summary of Number of RSUs Granted (Details) - Restricted Share Units (RSUs) 9 Months Ended Sep. 30, 2024 shares Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Å Number of Shares, outstanding Beginning Balance 16,666 Number of Shares, Forfeited (16,666) Two Thousand Twenty One Inducement Plan Å Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Å Number of Shares, outstanding Beginning Balance 16,666 Number of Shares, Forfeited (16,666) 2015 Plan, 2018 Plan and 2021 Inducement Plan Å Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Å Number of Shares, outstanding Beginning Balance 16,666 Number of Shares, Forfeited (16,666) X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(iii\)\(03\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(e\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(e\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(iv\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(v\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details) Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=itrm_TwoThousandTwentyOneInducementPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=itrm_TwoThousandFifteenEquityIncentivePlanTwoThousandEighteenEquityIncentivePlanAndTwoThousandTwentyOneInducementPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 76 R68.htm IDEA: XBRL DOCUMENT v3.24.3 Share-Based Compensation - Summary of Number of RSUs Outstanding and Weighted-average Grant Date Fair Value of RSUs (Details) - Restricted Share Units (RSUs) 9 Months Ended Sep. 30, 2024 \$ / shares shares Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Å Number of Shares, outstanding Beginning Balance | shares 16,666 Number of Shares, Forfeited | shares (16,666) Weighted average grant date fair value per share, outstanding Beginning Balance | \$ / shares \$ 7.26 Weighted Average grant date fair value per share, Forfeited | \$ / shares \$ 7.26 X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1:

Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionWeighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480483/718-10-35-12Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap AwardTypeAxis=us-gaap RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 77 R69.htm IDEA: XBRL DOCUMENT V3.24.3 Share-Based Compensation - Summary of Share-based Compensation Expense (Details) - USD (\$) \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Research and Development Expense Á Á Á Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Á Á Á Share-based compensation expense \$ 25 \$ 96 \$ 147 \$ 315 General and Administrative Expense Á Á Á Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Á Á Á Share-based compensation expense \$ 43 \$ 46 \$ 127 \$ 330 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap IncomeStatementLocationAxis=us-gaap ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 78 R70.htm IDEA: XBRL DOCUMENT V3.24.3 Income Taxes - Additional Information (Detail) - USD (\$) \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Income Tax [Line Items] Á Á Á Income tax expense \$ 136 \$ 161 \$ 215 \$ 471 Á Ireland Á Á Á Income Tax [Line Items] Á Á Á Net operating loss carryforwards \$ 44,057 Á \$ 44,057 Á \$ 41,525 X - DefinitionIncome tax. + ReferencesNo definition available. + Details Name: itrm IncomeTaxLineItems Namespace Prefix: itrm Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4>: <http://www.xbrl.org/2003/role/exampleRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.1.7) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11>: <http://www.xbrl.org/2003/role/disclosureRef> -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12>: <http://www.xbrl.org/2003/role/disclosureRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1> + Details Name: us-gaap IncomeTaxExpenseBenefit Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of operating loss carryforward, before tax effects, available to reduce future taxable income under enacted tax laws. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-3> + Details Name: us-gaap OperatingLossCarryforwards Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - Details Name: srt StatementGeographicalAxis=country IE Namespace Prefix: Data Type: na Balance Type: Period Type: XML 79 R71.htm IDEA: XBRL DOCUMENT V3.24.3 Commitment and Contingencies - Additional Information (Details) 9 Months Ended Sep. 08, 2020 Debtinstrument Jan. 21, 2020 Debtinstrument Nov. 18, 2015 USD (\$) \$ Sep. 30, 2024 USD (\$) \$ UsdRln Royalty-Linked Notes Á Á Á Other Commitments [Line Items] Á Á Á Debt instrument outstanding portion | UsdRln Á Á Á 0.04 Debt instrument maturity date Á Á Dec. 31, 2045 Debt instrument price per unit Á Á Á 160.00 Debt instrument, aggregate potential payment capped rate Á Á Á 4.000 Royalty-Linked Notes | Private Placement Á Á Á Other Commitments [Line Items] Á Á Á Number of debt instruments issued | Debtinstrument Á 2,579,400 Á Á Royalty-Linked Notes | 2020 Rights Offering Á Á Á Other Commitments [Line Items] Á Á Á Number of debt instruments issued | Debtinstrument 11,000 Á Á Á Pfizer License Agreement Á Á Á Other Commitments [Line Items] Á Á Á Regulatory milestone payments upon approval of product Á Á Á 20,000,000 Á Regulatory and sales milestone deferred payment period Á Á 2 years Á Pfizer License Agreement | Minimum Á Á Á Other Commitments [Line Items] Á Á Á Regulatory and sales milestone payments upon achievement of net sales. Á Á 250,000,000 Á Pfizer License Agreement | Maximum Á Á Á Other Commitments [Line Items] Á Á Á Regulatory and sales milestone payments upon achievement of net sales. Á Á 1,000,000,000 Á X - DefinitionDebt instrument aggregate potential payment capped rate. + ReferencesNo definition available. + Details Name: itrm DebtInstrumentAggregatePotentialPaymentCappedRate Namespace Prefix: itrm Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument outstanding portions. + ReferencesNo definition available. + Details Name: itrm DebtInstrumentOutstandingPortions Namespace Prefix: itrm Data Type: xbrli:decimalItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument price per unit. + ReferencesNo definition available. + Details Name: itrm DebtInstrumentPricePerUnit Namespace Prefix: itrm Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionNumber of debt instruments issued. + ReferencesNo definition available. + Details Name: itrm NumberOfDebtInstrumentsIssued Namespace Prefix: itrm Data Type: xbrli:decimalItem Type Balance Type: na Period Type: duration X - DefinitionRegulatory and sales milestone deferred payment period. + ReferencesNo definition available. + Details Name: itrm RegulatoryAndSalesMilestoneDeferredPaymentPeriod Namespace Prefix: itrm Data Type: xbrli:durationItem Type Balance Type: na Period Type: duration X - DefinitionRegulatory and sales milestone payments upon achievement of net sales. + ReferencesNo definition available. + Details Name: itrm RegulatoryAndSalesMilestonePaymentsUponAchievementOfNetSales Namespace Prefix: itrm Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionRegulatory milestone payments upon approval of product. + ReferencesNo definition available. + Details Name: itrm RegulatoryMilestonePaymentsUponApprovalOfProduct Namespace Prefix: itrm Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionDate when the debt instrument is scheduled to be fully paid, in YYYY-MM-DD format. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2>: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.2-02(22)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4>: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1B> + Details Name: us-gaap DebtInstrumentMaturityDate Namespace Prefix: us-gaap Data Type: xbrli:dateItem Type Balance Type: na

Period Type: duration X - Definition Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentAxis=itrm_RoyaltyLinkedNotesMember Namespace Prefix: Data Type: xbrl:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_SubstnarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=itrm_PfizerLicenseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_OwnershipAxis=itrm_ItemBermudaMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 80 R72.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidating Financial Statements - Additional Information (Details) Sep. 08, 2020 USD (\$) Debtinstrument Jan. 21, 2020 USD (\$) Debtinstrument Sep. 30, 2024 USD (\$) Iterum Therapeutics Bermuda Limited A A Condensed Financial Statements Captions [Line Items] A A Ownership percentage A 100.00% A Subsidiary Guarantors A A Condensed Financial Statements Captions [Line Items] A A Ownership percentage A 100.00% A 2025 Exchangeable Notes A A Condensed Financial Statements Captions [Line Items] A A Aggregate principal amount \$ 9,891,000 \$ 11,117,000 Private Placement | 2025 Exchangeable Notes A A Condensed Financial Statements Captions [Line Items] A A Aggregate principal amount 51,588,000 A Debt instrument price per unit A 1,000 A Private Placement | RLNs A A Condensed Financial Statements Captions [Line Items] A A Aggregate principal amount \$ 103,000 A Number of debt instruments within each notes | Debtinstrument 50 50 A Rights Offering | 2025 Exchangeable Notes A A Condensed Financial Statements Captions [Line Items] A A Aggregate principal amount \$ 220,000 A Rights Offering | RLNs A A Condensed Financial Statements Captions [Line Items] A A Aggregate principal amount \$ 440 A X - DefinitionNumber of debt instruments within each unit. + ReferencesNo definition available. + Details Name: itrm_NumberOfDebtInstrumentsWithinEachUnit Namespace Prefix: itrm_Data Type: xbrl:decimalItemBalance Type: na Period Type: duration X - DefinitionUnit price per debt instrument. + ReferencesNo definition available. + Details Name: itrm_UnitPricePerDebtInstrument Namespace Prefix: itrm_Data Type: xbrl:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-X (SX)-Number 210-Section 12-Subsection 04-Paragraph a-Publisher SECReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-X (SX)-Number 210-Section 5-Subsection 04-Paragraph c-Subparagraph Schedule I-Publisher SECReference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-X (SX)-Number 210-Section 7-Subsection 05-Paragraph c-Subparagraph Schedule II-Publisher SECReference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-X (SX)-Number 210-Section 9-Subsection 06-Publisher SECReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235-SubTopic 10-Name Accounting Standards Codification -Section 599-Paragraph 3-Subparagraph (Sx 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 6: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 810-SubTopic 10-Name Accounting Standards Codification -Section 45-Paragraph 11-Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-11+ Details Name: srt_CondensedFinancialStatementsCaptionsLineItems Namespace Prefix: srt_Data Type: xbrl:stringItemBalance Type: na Period Type: duration X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835-SubTopic 30-Name Accounting Standards Codification -Section 55-Paragraph 8-Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470-SubTopic 20-Name Accounting Standards Codification -Section 50-Paragraph 1B-Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470-SubTopic 20-Name Accounting Standards Codification -Section 55-Paragraph 69B-Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470-SubTopic 20-Name Accounting Standards Codification -Section 55-Paragraph 69C-Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835-SubTopic 30-Name Accounting Standards Codification -Section 50-Paragraph 1-Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835-SubTopic 30-Name Accounting Standards Codification -Section 45-Paragraph 2-Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-40-45-2+ Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_Data Type: xbrl:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe parent entity's interest in net assets of the subsidiary, expressed as a percentage. + ReferencesNo definition available. + Details Name: us-gaap_MinorityInterestOwnershipPercentageByParent Namespace Prefix: us-gaap_Data Type: dtr-types:percentItemBalance Type: na Period Type: instant X - Details Name: srt_OwnershipAxis=itrm_ItemBermudaMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=itrm_ExchangeableSeniorSubordinatedNotesDueTwoThousandTwentyFiveMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubstnarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=itrm_RoyaltyLinkedSubordinatedNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubstnarySaleOfStockAxis=itrm_RightsOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 81 R73.htm IDEA: XBRL DOCUMENT v3.24.3 Subsequent Events - Additional Information (Details) - USD (\$)/shares in Units, \$ in Thousands 1 Months Ended 9 Months Ended Oct. 28, 2024 Nov. 18, 2025 Nov. 04, 2024 Sep. 30, 2023 Subsequent Event [Line Items] A A A Proceeds from issuance of ordinary shares, net of transaction costs A A \$ 12,814 \$ 445 Pfizer License Agreement A A A Subsequent Event [Line Items] A A A Regulatory milestone payments upon approval of product A A \$ 20,000 A A Regulatory and sales milestone deferred payment annual rate A 8.00% A A Subsequent Events | Pfizer License Agreement A A A Subsequent Event [Line Items] A A A Regulatory milestone deferred/intends to defer payment period 2 years A A A Subsequent Events | Sales Agreement With H.C. Wainwright A A A Subsequent Event [Line Items] A A A A Number of ordinary shares sold A A 4,500,000 A A Offering price per share A A \$ 1.55 A A Proceeds from issuance of ordinary shares, net of transaction costs A A \$ 6,700 A X - DefinitionRegulatory and sales milestone deferred payment annual rate. + ReferencesNo definition available. + Details Name: itm_RegulatoryAndSalesMilestoneDeferredPaymentAnnualRate Namespace Prefix: itm_Data Type: dtr-types:percentItemBalance Type: na Period Type: duration X - DefinitionRegulatory milestone deferred/intends to defer payment period. + ReferencesNo definition available. + Details Name: itm_RegulatoryMilestonePaymentsUponApprovalOfProduct Namespace Prefix: itm_Data Type: xbrl:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45-Paragraph 1A-Subparagraph (a) -SubTopic 230-Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14+ Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_Data Type: xbrl:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe number of shares issued or sold by the subsidiary or equity method investee per stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction Namespace Prefix: us-gaap_Data Type: xbrl:shareItemBalance Type: na Period Type: duration X - DefinitionPer share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockPricePerShare Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionDetail information of subsequent event by type. User is expected to use existing line items from elsewhere in the taxonomy as the primary line items for this disclosure, which is further associated with dimension and member elements pertaining to a subsequent event. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 830-SubTopic 30-Name Accounting Standards Codification -Section 50-Paragraph 2-Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 855-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 2-Publisher FASB -URI https://asc.fasb.org/1943274/2147483399/855-10-50-2+ Details Name: us-gaap_SubsequentEventLineItems Namespace Prefix: us-gaap_Data Type: xbrl:stringItemBalance Type: na Period Type: duration X - Details Name: us-gaap_TypeOfArrangementAxis=itrm_PfizerLicenseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=itrm_SalesAgreementWithHCWainwrightMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 82 Financial Report.xlsx IDEA: XBRL DOCUMENT begin 644 FinancialReport.xlsx M4\$!L#I!O ([H;E]D4UAB@Q & 0 U9;JC4'O<->87IP+GAM M:\$V/JL,I' %1 IQOQ>=IP4BIO>ZL&>(VQLOD&1#LD)<OGCIGVCX>;QA&WPWG M*N*I#BV&S' C(I([147BK9.7=-N')=HI6-Y #OGDK7A.YNJQ<&4GP24AIOW J=OUJUEA 6#MI7EI+ P04 M' ;Y1Y9JRIH ^X K & 0 IOUBIR,WIS+V O&ULS9+I ML,P#(9?9) B>R\$[*BI.U;.G#@8K.QF;+4UBQ-C.RII]^SE9FS^V\|CITN\ MGT".+=+T\$9JCS^2PW0W^K9+THOU.Q\$%9#';.U94YTIN7GHJ]>4G \$(09L/M42H.+^CZ2M)@T3L @+D.G.&FDB:NKC!6-< @?>'L9UA@/^VZ+C*(P4OT.M.9'S'MHS.8;(111^->'@V7XSJS^SMWGV(%V2BW)+AB&MWI=M(MT9NS+^2DW0.NK.;7R:UYG& 9.KBU:HOHA"<KO:AD525 +?)j62IA"- _1S8ORY8-(9)-NIL;"SI%^61 ?'.GS[BYYBZ:(E/X/H&BD-OVI]|M> >X%>FBVR]*+ M41B1/G%M MNMN01,+5)#3(PB=>AIAJ4IP'I DQEJ&+&+3&KI'|@VVWO@C(WXX)[ZMOFCU7 MH5A)VHX3&8:XIQSYG/L/I;L4I)J6EW* 76;1&Q6*^HU+>76>?|-V< M/TI3SLVA"P9A|OI=S M&L1&QKMQUAVC2/K'U?'F<-OHACCA^FNVB->B< 9Y>PTGI>Z+>9OVX?Z);VPLCO="+!*Y YIF I,C'O MHY19';v\$SF7J[H;H%;D>N52J HWEL4?"Z">P T-HWJPJOXL G Y MRY|SZJONYOJH=W-RJ9'3BUO'-1FY;QHAC=N,K7-"XH8U=RSTSL0S=[R2^JVE+2H)CA]"M'+< ,<\$X>RPPI9RS2;9WHUT|^ ~9-=NOIC13JET.X&D*&* VVZG=BP.ZJD8.D MTUO'=VZ<5&X(NYVO2Y9A7;>78T=[Ym[L/O)0)=QXCRRHB'NH8.SS+' MAWEI7YAGE<90- !M:"PD+A:S.W8rC72PA&U+&+,@J1 Q1256 068*MYZ M?SR.1>APXY<=>7"/IDN;IFUG;IJ=QEM(EYPFF8WS>KRMYEL<5<16 *P MOFH|M|5.S Y9KF4AQ9Z;RWRT,"2Q:B%D2XDU= [=7GFYNR>BJV'^I=W MP6*M 7?

[G^Y_93N#8H,0%:]Dj_Z+2C:]>RC=**UN6N 8,6+Zi,^1[1RQ MMP1+W+2"]1:2].(I8\$.X6A*6A%;+2K%NJZ>12BDE;K58 TO3IAG M6L*W';-IR5042N0\HYIE;*A V*D*1(1(+*5JBY3IGI5Z? U_03-9Y@/JH_09 M+7K [^@ZAWB! EB3C*%IBX&O 8K87J]LWU6^3CM>HR^BT\$N%[A89RP7 M\$#].VACR8LPA^2JBV@ 13_0D^]2A7^AG;E0K4^554VRVDSX>X35Y^SWX30\$R# (QK78 M [X]A9[0W:= 0U]JTUI+>:](>?>^R#MM-4&V)N_1#A]J][Q87V/@463P;+R]VVV09[.UJ].S92=MGV; MHJ0C ?\$>7^-C-D#&YAIET^5B4V@&\$1R&.&#BEI-("S;[J]B4K%:K#8FQ\L'M M>;>R4BKM, (8TIQ&OQJ=12U20FKL2J]R04&F^R8K-2VJC1E%LQ<.<2&.4Z2MC%> M4[~SIN^F])>PFTSSJ8R;8TW[JF])OJ6ELW0:&CN#)AFT+;:D^QNS0=2K M(7/L9_?/9])Z[(02NTLLB6+N\$K5-0#9%C/Y-EU# F611M\$5">Z&G_Y MS(OI&1^4KT^E[= 9#6-C/V?2;?F OACZL)FZS2 MDI@=1J78;.(9\$/L^15F3WL2W1"/E/@?2I YU-L UVT^"0 M";NXF#1<3QO<7-;..5%VC@]VF; M/B\$Q;CO6\$3%;NIIT0 H(4?F54\$H91A9R[GV_0AB)OV\$QC^0QWFDUNJ2F M&L1KJ6)GGX^0^N<[OHB]J]&KPWQ,EWAV,VW*J2P1U=\$&E8? A9J0#WVUMJ M8K-I^TAWW*XT+KD0IFC2@;LA7N+E,N_!D3*6[7].T9P=;4!L% EQ^CX;,\$H M'I&.4DD;JB1^J]RW.Z3^EIM.< [LW#E.[#8^0ML-B MP=+2R^PI+5MR1.1IBEI1660]<^EARC /N1UE(72P>]>[>J5Q^40>[ADT^\$+> M<#<[G^R-M8F82IEKC&["#&KSD4,L&L4=IT 8_& \$MY^WILU2UG9=G+S1^ MMUREN5;R0! 8=8U[HCJ]W@P+F/C?P=A!^QR<2- /NAYK^O3W% NS#]JGVCCZ NXY>T\$LO^G^V\$257W^SP1^4_!H]Q^VZ&F7@BE][H]& \$#! M7PR3 PI02P,.\$% @ RCNM65)F\$NGI[67_ ME 8U[6]Q2I(RD)U?D9%\$ 5A!+U^\$TL_!RX#?#N#Y!UJ5A6W^J-E(WW M?9L7]25DTS2[#!-90=<K[5] +W>R4J[S5U;M%L%OJ M90-MMDNNXZ?,9]UP MMDVS8G)S[U^WNZ;["ODY][K]JMM6OWY4>;EX_6\$3[!XK?L? M.T0YC= M7.W2>WDKFR][SY5Z-SN]K+.M+.JL+>Q*WEU?>B8?!.#EV+ V3RL3Y[67] MK4L0[50]JVO)WJXJ(IG+5=-*1.K^UO\$/&5^U+C[.A.CC;CJ>?>ZB+&N+5 MQ7Q> [DH_ JFZV9S/9E/O+6]2 =YUOY^>[17% WP%69U]V WN.AK3 Q5ONZQ^>?>SFH\$VZX^E^J^/R3B1 -A9SK00P[=C@&C]&#"LSHO*^S?BA S<[G+N& MX-A.#KPHRO4R;].J^A^JFVMU- H765U=;Y7@K&AGUFU5 Mj?>-5+ F9E\$65:Y43K^HRSJ9IH[!<N^JFDI-[95WZEYV^H&K]6L2JYX MR1 [G3GFWJ?;I>FY >>CJY6>]IOBGW=5JLZWM9H;JL16AS5Q?;H#3./3.& MWLFS8%N"W>WZ7MU5JC5X-UNTDI^<9=N@9_7ZZR=WFGN?4ZS]51=Q2+=9?[@ MD@M.J]5^N^"Y^WE7;,"&DI\$#!?YM=G(2IFR53>,>N2^Z3WJ5B56^F]^6=9 MUUVJ^9GR_6@^/9I/NWC3+&RACXKB]RX5X13XN51]&C7[UWV/DG4=J2B\$S MGS33K;J^3>W>?M^K=O(13?V]<2 MDSB/V- MRZBD06F=YM^KY6I?]>(2+&J SJW+9 SS3*8JQ)F& (I)AIPTS^%XZ%#L= M2HJ]U4+=>RIVJ?7RN1F.(0.\$!)^LZH44AL5[3,(K80CR@E)EY(O9E/Y-PS^P M60=CG@#.# J]W #9;K9BYERJ]XJ-A 4 CVGG&AB/L^T55UAJ]NJ,G1\$]> M@> (.HJ>IAS^N^S<-8^6^). YCDH(9G48[!T\$0&[N8YF^&,"#WJ25">OXV; MMH*H+=7^U[!0B9007J417EYRNL8(N8LQR3<).I:![JHFL-1TLW^J]FX MY- MITL.N+8Z#P-N6 62!1F<@&(^=Y> %&[JX%,3FCOQ](R4_["XIEYH[.(DC-WJ2P MB9N>W4 HR.E^16=BXSA^Y[JT^E.MP\$54UO]>F.]A^W10-J_ L2NIE%6HV MUT9J^IKS/AQOE@2J]B[UYJR<]W8[59&&OKE 1-3P!S0]J2C+7&S<7G<^G< M8>+H@M+&[J30]>]=9XD-?65UAPJNDJ+Q,W,+J.T.]M]J2&SAS/AAG+IA&[D]H.AVO.H#SG8F13U7 M4S=70W"CT*?&[J%<@8-O>0-6Z;J^B.PU!1> BF;OB^N%\$(&SF,O^D0_@.T M0+Z&8H@>[30P]^TYV JYJN1N1XPRE JG Y&<~2X^J^P M2+>33>TIG+H1_#F? M^VY!+?T-SYML\$3/8&5JLCB,30JW7_#KCKW%,37N8BVZ8RGNW=5^+R; MY6,217,>F4ZADGJFJL12TQWM29X.) G^M^K2]N.AJJ8=OJL^*81F9OK^?7H M>U#.#16FP%>3>+H)G5XX ANJU56=SYUCGCEKB5T&#;L8VT;-E#)G-ID;D9, M4^;*#7]SZOJF+,&1+G^!AWZ1[(!.E.;&?>CBLV=([S~\$?D4]0=2TRWJ ML9VYLT7YFUV)/A]JYV-[X8J]=NDPZ~>+K">00PHL=-V8 M296J1=FUH,P&R M9V;QM7\$&E.TI2E^P&L06%UO&TX^!> >#.#8UF PYM.H9[!HZEJH^F]P0S=]T]OVK=^CJ]=-=&Y2 H1V^\$=KIGKW=URPE11GMEHKJ]JW%L;M1T1Y536^IZ8[V;.]>+H.&PF< M8!_JN^(<@/U)TMM^4@QD^+R_@O^L=L=C6J^35\$60!..VD,Y,J-GO.F@CR,16V3Z2W9GYH_9D9H1!QZSN M2QB1>=>@:]3-7/3J4OWM-SRHJ>0#=>.AH20.S:UWU+ J]IK 4M/ J^K#G<@&[F M]Q? O-W& O^U]A;U^W">W>?>T0Z\$QJ2P180743>>D#GKP HW892LQIV MCV74B CJHFH GY3KZYW-T0_.(K2S 1UH! (Z%!)0\$=>CJF23U@?Y? M%#=>=>ZF+&XS8T^CJAJ DOMR=9R;?2-M \^J^~T4EQ4>[F4 +^&^TA%JY^> MT.2!35/NNB^<@5HV3;GM7FYDNI95V7#] U0U9-C>M->J< Q:]9O U!+ P04 M^_#*.VY9=1.5Z^H^_#F^&'&^!A+W=O)EJFV-H;].D;& M.6P-C @DJ\$CM^*R;+U]>J]4V\$[0%]1^&]S]Q3/7@UP3O50Z9J117C) U^A!\$+>BRMT@5""2B2TY]C\$?&^Z5LIF^M9USY<[X<=>#]2+A M:IBB%OXX7%>^ U^V7&[1P1,7&0FL@YVAB G.*"RANDMJO8[E">T.FIQ_ M=IOB3'OTXJYGQVGAQ]NNMU&WXNEVU2A] 7< ZC^MF^KY+QV.749#WBI[Q@9 M&K;EP-9@]U_ V;UM2U1YQ0+SRDV;?8[SOB>PGV@1Q]2[!])%W1.(YH N MOU^_KJ]26DGXJ@U^5P5M6=WKW6R9UQ>Q>M[N^EM0=L N_ NP00,2VK MOP^,M?ITNW8#XJ]B[M\$#].^5I[!<1.0DHO\$S-.F=* 7J03.KV8\$[0%M^# M:=5S_!7+X ?%8IX2B^171E6W1E7V55ZT^RQ;G\$R3(7N*#B;R(0); >3Z MDE^QG2@=S;F^ -02P,;% @ RCNM60]CZCM# @B@8 1^&I\$;JW M^W)K=>A 47T^2,FV578 M^D]VJ]=G! UAK;&J;L^OO:QM^TRIAI5S_-C/]XPHXD;(9U4_!2JYBK]Z M60J^2@LH1J) ^KAYD@E98FVF,0=5)03EU0R/PR^N5]BRKTD0V6 M-O%(!?)_=>6;6@Y8P8-&ORC11>Q]N!^!#=-[T3S#;IZ9I:7!]; <0%35M(32 MAJ);.5%VRU<[>R^RXY^N.X2#=-R0M@EA.ZJW?>2A&:]>

TX80>*.DQNU1U>U>AMKO9D]G\$+LF01]#@3R^E]Q^-YX^GP:4I[FJRW M=(B>[&H&.;P<90?CK?%S0KG6_6'\$F3NNJ]'J:BY;EM% MO]HJWVE7;7_Z&MUWZ\$5 M^#L;[WH3K15[WZJW]L0&)(3 1AX!A^M_I/JNGMPV)!B9X/B44<WT^_70/ M7JR=OPTK8VKUNE^IL;DQJ8? JVN/74;=>*Q@M3INM^YABJ]MWE^3W/W^RWT9AT&?R02 M9.[<+?UXFJT<34D@DYNTIA4T_KDS5F;/2&(\2FN.>JVI>^?2I>K?>^ZOY>Y M#N;^Y? ^P6;UZ_7HV4IE9Z^:OW[OU#R;JQFKT!ZO*^T,X6Y)3;FJ/ MNQ;OU;N!;!N86Z]B8LM9DJQ=^-9:F!X[2N,RE+/^P#+GZF^NK%=>1O2DS MDVV^? P21.KF.6IDNCOQ]=\,94\$W4R3<JQF]/CID?25..CU/>+>V3J!;[R2J]/7JE M]1]UY_DJ,WKU1]1F3Z; /U^OM^OJ+>5OJR-CR[SFBZ]^ZG7 M]J3>5JU^U+IN -T-O;VOCFT+J0#>5Z.I;1I4E:=J7^*,K%Q4NKP_4&L=E^U3 MYROG86Y3^OW6FY\$8DOUEZ8T^)(9F<(R6N6V ML+1&^JNS][PY]&9I Z3!^7XL+K7]-.3_F;I^@M2;V>34CX5E1%&C/^@+> M?P_6=(N%38W2-2^C_G5M]J] SJUODJ^43 5M0I0;02I\$5DKK5[@F96N9LC/W#13E^U M8XE+O)C]&+4]M.7^".2QI@FX3P]^<EY*1^U^Y0UPOP^W9Y6Z83-98?YIO; M(186\$CA@(!: NQP>>ELN5687U@&L.%!>]\$X<&9D+^F^A&- X@%T>A\$4LQ MR@J@ISW,?+.\$M7&MQD^JT07*+.\$FJ71LLK0P/F[DD^>H^/24V.&=L\$AE7)7# M.OO:'MO. Q42S+HF<<3D^F.SZ\$5J5FU^D3T8[&GN>K(+&X;BD6<[NNOLCF^ @ M2I96=-5!_!T+1E87VHJ]UM81V_P\$X=]LK;U^G<54B-75&O>@EMQ^'ER;J MG? W4V,S6\$09=B09P^PUOE0W2#>68J0;E!^JH5D@+B.S).:9L9Z_+K MMBQV23KH^H0[P12^I]>]M^O]JRM8ZEXLDS8(1%N+OSH/PAZ-(1\$K2L^*0.X&\\YHWJ]!&Q^U(\$NVJ+J/8;P;BZ2^P3_%.8>%"C>JO^ MQ\I#;F;9>9^WIK_4].%\$Z^VB\$^855X,^E!Q+D#BX<7UJ^U\Y^V8^5^OM<D MUVB6GSTJN&@O70HJ^J74&J?)&7)ICXJ77=>60TA3;[!8TGDUOUIX?WGXP>PD BI8ZSC=VI,QF(^J^V0V8 MMJ\$6,V5V12)=MY<.>1%T^/;I.H4J]K>RYV? XAWLWGC8NDUA MM5Y9QJ1Y?+UR^UN7<:(1%CN^NG>DG)ID_.910@+^FH_CO_!Z0<0^!HQ6Q^&^L^L4MKN1@^W_MV/C^>@_GKG@);JW^Y= PXU)&X]\$ MAIQ)=\$Q_2:T!F]U+*F))T0^A RWZOC-VJ63&%B MLLW951G)3]0+EOUAY^B=+5^-3 ^5II[!N^L21&%*.R,3NPC7CZ!0G^0&#; MK92IAF^2BCOK1Z47[L 3P+G^A(MQ321)M^I]J.E2I:MDQRO9P3F;0D^AY4L_ M+=>HG1A8SP\$LR&J]8F187.F W8@#"H&^AW15036H1T^49FUS=IQ>);#0(2P;M6:(PQ\$101T,514;B;PY^WQRL M_KZW\$ M_KZW\$%1^45VRV)_2_GLUYI^HT^H,5C;F#G&-U^\$TME6X? 6)AD<1(+TIVJDBDW^QDZ=S\A^GL%G^H^A5@_."#N;";E1-1<1^9";3R2;B?708L M3H YH6>@Q\$0A=*"7]"2C1I^?Y[(LV/5^4@83\$A-0& A 2NX0<4U \$TH<0;0U MLPXBC.P^P(Y)2OZ7U 111CBD1I^"*< F5C;@0;@P5+C2A -U\$ S51_7&C+;< MS +XR4@&8C,M88X^Y.V_?PPN9JH? R^=UJR_!E87U7L,\$\$O^Y^C^X^MPE MK] *S^O?JPV)R01 JK(AFKEWM)=57^:0W4A^!I33&8&./)P4^N^?0.;+?#P^M0 3HP[[@&J+R\$;Z*; (<^)!TU+1#1,0CK)^+&N(VF!)^&S MY^Q+06^K@] J2JH^C#00M;4W>4::0X08 EDNWO&P30^;KUV=1U:Y2^_N.ZK/E8WH2<+>@V\][9X;W; (C[6H,1*^ZHB\$;NDO^2KM^YX=T^?MQ?Y^Y^SYF^&^BBJ7MXZ 3: M%[RPRT@ (B2PD^L UN>N!&./4PK20S)U^C^@MB1<A_0]LU^ PB^7\$J]/.UW(MY+3%)Q&ZJPID^@I7JZI8^=IPG^&_RWZ3B9<@MTXBBNNQO?)J9U@V=?JL+Y M1+W=Y3,7/9!1RDSM+M!?:C8_>+FP^'.(Z/9R=)>JU^6GN AY@;^%A@XWK MN6XL7^ @=WU/KIT)0^WZBGE-!M^9X0+IV>#H4+O3 M^T^%AM\$4M)&]2?S;KB>5;&#V05HH@>A(PVF6F17 MJ4 J#QB&PQ25.8@1 M=1ELWVDS: C2#6V6+K)-UH8;.P=@\$G<^5,O @!/C7:(XCS^Z]AJ[M-%C4A M>X8Q3K9%)*%V^Q>O+Z;7DR]N!'8Y\$N2/-N V^? U]J&AIFH/^VL^?FZJ9>+>0 M!;/+^4A!I(A)SXN,U0X1&MOM:Y2.C;K^PR+^F8EQ0]N^T;1A1_9>7;M M^YD;MDNT+H1^A^SA.VY7;>05E2UA+ 63([/XY3A>G;*/FQ1^2^6KA KD M%\$:(P UUO^C&H;@]26GE;.(P7^J^D^>U0;=UM)YN=/\$M.GLZJ[3D49>^7L)ZL M.^-U3;5%1^0I@U/^DW&/">UL^?T_?7]G)Y^?3Q^P\$!^6%3F45VN4)#;C+&C MT^ZM>^/@7V2^CB\$53-WYS^M#EH-Q^DQO6:I&[M6!OV^K6;:= [AVBGM^ACHBFH M^@/VM\$^AVHLGJ]D(O_%)HY(N^>P^7C#>S.W/M#;];@OWS>=&2;J^YCDJXJMU MMB/N@819/3/8@FWS46M1)2C50!Y;L.P%?.UX? 4.D^L.Q/JOD^NCS89T80V M^0?30LBA^QJJ9X>F^8-Z.UA3VJ^?7L@>; M2)TY(P;SEY6J^JNN%;20F/HBB7R^LJ5/L(OY5N^%#>0A3X;PLAGODL5\ MKM7LN,V7^=H" J]JQVROC<5C>UO+^/X=^INF\$H^X=8+>PWZ@\$)_0!SE!+P M.6.*BG:9EFXF+9B/X^TBVM/17KVI^@A_.IOHWLXJ:^0C3R-;PO!G/W[.90 M;] ?380X8<=<^/B+^_T63/TX= !Y@]M#9,4/63LMW)PG1/[T^1V]^=#5K%+ M.D8TQ.V- 5S,C#;VAF\$A#G42V82EZ(4307,B9=[JX^DP-3>#=>6D9\$9?>#P^V=M^HFGUW^B;AP^PR%).J]B1!M;LOPKX<&BMD^<@%PX7C4Y^*%I\$030>%Z MMN-+&#&_\(VGMXGB89!9VC09A!C9;E^V^K6MP9P-[!@6Q&C08E9 E7;:CC]DL-19082AX@T^JTJ6 M^*@@+.\$M0Y^@]X]QB9_2!*4J^#37N&F;FB9@0)277[74I^X@V18:T@9?U^ M_.\$A: 1Z=GD-5-22ER E\$U19[V^L^K^P]QOBSOUW-YPD:~+@VYD) <9TK^>J^F MFSS+!@2S^FWBNB1?5IFL76ZNSUA M]JPG,[1XQMN2Q835)YKMJ2600Y\$8S^SB^W8H^I+JC_LU!B^3D4_-F^<]^ M3,UX+DS4H.602TZ^?MD^U^#?;^V^R3WA+R-8A9V68]>7V8?05P64QKB31, M^YR!#^ Y4K0A@ U GT^99E,BE 2!0_P=J^V^Z]/[NHX;,,0ZTR,? 9EOW21\$HG M-?>666\$BD[R08YR?>_ /Q 16%]S;0QC]^_CI?_X@R@K23)GHT@%)(4)^N^7P M,2=0\$+6Y J0JJQ/OF@-=[IHC3^'.->7 P+W1U/Y59<F-#2JEMH[6Z(\08 MH;]&5[S59B0533IO+P9A;TMY8-(VN#GATTUUSF^M^Q@^10LM\$[QG,1S-I^ MTF^C#YE9#AL[DMQ)(R8=>5.T)>_A^&SHGVQ!M)_][552^6,068@%]B/ M\$E 5D^X+H^#HX2VS(&^73\$^UA-2U6F WYD.^F\$=6!D H MX?W^D]JMX&@^7A>-75U2AS,T?DF#])@#X_V6O.Q@T)RV\ BO9.HU,03AZ\$Y MN\$W=:\X^61WV-G]\$LQI)*7 J2^?CG%Z %J][QNIU@[4/JMP^IK0TN9K,W5 6^ M8--0;-AUGQ079=E@M]VF[:!R)EM^% <.O@A)@>)]DAH0(E%P#IZT_!R3: MVQ^M#B3+GTR6) 1HSH5%E(C? Y[0R@LX?;M.N]WPXJ5_2RU-RZ+>G)^L^K& M^_458S^_FB3_!TD36^?W4U/?M? X:1#8A<[BL8_?Z_GV.LI%P2Q,DQ!].85> M^JY;TNIG^UA F9^OP+&B=3C)^R[19G; M<9RD=7>9^DMS=^D D^&A ^U 6C%?_];S)#4Q4I;G;[8% D;9^;G/5VHM?<]NE,&3A75K6>&G6Y[IC5.RX\$WK M\GS8[T_!UU^;TU/L]IO6X!>MMKYS+4B2 MN;5Z<=M^? *T3PRIAN4549#X=Z=N5D62[?Q6Z1VYAQ)&[O7B?HJEA\$VR\$57 M^J;51?5ZN7I)604B^KLOIDMW]149X+HI?;TO-?LOPUKQZ-3D=>^LNNX&1RL MM0G_Y;?HAZ\$Z^?1#<X8RDJ]>+L5CE^&EVPJ+P;S&E^1IE5 M#D]UE609J\$8PB3^?<7NAI^>_<#9,M,S,X+>D10IC8?>IG8M@^CA^A-VJ\$ M^S&[T0/TCD@I_G\$J]Y6#L_SSF,!WO@X/OJ@9WXC<P7%R!^BE;M3IZ^_](?! MI/_\$6I^#;?CQZC_3E,]3G08\$S].7GQ>*.?2MXI,5?*"&ADI5R6I8B7TFS MQ!IM1+52XL:N-!+<_&D/T^@<KD7OD-:M]OWB;3T[JUL^Y7.G MYICPP)G7QM3@I]/:6%<0^0^!LQCTSWX20#7>^>5J]>^>LK37^R @0L#8#E8PL>+K21)B<^< IK@%L5^R^W^AJ!35_>[!&HE M^Q_1]XJENMX2^0FP^TT6*2=BV_?J&4Z0IH_Y88.^6!40+.+!0^-F78L M\$#6B;U^S:P7E5A:ZGE7>ZT14647U>6EJ]@9D1KIY^GVA%)*%G;Z]8 MD-F^0F^A002!V>+>0]LEBICNT?2!\$%GTH/B GO61/QL^TSI[LN25\$!^9IV^2F6 MENCA7JZUX[V*!A39FB]B8&A8(8+NC^P^U[.(AR^9E7.A,S&LH\$^HU MMH+V8&=VW^"4.UG6C8/0C4_O_<]J]XH^& <44 J^E6E6L7VD@XQ;),60I^07A M,O^5V^VX=?4#(0%50>_<5J>=>8W^B?!!9PZ?^?<G>DAP4 S;KHOKI^V)9: MW>\$L^*-.5I>+&CDOE;BA@Q 3N79Y08;..IBX6S;YOB M72=X^A1^!DAI6\$50>A>U^Z#G;D=4E^SP& N^&?K^0?2B46^&3 MJ^SOH0+QY,W-NZ>TB<17RBW=2_.\$+X;IGO&L< M[+J-Q)_2'S:S=S-T,-WFB[= #QS^COCY2^3D:35? J,YJH8#^4F,#A07^HPK>SL@%&2&.&1K8G1WD6H<G<#X>#_@X@8U,]&-RS?>_M^RL% V+9EJ]ZLUXDL;6^?J^ZA28Z^&S7E@/D]4WRGX]58J;PX>+& M_28.(?L M@H^2HJ\$S^D^""^*(87?9&)[4K#G^7^R;=.DQ&?^?W0;.">G4J]<?#B^\$C.JCE5S MX&P\$S^@_M^d_!R)I2:]DZ7368,4^7]AG4^EZX0X^\$TI<@H@4[P5H)OWSR- M/M<3MSL[J,4^*G &PKB4B];!-&?8,QMJJ2U9^0+U#.7\$HX,J]++2U \Y4 M.#1 7<R\$;P1/[N@>@?>0X\$5H^G KM7^Y Y5^>H315S;RSR^,SDIXM8&^RE M^Q_08#E(??_UH;2YX?9JG9YHY+^N^X^P1>J^X^Q^O^ MGRH846+GD5+A(TBMR80N^.*&O,9+XT_!32^8)/?1*-#G^S^;E@C)/J>^L M@B@A.R31%\$ZCKL.TQKH\$S\$+>4I4C4>X<3.0"?D379 #>U R#^*DI^(H9;8=VA@&\$X2G MB@H;IAF+&I^6U8^VE^Q^1499[J50<;>_<_Y B][07M;_!1^/ M+YL(H(VDNYSY6,NA=#>@I^>B^P:0#[:8]<.20ZGD,=-VU!>JET;3@NN8^3F MU^6@-IG9H/ BDO\$^ (Q^QED)2^L=E@>U>J.F:KNE&A03\$NHG;[VRA]^Q^X.M^0=7JAN43:CTN<9#MK/1_,F50B? 04F;F^D#>?E4[FP<C:VGR_NF#E!^=- MOT) U^644%;M\$^MOR(\$^B0HHG)GYW>DS=DJ2^_?^#^2: M54TWN[FU\$;3,3LMVG^]4LI^EBX4!M_9J<%,OFTGPE^ A9 D^N M] 9L04=!!+.%-W^<^SNW](433C^*J^?B.;6Q9\$U\$&#U26M])@[B#F "RE=FX!9 MA; [3C^K+&EDA<:Y8P^&+&+L45K;\$GQ^IBT]/U1Q)N^@TN5^C/OZHHZ&3ZB MT^W&^O=(^/7&^C;^*U!>UMPNI^N1Z>0-4#?>J^&^Y,QO2^*@CA]-,#I M>=>=\$^ A2W1IAR^N>_B^*5Z(B>?OX3@M/>P MX\X^>1(S7P^W3R4U; M2^<_JX^HRRJ^E4#>?>T17)U^>UT3HXH;/QO@> M)Q^K!M^R1\$#>+.^12 [G\$YPX+& SBZ^Y]/MD)4 M@(<18)I^KY03?^]ETM@+>1E020L?. 7^Q&K1@VVZ5B;C;6 NN^HZVCLPH9;SIE^>^9G+C@4[48,H29&8Y^> M2;A>?<=<="S_?22@>%.J3ZK8(F@?^ES@96DWC8%;B-_/E*= M-L;]>2=95Y92_!8 &CX6K^0.I0W%1(_XOX5)PDN+B-6%[@<BB).:553S-H M UPME5TZN5GQI BJEHA^%BH@&G6PZB;37NAP^IV^ MAJ]JOC9!UP0?3AG^R^3IM+<(CS)M^<+<1_.\$3^EE =^E4C4UR;2ABG2 M^2/I^?SP;8C8^30;734,2+1^& A^\$LX@->]-I^*B.G) K^2X7-SOS=68/K M^X@WS&PZCG6+J^2;MM+T;DNQLZU@.JUS/7K^30I^2\$83B_7.D1#0ZG 9 H MVHTIF&13#^A(Y8HGE^3OU_A0+7<(G^9VRIOJ6!6@W-Q535C\$^F>OJSI\$T M^G##A2@A95 1\$ A/K^A>I\$ WB. [M]=O34NW.20)IAU^6HFNX>FOK+NZAV^E< M,W^T^0Y1(JF16&=>X^?WC^<_M73 T)L-G;6:C^S[Y@68^>GO4OCT^4D]V M@_H&

[illegible]

"CIQ<2>?>A0YC#QE<4UZ11#P,4<7>ZR>:!,/C%)ZOVH>+/=A=L11 C#"J4DU MAN "5(9%*W.<>2#;F:N:LGNDBC
MGA96.8F603BNS^W\$%"JZ"(C%MFEEFTG@%/C%M&O03P=/%\$CM P.E,==>H0*:W+@.AN "*" ;79WF<. M|Hf=>7 JPBU.Y 49I\$?
^TS@> 8I%&FZ+=,1PHTF0,HXF7|7)E\<&U1H0#K4 M45RN.0FX\D\NC5?L6=-:4G|7CB:|DIUQ;R2^ M:0P2|6E*V.Q|BI\$X/7#3<|:Y74&21AR\.,Z&
|JBBX07Y(G%F)\VW|2+CT#>HUUD; F9MQOGR81|W9|7NZ1|(KR^V MMS"< AZ:I4 #8K|3LCXA?A@GF16|7UWJ?_?L<69+3IV#A\;VN:W'0 \$Y\< MYH\$
U.;3;/G+EA=MWIME+D@G /AR:3.E^1-9V_QD,KI4FSM MW/=>\\$=9+M#0B\$S-L:7?FXQ.W|5@>*>A.P;^:PQ0F15 "7H") 1"O|>., _M\$/EAY20_P-
02P.\$% @ RCMMN66=ID@ :|P_1(|D |X:"|W;W)K M&ULY5C%:N-&SGWW5Q24(|@#/"F26?;.<:"7&G) MR1|VLOLOY%*ML3.D&RFNVE9?>?JBPIR>|C
L8.V9>|4Z>NXNE&F\W MD|+14Y&7|FR0.5=|&(ULDLE)"V*&N9(F=E3%:<'@UZ&MCI2|IOU3DHTD<'XT* MH#B+&R'OF?|P?
^K>3|2V<+5EJ_9E2?|5G@Y@! MR5PFCB4/_LR# ^+V1.>A4L7^E+CL; \H ME2M1YU^Y>|Z3C3USE|?HW|_1|.3A82|2FKK=-%/_=3PT+MP+|JR
M>=>D.D.3T:|WA3 6V 4R4|Y<\$9|K<<<'?W>BMRMWU _MJK|J4?M9/V=-.0F?=>'22E,DB90'+EA'|0|15YUW+I7%K9)->V-|)^N5A:9Q
2O^XS M-LB:|9?%?:+15B*19P/D@97F40|_O _E|?1 ? /JK\$,Z>TOZWW:FU+Y8OS' M0|HGGFZ56*IPA^ M\$|8J81Q?<)FD.Z,>(8CNCX%>V|2+Z^
U|D8T|UW| MC.=1W-NGY1U.\$LV\$T9F.DVEZ P)y V1CV1 3>2+24I6YS+>@/1
M4HDR; >2C+&LX8F5T03\X9XD20+=VPE\$|52+>?N7+>@|BJCTSH|5*8DGV; M@>|U1M<#+ M1SSF&ZU3%\$GIVM1KNDA1W|3GI" _6|VZN+PX|0?
\$@ Q#A48,OFE=913. =@7 M=DWF7DL?&A/Q|920:>LD:4-Z=J6*B-|I3X TK*1%4P1A2Z+KN(0|NS#FHX
M>#A4D(* _US%<.%|3|/(QGI%Q>B2A|1#*|2RE+&'A2CMY&C 30E/&E^XAJ|! MOA2&110|ME3=BUMK;JMMY:|Y*4P.L+1OE,FPQN8X|_ VW&F|O &2,^
MC.B3Z8NZN%*.HDX%6A>"> 35UZZ2 ^"S1>|IC^U+19FOC|* ^EGJ4E+>?N5K|_*X1-CZXV|*G _|6^FKVCB,|U9X9S4&|45;")
<|T>@Y| MV'<@2Q1+|WK^'| CP%RT07N.W:1/#QN)=JDHDQD#"#YE,@J. 7LZ U"*CCG MXN&*CL?
S|V/4|60|C|T8H&R;|Y.YFNFA4NW@H&E&F%<:Y#>?<?<J2-MZ; 6 M0KEF8\$N _|3|O.MLV6SA=>=\$W2\$|U#N+3/69\$S\$*FQ:PAP7|WYN(|O|Z>0S M??
N49\$"%I5:|PAA\$1^SNH8GL119:Z8WD4P9-40|DXEO02BA#2.W; ^X3#&P+ |M|@ 89|M>AALB@ Z>B+X#E(#&5|K#C%G:"V+/#ZZ@8X1+ZU"@^&HE#*
(&G%)** M+F%|Y"?D :\$SD/4|WK@?..K1N.-7R M|_I B>|;|8Y _JJZR22KUB7|4R+@P/8\$#CXU0-6LE _GM*F>|I[G92]
2^>^>FW80LIW:;H+&L1K^Z:V\O8>W @.XP%P3U2Y|B.H'S2X8Y%@) MQI7F+&8?#G9C&:>V@Y^T0PW:|9_9#98>23-
R:"FD^/K@HV^H_ND|A3|T\N.E6\$IT7|BH|IFD9' M1T<^@E^OZ' A) _G|N:1R>+&SK;UE@OK^OT8;7T @XCA:3(X|KFCN% C= M-8W4%^G)OQ<:7:|?
&Z?^Y:Q819V.G S340* 49BVB>3 ^1> P- MVO>+<=3|5|L 82+5#-V|+PR|Y|:Z+7(3|:OCX:/*#@>5K*Y017X^%B M|B
3/E2\$%ZO0&DR,W8537?OF<-5M|49"HS246:F8>M78|(2.*\$(A0 MM.+|I=O=(*"(N4X514^)+(|H-|"IW4W"#S=*W|+|(6P|_JRVSWM+;|>.+
M^Y.LQ8H;7ZU%#K _E5YQ"U _UXI*LM> I35IE%U\$0#"_|67:JZ?T|V^?>H* MFVEN,>2|6<?%YE|IS: _MB=>+;B'2 MCFW_?15ANF<31(PS_(5)H-
RLD<@S^UGZ5;_>|3E|7:28D2|S\$8R|RW2|>Y*(E=(^=?@S:|UR6&EUG5T5_14K^T6 M|QZ+@|JA_1%Y<; +T5B"RU8HH|RQAFJYDSI5.9
5F9QJF\$3UD|,39RD7_K M4@:NE NMX2|WPF?OX6?>7FEIEBSC&X_9|L&|BAEG(FY|)"\$VY_4 _M|O|B9R/M3/E*:UE6@F7:/SC&7I&R!:(|5\$)W-
%MS"2XXMM"GPJ55DB7.EVZ \$MDU22|I0(^<^RTY9A_LQ.HN6:AO:G?3|K^OCT+T|TA7F6#OR:E'F%=&3*SYC' MQ1XP/78Z IE5#-%SX_5D?2YF@3|(IG%
_*Q2>A\$PF#N|78G>D@B^Y+Y+2U_1 M8|1|N|J2|6^1#;A=2X=;4O9:;<UDYFD0/H^J|15^>^AH^ 7!2U3|;<4HFR1" M18B2XG7|QNZM6&8:028 HB-
_#Y4U2RC|!@%CK+R =?"(3EF; 6UOV2':>1^ G|@|^QF\$@?>RVRS.X\$O@>3;P716>8) M|^C&L3GP@H#^|=0#PE?@!X OB*%+P0#9BA|D1>K&=G,>
%97 8\$.78HBIS_ 5VY"/M B!#|7'R1^7(DM)&|J|L:|Y4G RF5+ M&M&D H^P|W4+P7HKL4-V=1.+U|H:WLK _W018>=9<5E0 (%W?@Q|8#X
>V/(8^V1)Z^N^"NK 1-Z4BR3@V|@ (3|T73GN36(5^ M^?TDMXB=OH2EV9^VKT|H/^&H|)M?D<.81)|I?T.EMUBVGLF 5T(@_U3D-82% MC|!=
|&K2(OIN(|\$1%VJ:VLJ4!"L"@|^HIG)\$SI\$Y+ ;+E-J*11V8|\@UU7)|\$RPD+&T<"\$^I9|RI-|5 M|?#;|?LW _9G?&.&T;N8+ _PU?
H)K M|J|/7K&W:ZVTWCUS(F6DH?7KWA|0M M)(W(|\$1|URP2^LMOL522MNB|J/L_#WBH0A,^|N|L0@>3|LX.04PM|DSRW7&9|
M|C|L|G0:9#2@|A#5.W=|@F=|(2|IU+4=B4M=EP48XE< ?|25|A|)EBO/4H| M1KR:0_PQKNQ= 9COAP/LBD|I9VCA|J@6U|A3Q^MX66.
<6DUY02:4#>+19RFWG7(|MR7:|4?>./:"P< :CZ;S+=5|0V#A|!SGOR'1 2H M:3BRD=^?;&-H=XIV2H4=)|=|@U(|^L.N:|E=PYU\$|2^UA2M"-?
A|9|QRFT M@=:!U^QH)|1^K|XPTG8@?|2HEB=R#7#D^U7DY-P7GR :Y M|)?U/\$&&@%\$'R M\$^5S|G52DW3CX+K7|/"\$|N|.A4>YGI|PGA
BK(|SY.L*NB+JB.(PYH4R\$| M&|>0(N,4|L QIL"9|S>KAHV#*8ID%1R%|:5W551BP&P+30"_1P|119L-F M0|N_9WF58S;-RUB-
4K|3EU\$RC%5%FY@) 3B M=:C(F346|1:8OWK|YNQ(KQ^-(WV|T)*\$ @M#Z|4W0
W7S5.IOH*Y&8M|Y|+GD*20DL5|TI|8RRWQ6RWPM(OZX'#;:MIW;3B;\$S:(O.WQ#08_NX(F+Z| MC#\$S<5P+X|PQ7X_)MP3:|O%N#3B5\$%Q4(%?
FL*&T|6H*):(O)&_5L+PU0*Y6 M3*_0WT:'7=1#%22>?C*%F|=6LA)!|@*^<1>?>0^CRTL2^I_Q:SOA'%/_I M35ZC00^T^|C34|
(\$AU0Y*\$Z\$59(RH2VNG#T7|22B|2%SGE|T\$7);&PW+ MSID20IE|1NSG^DGM(|CYY|4CD-3(E^- F'NM%)SIW;:3|B2^>KL:U8|PHX'9 M+DD9<+|N#?
3P>_6A|^@/|RT1:P.M 0|_I=R<< C_P|H... "KZ<|:TRH|X1 M|(|P|OK106|QG<@?7D?RU2T(|728R:V|-XHGWO|P5>2KY5X^TC|H"!O^X^<-O3
_M9|V|KOM|RV<|>W MC&%>W|!"ROG&(Y-|A|E.U"1=LSHG0H6#;QA/|OQJK6@4QZNVJ^OXRY7PR"/+>2#R#EV^F71W|_2B=F&TTOA+(CU.Y M+
!%<4H>E_02^6M:|I|D^SN;>?>"N(F6# #J);B#7B-1SQN66W&U|T<= M:;F|!A @&+4GF(|Z0QNM^MBB)9_4^19US?Y|J|V.JSJP%DKC@ 2=|
<0H2W| MABBDPTKW J_|08R#^ ^#7:.B M+K378<^PB^=WV9. YZ #MQ/WY)XQJL+0B8QOZP^\$!2KIV?1|TZ=OS MB 8HM^<Q^EKXBT8|_UO@W|?
@|EWP\$ _:/Z|3K T^<^6Z8:#0V|O<.<QF|C. M=AKHO|JECXZ|H|AX\$U:7H^C&|I|<7|WY(CU|^?#+> 8CN.&M|(G4<3KSII ME+<^SV*_)
|IA|A|QHV1|B MR_|O|MX^2NC 9;|L|E|A^H|C+&87ZR'H_HNY23UFXW^MV2+>S+O7N|229|J_6 MIKAWP-AC|I3|8A@)_-VP6
MTL%5(K=O^11D01Q7QOL^*I.P/R|JM40M0N41"EC3MD,(4|^2^|4|A1-Z#W MN^<QR2|?3 :CNA?D|I4A|_.-@ LF= C|Y|0F|CH"\$4.#R|C|Z
R/<=2TX7BD*3M|N-D M:K7|T|P.V^L3|E|NH&8_R\$IRMZ#P8|*G3|^|P>V/KHHCUZ.W*\$(@^V-B.W M+X_L3^<:>UXIH:25?(^3VAW%|I|
|_O5=|J&B6_.\$<=60^6PO:E66;K^Z MS7.G3B|OC^7N^3AU5(IQ:KN^Y^W^F\$1 MMV|A>X N^Y(X&DFYC
U\$>#GC.N^5+5FBXFSY2U:D5 +>@6^9(\$#X|>Y4K;Z M M@>@4_1P=P02P.\$% @ RCMMN60/E2B-3.#@ MR| !D |X;|IW:W)K
M&ULS519<|LX\$G|WKT|YCD|J9%FD#DNY|D).C: M_|DT|GLP;_T#1\$|2-A2AD* 5|: ?KOL 1>|JPY22|P^)*1+HN|_N|OED:8|/
MY4(I^SXOL|Q>KZP=O7H)K;_M%FHIRZY9|J9|J982HN?Q?RR7|5*|KOIF5W& MO=|HRV+Q0F5D/_8_PXWW>KZP=/_R
MV9.5G*MK93<|LWA7X=5H32252Y:4VN2C4|_G|Y^<C1BP&MYP5 :+4N&|>=)D: MY%<^_H^<^>^>10^I3B24^SGINU\$|JRX@0Q/CD:9|7+&E\SI0?
VZ0Y>|+>5|_M)OM3|W:Q|'Q+>E(UDU5FWYU+>KK_R1ZBXU^*8M2AH-.C1|:O*NR&32@CJMN4P|1> 4GR\$TD3|9G*!_6K M/_%51> _E|E^T%BX-
H+^);5ZK55?T>QT1|^+!+?3ZM:J|IM< 0=5W)E.M|^<T-X MCJX>E^*%D44J\$SRU 72RQ2ED^E965^4_ZZM5@4(I:R7J(A7GRIM:<+7/(E&
MD8:8279S|(^3C?>L1Z8%YD)5=\$\$+ VQ/PS(4U8^>UO65&MZ#H=:;3H31% MJ|G_B2A|K5+HG#<17)& NN:(SP6\$A^IE13XWT|0?C-
|C|W|D|10B7:Y*2B| M0@L:*\$3TM2O6L_4AOY4N;8EF_-H**UO^M^AXQVLX+ \$)(?74S9(X\$>|L| MJ#9G=0)
|N3|5.N\$452SD|ZBKSZ|=(^FG.B.3D^4U02939H-!^G|_6U"/^1B MNCG|J|TL556L3^GH2\$|EGG2& _&_X44M\$Y82#O^W73UQG>DWKB=>E.5P"!
MS6*:RR5RS;\$S0|@EE2ND8)|J#A|A^A3K^|ZT8^5LX+Y2^U4|DDR: #M(U\$1 M??>6|4|1*(FBA=G3XA|FL9^67%K^HFX7OG"D-
N3LB(8|F&5T6^GF0+&AFX6X&#)|EK2E0.+58UW9R M^8P&%CLWED27^87@%*%\$=K^1:F#G5:NM@EYEC6Y9M3L3/T17P^<HOC|>=2F9N
M|2B|PVCN:3Q|9+FH^>3:0^W^|VK|J|P8@^<88>@>(|@X|U(EKLL8|J2#>O3' M|_>H|D:28|6<:<7)N|Q06BX W2ZD.QKV M|FSO3?L-
G1|1B15SY\$;_5|0 MBH|A^UB8.W0<<=2\$H 7S9X)IG|=U<38 MTNBK&CGRM7|NH^KR'?>TDB|OQMCYBK&HEL<08R&X^&N8#.J5SD_-.\U\$
M2!L-1-T3N<:*\$|X_MG^-70^WH<2%0=8NP+TX+V369 C&O8ZO=X7^-6/4>EI MD,+FBOMLKNB _BYG(FYOO YWV.STAO(NE>|@1\$TFV?
J8O:~_!EVOM'D(%34 MHUU"%|^OXSCM|XIE7BVL%:6|V4NY^O4\$8X_K|>OYQ2V+W.L^?E2D4%3WU& M0:@CDZ|(C.K.LT5KCI@>ZD:
(PMBP=2P*#BC@PMRX758G-KG\$S\$91?ASDR6F36)659HHA04=G\$U.12S&A(O M>B^110'=2%X|S:UZ^0_.KH MR3\$32?2V0 F-
:5;ZT"%BYSP&&:1.9:<0IQO^+|JW5#+W62^>^ HP.1 WA@<^3A M@H|L6:;RD_B|+CE=;67HIQC R/&@2PV-\$|^7.K1E^>2ZMYFZUU\$O@ M=
|S^T_Z@0KSU|<^""Q@>4:|04_*8MVU|"%WSACP%G|0=1#KM^K6N\$0>:\YN M_Y0?CF5^Z(\$6BPDPE^|G\$;1=K_."XAS!U5X6|>^&=
'P_4G=L@M^9NN\VS00\$|1O_QJ08 M2|L|PFYF!;"RYV@!925BR# 07%PGT)8@DG=K#?"T8^E2>GXA:CK?7(VB|V|
MOXW7A0&@&_QSY^9"88^Y3O|J#68E\$N"12.9%+C|>S)#A:.*\$|SH\$80_6ZB MXZC|3C;>P_>@=77UUPCGWH7G>6| :\$ M1R<+|L\$BY&X|Q|B
MG(G47PC>@R\$Q4#NZD3#G4T-TV%PMVMRTNNM|7:#D<:1&J#- @>X0^CDZU1|J?(61:8\$UO_*TT^M2CD=4XSR.Z4T1X5(8#*9FTL(\$XY
_:T76^PF@Q@A!***PM_U.F^#4^ MA(T@<@)P>:R|J&@&A^AX5@CW0N9UB:>2>W19L5MF^QO+M|>I^:G8W@R_|J?NC)1:@0|JFUH&1
NX67^_2BD|V|O|U|A0?4FLP? _|MTW>2\$S KEMPOH?^J?(8CG&N1KA8;4C6#>^1^O M^@O.L->X<|JWX|I5H<|>C\$|I%AL3|>=L>
<|P6P:HOA5N2N;-8N63CMB M-8=*R5XZHM6^<|L@SS.MI4R:;@G<#""6<+>%Q/EN+M&C.;Z7L17TUJ
M|>+>PMPBP@|J.G4|O2CN^<Z0^>8|EE(IH6^484@0+>K>:>(FS<=)KN=)\$@<^N) MR.1?XXMSPJX:D.IFEX97Z.6^D+Z|?
>Q71%+>:7(O)=EHS|Y@PHVCYR_X MBUG) S^V*%Z2^I|&2>VE7@?^S^CZ|@P.P|Y_U^4VMX#M-N-P#N^QV^YQ+L0OC M5OGH|
T1:KYI/MO7X>R+7Y^R/8R #BW\$K3I M_9\$VH|>=#L4/V-?OCJZPIGI:\$A*^SV^&)|R|M|;B=#G.K-^+WK=L=N^BX%K MR>J)TG*%=-|.(#I?>
T#5C%3W:0.IROT&_O+>@O03.6SFYVX:6SM M=39.<="JDI@&TX\$Y9\$G3B#|G1&WD|I|_2OQ(0L5S3_SD7>WQ?^XO^%W1-24KB^4
M|E|UQ@|&|>Z|W(IWG7R8&2YR6PZH+8V^P^Y<+>+|OBE)DG@>2?H1K|J|Z@3; M^NAO&L.P&G\$B0G>|T97V|H?Y^XO0-^<^W+YH^?KSIX?
_VA?A75T&+OG4S M<0PL3XXI^BK@7\$*@[Z]*4(MZWR/HD/E8?O_D9TEN#Z^>0JM&H.Q|-)|L|J: M">>|GF.KMB&W|03|YV^C^H:FISU+T3VT""
(\$_0WB|P4-3^O=G^J5BCK^-3^<^" M405A7NOTSH?7VO@>|T^?>|:);YN#O^QOVI!_0MD5|O_DWM|&|OSS|EMK90
M=+>"GP"K|1290>J;MD=FB)NZZF^YK3|8;.&K1|NW&|I=|DX|O?2.FFGSK6^O03^C;813& MYO8^44B|AGF^W>V|U|T-T%FVRSIN-X.XKB|O+R^6|T(M
MZ+OA&R4R4Y:M>?>^W#H^F +&CQ-Z T7Y^QMYB_*ROSM<^>YVRWT:A6 Q^!| MHIXZH2^<FQ#;1H,K^LIH>?>S?P_IWL\$|S|1@_J0OL+&05|4&
|C^1|O|QKQ M)WVP0|_VB|JCT6U&TY6GS6F+BJR=YCN.UU^BRGW/L-M_&7^|8Z|F+>GX\$3.Q-@|JNNKY:2Y7^W^V.O5WN/FG_319S^>F:E.H:MO>|5|-Q1
M|^5^6+&B3|G|QJEJSY,N%D@|T6H&G.V-L^<\$\$.ZF_UG_T4\$!\$#!0_<_H|_M:EG@>^6R^04_+>9>PO=VJR:W-H965T1U+CDAN1=KZ^>9B5 M+>*>
3|I>K|W&KF2^-L>2|4D.280AN|O|U^SH+>(M6QQ4C6? M|A|OQ|UK_JDU|OQK|Y&C<^&T^9R=|IX_>W%=>-KR|T^A:QKE^R_X&N/7I M8#K8:-
S|J5|UE8WQVTH5WW^|_W@>37>6BEUP9SH9|ES=3HXG|Z|6(A^\$OA; M\$SKL&SDB63KW63ZNR|/1 "QX2**185_IWS)QH@AP/C2VQQL78KB|GIC_8|4
M.V)9|JL^7SGS29:Q|V^5^*E.A-OW?I|N.Y%N%.R^|TCK+SN<^>#KH07=K M T&C?ZZO^H|B|G?Q 8=8KSI+NH^BAO^1)1G9UAXMR80TK
FBQ|J|8V:4H M^!C5\$;OGEW;PC5_14#AY-OA\$79^Q>|J|D76GOU^S>Z M<3:6&7ZW92|I<= MLH4S^V|YF+UH|(|:s9_C\$E2ANA!
MB'_WA9PM+O9:E^9Y%U15.D 71#8W/_@|VKZ='D_0MX%UNBY>L_|0<+VKO MOS:=CVC7+&#|O^X7\$|:(%>VZO|O.|2YH=(^W7-
K+7#>=URZWS4=C4D9O*83J =SVK|I|@#;<^TFG|46^WH\$H\$^U M=:DA\$OXT.HW^G|X|OFVG#"%5<>I>BBBD^P%!!36\$TK:\$S4M@20?:4NO=O2X!
MGC^TL)\$@Q2I\$&TF?>L(|SVR@>?1^92B|MSY+|K^<L|PHH|_7B6M &|LCMF MB1|P(D_>_9JFZ;S|C7-IH^EC+G:Z/54L=^7^H MT\$&2B9757W\$L
|&4Q_/(2/3)J5&P9#B M)+CFM&G01H12TXIU^1O^%7+B0\ MB)D@*=R!L.NU^R=(HHI=|/ AQ49Y;I3%W=.%(&|RI9:(0?WRG003%RAU@6=
M6)12Q2N5|AA<\$A JKSXZ%|7X>*2_ _IKAO^XH63Y?&@>3)<M^C\$SN9 M>OP^4^U#@>P+&\$ 29LYO3_RLU=:_9#&>3XP^C^>V!=S>P#(Y9W-|I
M(*-L2&176Y|P_-SX-G_B#?>-8-Y.M^3(MUUI-EN760T|B^>^>U^U^V4U^9SG@X/ M9|NNIS.#IV%54=(LSU3>YP7LB33
|NA2^9\$RM^<U/T9R|^N%)K^TTH9^SDRI^1+BM|JAJRI= M:F^GEH:|L<*)O9S.I>.KI8|^Z2G DM02M204N1W0U^=MUD7.XDGS>:GC/7|
M(5FZ|X@G6O|XA\$814@>\$6KK8#%<KRU).|J|N^%*O&&DYCO:>Q|@AYC|^ZQOQ M^U1K|Z+>S|4|6L =+H6>NG5WE9+1;WV.<=AQI|HN;F*\$O=RIKY)
<@|J3>U MSL\$|Z:>\$<|0N@TH^1K3O:A_OO+H^|JOTMI3|=#F|I2V= _M|^<^>OMB?Q_/_I M47Z6L 2#^%50GH/^# ?G|GLP?
T:7|V=;T\$2 _M*\$SQ|&^ULC5A;|PV^6|OTKO+3H|H+X33-Is-V\$F|2D)M#;M|RSV M R5Q1MQO(HD)2L_<^CWWMD)

(MLIT,8S&O*^SKF'ESK;>005%4IY5%5M3N? M%-XW\IWSSEQ6\IDFYJ\ET7CE\6QE?3X:C+C\$C MN5^.)^<3D2NUK(M :W9 M E/?> \$(17F9Q^ ^*:5A\ILR(K'7>5\$S\JAT'12*UABP'8:3,EG^#DN,. MCCCC\$C]++BS-KML+2+EBC#YPI\T9PNB90\KS\$KOK\,4'4U7:HV\>R#H7'TSM M=;U1=::5.YMY>*!ULRQ:NPK6EL\J8^UGV"@.%\$Y J7.7C_3-\$UH>W\,^!6KYH M\$XU4W\$3\31ROER\J8_ ^X3_>8\1U_-UUWF* _X\Q\U6&M=:)?) YIEF3IOP9G_ %6% MX+3UM\J\HW>ND9DZGZ\1G+>W:G+QTP+^ _\JW+32DZPE-8O63\Y12>="O9%\$Y.(D\$;Y09*F\18ZM7'ME MVTK\42@&K\5\ZG3EQ7>- A+;E+90G+<#MR\>KZC^O/KQ,AQ;8P9;D39EOCL6M3 MIW_. 1%F/322"\$5V\37WF\;4.4;48A;\0MQL\,0XC0\IX-T2AS\I)P2ZB\$K M6P>-\$)9:V0E8H8I(FQ4).OT>="M8D+>ZZ78,8Q\!+**\$,=E.VT+&\$7X94DF*H2 MKAZ=I\K17HJO\Q @N\Q3XF@=,L.7FN%F-\$#9TL4&E M\AWM1*- W#%."5")#CE@00Z#30=+J78_ B+Z121UA_<84-N06#:-?>= ^N, MQ=I\7E2X?S\JX(M \$4+E:88BIOH5 M0,113^~MV61",2W64ZXUF;"J="WF2(G308VK@<(SDG\$F"FP&84%)>@6="M;@Q\$X_IE>C?>X^@>E>FUY@.@4Z*(I@/(MF8108DWA?BHLE#& M8T9QA6,H7:7U\LC^>X&E2&M;D(2 P'G0*;&\$IX0C9=I+)2&L+X/O5%NC\#PDKIVWU%63<;T.O10+DVXL.9S@K&X0FZP@BCV) M.)JH\#S? \$!T(?!^&T8G+JAU&ZQ1\#..!T12/ 5%SZ<#A:Q4Q*MS-(^U\RI4\RR\$>#A:U\I(H. M9Q>N30>@/7R)#G4U2H2B\B\#MAW +6I=MP6\$379^L)8C=&2)O1- BXF=KC(N MEB7/+>DTSE8*A'C.74 V7@H4@-S00\$JRJ.NJWTSVF=DE(OQ+;^HAU\$92GOB: MN6#RD;6@7'M_OH>)P\ZW2C 5*-/3* HCT, <.8VF2Q5#IV6*,PGR=;_!PY#/\ MVG;&[3\J\;DH3#N/^WD_*3TC'2M:RO\I+1064M;\$S'K->8CG(" #7=:."Z118 M.*@U0,S46\A2".Q:^VY:Y)ATN,6Q3..8X0%Y.7^?R=8I_HQA^56@/6"#J+3L M*5<2L@Z\^D^*V06*\$/30SX=3C_MEUR4;7<[C/@^5W0QBC\QSI?+ M4X3*IL_Z-Y+^F^#U8\$?T&X\$Y2T*P_M-H24+V(I5F_9GD3-2K27\U_9LW=;#V/9HY8\$.=S?>_QAX*1H4)\$*GUBR5_M='Z/M;-WVS#?38K6F0- 6%FZ<G3;.(G\$F_QM:05W\I\W%8K\$W_X="9N,/_/..2 M(ILKM^S>O&WBD0E2\$XI\>8 [5\<7H;W?>OEX;WGKWOK(==K M;)U/WYY,PNN'IHLW#;^12XWWIN*/A4)DEA:@\I6!W,8OY*!_G70Q?U\+ P04 M " #*.VY9O&6-K+@% !3#@ &O _AL+W=OYU) M%MS\7FM_%; #RUPZ>F^*WU3FBIY>84\DJM\I_-Z2_-ZC6U> Y87VI*W%[JM\; M\J3\$;^&J5A@>5\$K*2WG5\O M N-68\SI\CH;"ESI*+T^/K5D)R\NAC3^"U" - MYY3FH,R,Q\#"G#1\I87O&BBD3^*^F5\G\T2N?BE=2\ITJ68N\;E)X3\N_ AAT66 M&Z:MIO.H7?R\IF2BG=&^<.(EK&3;D-XVKD\7KM\KY7X8SJ@9@D? 3%.QM-I MI\$T^Z^).^@;W*O@VEUK\SE#^IL4<,+H3%Q8)\QB\RWBC\YQ;Y\>C)\G1?/"F:SI?>K =W3OUSXZ&(C_ M8D@T\JG\1400B\0@P\125\09*M:ZFN1XK\DV\T2U^LE),5%*7987M2=-8W\$M=AS=B5:BTs I*5X4IRVMA5AIBKDI\IE2E8Z(ILWGFQ3B7.R59)\OE#- .P986K MF7@H#D;I@<^?<4LZV;M=> Y0964;\$+>(7UZEA^OYR7E)KXWQY(**AV+4 M3+XB>OGV06-GIDFE^*5,4>DEH;ZM&S OR&S0- "B7TN*3C%50A D@83' (I#(&IB^O5MYUB4Z3)6Y.E&_ :7S/7NT?IT>C\IQ\$ERS+R8(G\I/M"/(I%Y+ %&Y*%#RO#;".VO M;V5M#_A*.L\$G,*O1L+*.SCYA7T?/@D\$%N\C)1\50UL*CI\X<(\1\$B5")ME\$98 M&\VQYLIUJ^2K;AL &R/TI("EORMC9ON_Q\IH [(SPJT@XZ)<- #KMVB76 MP,5,8*7\QLD,4(=BR,28Z2^012H\8^<(DG8\8/30:0\$S^*(6ZGG5)+M;P. M#;^!U^ \&8SQ;_L'OE34U7J5.U&4^S2X(UA\$[4,1 712%)C_ M(N^M\7.4 ?\I\I(SLV121D+4IC0B\RI6\JC;^<HX1Y\T\$?>25\$1,5=E+< (TNS>6?7)QDI>=M M^"W9TH+@+KQO- "9UT(C^42;L\JIC2IG5L_S<1KE\Z75K0Q3JW8NM\RF+V:=0DE M?D)\I^P_+!L+I&CC<4F\AP_H"13W*J8VC8%F#8+R+4Y)=!6\$P(5C\IO0'-MM MZ^<E\I8X7^!;=>Z>)N3I= %K\@(\YR\!=>B\I-I8SQ7^S@Q4_I^&(5URC\4.Z\$@ M-99<F+ILM;I\W%PUJFD60\NOXR\>)>8C8@>N\T<(<6- GA\IMWFDC\HL<IN261> MXF2, 1.2;8)\L(G2D7^/##-RS\$22W9Q;G+>9Z6B%IY9;.5EW5=I\C28R\ "Z\$6LO5512P12 M85\NACE\>3;32*6TC5W\$S\WZ+;L_- *N9O\PW<.;H:RN8Y^=KL=#Y?S^OICR=IMYOM8^?U;IAQ MT;_YN\$YPIF ZHEW_FZV>S&=Q8?>S?>XW^HG+4Y*)T\0#09\#WH"1N?,"@ M31V>+7\7C\0)GP5>?61Y \87\@G;#MA \XX\ _1=02P, @< RCNMN64\$C MK1^S\!@ AA\$ _L \X;"IW;W)K&UL\5C;ALW M\V\5>7\J\0B2+5 _J\K8\YU+<."Y&W^"0HBCXVNR,M\$2ZY(G;E6U^&O?7UDB^M M39_ %TIFY,R^9E\$JK->)P<@#JNE;#R /TIL9?GKLV&FWYOE- HZUKYY1,V;G\$Q M.!RL7KS5\RK*B 'E>;/F?,0Q77/C\33NM92Z9ANTL^1Y=C&X.GSTY%CVIPWO_M-2_"OF\23Z;?92'Z")B<" V' 118"/UQT_96- \$\$\$I\ZG0>_J,BN/E\J2V7 MY#M\;E K3YVW\HM870S.IE3R3+4F0G6+>6\JSY4!&Z*K M.Y\$@>J+7-W^IS^X<@;.#KPA..H%)PIT>93/5%27Y\XMR,MN;).2 R=4D?7#;.M2E)NHL>JAERO&VG<3^"U;_I\O-G;_I\J?7%<=&I>J)53+ZBG=ZY6RL CVW M92WY<> TV.K.# \IE3RH\);1T=;#E;R.#E^C^1-1TG? TK3\2'U?2\$3#T8 M\>A485?%# &03V=SRX_/&[P\.#QPI@/>ZQ^C^D_=OR;.* MP\,1;O\EN>M4=^Y);W2AD\$LRW2CEK7\>6\MI;OC>LJ>#L\A\ (ZUI+>VKO^I\2KE_I 4+2IG MS)+7AB3N9JRE6*51Z;."7413\I(P^ M&(R^*O?E;Q*09-3S(9P'3Z4V\IA_X\0UE;W?=(D:P8Z6RPV %J&VET3>/= M';*!2 <I<@>^V7\&[M<(\LIFE=S9E\CI;"S397KYRI.KD9#C31&=<&RDHOR M?C/E\$SOED\);5ULO7G\O?7\Z\>H#Q.CAI3WAH)Q\I4Z=UG;5)4\#/%^T^? M^WUV(X9,7#G<6N\NO L*E%NOK; HU3 \F.4>Z\A0;0%Y56"(C10_K5,B\J?^HL=S6SF%\$-0\$Z<=<I?2D\$S;NI-C\I MS%2)O@& \^O0G^H%IE_O^RH+^I@<K*1^1CT%8EC&TX9_3\ /1\GNTDM M7=0S#0M=PF_EX#IPI\$LYTH\$^X /F\$E8W""*MIF40KUPM\$2A4\$C.M\HODSX M;:Z(9Z)5'+F\I\ZZ4 D?N2C;P4(I721YK^8+P%E YBI\W&KWW^ZS)G\E5+1SM5_MN_8AA^VW82M0PQX\E@<WK0^MRAL26;25FKNE^<_ (E8^05X'=F37A,B(78^ MF;2VAA\>I\$%;8Z+I4+L\I\$9_!;4E94^HU6)CP\$YE\40%D\RI%KE);N1;6 M9\$KCO\ V\$T3TRVB.<@>I>^"IP4\I21S\X'=ZUIJDI \^IT WE0990M>N9C< MB6\>"/Y;J\B\I\A=Z)W_ <4FG&>2IMO\I-KM48_1\1DR#KGIHVXRTDSK;BI MT7.5^UO<9(FZ?RR H6Z\J8Y3?>- >1^K5=>3M\I@J<4;PS0Z^HG9;V;I=K\(@4_M=FF7D082LF^<(8X^*=^H\J\$T>AU1K/T.E&B^*YM(2XW\$#X#V^12K^!- KN1\BM(WVOSQP_Y^W_V;.;K;=#!\$S\$^UTHW\$?"*<S^*UM MN%0%63,K5\4L^I\JZ=5VN^<N^*!2\$2<>CD \J87ZR921\$J)8-N74BWZ8Q\IM3JI M#S/37SRE#S@0+_*XOP\QZ9?%;@K#);ROB9>GW/=T.#HYD8&0#;3@69:YYOIT MAY WG8Y^6B\$;I;I_C3?NOCCWSM,_"M=(\3>[2IGR7.6\I7I\H? BE)S M\$1SAV1U#V^* @^OE\F\O M2P.\$% @ RCNMN61E2G^<Q? BE4 \L \X;"IW;W)K&UL05Q;<I\M&LGIW\KYC2YNRI\JB";I\$1=XL15DF)O=-8;:4XNU6G M\$@;(.#E9@P^"#BYCMKSI?=>\,I\B1(V\GN^B2F^C)GIZ>G^<CKX'E^4ZNEUK7Z MM,KRZONC95VOOWWYLDJ6>A57@V^M<I\R9%^4JKO^GN7A9K4L=I_S2*GLY^<XO M7JYBDQ^_I_HZO/92OORN;.C.Y?BA5U;O6#2+94T77K\^ M:ATO\I(637\I8\I?YZZA>)S4KG6E2ER5>KYITA_%?Q6M)19 M47RD\I\3\IX^<I'.=+3#^>=>I\W.LMH;_OQ\QWTR,I\X; W>AO>?%8S"RN MI^M1Y_IYW&3U8I^Y4=L36B\I@_J_K_.R+;3R.5%>K+S+ MH&E\OECT@Y?^;X_X MDL.N3.L2=PW>JUL\93;4.5;3\X- W"107JN;)"F:O#;Y0CT4F4F,KM2Q^>W7R MW*1,WU;K;-? M^T?%ET^Z;/?2_S#Z&+XZ@>"UYI;I.T.CO_Y15TEIUBS7V+G;IL(#5=5^YF; M2- W7NFQ6ZN>E+N.U;FJ35&J)=>JX7FIU5Z56%.6Z*_-I\ZKI M\I;GLGB344CTN\I^O6YFX^GI?5_J+Y3O^;^I\DUMFT41@F5IE9&1HCD=\$5_M\57\ITU(O3 5J<(<T0VC0^IE;\$TWH5J7E9K-3#W/P3\LSGR0\JRW^<=<*,91BP;.E/S7P.SF.F5W^NE-@>^I+DLYC\UA;8\$@U9J@SO_M^PJH;\$I3LEF V\A6\$Z\HXW\9+!+6E;SPDT\$>E;K\$FL4V>8Q;A%^<I.FS.G_MZ3^M^FIDT5\$P^P=F9KGCTWH\8U3K7&B0-! :=T0B^P^&HY^E.VN\TZ%\$S4U9U/X=CNQO\Y_XIV9AZB;L^H\$IL^H^H\A_F7WOX27_M\@<@8>(>A87)0DI^>97QN3FEH4YT^K>VN@ R6>1L_!;8";P+ZFI9MB(5_)M:@=I3<+>VJVJF?>VFSC#N_-CK=ZCK6+!;TLMK2\;SV1+B3E(UA 50%;1P\$ MWAUZK^);H?<9-1.B\$8D2!%#A\O\$L\$H- >6=RD;B9FSQF3>29_VY\$W3-8LG4 MFZ\H?Z\$B\^A3O%#RLBAUK49@8H\Q\0#@SJF4.NB\O.ZMY8H\I\9V^>(G+M.LXMX2P+4P;=Q_I_E;H9W4.YQ_5^2 27VQ_B9M;D3AH?XF^X7LE\$5""C^>M\X>B\#IE\23\^_A@7<D#""S;2Q)BY347T.X>>2CH.6^HMX\$/DZD-"E\I MEK8>?>=U^>;.#.%85S\F9_G >YA^%Z?7A9E.KX_M\N;O\IO3O^>""C^>E;UAD^P.3/U2/I08/9FY\VL2^QVPB-9(IV?+L2/J^36X\$E\$F^ MW8UZ+>RMADJFI7IGC\I9;#5#%\$6\$6^VNI9;.Z?..R_P3>+;VHX&^WAYSZ\COI>3UG;1?/;<58_G\X\$^4=< MIR&-?_X\B>&7B@IQ>.:9Z\TK GGZ\I_Q24@!<I\GP\$S5H\Z\702;N2+24R>0H>C^UT\^I65.SC<I\UJ0MA<#P#L\$^OR:82 M8W\$E\I79#"L@B^Q\I263F9Q\I8X2K\$)\^Z<4&^EU5X;4Q>#P14\X.F4"#(<3 MP1KEF^+G9HTK@4)6P.ZB=-GK6L# <=&#:=SQ&.;6@76;6PZX)=62D&8\HTU8R_ MN2H; 2+!+5R#1A?MQA(#D%98*MU3?CL1W100\$K#>Z-16^07L_%ESA1\$;RA MK0;J#;92GH""T7\I>=RW\IR<C^<1Z3_U;_I21PBMAIDSR^LYT)5(4)I9S9;-5T/HK=F=S^_S-76V1_Q=S0!905+A9I&RDT6BU2UU-K=-N0AG_MNV2"0J_U? 3TK.6;Z9L\AR4\ICB2C#FAYX\PYVOODH\@7W\MT85^B6\Y_-0P@M^I\$S\DI^>YUY,311VYC4>XJB\>@.?^VZB;3T+DHD;T/NPQ8K_S0DH MB1V%RH->U\H9S178=2Z@(<SXT\$S.8\$9F_PHH).2(<=<\$+>I&(R;MPUX^<_I_M^I9)RKY7UHF^>(<OZ^<I0B78-G^(<I%<=<.&KF%";_L(O^<CW+3,M+I\M:@^W2 M(HB8+18QAP4)=>#1^_BX&ZB_09TVO\CUQWB\U241\@BMW\VIKX_O@KNT\$O^M^>X^>I09(9?>K+(F-W;NWFQ8C;I \B9^DJ\$Q>I^Y\UUC^I;OSOI>H9_#E4T&H^BZXN)U8CC\$;T1R\$ _MMJHYX3K16WUV79.M=>WS6;26-X+ZOS\^ M\I0DO>#0^0\$(<I^R0M@F^<QC(8X->=<DID^<KPI8/2D?P^*XF;U?@(\$*>2Y&XSSM1_MR.#*F@9F@K_-W=3;#BNE@C2\X\Z?GPQ_U_MF_W09&083>5V\FI2_S2SGOP\ (<^D^X^IYB^1TC#;I=JZ<I5\DHX3&#&R14%MR+I^K^";WJPB@>I2SF5A04U>#3^6\&I^E0L2\I^>(>20IPI2^XVWNAMD M41#2DXPI9^H^R7R9YEUW5BUTO#>@2Z_I(HSS;@MGHFZJ1)_<9_TOM\H\ M&9MT >Q>#2XD(L4>M0T\^N\$EAXJ^MBXJOSB^/4L;R2+GD2D(G@V?3HOP4WU9_MCUW^<N&=&6^Y^<^A M^ 0AU7>?KET>09E\2A3_*AI=CVU687R\;I;? 20B+HU73W\$37M\$;QJ+2YVIBXN=NRGD;G.KJ^SRYS^GT5\I\OX\ MW)-Q1SSNY29RQ0E(DH83J3IE\IRJGD_VD5RDUQ?^ MN1;0HXX\Q OM\$%2\$?F;LIN5L^KH-Q#D%PMU3PK_H^I+M2M7;3H^FGL2AB_MHBRHU"<1015_6LL.T7^1/MG@SC^>+RV&I+Z7-NK;"I_0W\A_-ZDE5H\ M9RV\IG26_-J3W_K85_B9+?M_EA7^XF@40I;Z+WO@RZ^13RET^E\N\HJ_G^*M MM\$F^IG+J&&3IK^>H\AQ>_IJKS4&_@WIZVNIU&I^U^<8SLD^S2Z8- I&K\YB\B;_M\VC\I\$D7J=-"2M^M^>7@<D4NV5;93_FGHDB7+=>J<@>FVJL^G&QM_F<2(C^MT@;I7EGTUJ_QDY?>MP6_?E_NJ15&OP3P? \HZ&I\WAEZ3)5;SF\$;I6_PQXO_MT7\A1S\$;7Y.F(&F7;&E7>?Y^Y#HDNJ->=>Y<^<I;E\IUAIGX->1LO\$;_M?>MM\9M\$W;V_JQ;V0^>=\$B;#.\$6\4T4> \8)LKZPF3522K\$<=<(<K4T^>=>MN+>#EK&+Q<4XG8G_698FEDWK@N?>U^P^X\I^M0BZ15S54^>3L2%J^23\DD.LZ\$8CW:A- ZP8\5O\PLRN^XQOM^&#<=<7%Y\$A0_D@O3(C^D;I^QV\HHHS_+Y\$MZV\I8\YV+3 M^H97^Y)3TKH3R+M^H_DZ;J@1E_H=(<C@8P& (>8;J+J5V^V2VJUI^F+ M^\$+2Z+5;H&^/6&*W_<E^V9_&)/^<4^A^YO^I^>I0H^_BJ6""@MG\$MB9Q_ MJ MK6>P^?2S;6EL>;2@DD^*(E6? >XF>7%15^YX02K\I032@6=^M^VYV@<@_R\XJ9IR_W4FI92B\VLZ^<+B\I\ANGIS,B6&Q\N0DFH; MRRU_ZL^KQ\QJBV^XBVGDB>Z0^Y\Q^C^P<+> >T)_NKU_"89L;BMB06W3^1UI_MHZ>=<5S&FP?";JQ23^W8EX0W^<I^W=[8]H;=EQ4>4XA5\CAG\X)7^M_Z9S\H^O^EDK8MX\$B\263\; DD9^?S;W\ <(<I_U^PSHE=KXZG^>C#_>^?2 M08_Y@_2M2^U_D\RG^<BR^E)K.TA)#*#>^Y\$S>Y;I^P<@UA2(\$2EQP MH_Z#JSTIKO+I\I_<F0N\$;2L8&R^<)(C;? Z>21C;P\^FJ;=R2GJ^M^=U^BZRI4W\I0DMY\G\YSL9YX"(B\NJ\OPGZ9VSOHG#28S\Q2SS.11\$&I\KP1F M\B\CG/SCEV_Z@ZD3.M>USZ^M9M0Z\7S15)3RIE#(%_11^I^6PBO;NPSLD;D/X3KD8_)/4-25%-AJ;F;E_O;F4^6&4JD+^ MLC8SFI@R;584E\234\^Y\ZIC7^C^2G\$GL\$%JNW5\$8JF6?7010C^#YB^BN2_M\I<D%DTI^XSI@BL22THKN;+A2TFBV^AJ+U@2I8?M^C\$8>RX-I (C^I>>0SGT9^2QJ_M^M^WZ\N\I2@<VTF0BNU^>230RAXY5^PZB"&W1^I_#>=>_FU_O^>I\0_6=0HHI? M6\9CW_<N7YK^_HFBZ)HU^<(4I2T2%&9UIH#;RL X@V(K\I^XJ^QQ9_&O8H\<O_M92>V0_UU(C^<I\B1H_ZXH>G#8#H(=-_DG\$SR7H^A7_4^NI2O14H<#I\AK\$^M_9^I9WN;J; <_#U^HPC0\$)E2SH>7;SWY>&Q_S\$4I>ZZE\I4Q_391+KGM^Y MNZ^)=_12QV;Y_V<7Y^<HMA4<#YD2_N\$U7_4^KYD\WV_H\$2>=>EN\OR\$M\F\I M&7?7@<4G08(W7\$^<M38^_YF9\H\7;2H-SH2)H&46K=CKK9_MK^V"";_O_.Z9?7?Z<^/29D.ZMX)>PA2N1=)V;FV_X5N?(BSLXG>N^>H\X_CWK M&AY8V^+5\$;<7H\H_4^FOV\HAYTNS_LKJM2D\LS;4W;M\B3^G^>B2X^"" MFJU_I_I^<(<MH4U4.8RV\JR+8;COB>1+&H^FV3O<^_E3! <3BB5+BUQ2;9 MO_#<^<I\A\H\NIC@<A\$H^GHIEDQ@BETH\TO6^Y4^FE_?V+^STBZ4B<@XV1+5_M\P6OD@Q1@<I\SD7F;7;8>_VE;%)>+S6\$;Z M53G_98U8BX\^_R.WN&>YOTV9^<""M0500\N997U_N^%;X%J_7&9P_/F.U^T\2+N_<10^<A8""=>TJK.O#_M^A8%<G=AH1W4\$G8Y\$=3?>QSLGH; (<2+Y\I\V02\I^V^I;6\$D^I\J;.)#)S M^*Y&A>Z;R\H^_EBGGB?6Z;M_W9\B\9%Y>I^>I2GG6GAWANG+<A_Y_->QD7H\ M^_#2Q^E4RZKD@<BYIC\H\I2;BQ^<N\OU\I3BDYU\+3Q?^I5=YG.TW>5_T2^M^FVY_I\A<4<4HK0_OIGDCD?>R1=%Q^@_U2R1\$K%12I^<F\I? S1L3^<H^M^TK;3_<RWE^>U_T^<V#ABE\0^<^I_C\I0<^I^Z;@>A^I5DE09_VMW?>QI?(<M2H.Z\4#_6^<^>I-I-H.@P_B+^<5U\X(MCKO\$W^GU? 0Z6GVA)U2^&_C124G_MBE^YBB^/R;7/3C4TU^<R4DY\$&5=M/KZ9W\I\H04\B3=OF;=I4^P.470VF_MX^RVF+;(EBHS;*I\K^ I74D\WUL6\$MTFGHBP@WN;I^O\IXK6\$NGKD+;HSO_M^Q^>VQ;_F_XF4HU2=Q(Z#SK#8NZ\VG7E_Y9>_O/C9)Q\^HN1C^<V^%SV^<VLZE_MLQ? <_>X6V^>+X\I>Z^<RZOKI2HV@<I0X^>+SXE.ENR6/319^V!=-;HK62Y^2PE6OUR42IYMQJH_M6PL_H=YO?>

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M^4;ZPHVFWH;_UIN&3(;<?I@7?S#H?2A9FDM7;_<MM<3>3#_PR5FZ>SJN(\.XY.E;S5;_1;=2?<I\$13V\$?LQ\YD#?;@SK2@D93<
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LFPS56Z;Z;_<1_K+10<^3<C>3>?<1\$KIX9.I?OAIN?<_<6Q)SX;UM<SFJ20I.13T#FBHZ.MQKE)X\$7) LUV OEM.HLZLW5EW>+;J)X#<_IOH#=_%YI'_RS!<
<7WG?<2=.B.L.M/IFN')LHAJ;_<YIQ\$<7AB;Z;_<NAZ>=>Z'KNV3(K;J+26YW)H\$5YJ;@GIS@<@P1.M#H9K.PB8BB=(0%<SAC9MJ^1^80K-J7<
=JNTE<:>1K KCV6X=WG=GHS?/FS.M4.H;KIRO8FM^_EIZ\$YGC'BW^X15A<7&67;_5%UEIFN0NH;H7QE^EL.PB1L.%H2G0H\$<+18V9;JUE??.'TSQ-<
<7P>=\$S?7@C\RD1^M>2U9R017-8=<_<3SFNWC\I72OAI3E@KXBF.DY7AT+;B=^A\$#JT==K/ECFL.B.MKHL5_UOJ;')#<^<=4ZZ/V@<_G5U_V4L#1!10<
(.HJFEJ+0N<5P0.M<*<9>=>PQ=VIR.W.H965TONME.R&A\113P4>U79U2=|/;>2U.46^E^5^1Q.W>6.NE9;2MPEI@M3>&DPF.R&<^MF^7ZD.9P?<
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I+L#Z3Z7WWMK>4.17=^OI^<E!M^M^A^O.AIG<SPIV^GIU62^<KIGOHHD^E.W(A23+^F>FJ^B6M;3.F:6A.MWH.FT.A2IY2+^;IUKL<
<<1G;G)N4<^FJK2^2WS48.HA9WI_AT+MID\$4.1?_M^3.S;B*<30JVO27;I^<1TRAL45>^HS1<2=^XF0;SZ.9NX.RIP1>;_W/0;Z=D.MK=17-_B83H.><
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H965TFAZ6.PIKH^ONKMKH/^<LVOC4HF@7.SIFO?>S^B?MISNI^7G2;_<I^2D+U^R8.N^I.LVQ9/^5BAH9RU5R0U<_<7E^6N;^R^*;<@<
M&D/DEX)<+IFYMH9^IK\$W^12X4Z+HLF^ISAX^7HM!<^E^XGGGS<^7V.NP>;_WTT^HO)2LH7_F2S;S^"L"(M4V.1&+VV>+)%88%<
(QO6T^LH>;_#Q^<(^<R>5.N.R8QCQM9_<9R6?>V^C.UZPN.MS)H7CIZAE+^F&C^R^#_MI^XG_1^VHJ.^#Z+OH+;2JRL8^Y(B@<@<S?HBC^P><
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MI&ZUL^5YXP;_CC>=>^LC4ALH&^<X1+^BZ^GJ@<HJD96S&AM6TI^3N&%.UHI^M^I^M93F+;\$S^W<^B^0M02P.%<@<
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M1=IY215-9&<\$<+7^K059XS1;I.(9GN53DN1U^*MPG.L)<^%<SQGSMR2+^8VQ@<IXQ7&KIVRP2M92(EKG;S)S^\$L(<(<(<C;GGO\$^MA;I<
1..I072ZDC90QWIZAWI^72Y_8^*MGI^<M^BUZ7011NV3>QEX\$!<2/5-ID8Y+OH5O2?2H>I^A+^W3D+0)@0UIZ90S^2&^<19.ME^R^LM&^9HU;_IU-<
Y^AA+V5TE)JURRC(14M^1Q_*K\$C@HGB)7UQTX2O1#I.M^<16.O7YU^#54R<I<8NZ;^#=#U^OX^X6)M-P6R82^;IQ+<C@<QH+H^3@<^LL<
M+R^T^A^I^XP>_<\$7MC)F^FN\#<^R^<I^4K#^"ZN/^2^V-HA_FIS^I#?+@<+)^MHHDN.M68PSA^H\$HWI&)_KXP1^YGT_P^G2^I^Z^0HQ4U95(0)G^;_NKO0<4S&<
^<SBN.MHJQ;Y^XQ)9S9C@FZV3AXH^<I^<14R8L.DCT&P10^TY^I^07-13WTTTP.S.M-KZFFP;AY_W_N&U^;9%GPO^3R&6T5^67@<#^<1-<
NW=7J8^R^2)92_6%N;M^WCVZ5W+O^P.P^Y10K^I^U@7CDB(IH7?D2;^?<Q^<+<XK35WAFH;I#_M^XI;I^O7CFCFJ33UT_2R^D53F=UN-I?<
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(G.^63A50).M(152UJ^C^EGL^<+AAI^WT^83I^WV.GNU70L^I+U?<^OSL^<+?3S^/M7M^<
K+S^/;_58FGG^A="P@<g1L928/35@C.4PCHB&^/6/KTZI^5LKB0W0USNE.N<M;9Q)8^9G^7Q1A^I\$N&^Y;_IR_3N6^3B-D13>?6%=ZG8IB^M9%<
(;\$X^\$1A0.M>RWOX6<_PM(@=<+B+0^E-3^L.E9R#1<^*DZ;P+4^LHCT1^2<I^I^U%_M2DG^#P1;_I^2^8I^04WOD1Z6#P1)^(<(&_IB3J5EI^<^V-<
=<ZVIE.C2BL\$%V%>M>QT^8G8^O>X1A-VPO=^?KZPY_SUI^E^<5<6T4D^<9^<A^<00<(<(<N)HJEXOB^IKC4&HT&EL;@.M(EV8I96;&95-MV3TQZ)<
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V^"ZK^HE4TV_UUCA9T\$S)B>S=0;^<2B.MZ^E;_#14<6^Z1BX^JEL^AZ64QI&_5BUKUC;LE33>?79\$K-GPBCBOFOV^B9N9EM.M+@U-<
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8YW-M^+^!E/V278^<H?DG=<^BV3NC@J^F_4I^INIPY^#UWW(IPZA.MU=^TLBKQJ^;I7(H=D0;_<9C4I7>*<FIB@;+?<V1C^<+O<=<E^0SR189@6^<
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 HSOA|ZY_|9D|_|I04446) M|="DN;S+|ET0C(\$>|SUM\$G^ATN\$5F2|_#=@_T|P|_(\$D\$S"B=90GB
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CY9X6T@GZ+!R1+!*UEEs@DO_!BOKM,IR*V049L&J M2!Ez5_G(SH!<#>A0^4!:#3@/Z/%@&X6T*F<^!\$!+*7D(F327AX&&)IV,>M10^7196:1#3^5<13I2H+KKZE*DY,IS#EXILM,@/10K^5^W^!&69+&B-P(P21M^F#F@P>*>S2@DA(2!4WODIUCZDRIRP=IK/GA\$8AJ(CZK(UID/OS!<=R1 MJH&ZFLXR:APL:0RZT)@1^!PQN1^@\$_J7Q/OF>-I/8-1Y^):CGEMD5/P3_MLS9^H@!SEU^9G^YR1N@ZZ3A/PJGES>"6";M19W420^W)GW^)^J30^V1Q M^C^9U^VYBR=6D\$S^661\$UP^68XUETL^V2@_65ZP7L6L1X M22M40(PG>D_2WE)^@Z0!6M2G6F1^K0_E^TFLFIE^_UA0J^I^Q^M^Z^F^M^#1^:LCS<(R1^E@DB:AC8^RA^0^):M8EXJUB_AZCGN^#K:16N3LITU4GMZ^2**L5^Q1C2E(EIEFL9P@(^E^)^T7RY7 MR7:09SLP6GN7SX K@/4N!! KC@2@"R3^3^P(%IF8J2-AU&^5^8G^6X2D#2155_M0_US4_-7@PI^>W037,8:FN<OHC+14G457^=>XICHO.71(0=>\$G^K:IXMM2KYT@\$=_O^ITUQ%8IPVU:Q, I27^D0M^M^F1\$1YB:4_MJN0^1(P^3L+^2F#50EA5!^YVWAA)2A!S0:~X1L^2,1+15PU&=+^6:1LN M^"<\$Q0:K5N8@ZWZ_N#77TYB25^!SPU(=^ZL_<^@^VP<^#L0,1P15LD&^<MGN1Y8^SE9=6:9&KE\$0+50A^Y:7E:R2L,PH L^T&IVU7F9+GER?&F(H)55V)5_M\$E:5H59>^!X?2^ =Q^KIL:KFV5^KDB_L\$#3H9,YK>^Q@A_K19^K>8WY(5T0_M4L_SF=7QSH9UD9V^L5ZK<^SN^TIOX(8X_~8X_Q_?S!>V^W^ZA=P?>)^#_94 M:B@#1^!W8,MH7J^2U87^!_IKMMV72<=\$SK%@A>@^WT9P1\$X_F-O_5CZ%_4!F M^&\$A=OLRJHB1IMG3/7E7^S2HK5@^X&:6POI,UUMVE,- A%4USY9%6-A M^M^IF@EDU4Q85?LJ57)%V8^O^18XN^%):F@4F/-,1:/2Q1&ZIBV4_XS^JL^5615J8^1/1FDW5^15?2^ UA(U51614BLBD#21W8=FYN&C&6^V1M5;\$6Y<U_1^!@0^)*XKNZ=__\$9S71V_Q6W4_MH=;6R^Y16RH1!H62<(^KY T)^1(PZ>/_&I^?L9_>E9^IRB>@MSQ&?_U_MX@L^!LE^*A3GN<^NGITNDP\$S**DS<(^I&449AW!#L\$ZX+J_1J7D0^=>7>@^*K=6_MIO^#4\$L^!#0(^_H!EE70(X6CP<^8&_9 >@&PO=VJR-W-H965T M<@992 M_8-1_807CM167+4RV_BQR+42_I8^DL<5KB@IY^A,T>7^V^F25/MJUCAQ2<MK27JL>@^F^DJAZC=_V?2^A\$^! H8X^XC_1/3?/3V@)X76E2F9LN_MBR8V_~!6A2(O3HBG,TM^L(A^F,T;4\$S);M4<+70!O_V36A/A6LFE11 MG0:71J9^!2GEG+ (XWS&3MZ?)B)%2(8XNS/9))W72^<(VD5^Q^RPLNU\$Y^Y^_Q_M(0EH5,0^%9_XDW_U07K16;I>&WQ^G3QC,U@^MXRIG- !K@313LVAYQM1+5^V8_OPJ^AD_RSK8=UCGYI^#G>[K^WV^,Q@%=^TMF T\$ MZ8=WEV/HKPF^+YB=_9_M-GV-P_4_VCT^K;KU2?)^KC(@6^NTH2/_Z^*PS !=(2_U_M=16Z1J^716Y!^_M-\$K^S^J^KHBZU^/H#Z!=@5MX1+^X^60EEF80E_M0:~CY3+^Y^83U17WD@66LFL6_+^"P<#8^T#12ZWQ;,\$)FEJ1^@M02P,\$% M@RCMN6<2I8!F!BA@!D!X;^!W;W)K&ULO9EM;Z&\$>_RHJ>JD2J^;OX,4M8I21DIFT3FYJJKZ8FW&,3U@N=VU M? >ZGO^4A8&+8@QS^FOCLG3_S&^!WY0)G0\$08@,@T3?2^34V\$@97IBF6&W_MIZ+^+0(C4)VO&22K5^7V1;1M^V^2L5_&P_~#Q!L8GIWDCHS?_V22DS1^10^<^5F9BJ_ZT_7@:718@^NNI M<8DOYFT0!<0K/KNP^T?2^)*9,08E,KEUIH85900^K&0D0=7+^#N;@>9&62RN-K M^FIDUXP^CXI?U&IB>_6SI+FS/O>=>1F:HP,Y^";CWYB>W_A!2H^FMI^?B_MQVB?KK4_M-H^R^PT6&7@N^T^R2K^EA3^P+V^*^ (&D+H:=AI@QZ!)9C^6_95T M^N^LCWBT6JF^W^%MXFA^XP:1,5Q(KCYU59R<+3;RXX\$HJ;8="JELD!>J@_MA6H89^1L8FMTN;N1Y^J1/4- 6E!U4!&W^!H^E^T^%9;I;H#>CR\$@_ZN02H)M^<Z\$GQ_7Z;S^_J^W^1;MA6T_1\$U;JFB@G_UFIDGJX(=_RH4_MW4KPQ;HEV,EU>N77B; 16%R^D^Y@;ZGLK@_F^WZ^QY80Y<5H26QDGLK^2Y M3GUVZ!>C_FABIDH8>AE^#3^OP^*CA_MZ,40?ZBA6-JG6H6F%!(E8_XBB5T10SPCZ=0G: H@0(1+!<+0B32^Z)Q=NYQB MD%\$;M10WU_7H_6Y@!Z91%X9@EA^*+<@!^JG\$YQ3^C&&H1HJ^H^;DR^P_MESGH^H1^_AXQ3^>B^54QSK413B);\$ M^JSCC^73!<W&9)6A(KE_1:N8VP^G+6ZP6:TJ9JA3&PXHNOD=N^/TN=+M_~!HR_5%+D5P=K^>JUAJ9=H3\$%^;L? (I@#)#036_X@WSDNI:F,VNPE;BRP_MWEG,F>#7IG40I24P96^M&HMEV(K N<1^?2_61B5LU^6VK^LN3&INN=38W) MV^JOP^?QB:C^!N_#1=:FILW4JS1F.34SG:KIF5L9K/OK^%?.\$ MY^;^Z\$U_4)2CS&Z_1.EU3IB;YIR&U=S^T0UNOTKA=3K;11^N_3W ME^#<KCD0>K6+5^?KQF3^R?1=G3V_MJX?9=U1^P04_~\$^_VY950F=N_8^"~;^&^!_0^&^!W+O^SR232;4_S^~KR1)8C^L^DS_RV^2^DA_!(@;K M!7%OWA^U^9!_2A#8!<X8J4A6E+ZHR=+T;E@^*)^)(A/^Y=691G^GR!\$<^Z/M+HEE;_?07^6<XYV!1H1L=AK1_317=CD^4G_KZ2^Y^4<75Y^!H9Q1M? 11WG.UIA!^&^!<^J^NFFWL^W9D;OM!#&VAB=/9_MO&^S.C.O))N^!UO)UVJGVOTI08PA-IHWO).X!T@^FU!W80_9_(3>U4_M;1;QC\$? XAGNP=XOYOP^W0T06G\$SR<+!_DTY6>PEBY@JH0Q2TM^B4,4B-1D_MJ9X V>5/KKSP8 T^ZPAR_VK3_>FX)V<530&^#^U=H8!&>ZR=8~F/ MU6K8(8Q>IG)KP=@RD^7U_J7B>J077Z(\$_4\$L^!#10(C_M,H!EEHFYB_40_~0_9>@PO=VJR-W-H965TNIQB>_IV7^Q4VX^+G_ TEQ.G8U2Q;GKRG@#&94GO<^MGZRXR^C^J5BILA^!\$Y_4I6I@>2.WHROWHHFFYMQ#1A)I+L1 X<1>0JF3>9@0IQ\$1#4!QL809IH&0QZ;U&G^4R<>CN_0 M+^TWO6_P-E3^CZ3>6J.W4&3LD@14M4W7=_1J7=10X4E>_7L_I8SR^Q*17/ MZF1DD+&NM+1;6HB#1^!SGA#4^<^?H1U0F@^K9B9LN94T6@B<^X^CHU>F^"T M_#E=8#V36D5\$%^+N^XS;IJ/>T5? ^YDLH3DCHO2!%PPLZ;N1^#6SF;Z;1+^!H^&^MC91!!(V1@^!A^R^RD^&6Y;G^T^O^&DRL^F?QAHJ2^"MBA19M+@L^P11326(M+3C1BV? ^R^MKJHGLG!8^"~V(7>MA/L!067%K7N(4&3BIY6RC<(3+13L1 MR18S:F)!<^ST\$GSP@Y3GN(7N)^@=^M1&M(8^)-Z\$X3%36Y_M%=-E2^ M_R11#L&K&I\$>S3 M^QK7E\$E\$Z=;_1;9J1_364F/Q@?^;_!H7SK^YULGS_MLA0Y4Z4_0_22W>JQE6_GSF_71B>P5LF^M^T>TIGT1JDR^Z0FLK<7#(?! NU M_8W7FIP0A!<^3FNCI^!T2Z&C&LZ4(4)9K9278ZY&A+11VR?M#@Q!H5!M3R2/5JHGM182^V)WWTN>Q11<_1V?78Y1;8HIW4_>@A=#IVT@ ?+IB7 U=^*2^*1_U1^P04 M^"~\$^_VY9Q^H10L0^"F^&0^!L+W=O_FUVIOLF3D^0M&P6)OI^*ARRYF\$F28F%&X+JOPEP MM1EY9IYVX8;M4NL6_&B8T17_P=VY_XTSOT9(F_HF)@\$PW+DC<_IP_77P1 M8I_Q_VBE^R4NG_3JV3D!8X0<^BM0Q^XMX8I<_Z_D_9JA>G56HK\$W? \$6_6A_M^4LJ(81XMI98M_1HX^C^2QISVN_VGR^2D_/X<6^F^?^?K8P_QJP253(R M\$SR6_2A!F\$G_7&:\$(47R^TIFH5_E=JA);^"U@6U_HJM2^12:~&Q3> M%-FHADEWBG.K!2G^#10~!\$MH<^\$RH1X4_M>)V_&^U^9IO^N^W^?2\$9PF5!6%^GE78G>;L=V>?FXR&L/(PU?9@%Z%^!U^ M=8!!C0)Q^#8C=V=VH9N&WTF_O@!L^X_O(P~@DN42^H^B;JDUY\$YA02N M_62/7^FUVLE_U4BRRWHW8_YIK\$ W7@HK6_0/90#@>WHM>Z^<^Q_ ON^M% M8^LV#&H;JW^XIC7_2<6DBP\$S4_Q@=DB^RU2H7_HF%P9_5&O2_VV_OY2_M:2!E21_KX!_&CLZ559U+U: !MOT6>K\$^P^9<1\$S_~V<@OJ5XO:0B^4(&_MIP_L45UVO7)B558TEH6RV^*88H?3J!~#Y^*F6W\$!<1_6D2_0)02P,\$% M@RCMN68%~;Q!J!<^!D !X;^!W^W&K&ULM5EM;HLV\$XKA#8_+9!&+Y8=1_!)&^*9FB0H%ZV\$A_!<+9\$BPDG^MR_?2D)E^Y;5!&5&6P!JNX? WW^F619KOK^!)\$2YSPKQ,1^%Q>YK;(SLB1 M_&=1^#^G/;&2FSA2V6^&BLG?+!AQG8.4OUY^Q1<1RK4W^EW212_5A3!<+NH 9R^*+!XXMNT;^TOP^D^*^<^A/K^OW_M.G3IRD%:_J7^6NPA\$T7ED^*OJG\$;3RQ^10091%)!4/QZ@AO<H6\$;(^\$+VL^5XG8<7_O#CAXE8/WVL\$X^K^K^JO^ Z&Y%<_EM^MZ%<_FKI=)^ZBDTS^G^A^*5~!HYUH8WY2@M5^*#D6V^?G+Z&3+^@GP^_M5W&<^NEH1FZ+L@^5D!^D#3_ Q!LTN9^TFC@;GQDQ8QN6%Y^CQ^T>>18^>UR^M^@H^?P7V?K<1\$M,3XUBAU5L5R7L7@^8NF1.U;1^"PB^%NA0^Z_4<=^C;F_M!4Z.MTG.M=<); (E>=DY915!^!EGINWN_2^Z!S8Z^JHS>2>TLK1:2Q>@P_MIE%K(EB073_Q_1^*)^"~_!9#JWHZHY^%H(H8_~\$)X\$J1^P37^!Q1TXOI^XU!^*^!Y@) (Q0)90M_V_UYW0QH5BSH_MHURHH^K\$<=J7CJOTBLJ8^6N%1DFTL4\$<PB^?X_9&36T>P<4^5R^~MPL8 M)BIE,6%\$A_&4H5F5^TF2B@IRPC=4KX)M2Z1&@_1U!H>^HZKN_X8_M1-IGI9OUHJV?^RAN_HL\$ M^M^K^!?!>LD8UAG8WA_=G0E2>Q!_9SRLX! I>Q+Q!Y&A)KYOX>1\$^KZ+&Y; MN^/(_=1S7G4R7FV>BREORTBED_Q=1LEI3W1^2PA_14OX13HENX324^%UG MN_EW.DG>X9J9KUHGCVH/8U<3HYB14;30%%I3@YT#F/M3IM45K^F13^%(1M%)_M4VA@^RM0_ ZIZ^!FTIG=2K0JU8WOD;PMKH>B>E+ZXK<#7&T^!<4&@^JH8^F MV!HVW?F^FM1YX_3E!\$U&TP^A!;_JMJ<^VT.GZ/V?B.GKL-(H6&\$4+3:\$U M1!>)=T33^Y_OGKB42U^!#&\$^9/42^>^!AJ8!\$3^R=F1<^<^>?>0L+!P^M^65ZMU;WUM?J50DQ^!U^T^M7MZX+2VINH^7IU;@(^_XIR15JH8^P,I MD6K(YI;(+@+^!\$ARG;=>\$9E;8-7,W_RRA4QHAC<19K_MK2=NZ3R6>L^NSF9XQCE77I^!UPW0+@\$FF78A_MEE%Z0^0)NYRM@&MKQ:9? 3+H_6@E_UU88G553JY.KQ^E18!Q\$M^N@O8#&QU M^/9!9U^1^!0^216!LX8J2^4VH_IV.^"G^N;=>^"IT=P^#2#^M^" M^ (417N\$1+40>U!&=<^E\$Y+T2D0_7^).Q@&=\$6852^!S3CSQOPME^GDIA_2W3H1 M^1^*3!W_P^"GN_U+M+IOQWNURWG8J?^_H8<^K@;AU2T2N^C?2 V/G_MY?K8B(D5Z?^HKZ^"A_113ZL.V(G\$RQ9ZFC5^!^HA5^_N2VG_!UR=DCV6^? M9_1DHVV1+5U%:5U%83>1@G(H_LF@Y0@>BYT^ \$GNJRT&ID>_!N^7_XPWY&M_VH_QX4G)R^=51N4/555CK;53K;ITMG1.64+30;G1@71X^/M2;J%#GQ/7_M=[9#H10W)NMMH? H^GZAI^;WNCK41STT^*!H6%PY6S5UZ8UFYG_M+M_MJ-V^&8;18M1^!H?I?5?SZGF5#1J9<2>GJHAXT:06^ERTU1-F^0MFGF- M55^>7!NHIS&Y^J@53_~\$^_4\$L^!#10(C_!HEGP_2&PO=VJR-W-H965T^2W1NIN^VAG;1 (E7T(LNH^G4?)^X^7NBMM;MRRV=S8&WHITP_N7Z_0/SGO^&9^_OPE_Y>E9CIP>AY) M84H7W-S^Y5I0^NI8051R17!HLP>"19:"_S.A@99\$P4_2A-& (MH!UM^8C^M@A0_3=\$M^J_U!~;_R;J!BAL91)9=>V=F(9B<^<RX;U3!ATS@V^"ARC@H^Q_M9T^~!DFXR^11Z)R^R^6QG;2^76H1A(I4JN+GD_Z_3QIEA& (9E1&YR4_OP.M_2,EUBTD4160B;(4(H4D91R1(C^>^#YO K_M2^!<_&MS7_2^YLCBJ;(X?2V8B^VR1=<^"WTI+&TM<+Z^N;H!O)MHH+L MZC07+VG70^1V+G_0(##UM;@H^+W!W^NPF^!L<^<^@&WZT^C!3>CQ2\$%_M64K@G?E4=27~06/1^<3^\$H/7^B@NPI+EW<=3%~<^OBVM^_00^M2M0_M4I9Q3SKB!^ACLBPD^E\$Q@9;(K^L24_8&-P2@G(ZF96^B^7S8NVQ_LJN MQ2)SV^+4UD1_M7GWZPI6_7OCB GBMM6<7I3V^2X>QJ99CINUL^W!<LHM\$=>MUTSJ=^%H!_M4NJ0;^/M&=>H?JF9^*0QOQ^C@Y10_3:HXEAE^M(W.WLYI(@^<=\$S^HQP!H.P&? M3Z4TJX\$1+^%2^P_A_4\$L^!#10(C_!H!ED!E=8JP<^D^9>&PO_M=VJR-W-H965TY4#;^!0_M%)> G\$SKZM1U5910=61J^#\$F9601=78E6M751H)9D9\$=>WW/BJR^L^M)8CLV_METD_L!LU9^?7^5M^T@9N^K79L!_XJHN80^ZKH+ I-D=2!8^M^3(43)9&PFCAGH1-I9_MHP<=&6173L)4HAITG!)HYGI^&5L&BK^3_1\$S^ M0X0R?K6<3K>D>ZVGI@OK^T!J9Q!H!_9YG^Z)0S)8T9KK& I^!JV?T^E M@BOI)=LVUG-(6BLMBA;"@I6-G_ZT_9A!S_OP^P6X^_KX"@:036^;VH1_M39-8BBV1)AK93/FOJ+1#2O+>BZTQ^F&^)U<>9 D4.P9_1U1R(6)&+6M<2 MB)TC<^!NZ85N2Q37F>0\$5;2Y\$ M^&A^_AWDP;+OIEF2@L^!5EAMN_&PI MP5E&7^*~E^"F1A^<^G^#1E7IV@A+O^%C.SO^9_H)M^M+FY\$RFS^k&D;21JV_MMH!&T^&YX64IV1P/M\$?;1?1^GP_9I@?67GP^YB=K14^UV^?? HX9BW\$!AKO^HJF@*P?OJ@*Y_2?Y^&\$4>5_Z_/TGLF=N@YM_M_2>8+^/H_~*K(H4UHVB7_~78WNH!F=^!>IS!@_JOA6^CIA^2P<^%Y(I M_4!A82<1^1^14H15E2WME<3_RZA^XR\$KXKP&PO=VJR-W-H965TK904M&2J@817BD_1^L=>Z^NMZ4_3P\$!LM9%_ECB_L M27>^9S/^T4!_97; :0;N9_1392&13ZO_22W<^!<ZWYGL^LL;"Y@S^HMD_MLIA9184RR^%Y3W^?8_NST3H8P^!W_U7@=P+?1W)3^P^P^ECB90_9^OJLUH4 >3CE5H64,H14P_ALA7!#&AXD5!5JX6Z!SL_ITA4J\$^M@C4^5YF8VE)Q_7<HIAN6Q^0885U)?=SXAS_&^Z^GN^PJ9^11NZ_E=MJ_M_OHH^HA8R?_X!P \$K_K_55959IV_C5Z/2_6DBN5MV?L8^M8S#NJ+^\$U^C_M%&:6^M0\$^!UBR<A/2H^QIWXIU/B^TK_~*Q9U0@\$W1(8_MBJZAL93IQO;Q(FB9VIOIV_~ BIPH/JB-IACQN>IMXYRT^H M/1H3E_~X8CA=<^#Q&&^XTC1CB=)BJ_9D(JO_D^J;B^*^;AY=4Y+D MB/WJ^&=<89;1^8Q02^QZL? S^X!>Z(AD51\$!ZN/7MOOI=GI0_~Z02B\$^N_M9_YE!+QIOQI^Y+5Y&A8_9D%_LUS/7!>H9PQ^<K1TK_RJ^YIU+P04 M^"~\$^_VY9VR/H@80^#TV&@ ^AL+W=Q!O^W8056HUUK@&22#K7J30M8&S-I(ZVMWM_G_X^FK@_~MV@2R0_KI5H&4+B^"~<^?2^G23^_QI/X&PP^!4M1_F^A^C)U^4BKSY< MS.WO7XPI^9SL4RKRVR(E5B#E_~\$BF67YOM<1W^!\$MY_S!8W^ROTB^Q_M+^<K?5E!^*=U@ARRR MW_OIEF^3;IV+3>^KY_8@606\$1=5X5AM+P8(71J4T_2N;M^E.POL_K^T^M_KDKI^T^P^<^U@E^<?^"P6)MT^DW_7N.I6N^!K4^!9_N7+CG8_G; M_A^F=7IS718OI&R6EU\$1=OIVO5E^GRICINZU+^!IKU3>A>^*C)WAC^V2QK_M^FNZ(^S25%W3>W_19UFB^JGZT\$M&VM6&4PI_K W@EX2^X7>3V02)3/O.RP/M^KQ0?_76^LR^<ONNI^7_L1H9@(%F?>O_M;=IK6!JHW@O05P2\$F;PCGN^Y+?1 MD/SXPT^<D^0MD>567^_FV4Y^R(4H045? >8&6H9<Q!W33MFI_YAILWF?+^#VUO^_SUQWHD@L05HME16_~QOMYNM)Q;T8^M1ZM5_A42+N2PHI+L!IBX<^>M2W_~#YNZE>D^B(Q^ (D^%B_OBL02);_0&=A6DV_M=C4QLNDW^Z^34K0^VN)1#NID@XO!=~R_O^R M#^EQ^(HO=S2J7+?WLN^GDKQE~^K_I_IN^5^&2FRZ:7_HU>2)W_T_O)H I^M02^B^AY(Z^TMI_W=2^Q\$8A2BY8161O(F_C/M^Q3ER@BMWOSJ&@&AV_118_M:X15U^J^@XNFQQ?E3+Z=EZ_X_!^Y6^<_HJ^Y<(^%P2Y^" MM6G^WASH8B^2BY:8C.OH\$DN0&\$_B?Y^W4R>=Z_O^E.AGORF^1+9/19W_MQYH5V7G? 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M3=^!A)C3FC&GHJFFHJ!:@6HFJEFH9J!:@VHNJGCFHY!~&HAJD6H%J!:@FHI M34JQ:B.0H_~4>B7F>O98K6N_CRWIE7!~^T!J*:BFH9J^H6?<
^9CW8TDH=" MED^5A6L J3U_5"5(M0+4,U!-522FN6@CK^M/!~GS_>W!ZK6R)EBU0_MU40U^!5L5^-0S44U^!5!5 M0+42U"~5B
M5\$M0+4~6T9IU0ZCHA3DP3MAD0_!&Y*~!5334\$U^-0/53%2S4,U&-0257%3S4 M4,U^M0#5PKUW_~9)~&?~!K34,=\$~H?~>VC"=IH2FG-
#K^1X^OC\$>3M!@0MIFY M!J9:E334\$W?XW:4~CRS7"D#~!Z#J!XTD20T\$U&14<5^-1S4,U!14"5 M1
M+4*U&-425\$LIK5D^ZG3TYN%5>#>#;3+3\$.>NG=145-03;_PXI^!//=W(C_VC MDV_H_ZQ@HL_(0C4;U1Q4STW!<)YF1^8K9;+?%;N:H)@AAYS^~"
%7U<~(=~M*~JH*:CFHJ)JH9J&CFHJ+JHJY:~C6HJX5X!WH@&G.JBIWH4;35&M035 M4DIKUHHZ3P6)YW^B3,QK9K3=,>~>@&~
<44U#-1W5%#0S49>@<H!>ZRI_!A^DQ^M!W2RF!~!556ISV!>2U M8TU_7"R>N\$<~AW^XSF2FNA\$MHL&C)HJ64UJP#>~Y9YQV!@=HQAG5-
%334@)N@?T!~THYJ*:AJJZ:AFHJ)A:JV:CFHJ)~AZJ^~:~6H%J&A&JQ:B6 MH%I%<C^>D!~6;AHB=SC4^C4&CFG;A!~!1D39Q_YWK!1J&
M1C5MKQVOHHK(HU%K QT~;=1_1/5+~%2S4\$ZG\$=G3T>@Q4,U^-0C4;U1Q4Z!<~H!>@HJ)A:JV:CFHJ)~
M:AZJ!:@6HJ!<A&JQ:B6H%I%:OQ;2N+~46RUE/Z1+1;Y^G7;FIE^UO)7=^ETO)~XO9YOC!2-MRQ+X-P^1Z0TATIE\$D)~!AJJZ:AFHJ)A:JV:CFHJ)~
M:MZ%71"/3/6!<QWLVF3DU6!OJ U4)4BU M1K4\$U5\$~!U%~J4I%>~TY9=1 M3YX5FKXX2^N NRT^A^<~U^NA3EML=NY3* Y:5334\$U^-0/53%2S4,U&-0?<
5 M7%3S4,U^M0#59E2+4"U^M0354DIKUHPZISU%<H3~*>~BjH:~BFHYJ!~Bj M6:AFHYJ#~BZJ>:CFHUJ_&J!1:@6HUJ_~BFE-
2M!G=;>BE/^=2!OOURJ?A* M:98M!<_YRX^I6^GKO^R0FSV<~%@!<~!~Dj:~M83M6((G37TIDZH EM5_~1 MS4
U!4L5+~1S4\$U%145/-1+4"U\$-4B5(M1+4&UE~*U&~T_~ZKCV!6 MN=V!~!M6%~\$EDYHJ_QK134U_5"5(M0 M+4,U!-522FO6A3JP?U?&SOVSR-
A@WBMRN\$U@&6!4T5_-1S4 U\$14L5+~1 MS4\$U%145/-1+4"U^J<~(4+~C/>~W!~VFJ"~H36Z-CE7AVQKAZ+NO9A8HY MW6&^<^8+<
=<~!JY5M2FUA_9SF#Y4R6LUC_9CF^Y5R6UC_9IF Y46BU@N9KF\$ MY5^,U42^B2H+M4^SBL?#1Y;36\$Y&8/E3);S6_YF8?E7);S6_YGN8#E
M0!+6^YFN83E4HQKEJ_FQ^RQG_5R~L!Y>~RG,=R/L!<+<~N MS M1!<~QELPG;~!QK>Y^<~3=>#X3=29(4WPM_2H6BV_Y4YV!S6;#(I_~B
MVL24O7?3A8OI/C!%2SGLUS_%9 I,1!<~KG_~M2SGLUS_7SQ^<~NGK)^9(OG^X:LQ_UU+BP!H!%0I!~MEP^K8OX^>~WIS!~A:~R_DL%I!<~>~
M4_N_>Y250_V!U!FPG;=<~(QK3^<~)4!<~!3@<~(;>Z=>~LQAOAE^);36!TA_93F_Y726_UO_9#F+Y6R65\$S;2C7<R^R_DL9J^R_DL!^!T5A8HHHH!&NORG/5
M%<SUFHYS^D5E%CL7\$%03F4YC>5TEC_8SF0YB_ZL6_8MSF4YC^5E!E@M8+COPOVQ_?&HDP^!50;~QUOQT;~!QK7Z_~!@MB;8G^<~
MOR_R^ZSUP!+MJJB(C_HL5D_1U9TY3E<~#1_2SGLUS_K_OO<1CF5Y326TUG_8#F3Y2R6LUC_83F7Y3R6UDN8+GP MP!WWO_+FO_&)~&W:@+<
=<~!GBQY81M_<6X5L!<~A6QMJ0JYZ^W3X83^4A6# M<+~!Q^C%2EJEF!79A>~!7&2^M2H7B4TJH!~GCZ+M2D=J5>7GCJ!>Z^<~!L_!>)X?<
RSJ!<~HJ_L/!M!<P^H+~B2KY^2XO;M_4IV!>6+1%~!AY8MR!~2I9F^ZDSNR7^UN!SDJV6U> M5=L_OYNM2E^R^JCNBDM^W3?>P_P02P,\$%<@
RCMN6=^Q;CID P MR P_ID_!X;~!W;W)K&ULM9=K;JHP%<~B15~MNT@KB<~!Z>~M4J;5!6UU33M@TL_Q,*)4IM^<~JG.R&~!A@Z!7R_~!%ISGN;
MG4=FL)B+F_A9X2ELJA^RNS?>N^G,20\$~G&@&3ZR92+!A^@!%#~29@<~(9\$4) M!<~Z!<@H:DW&MAHUV(TX_O%~K7 LE%DA#Q?<
J,KX8>~M8W,N@L5N&QID M9_9C4+~9M=COXP2T01227F!\$R^W@D^L5(I^SIBBLV,8U_J4<~XW@ZMH_MZ_7&3*8!~)Z)EG_%C)H+V!5@&\$1
+@D5Z(ZP;9BY MT0(DBP)ON@9A#1Y>= KI+~DAB>~%H!<~4C~K^T~1 M;D2R=9UEL6%9;~&A^MW:\$QD>~8BURS!K3KUY0XVE1B8P!0K(\$!P1M!^H
!MP7>~NV;KFFC_W>X_V~RHTN(BZ07400GY^FU5<~\$OFWSG7\$5RW2MM5 ME77HW7&P%3IZT"D=9R!SNF2IH&2!
%>3XZK!0V>@<6Z;L.E!>4~D_F@H7!~N TBU,WD>~>~(R;M1MJUOH%<~Z~D~6^<3!>=>~LE^FI+M3 M^DGCIRY@=>24_~!4
MY&FCO060YUNWNC0^2C_577X3@<~#~!N=7(\$7.PEYAY&^<~\$<~XOJDES!HIV(KH&W42<~K5? M1C1<413OP>@>~!A7R0Z%6H12H6IVJ/5?<
U!T^LW^UN>%~W_C7&K_+^<~(F%<~! MC&0PU4&~!E?O)9\$?F_~!XIDHJCYPI0^<~IC+62S5 F_GZ^91SM1Z8TV_YVY7T M#U!+ P04"~#*~Y9RW(^X\$;/
^*V0_0^!AL+W=O^G51R,N=B M,R^<~(U+J2_~%9<~!W!4O&2&A5K2S0>474Z?>WLND_~M~FBVCHOPUN!W(HS_9S>M,R!6%~M/AA<~7BRC_#FF^E_!JB6!<
I_NBD6!<K?M7 M5!<~7+~<~CVIE_UEQ^_!2E!<~!<~"F3\$X3D1UJ!O%Q!L? M2.MG46W^CS316?<
WBSC^<~#;HUD@LY^RHB*O_W(#_+O*2R07X9X_>2^SZKCI^MATWZHTO^9^E,O/Z>+~XGEQ!<~!L3U^5C
MTW9P)F:K0\$B73>=R#99QLOY^!OS!&QUF\$9!NA!_W8!~LFP_#8!J!FP^C8M#N.FP_C8#1=--
AN7^89I.EPU_Y>=AC0Z3LDR_75ITV_ZHL/^%VZ!>4& M+!KH^U9>=WZQGWZUMFN;~GURK7_&+!~X8PA&5\$37H/T4615^!~K M2JBKH>Y?<
IKIQ4A7NMR(K_QJ7_8KK;W=1)M!^<G?IN?B<+~LOQ((~JBGHK/LIG M^I^T!5_2_~*I^>Y>=WS\,G70G^+7FX%_KHC=^NM;S M!_5W;U54G8?INUN^<
~%&I3+~!SW=375W2_XHNX^<~A^<K24W0TY_Q>~<=5=F_1T MM1?<P^A);ZIU7?GJ#N_4W>GXOA>M_~!<W=XIL/^_~C!9T XIM/3C!T\$&6;
MUZWWB0^!V&~>9WZ!JX^<V@<PK+W1!L>~9GG/BGU2 M0M7!QK0/IK)~V?ET40NLP=Y=OWGAVF7@!~VE1.)&21FDIA%8C.);23FDIA^<
M8CZ!2060EBGCD7/53~J!J\$~#T^%S+~(HN97E47HA!CV)!792HJ?ZX8^/ M4387?<
PI*4KB?7;_Z!LL1N1@06&B9DD9I&836(B;DDY!&83V(CB840UADL MQL^#Q05AYB+>+!~!H#(Q6TY02!A!<~?E,RI_4!B!HF9)&~!1F\$UB#~HFY);~M
ML7&-52>~!J!+~#=#~B^OMIB,K;~%#T^JZUJ^F);D9M!M,OYKN~WFPU_~MHYU^F=(81UZDH,M!);#PY,8KG^R64 MBSQYE"U
15,5+~0S48H5<5L;L)7ZIKN_7(10A0+~2T!H~0!L CFHUJ_~B&E4>~" E&FO7;D3\$;S9;AFHJ)A:JV:CFHJ)~AZJ^~:~6H%J& M=VAHV7>~J
V2>9R)NXV#1A7OZXB^J#BB)MSNF90K);_UZAP@T@H9J!H9 MJ&AFHUJCG8P!N6B"~0;~2NTWKCGY!^YS_#50DKKUG_1M/4;3C@!3(R?2
M^AH^0S43U2Q4LU_0357YXV6~N?@WGH0OU&ZYS^V@!Y_310!NE=2NVC;1H MZDS;H0_>N!7S>AFHJ)H9J&CFM_HRO?W2;~<+<^O*%>=Y7!<
IVG21P7H M-H4UBVU_DFF^~;GUW5J!WNX>RFU_!4!1G!H!X^Q^4!TEO;HNM92.1F!A) M!AUZIX#831!AFH&JH9J&C6H;JKFHYJ&~2Z\$~<
A_#Z9N/X;3J4IC>PVHT M5\$9IW9&CC95IZER9!ER!^+T&3~B&G#~UIY+~R;)NA0S4 U\$14L5+~1S4\$U%145/-1+4"UD~*Z
M0T>~Z!Z!5X;~K98_9%8%>~HSIOF;S5>+1~Z)J8_@_B.T^ZY9=FP#4U0G_ZIXOXILBZH!WJON>7%~H M!@_53%2S4,U&-0257%3S4,U^M0#50DKKJW^!S?<
7_7S03_T0S?<AFHJ)A:JV:CFHJ)~AZJ^~:~6H%J&=VAHV7!<4!<~!EH5=REV;ZOY^JUDSM6IGZL!_U9V3NR!K=D9>~)RMZ4E;TK^WM;UO^!_VP3=+~
M1Z!V2=C3)~!S4 U\$14L5+~1S4\$U%145/-1+4"UD~*Z0T<~Z1NJWVG30;1 M+~!PIRIM6CEKG6C3IK&M@2!61#4+U6Q4AN!/=F9/N^TH3>Z_U>K/2
S5P~NFCFH%JH9J&CFHJ+JHJY!W98221~#U M%~M!+~!NE,MUAB 9QY0S4U(CU&14<5^-1 MS4,U!14"5_LIK3L&M!F_D3(8U#M_~*~21Z@7>2(!<
ZD9J&~BFH5J-JHYJ:~B MFH=J/H%JH926G>P%~H%~KSS708"~JH:~AFHYJ#~Cj:CFHJ!~CZJ!:@6 M4EHW&A^AB UR~<
(CR/0!""J&AFHJ#~Cj:CFHJH9J!<~#3Z.0#&~J!92 M6K?_VXSAZ_15R397^7HCVG13=9W?/2_~S3Q^U+LK_>~#FC6\$~4,5#-1 MS4(U&14<5^-1S4,U!14"5
L!K3MBM"~(T>2UYQ1H.A+5#%0S4)KEW!MM6Y2!ER5#2HNGDGOJ!<~WBHCB1Z^Y2!>55=K&UG/4;X!G^X_9FM^Z^R^<KQ!M!%~!JVNJB-
J>O_9G&~OH7EBYK8!X5LLH^!~!A5N6R!~!7C3!4UMLL5/Q?5 MUJ3U9^W=9FTE;?~V!>~!V16@>?BMWJ5A<~!DG5^U2D!2H5,E0&R7H4^Y9T!<
7J8R^<SYJ=KW)T+~ZE_~MEP56Q!H!H>85V!4+~!<B293K^>~!~3W>Q>4ZRO7YBKGX4?~!DL2XGGU5A<~6 MVJQM!PWWZP5N;~>3Z)2D?<
*F12Q@)5T!>Y>~!~J!B7J\$S&2E3XJ\$WY7.5WAM9 M&3_~(1;D\$2>~!>Z.X=H!<~!G=UWGS8@_U8^9_2SQNUM7SUJIV!X!T\$3EKSZ^!7(2>@#=#Z16K!+<
M(P4;BD4U^14L5+~1S4\$U%145/-1+4"UD~*Z0T<~>B!V~!MVKQ^CU,U^-043 MU2Q4LU_03473Q4U\$M0+60TKI#1YNE^2OC=T>5_~
MHJC_K9Q<~!CCO;~U7H>H!W20WX1#&0_~!AL+W=0226JUC@&WD1>MZF\$FP;J!4.16*~@NB+~+C_4BK!#~W5^M2E0H8J.C#)!<H&H6^"~!~QVWM4
MZ5AN3.X+?%2@~T(PM91A>G>3C(X&T!M39V(TS)50A^WG!E^1^FRD9%Q@~MH;DL0.%R&DSCFUDM
!WXIGC3!<~S7E1/Q="PT^G19X^GR0 M%93A!<~VW.O@~#9V8!~48!9+~ADFI^R=VO6!O4 MM_~(6,M?N&W;UV2B_O48;6HP,1^!V!96^V(T#2/P-
<~D#B>?>~!~L!9E@<~M5G^R!FX?2!>F>K01(X7E!F1M%3C3B3SM=X=6;L,K@5@JZ;V M^G+~!~BG6#W=IG35_9_F!_E4!<~GC2<~"
M+XS^ZX;613?~MNO_P;HX.M;MR.OV^!>2JHFMQ%2\$~0I@CTS!U@KJ\$S!H0!XG-M==);8J^LRI^FEXH06E*S1@Z17@3@YJDR^EW#V1X;CG2M!>BSF7
!HHC8WR0N3(WA%V0H_Y)CP9 M.06JEL1~2SDIC@5!~GL_L/I^M!9C!<KR?^!J!16G<3A?>4&CS1N2?7#~+4P MLG0!<~(L!T_Z!QS7!4%#1!H93FL+
*FKT1Z102P,\$%<@ RCNMN2YCG M(C@_@P_!<~!D_X!~!W;W)K&UL05A!~!LV MS\$KX8_9!\$!BSW94FH_L_+~!~N!JUN^T?Z>~EL^YQ\$CZ3C^<~!H3)J26N M-
MSFQ28!W MUW^!Z1 ZWC#^<~(8!\$3WE6B)&SDG)H;HB7D%.Q15;0Z&>+!C/ MJ51=OG3%F@~C%>~N<3S^FY.T(9#AW8C(^~!~SM<
91Y^3Y3X30H!QHD!<6F!>7" M5NRUD4!EGK\$~W2F0C!U@XG;8JE=4/7W^>=09~!J3PO^OY=2!8VYK#_2;S!H-
MBJ9>RK@AF5_!XE^F0R^YI+~%<~C3VC9R9Z(!~#H0Z!>~!2HXG>A^!44!<~H+10,2SK!1N@C^!~H-LB>2EO;M2J!@~SWE, MB=7A^97J;==6;
(!^PF=E;~X!<~7+TS_N>~!<E02W+~!<~<~DM0^U.BZ0!MSY01 MG1F>~!E/T!>~?H@X113@~!~!&^ZR^XHVU M9.77V?DV!<~_~DI<~%~@LV
758D%40P5DA9)6BS1%9!I49@6S6@10U!9;2# M!~!O@L^026Q1&~0@<R!WCX!CU@Q!8!400^"Y)A^V_42_!M\$ M\$H1Z(2P@E>T@^H<@<~#<
(@WX!FD&-8G^&8MU6>~NNU_7H!IG84^9!M0+4~1WQ M<~(F^BA20!0)<6A2O!<LCD!<5\$~WIE/D<~(H0L6!S!V!Y!&K!<~!<HAY& MM/;
H66=^&C^5FUH!2BT<~!~30G^<+K+!~!TAC280!Y7!J\$B>~!F^C7~!18X7K M9+~!10U&S2B>31M7(L;IF5522HFH6=26~J!P5C5G(H7M;O9M^H%SG^<?>~

```

M6A.CSBM\|NWFS\|XITS5PX\Q603R\>7H_6UQJ3C#?3_01#Y2KO:20!DL ME#EW 5#1>7G-4'8D6YNC 3V3DN6FN0*-
<3U/L#%_YHP/4ESWC_P102P.$ M% @ RCNM65V#7>1! 7L_!D !X;_!W;W)K&ULM9AA;@<X$G_ B!5;G7:E+8D3 J$?2(7V=>0=WE9ENZO3Z3Z89((H
MIDYBS36G_ =E.2;_X:Y02+< DGO$XGXPGB&6LAI>2#08YID2&2MA9A2VCB/ M5Y 2WJ3#KR.23!64!$?2+6V<9D B.90FMNLX/3LE<6;-
A_K>+1L/Z48D<0.W M#/%_FA+V (&$;D<6MG8W\N+!E2J@!IGBX)DN8@;A7WS)Y99>=HCB%&.&F4_4 U.GG;&QY*B)(!3!9%?#S%)%&>9!S_
M>4ZM>2! =PTN8.>=PI006GAS0 M+8M#0.<009_XX1<DX_09_7K_I@>ZAVS5U2HXN01/7Z$&
MZPIRG<((=QN4T!FVL(4G6GYXA*#<<4 !TIXI.JCE.TB(3?0/O4!7_7,VY M8/+<K$ _<Z<=<X&ZW1F10V@>("H*8)V14;F M"2 BD.R%_00<0T>?>
VY2N;"_!<_SIAN"N">+H:K? MCE<07G_..1G=>BMS!P2_0A4JQI NQVWVG^*2>K_!JDC.8JN>79@0.T?29
MH00>=AWSIA;Z&T<6 GUL%&EK72V7#).R3P+Z)#.4R_ OGI&DDUSAVA_!Y M;:<_U"3RW_0A?C"E2K"90EU!LIC2=5WZIH8R8.8ZIT%S;+!D/L!4HW;
(K2 M<LD915>+IMY10HJ8U_ KDA/Y449YMSPNZM)(G8U/3!W<DR8U0<=<);_0 MIDZG+S>=Y41TW9REWPKY=&FP+Q8Z2SF.)A%GC.Y
M&F(FBH<W<+E<D!TF6_!#?MS L.OZNOY2+<K5'B>=>N4L!IXG3/G/C!0HE M#R.RD6F.;J!2$#F#)F>ZGHHG 1 NE M15X9$X\Y>63W5)V#
(_L_@!H@!L+Q+1Y;E&=,L!$M1@#2!"IYC/&2IBI!6<=<W 4Z#H!QS@> @;W!X$7:(R%#4#;?0.7!O"MIKR MUOR=R(I23.D
6L8KF!SWXBM!)P60/(SX3)OKS-7?7D J_1N!V!&I; MLP@>#IU*A7"30CVC= QWC5$=U!>=!B$!JK;OFK;!<"K33C<"L"SOQ@!L
XPZ<G!5A$>*&!_7$S&SUCY5P927 M#;L$4N;_GY49#AESR!R R-LNNV MKOQH;=>MT$1H!JSL,%6%1790.<G0NBH7B70_?A;U!+ P04 "##.VY9
MV^?XN8" _!Y!P &0_!AL+W=QGN?=>QYMI;K7.T0# #WDFI_A;&U.<_Z.UY@SW98%"QJ22I4S0UNU M.G6AD"7,*_>_@&?
LZX<1.YN!<1!+DW&+!P6Z$;FJ>8R>W8ZWK!@SE? MK8T!P_1P$X0_3S13M_!+PG.4FDL!M.Q<F<38=6WRG<=<C_!HY>..W%9.HWG.KOC
MB5F/O7<=>!BRC.C.SN2V.SYI3R<6F7_!L.WHAI$138RWQD3@IR+;F4NSP< M&3#9PS"64H<=>!;H+9R@T4G(!RFJ3
RLXJLZ:P%AB!PBKYRLC/18LT4-MMJ;$%X%SF5.M-7/H:L&BJA/(%+Z6^1*5E>+&PW?2J;_PD7?Z_%!AQW3%HL M@X!""94$P8($.(EXPIN659B;?IV
@WCF3Z(A<410&8.C%#!<10!#;E8Q9 1 M.XBB;+K'<SK3BDIX#)WW<^VY%66Q*!);_K3W*35U2!J!29AH;_%FWHJ<0 M.F$G/7H/V/L+4NZ4A0K>N0-
=%Z#95 (Y40&#HBRND)C P281#001E!>=>3!5) M2/I" N"K*Y%_M9%QW;V/HM<C_!L!C"K6U1K5!+WKSJG.(/C2PZ!7!>DW> MHZ>_X #K4Y
'EV>*>RZ$DUC&1(SPZVAB*QY5I+Z+9(?)NH.Z#?R T< !FN M_?&2-V>=>(K8U&A&1ZP&+;#9S@>_PI#EW&80)3#8<=>A0Y?@M< (&K7-OH-4$!#H!0 (
H!;E!F/CP<4_<"H_0 M>+&PO=VIR-W.H965T!< MOOU#SP$%>@QB5!>_R(AlYAB""!<KFD$JORPH2!<0418T><8 AY14Q*9M M62TSP20U!CVI-
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Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show= function(){Show.LastAR=null;Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!="TABLE")e=e.nextSibling;if(e){e.nodeName!="TABLE"}[var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0);e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display="block";Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display="none"};Show.toggleNext=function(a){var e=a;while(e.nodeName!="DIV")e=e.nextSibling;if(e.style){}else if(e.style.display){}else{var d,p;if(e.style.display=="none"){d="block;p="-}else{d="none;p="+} e.style.display=d;if(a.textContent){a.textContent+=p+a.textContent.substring(1)}else{a.innerHTML+=p+a.innerHTML.substring(1)}}} XML 84 report.css IDEFA: XBRL DOCUMENT /% Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData { background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a: hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table { font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, sans-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th: void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, sans-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; } .report .pl a { cursor: pointer; display: block; width: 200px; } .report .pl a: hover { background-color: #ffc; } /* Header rows... */ .report .tr: rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .re { background-color: #f0f0f0; } /* Even rows... */ .report .re: .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .rou .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .num { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report .sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 86 FilingSummary.xml IDEFA: XBRL DOCUMENT 3.24.3 html 299 345 1 false 85 0 false 9 false R1.htm 100000 - Document - Document and Entity Information Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation Document and Entity Information Cover 1 false false R2.htm 100010 - Statement - Consolidated Balance Sheets (Unaudited) Sheet http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited Consolidated Balance Sheets (Unaudited) Statements 2 false false R3.htm 100020 - Statement - Consolidated Balance Sheets (Parenthetical) (Unaudited) Sheet http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsParentheticalUnaudited Consolidated Balance Sheets (Parenthetical) (Unaudited) Statements 3 false false R4.htm 100040 - Statement - Consolidated Statements of Operations and Comprehensive Loss (Unaudited) Sheet http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited Consolidated Statements of Operations and Comprehensive Loss (Unaudited) Statements 4 false false R5.htm 100050 - 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Disclosure - Summary of Significant Accounting Policies Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPolicies Summary of Significant Accounting Policies Notes 10 false false R11.htm 995475 - Disclosure - Fair Value of Financial Assets and Liabilities Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureFairValueOfFinancialAssetsAndLiabilities Fair Value of Financial Assets and Liabilities Notes 11 false false R12.htm 995485 - Disclosure - Short-term Investments Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShortTermInvestments Short-term Investments Notes 12 false false R13.htm 995495 - Disclosure - Prepaid Expenses and Other Current Assets Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosurePrepaidExpensesAndOtherCurrentAssets Prepaid Expenses and Other Current Assets Notes 13 false false R14.htm 995505 - Disclosure - Property and Equipment, Net Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosurePropertyAndEquipmentNet Property and Equipment, Net Notes 14 false false R15.htm 995515 - 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Income Taxes Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxes Income Taxes Notes 21 false false R22.htm 995585 - Disclosure - Commitment and Contingencies Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureCommitmentAndContingencies Commitment and Contingencies Notes 22 false false R23.htm 995595 - Disclosure - Condensed Consolidating Financial Statements Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureCondensedConsolidatingFinancialStatements Condensed Consolidating Financial Statements Notes 23 false false R24.htm 995605 - Disclosure - Subsequent Events Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureSubsequentEvents Subsequent Events Notes 24 false false R25.htm 995615 - Disclosure - Summary of Significant Accounting Policies (Policies) Sheet http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesPolicies Summary of Significant Accounting Policies (Policies) Policies http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPolicies 25 false false R26.htm 995625 - 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Disclosure - Share-Based Compensation - Summary of Number of RSUs Outstanding and Weighted-average Grant Date Fair Value of RSUs (Details)", "shortName": "Share-Based Compensation - Summary of Number of RSUs Outstanding and Weighted-average Grant Date Fair Value of RSUs (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "68", "firstAnchor": { "contextRef": "C_57954c1d-3fb6-4121-9503-448a99540f11", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "unitRef": "U_shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": { "span": "p", "td": "tr", "table": "us-gaap:ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "div": "ix:continuation", "div": "body", "html": "1", "reportCount": "1", "baseRef": "itrm-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "C_57954c1d-3fb6-4121-9503-448a99540f11", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue of RSUs (Details)", "unitRef": "U_UnitedStatesOfAmericaDollarsShare", "xsiNil": "false", "lang": null, "decimals": "2", "ancestors": { "span": "p", "td": "tr", "table": "us-gaap:ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "div": "ix:continuation", "div": "body", "html": "1", "reportCount": "1", "baseRef": "itrm-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "C_370b8f54-c9ad-4d9b-b0d5-7c9e829f9a6a", "name": "us-gaap:AllocatedShareBasedCompensationExpense", "unitRef": "U_USD", "xsiNil": "false", "lang": null, "decimals": "3", "ancestors": { "span": "p", "td": "tr", "table": "us-gaap:ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock", "div": "ix:continuation", "div": "body", "html": "1", "reportCount": "1", "baseRef": "itrm-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "C_370b8f54-c9ad-4d9b-b0d5-7c9e829f9a6a", "name": "us-gaap:AllocatedShareBasedCompensationExpense", "unitRef": "U_USD", "xsiNil": "false", "lang": null, "decimals": "3", "ancestors": { "span": "p", "td": "tr", "table": "us-gaap:ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock", "div": "ix:continuation", "div": "body", "html": "1", "reportCount": "1", "baseRef": "itrm-20240930.htm", "first": true, "unique": true }, "R70": { "role": "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetail", "longName": "996085 - 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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": { "r56", "r802" } }, "itrm_AccruedClinicalTrialCostsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "AccruedClinicalTrialCostsCurrent", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureAccruedExpensesScheduleOfAccruedExpensesDetails": { "lang": { "en-us": { "role": { "terseLabel": "Accrued clinical trial costs", "label": "Accrued Clinical Trial Costs Current", "documentation": "Accrued clinical trial costs current." } } }, "auth_ref": {} }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureAccruedExpensesScheduleOfAccruedExpensesDetails": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "totalLabel": "Total", "terseLabel": "Accrued expenses", "label": "Accrued Liabilities, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": { "r59" } }, "itrm_AccruedManufacturingExpensesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "AccruedManufacturingExpensesCurrent", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureAccruedExpensesScheduleOfAccruedExpensesDetails": { "lang": { "en-us": { "role": { "documentation": "Accrued manufacturing expenses current.", "label": "Accrued Manufacturing Expenses Current", "terseLabel": "Accrued manufacturing expenses" } } }, "auth_ref": {} }, "us-gaap_AccruedProfessionalFeesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedProfessionalFeesCurrent", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureAccruedExpensesScheduleOfAccruedExpensesDetails": { "lang": { "en-us": { "role": { "label": "Accrued Professional Fees, Current", "terseLabel": "Accrued professional fees", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": { "r59" } }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosurePropertyAndEquipmentNetScheduleOfPropertyAndEquipmentAndRelatedAccum": { "lang": { "en-us": { "role": { "periodEndLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending Balance", "periodStartLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning Balance", "totalLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Total", "negatedLabel": "Less: accumulated depreciation", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "terseLabel": "Accumulated depreciation decreased amount", "negatedTerseLabel": "Accumulated depreciation decreased amount", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": { "r34", "r174", "r604" } }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipmentPeriodIncreaseDecrease": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipmentPeriodIncreaseDecrease", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosurePropertyAndEquipmentNetAdditionalInformationDetails": { "lang": { "en-us": { "role": { "negatedLabel": "Accumulated depreciation decreased amount", "terseLabel": "Accumulated depreciation decreased amount", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant and Equipment, Period Increase (Decrease)", "totalLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant and Equipment, Period Increase (Decrease), Total", "documentation": "Amount of increase (decrease) in accumulated depreciation, depletion and amortization of property, plant and equipment." } } }, "auth_ref": { "r33" } }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive income", "totalLabel": "Accumulated Other Comprehensive Income (Loss), Net of Tax, Total", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": { "r15", "r16", "r76", "r181", "r601", "r630", "r631" } }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquity": { "lang": { "en-us": { "role": { "label": "AOCI Attributable to Parent [Member]", "terseLabel": "Accumulated Other Comprehensive Income (Loss)", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": { "r1", "r8", "r16", "r456", "r459", "r521", "r626", "r627", "r938", "r939", "r940", "r949", "r950", "r951", "r952" } }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "label": "Additional 402(v) Disclosure [Text Block]", "terseLabel": "Additional 402(v) Disclosure" } } }, "auth_ref": { "r867" } }, "itrm_AdditionalOrdinarySharesThatCanBePurchasedByUnderwriter": { "xbrltype": "sharesItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "AdditionalOrdinarySharesThatCanBePurchasedByUnderwriter", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureShareholdersEquityAdditionalInformationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Additional ordinary shares that can be purchased by underwriter", "label": "Additional Ordinary Shares That Can Be Purchased By Underwriter", "documentation": "Additional ordinary shares that can be purchased by underwriter." } } }, "auth_ref": {} }, "itrm_AdditionalOrdinarySharesWithPreemptiveRights": { "xbrltype": "sharesItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "AdditionalOrdinarySharesWithPreemptiveRights", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureBasisOfPresentationAdditionalInformationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Additional ordinary shares with preemptive rights", "label": "Additional Ordinary Shares with Preemptive Rights", "documentation": "Additional ordinary shares with preemptive rights." } } }, "auth_ref": {} }, "us-gaap_AdditionalPaidInCapitalCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalCommonStock", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "periodEndLabel": "Additional Paid in Capital, Common Stock, Ending Balance", "periodStartLabel": "Additional Paid in Capital, Common Stock, Beginning Balance", "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital, Common Stock", "documentation": "Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other

stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": { "r70" } }, "us-gaap-AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquity": { "lang": { "en-us": { "role": { "terseLabel": "Additional Paid in Capital", "label": "Additional Paid in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } } }, "auth_ref": { "r643", "r949", "r950", "r951", "r952", "r1026", "r1092" } }, "dei-AddressTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AddressTypeDomain", "presentation": { 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Includes allocation of proceeds of debt securities issued with detachable stock purchase warrants." } } } }, "auth_ref": { "r9", "r36", "r101" } }, "itm-AdjustmentsToFairValueRelatedToSaleOfFutureRoyalties": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "AdjustmentsToFairValueRelatedToSaleOfFutureRoyalties", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role-DisclosureRoyaltyLinkedNotesSummaryOfRoyaltyLinkedNotesDetails": { "lang": { "en-us": { "role": { "terseLabel": "Adjustments to fair value", "label": "Adjustments To Fair Value Related To Sale Of Future Royalties", "documentation": "Adjustments to fair value related to sale of future royalties." } } } }, "auth_ref": { "us-gaap-AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Excludes amount capitalized." } } } }, "auth_ref": { "r414", "r419" } }, "itm-AllowanceRecordedForCreditLosses": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "AllowanceRecordedForCreditLosses", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role-DisclosureShortTermInvestmentsAdditionalInformationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Allowance recorded for credit losses", "label": "Allowance Recorded for Credit Losses", "documentation": "Allowance recorded for credit losses." } } } }, "auth_ref": { "itm-AmendedAndRestated2018EquityIncentivePlanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "AmendedAndRestated2018EquityIncentivePlanMember", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role-DisclosureShareBasedCompensationAdditionalInformationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Amended and Restated 2018 Equity Incentive Plan", "label": "Amended And Restated 2018 Equity Incentive Plan [Member]", "documentation": "Amended and restated 2018 equity incentive plan." } } } }, "auth_ref": { "dei-AmendmentFlag": { "xbrltype":

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As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r4", "r297", "r298", "r771"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesScheduleOfPotentiallyDilutiveSecurities", "lang": { "en-us": { "role": { "terseLabel": "Potentially dilutive securities excluded from computation of diluted weighted-average shares outstanding", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r229"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesScheduleOfPotentiallyDilutiveSecurities", "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities", "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": ["r24"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesScheduleOfPotentiallyDilutiveSecurities", "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities Excluded From Computation of Earnings Per Share [Line Items]", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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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": { "r970" } }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost", "crdr": "debit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShortTermInvestmentsScheduleOfAvailableForSaleShortTermInvestmentsByMajority": { "lang": { "en-us": { "role": { "label": "Debt Securities, Available for Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One", "terseLabel": "Maturity by period Less than 1 Year", "documentation": "Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": { "r969" } }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearFairValue", "crdr": "debit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShortTermInvestmentsScheduleOfAvailableForSaleShortTermInvestmentsByMajority": { "lang": { "en-us": { "role": { "label": "Debt Securities, Available for Sale, Fair Value, Maturity, Allocated and Single Maturity Date, Year One", "terseLabel": "Maturity by period Less than 1 Year", "documentation": "Fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": { "r263", "r594" } }, "us-gaap_AvailableForSaleSecuritiesDebtSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtSecurities", "crdr": "debit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShortTermInvestmentsScheduleOfAvailableForSaleShortTermInvestmentsByMajority": { "lang": { "en-us": { "role": { "label": "Debt Securities, Available for Sale, Fair Value Total", "label": "Debt Securities, Available for Sale", "documentation": "Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": { "r257", "r293", "r467", "r590", "r790", "r793", "r961", "r1029", "r1030", "r1031" } }, 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represent derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a
certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between
warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not
issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months." } }
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resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a
company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately
be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": { "r66", "r113", "r598",

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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": { "r69" } }, "itrm-CommonStockSharesWithPreemptiveRights": { "xbrltype": "sharesItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "CommonStockSharesWithPreemptiveRights", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureShareholdersEquityAdditionalInformationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Common stock shares with preemptive rights", "label": "Common Stock Shares With Preemptive Rights", "documentation": "Common stock shares with preemptive rights." } } }, "auth_ref": { "itrm-CommonStockSharesWithoutPreemptiveRightsOrOtherSubscriptionRights": { "xbrltype": "sharesItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "CommonStockSharesWithoutPreemptiveRightsOrOtherSubscriptionRights", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureShareholdersEquityAdditionalInformationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Number of ordinary shares not have preemptive or other subscription rights", "label": "Common Stock Shares Without Preemptive Rights or Other Subscription Rights", "documentation": "Common stock shares without preemptive rights or other subscription rights." } } }, "auth_ref": { "us-gaap-CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureShareholdersEquityAdditionalInformationDetails": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Ordinary shares, \$0.01 par value per share: 80,000,000 shares authorized at September 30, 2024 and December 31, 2023, 22,705,994 shares issued at September 30, 2024, 13,499,003 shares issued at December 31, 2023", "verboseLabel": "Aggregate offering price of shares", "periodEndLabel": "Common Stock, Value, Issued, Ending Balance", "periodStartLabel": "Common Stock, Value, Issued, Beginning Balance", "totalLabel": "Common Stock, Value, Issued, Total", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). 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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": { "r69", "r600", "r802" } }, "ecd-CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Company Selected Measure" } } }, "auth_ref": { "r884" } }, "ecd-CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Net Income [Text Block]", "terseLabel": "Compensation Actually Paid vs. Net Income" } } }, "auth_ref": { "r883" } }, "ecd-CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Other Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Other Measure" } } }, "auth_ref": { "r885" } }, "ecd-CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]", "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return" } } }, "auth_ref": { "r882" } }, "us-gaap-ComparabilityOfPriorYearFinancialData": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComparabilityOfPriorYearFinancialData", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role-DisclosureSummaryOfSignificantAccountingPoliciesPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Interim Financial Information", "label": "Comparability of Prior Year Financial Data, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for reporting any exceptions to the comparability of prior year financial data with data shown for the most recent accounting period." } } }, "auth_ref": { "r14" } }, "us-gaap-CompensationRelatedCostsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CompensationRelatedCostsAbstract", "lang": { "en-us": { "role": { "label": "Compensation Related Costs [Abstract]" } } }, "auth_ref": { "us-gaap-ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited": { "lang": { "en-us": { "role": { "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "totalLabel": "Comprehensive loss", "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": { "r17", "r186", "r188", "r192", "r591", "r611", "r612" } }, "us-gaap-ComputerEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComputerEquipmentMember", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role-DisclosurePropertyAndEquipmentNetAdditionalInformationDetails": { "http://www.iterumtx.com/20240930/taxonomy/role/Role-DisclosurePropertyAndEquipmentNetScheduleOfPropertyAndEquipmentAndRelatedAccum": { "lang": { "en-us": { "role": { "terseLabel": "Computer Equipment", "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-ConcentrationRiskCreditRisk": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskCreditRisk", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role-DisclosureSummaryOfSignificantAccountingPoliciesPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Concentration of Credit Risk", "label": "Concentration Risk, Credit Risk, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for credit risk." } } }, "auth_ref": { "r54", "r126" } }, "srt-CondensedFinancialStatementsCaptionsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "CondensedFinancialStatementsCaptionsLineItems", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role-DisclosureCondensedConsolidatingFinancialStatementsAdditionalInformationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Condensed Financial Statements Captions [Line Items]", "label": "Condensed Financial Statements, Captions [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes, but is not limited to, long-term debt obligation, lease obligation, and purchase obligation." } } }, "auth_ref": { "r927", "r948" } }, "itrm_ConversionOfThousandExchangeableNotesDueJanuaryThirtyOneTwoThousandTwentyFiveMember": { "xbrltype": "domainItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "ConversionOfThousandExchangeableNotesDueJanuaryThirtyOneTwoThousandTwentyFiveMember", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfBalancesOfExchangeableNotesDetails": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfBalancesOfExchangeableNotesParenteticalDetails": { "lang": { "en-us": { "role": { "terseLabel": "Conversion of \$1,000 Exchangeable Notes due January 31, 2025", "label": "Conversion Of Thousand Exchangeable Notes Due January Thirty One Two Thousand Twenty Five [Member]", "documentation": "Conversion of \$1000 exchangeable notes due January 31, 2025." } } }, "auth_ref": { "us-gaap_ConvertibleDebtCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtCurrent", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Exchangeable notes", "label": "Convertible Debt, Current", "documentation": "The portion of the carrying value of long-term convertible debt as of the balance sheet date that is scheduled to be repaid within one year or in the normal operating cycle if longer. Convertible debt is a financial instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder." } } }, "auth_ref": { "itrm_ConvertibleDebtCurrentBookValue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "ConvertibleDebtCurrentBookValue", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureFairValueOffFinancialAssetsAndLiabilitiesSummaryOfLongTermAndShortTermDebtAtF": { "lang": { "en-us": { "role": { "terseLabel": "Short-term Liabilities, Exchangeable note", "label": "Convertible Debt current Book Value", "documentation": "Convertible debt current book value." } } }, "auth_ref": { "itrm_ConvertibleDebtCurrentFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "ConvertibleDebtCurrentFairValue", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureFairValueOffFinancialAssetsAndLiabilitiesSummaryOfLongTermAndShortTermDebtAtF": { "lang": { "en-us": { "role": { "terseLabel": "Short-term Liabilities, Exchangeable note", "label": "Convertible debt current Fair Value", "documentation": "Convertible debt current fair value." } } }, "auth_ref": { "us-gaap_ConvertibleDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtNoncurrent", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Exchangeable notes", "label": "Convertible Debt, Noncurrent", "documentation": "Carrying amount of long-term convertible debt as of the balance sheet date, net of the amount due in the next twelve months or greater than the normal operating cycle, if longer. The debt is convertible into another form of financial instrument, typically the entity's common stock." } } }, "auth_ref": { "itrm_ConvertibleDebtNoncurrentBookValue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "ConvertibleDebtNoncurrentBookValue", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureFairValueOffFinancialAssetsAndLiabilitiesSummaryOfLongTermAndShortTermDebtAtF": { "lang": { "en-us": { "role": { "documentation": "Convertible debt non current book value.", "label": "Convertible Debt Noncurrent Book value", "terseLabel": "Long-term exchangeable note" } } }, "auth_ref": { "itrm_ConvertibleDebtNoncurrentFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "ConvertibleDebtNoncurrentFairValue", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureFairValueOffFinancialAssetsAndLiabilitiesSummaryOfLongTermAndShortTermDebtAtF": { "lang": { "en-us": { "role": { "terseLabel": "Long-term exchangeable note", "label": "Convertible Debt Noncurrent Fair Value", "documentation": "Convertible debt noncurrent fair value." } } }, "auth_ref": { "us-gaap_CorporateBondSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CorporateBondSecuritiesMember", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureFairValueOffFinancialAssetsAndLiabilitiesScheduleOfFinancialAssetsMeasuredAt": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShortTermInvestmentsScheduleOfAvailableForSaleShortTermInvestmentsByMaj": { "lang": { "en-us": { "role": { "label": "Corporate Bond Securities [Member]", "terseLabel": "Corporate Bonds", "documentation": "This category includes information about long-term debt securities that are issued by either a domestic or foreign corporate business entity with a date certain promise of repayment and a return to the holder for the time value of money (for example, variable or fixed interest, original issue discount)." } } }, "auth_ref": { "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": { "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation": { "lang": { "en-us": { "role": { "terseLabel": "Current Fiscal Year End Date", "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD--" } } }, "auth_ref": { "us-gaap_DebtConversionConvertedInstrumentSharesIssued1": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionConvertedInstrumentSharesIssued1", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureFairValueOffFinancialAssetsAndLiabilitiesAdditionalInformationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Debt instrument, aggregate number of shares exchanged", "label": "Debt Conversion, Converted Instrument, Shares Issued", "documentation": "The number of shares issued in exchange for the original debt being converted in a noncash (or part noncash) transaction. 'Part noncash' refers to that portion of the transaction not resulting in cash receipts or payments in the period." } } }, "auth_ref": { "us-gaap_DebtDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Debt Disclosure [Abstract]" } } }, "auth_ref": { "us-gaap_DebtDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureTextBlock", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebt": { "lang": { "en-us": { "role": { "terseLabel": "Debt", "label": "Debt Disclosure [Text Block]", "documentation": "The entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants." } } }, "auth_ref": { "r95", "r200", "r301", "r302", "r303", "r304", "r305", "r314", "r315", "r325", "r331", "r332", "r333", "r334", "r335", "r336", "r341", "r348", "r349", "r351", "r500" } }, "itrm_DebtInstrumentAccruedInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "DebtInstrumentAccruedInterest", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfBalancesOfExchangeableNotesDetails": { "lang": { "en-us": { "role": { "terseLabel": "Exchangeable Notes, Accrued Interest", "label": "Debt Instrument Accrued Interest", "documentation": "Debt instrument accrued interest." } } }, "auth_ref": { "itrm_DebtInstrumentAccruedInterestConversion": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "DebtInstrumentAccruedInterestConversion", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfBalancesOfExchangeableNotesDetails": { "lang": { "en-us": { "role": { "terseLabel": "Exchangeable Notes, Accrued Interest Conversion", "label": "Debt Instrument Accrued Interest Conversion", "documentation": "Debt instrument accrued interest conversion." } } }, "auth_ref": { "itrm_DebtInstrumentAccruedInterestWriteOff": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "DebtInstrumentAccruedInterestWriteOff", "crdr": "debit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfBalancesOfExchangeableNotesDetails": { "lang": { "en-us": { "role": { "negatedLabel": "Exchangeable Notes, Accrued Interest Write-off", "label": "Debt Instrument Accrued Interest Write Off", "documentation": "Debt instrument accrued interest write-off." } } }, "auth_ref": {

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premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt." } } }, "auth_ref": { "r13", "r112", "r352" } }, "us-gaap_DebtInstrumentDecreaseForgiveness": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentDecreaseForgiveness", "crdr": "debit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Debt instrument, forgiveness loan", "label": "Debt Instrument, Decrease, Forgiveness", "documentation": "Decrease for amounts of indebtedness forgiven by the holder of the debt instrument." } } }, "auth_ref": { "r946" } }, "us-gaap_DebtInstrumentDescription": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentDescription", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Debt instrument, description", "label": "Debt Instrument, Description", "documentation": "Identification of the lender and information about a contractual promise to repay a short-term or long-term obligation, which includes borrowings under lines of credit, notes payable, commercial paper, bonds payable, debentures, and other contractual obligations for payment. This may include rationale for entering into the arrangement, significant terms of the arrangement, which may include amount, repayment terms, priority, collateral required, debt covenants, borrowing capacity, call features, participation rights, conversion provisions, sinking-fund requirements, voting rights, basis for conversion if convertible and remarketing provisions. The description may be provided for individual debt instruments, rational groupings of debt instruments, or by debt in total." } } }, "auth_ref": { "r13", "r39", "r52", "r58", "r111", "r112", "r500" } }, "itrm_DebtInstrumentDiscountRateAppliedForRoyaltyLinkedNotes": { "xbrltype": "percentItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "DebtInstrumentDiscountRateAppliedForRoyaltyLinkedNotes", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureFairValueOffFinancialAssetsAndLiabilitiesAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Debt instrument, discount rate applied for royalty linked notes", "label": "Debt Instrument Discount Rate Applied For Royalty Linked Notes", "documentation": "Debt instrument, discount rate applied for royalty linked notes." } } }, "auth_ref": { } }, "us-gaap_DebtInstrumentFaceAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFaceAmount", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureShareholdersEquityAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureBasisOfPresentationAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureCondensedConsolidatingFinancialStatementsAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Aggregate principal amount", "label": "Debt Instrument, Face Amount", "documentation": "Face (par) amount of debt instrument at time of issuance." } } }, "auth_ref": { "r326", "r500", "r501", "r773", "r774", "r800" } }, "itrm_DebtInstrumentInterestMinimumFixedInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "DebtInstrumentInterestMinimumFixedInterestRate", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Minimum fixed interest rate per annum", "label": "Debt Instrument Interest Minimum Fixed Interest Rate", "documentation": "Debt instrument interest minimum fixed interest rate." } } }, "auth_ref": { } }, "us-gaap_DebtInstrumentInterestRateEffectivePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateEffectivePercentage", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureRoyaltyLinkedNotesAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "verboseLabel": "Estimated effective interest rate", "terseLabel": "Effective annual interest rate on outstanding debt", "label": "Debt Instrument, Interest Rate, Effective Percentage", "documentation": "Effective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium." } } }, "auth_ref": { "r61", "r355", "r500", "r501", "r800" } }, "us-gaap_DebtInstrumentInterestRateStatedPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateStatedPercentage", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureBasisOfPresentationAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfBalancesOfExchangeableNotesParenteticalDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Debt instrument interest rate", "label": "Debt Instrument, Interest Rate, Stated Percentage", "documentation": "Contractual interest rate for funds borrowed, under the debt agreement." } } }, "auth_ref": { "r61", "r327" } }, "us-gaap_DebtInstrumentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentLineItems", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfBalancesOfExchangeableNotesDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfBalancesOfExchangeableNotesParenteticalDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureRoyaltyLinkedNotesAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument [Line Items]", "label": "Debt Instrument [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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The format of the date is YYYY-MM-DD." } } }, "auth_ref": { "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation": { "lang": { "en-us": { "role": { "terseLabel": "Document Quarterly Report", "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": { "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation": { "lang": { "en-us": { "role": { "terseLabel": "Document Transition Report", "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": { "dei_DocumentType": { "xbrltype": "submissionItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation": { "lang": { "en-us": { "role": { "verboseLabel": "Document Type", "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": { "dei_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRfctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRfctdInTtlCompForCvrdYrMember", "presentation": { "http://xbrl.sec.gov/dei/role/PvpDisclosure": { "lang": { "en-us": { "role": { "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]", "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year" } } }, "auth_ref": { "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited": { "lang": { "en-us": { "role": { "totalLabel": "Earnings Per Share, Basic, Total", "label": "Earnings Per Share, Basic", "terseLabel": "Net loss 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": { "r193", "r210", "r211", "r212", "r213", "r214", "r215", "r219", "r222", "r226", "r227", "r228", "r231", "r443", "r446", "r464", "r465", "r592", "r613", "r760" } } }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited": { "lang": { "en-us": { "role": { "totalLabel": "Earnings Per Share, Diluted, Total", "label": "Earnings Per Share, Diluted", "terseLabel": "Net (loss) /income per share attributable to ordinary shareholders - diluted", "verboseLabel": "Net loss per share - diluted", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": { "r193", "r210", "r211", "r212", "r213", "r214", "r215", "r222", "r226", "r227", "r228", "r231", "r443", "r446", "r464", "r465", "r592", "r613", "r760" } } }, "us-gaap_EarningsPerSharePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerSharePolicyTextBlock", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Net Loss Per Ordinary Share", "label": "Earnings Per Share, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements." } } }, "auth_ref": { "r24", "r25", "r230" } } }, "us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Effect of exchange rates 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": { "r491" } } }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureAccruedExpensesScheduleOfAccruedExpensesDetails": { "lang": { "en-us": { "role": { "totalLabel": "Employee-related Liabilities, Current, Total", "terseLabel": "Accrued payroll and bonus expenses", "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. 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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": { "r473", "r475", "r476", "r477", "r480", "r481", "r482", "r483", "r484", "r589", "r790", "r794" }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": { 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Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." } } }, "auth_ref": { "r503" } }, "itrm_LesseeOperatingSubleaseAgreementExtendTerm": { "xbrltype": "stringItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "LesseeOperatingSubleaseAgreementExtendTerm", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "role": { "label": "Lessee operating sublease agreement extend term", "documentation": "Lessee operating sublease agreement extend term" } } }, "auth_ref": { "r11" } }, "itrm_LesseeOperatingSubleaseAgreementForCommercialUnitTerm": { "xbrltype": "stringItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "LesseeOperatingSubleaseAgreementForCommercialUnitTerm", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetails" }, "lang": { 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noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a 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. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long-term obligation to refinance the short-term obligation on a long-term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long-term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": { "r13", "r112", "r1058" } }, "us-gaap_LineOfCreditFacilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityAxis", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureBasisOfPresentationAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "role": { "terseLabel": "Lender Name", "label": "Lender Name [Axis]", "documentation": "Information by name of lender, which may be a single entity (for example, but not limited to, a bank, pension fund, venture capital firm) or a group of entities that participate in the line of credit." } } }, "auth_ref": { "r57", "r63", "r946", "r987", "r988" } }, "us-gaap_LineOfCreditFacilityDateOfFirstRequiredPayment1": { "xbrltype": "dateItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityDateOfFirstRequiredPayment1", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "role": { "terseLabel": "Date of first required payment of initial draw", "label": "Line of Credit Facility, Date of First Required Payment", "documentation": "Date the first payment under the line of credit must be paid, in YYYY-MM-DD format." } } }, "auth_ref": { "r57", "r63" } }, "us-gaap_LineOfCreditFacilityExpirationDate1": { "xbrltype": "dateItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityExpirationDate1", "presentation": {

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Excludes lease obligation." } } }, "auth_ref": { "r13", "r112", "r338", "r354", "r773", "r774", "r800", "r1058" } }, "itrm_LongTermDebtBookValue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "LongTermDebtBookValue", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureFairValueOffinancialAssetsAndLiabilitiesSummaryOfLongTermAndShortTermDebtAtF", "lang": { "en-us": { "role": { "totalLabel": "Total long-term liabilities", "documentation": "Long-term debt book value", "label": "Long-term debt book value" } } }, "auth_ref": { } }, "itrm_LongTermDebtCurrentFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "LongTermDebtCurrentFairValue", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureFairValueOffinancialAssetsAndLiabilitiesSummaryOfLongTermAndShortTermDebtAtF", "lang": { "en-us": { "role": { "terseLabel": "Current portion of long-term debt", "label": "Long-Term Debt Current Fair Value", "documentation": "Long-term debt current fair value." } } }, "auth_ref": { } }, "us-gaap_LongTermDebtFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtFairValue", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureFairValueOffinancialAssetsAndLiabilitiesSummaryOfLongTermAndShortTermDebtAtF", "lang": { "en-us": { "role": { "totalLabel": "Total long-term liabilities", "label": "Long-Term Debt, Fair Value", "documentation": "The fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission." } } }, "auth_ref": { "r1028", "r1029", "r1030", "r1031" } }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalAfterYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalAfterYearFive", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtScheduleOfPrincipalPaymentsOnOutstandingDebtIncludingPrincipalAmount", "lang": { "en-us": { "role": { "terseLabel": "Thereafter", "label": "Long-Term Debt, Maturity, after Year Five", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": { "r6", "r204", "r996" } }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtScheduleOfPrincipalPaymentsOnOutstandingDebtIncludingPrincipalAmount", "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Long-Term Debt, Maturity, Year One", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": { "r6", "r204", "r343" } }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFive", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtScheduleOfPrincipalPaymentsOnOutstandingDebtIncludingPrincipalAmount", "lang": { "en-us": { "role": { "terseLabel": "2029", "label": "Long-Term Debt, Maturity, Year Five", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": { "r6", "r204", "r343" } }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour", "crdr": "credit", "presentation": {

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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": { "r6", "r204", "r343" } }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtScheduleOfPrincipalPaymentsOnOutstandingDebtIncludingPrincipalAmount", "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Long-Term Debt, Maturity, Year Three", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": { "r6", "r204", "r343" } }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtScheduleOfPrincipalPaymentsOnOutstandingDebtIncludingPrincipalAmount", "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Long-Term Debt, Maturity, Year Two", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": { "r6", "r204", "r343" } }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareholdersEquityAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureBasisOfPresentationAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureFairValueOfFinancialAssetsAndLiabilitiesAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfCashFlowsUnaudited", "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": { "r13", "r980", "r981", "r982" } }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareholdersEquityAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureBasisOfPresentationAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureFairValueOfFinancialAssetsAndLiabilitiesAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfCashFlowsUnaudited", "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type", "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": { "r13", "r35", "r980", "r981", "r982" } }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareholdersEquityAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureBasisOfPresentationAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureCommitmentAndContingenciesAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetails", 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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": { "r196" } }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfCashFlowsUnaudited", "lang": { "en-us": { "role": { "terseLabel": "Cash flows from financing activities", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]", "documentation": "Cash flows from financing activities", "auth_ref": { "r196" } } }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfCashFlowsUnaudited", "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Investing Activities", "totalLabel": "Net cash provided by investing activities", "documentation": "Amount

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Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": { "r86", "r87", "r88" } }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfCashFlowsUnaudited" }, "lang": { "en-us": { "role": { "terseLabel": "Cash flows from operating activities:", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": { "r196" } }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureBasisOfPresentationAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquity", "http://xbrl.sec.gov/ecd/role/PvpDisclosure" }, "lang": { "en-us": { "role": { "label": "Net Income (Loss)", "terseLabel": "Net Income (Loss)", "verboseLabel": "Net loss", "negatedLabel": "Net losses", "totalLabel": "Net loss", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": { "r79", "r88", "r118", "r169", "r185", "r187", "r191", "r202", "r208", "r210", "r211", "r212", "r213", "r214", "r217", "r218", "r224", "r285", "r316", "r317", "r318", "r319", "r320", "r321", "r322", "r323", "r324", "r443", "r446", "r465", "r490", "r608", "r693", "r710", "r711", "r826", "r990" } }, "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersBasic", "crdr": "credit", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited" }, "lang": { "en-us": { "role": { "label": "Net Income (Loss) Available to Common Stockholders, Basic", "terseLabel": "Net (loss) / Income attributable to ordinary shareholders", "verboseLabel": "Net loss", "totalLabel": "Net loss", "documentation": "Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders." } } }, "auth_ref": { "r194", "r210", "r211", "r212", "r213", "r219", "r220", "r225", "r228", "r446" } }, "us-gaap_NewAccountingPronouncementsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesPolicies" }, "lang": { "en-us": { "role": { "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "terseLabel": "Recent Accounting Pronouncements", "documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. 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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": { "r766", "r955" } }, "itrm_NumberOfSharesAndSecuritiesMayOfferAndSell": { "xbrltype": "sharesItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "NumberOfSharesAndSecuritiesMayOfferAndSell", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureBasisOfPresentationAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "documentation": "Number of shares and securities may offer and sell.", "label": "Number of shares and securities may offer and sell",

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Examples may include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": { } } }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosurePropertyAndEquipmentNetAdditionalInformationDetails": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosurePropertyAndEquipmentNetScheduleOfPropertyAndEquipmentAndRelatedAccum": { "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Property Plant And Equipment [Table]", "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. 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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": { "r32", "r77" } } }, "itm_ScheduleOfRightOfUseAssetsAndLeaseLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "ScheduleOfRightOfUseAssetsAndLeaseLiabilitiesTableTextBlock", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureLeasesTables": { "lang": { "en-us": { "role": { "terseLabel": "Summary of Right-of-Use Assets and Lease Liabilities", "label": "Schedule Of Right Of Use Assets And Lease Liabilities Table [Text Block]", "documentation": "Schedule of right of use assets and lease liabilities." } } }, "auth_ref": { } } }, "itm_ScheduleOfRoyaltyLinkedNotesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "ScheduleOfRoyaltyLinkedNotesTableTextBlock", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureRoyaltyLinkedNotesTables": { "lang": { "en-us": { "role": { "terseLabel": "Summary of Royalty-Linked Notes", "label": "Schedule Of Royalty Linked Notes Table [Text Block]", "documentation": "Tabular disclosure of information pertaining to royalty linked notes." } } }, "auth_ref": { } } }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTable", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesScheduleOfDistributionOfTotalOperating": { "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": { "r29", "r30", "r31" } } }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationSummaryOfNumberOfRsusGrantedDetails":

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Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": { "r784" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingRights": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingRights", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "verboseLabel": "Vesting rights", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights", "documentation": "Description of service or performance condition required to be met for earning right to award under share-based payment arrangement. Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": { "r45" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfNumberOfRsusGrantedDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationSummaryOfNumberOfRsusOutstandingAndWeightedAv", "lang": { "en-us": { "role": { "negatedTerseLabel": "Number of Shares, Expired", "negatedLabel": "Number of Shares, Forfeited", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period", "documentation": "The 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Average Grant Date Fair Value", "documentation": "Weighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event." } } }, "auth_ref": { "r404" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfNumberOfRsusGrantedDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationSummaryOfNumberOfRsusOutstandingAndWeightedAv", "lang": { 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share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": { "r399", "r400" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfNumberOfRsusGrantedDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationSummaryOfNumberOfRsusOutstandingAndWeightedAv", "lang": { "en-us": { "role": { "negatedLabel": "Number of Shares, Shares vested", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": { "r403" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDa { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationSummaryOfNumberOfRsusOutstandingAndWeightedAv", "lang": { "en-us": { "role": { "verboseLabel": "Weighted average grant date fair value per share, Shares Vested", "terseLabel": "Weighted Average grant date fair value per share, Vested", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement." } } }, "auth_ref": { "r403" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExercisePrice", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationScheduleOfAssumptionsUsedToDetermineGrantDateFairValue", "lang": { "en-us": { "role": { "terseLabel": "Fair value of option on grant date", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Exercise Price", "documentation": "Agreed-upon price for the exchange of the underlying asset relating to the share-based payment award." } } }, "auth_ref": { } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationScheduleOfAssumptionsUsedToDetermineGrantDateFairValue", "lang": { "en-us": { "role": { "terseLabel": "Dividend rate", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award,

Fair Value Assumptions, Expected Dividend Rate", "documentation": "The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term." } } }, "auth_ref": { "r411" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationScheduleOfAssumptionsUsedToDetermineGrantDateFairValueAssumptions, Expected Volatility Rate", "documentation": "The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": { "r410" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMaximum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMaximum", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationScheduleOfAssumptionsUsedToDetermineGrantDateFairValueAssumptions, Expected Volatility Rate, Maximum", "documentation": "The estimated measure of the maximum percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": { } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMinimum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMinimum", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationScheduleOfAssumptionsUsedToDetermineGrantDateFairValueAssumptions, Expected Volatility Rate, Minimum", "documentation": "The estimated measure of the minimum percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": { } }, "itrm_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsPeriodOfRiskFreeInterestRateBasedOnEstimatedOf": { "xbrltype": "durationItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsPeriodOfRiskFreeInterestRateBasedOnEstimatedOfUSTreasuryYield", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationAdditionalInformationDetails", "lang": { "en-us": { "role": { "terseLabel": "Risk-free interest rate based on estimate of U.S. treasury yield", "label": "Share Based Compensation Arrangement By Share Based Payment Award Fair Value Assumptions Period of Risk Free Interest Rate Based on Estimated of U S Treasury Yield", "documentation": "Share based compensation arrangement by share based payment award fair value assumptions period of risk free interest rate based on estimated of u s treasury yield." } } }, "auth_ref": { } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationScheduleOfAssumptionsUsedToDetermineGrantDateFairValueAssumptions, Risk Free Interest Rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": { "r412" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMaximum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMaximum", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationScheduleOfAssumptionsUsedToDetermineGrantDateFairValueAssumptions, Risk Free Interest Rate, Maximum", "documentation": "The maximum risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": { } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationScheduleOfAssumptionsUsedToDetermineGrantDateFairValueAssumptions, Risk Free Interest Rate, Minimum", "documentation": "The minimum risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": { } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfNumberOfRsusGrantedDetails", "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfStockOptionActivityDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationAdditionalInformationDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationScheduleOfAssumptionsUsedToDetermineGrantDateFairValueAssumptions, Risk Free Interest Rate, Minimum", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": { "r384", "r386", "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" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationAdditionalInformationDetails", "lang": { "en-us": { "role": { "label": "Share Based Compensation Arrangement by Share Based Payment Award, Number of Additional Shares Authorized", "terseLabel": "Increase in number of ordinary shares available for issuance", "documentation": "Number of additional shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": { } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationAdditionalInformationDetails", "lang": { "en-us": { "role": { "terseLabel": "Number of shares authorized", "label": "Share Based Compensation Arrangement by Share Based Payment Award, Number of Shares Authorized", "documentation": "Number of shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": { "r786" } }, "itrm_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsCancelledInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://www.iterumtx.com/20240930", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsCancelledInPeriod", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfNumberOfOptionsOutstandingAndWeightedAverage", "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfStockOptionActivityDetails", "lang": { "en-us": { "role": { "verboseLabel": "Number of shares, cancelled", "terseLabel": "Number of Shares, Cancelled", "label": "Share-based Compensation Arrangement By Share-based Payment Award, Options, Cancelled In Period", "documentation": "Share-based compensation arrangement by share-based payment award, options, cancelled in period." } } }, "auth_ref": { } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfNumberOfOptionsOutstandingAndWeightedAverage", "lang": { "en-us": { "role": { "terseLabel": "Number of Shares, Exercisable at September 30, 2024", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number", "documentation": "The number of shares into which fully or partially

vested stock options outstanding as of the balance sheet date can be currently converted under the option plan." } } }, "auth_ref": { "r393" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfNumberOfOptionsOutstandingAndWeightedaverageprice", "lang": { "en-us": { "role": { "terseLabel": "Weighted Average Exercise Price, Exercisable at September 30, 2024", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price", "documentation": "The weighted average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan." } } }, "auth_ref": { "r393" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfNumberOfOptionsOutstandingAndWeightedaverageprice", "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfStockOptionActivityDetails", "lang": { "en-us": { "role": { "negatedLabel": "Number of Shares, Expired", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period", "documentation": "Number of options or other stock instruments for which the right to exercise has lapsed under the terms of the plan 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plan." } } }, "auth_ref": { "r397" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross", "presentation": { "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfNumberOfOptionsOutstandingAndWeightedaverageprice", "http://www.iterumtx.com/20240930/taxonomy/role/DisclosureSharebasedCompensationSummaryOfStockOptionActivityDetails", "http://www.iterumtx.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationAdditionalInformationDetails", "lang": { "en-us": { "role": { "verboselabel": "Number of Shares, Granted", "terseLabel": "Share options granted", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross", "documentation": "Gross number of share options (or share units) granted 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M_@+HA09=E)BI^#UD>D^B0^G^O18I^ZDM6V^<W\$66=VU^JMT9YB.DYIRSX^M^E^0
I^TVVH^L7@Q3_U+GZ9V3T^BXWYNQCM_U5REF#VQ^*8FYE\$D^K^2/PES^L_SUX5L^15)P5.T^#)X^*2VG4>I^M5=L?
9KOSYQ>"3NGF%#NCON8S8^K.R-B^5I.H#0X910K5JBY>U9I>Y=I6+&MS9S_6^EE^B49KI^#7#>G_WIH?
GM1(E(4LP^*P\$@!\$99P5.97^(\$&R91F6_M7B^TMIRXN_52YKUJ.2_121.H#U@M)/G(E2^HKN+I@^E;3XI5>QW^AIQ2_ML^AV-
ZSY^P@<Z;^5Y06_PITD6YI_OJH+)=)^\$+>2%X^/^KMU=44H&^E>U_M2I5K^=@QQN59@U597/99-0(-MEFT^Q\$E^9P<
^Y2S>1E9^LUX(C/^M_Y902_BI^-BG1/I.W%*)^5/CF.HC9G_KOS^H1>I;S.(1=1NHF:S.K^MO?T^W<^JP^C4^MI^@XG/21O)-
*G=MXQ^H(+^5+M_TJ^+&OBKWS.R@I\$@_MAZ^I^YDP^GVZJ^IDVQ^BAB5D4RP2M>#RTPG1+78;FN=2TWGHS5?>#PN3;C
MOW?=<DWV^XKM^NOL;7OAK;(&^\$4Q&ZK82!;HH!50N02^IXY=*N^KO1JA?&^&O_M_RUYM1>PM^IB^A0I4GQ.W
^8CI^F+^K5=9J>".MX2^YOJL^84&V^&WY^U_QV_M^OVH1BD08@5^\$JY_F^<H1%C_5WIO^CX^>7A7ZY;<IO>*R_<GC>4IH7YH
MZ^SI^6V7KIR06ZW^H_YIW^!OIS^DF>^>D^5I^<\$^BAO6X^E)^T>P?2DWV_MWAND^I^G^&EU6CYIVQ?
_O&K51_5<I^>O6US^8+Q.N5E8I^V_M^ZEXP!0<O;L64C&J^H1\$ICOG^=21JC)^PF@0^=IF@_9DQOT^!O3
M82IFC:D084DGN=X^UIBU4C_%"FX^M(DIV^HXGN0A5_MCZY^DIK^I^+M^8I^TRZ7_O;T5EFWFNR^J59.C7&5A^?BY?
&+>^K(IE52RK_MXF^I5^I9FO.H2_72%V^8A6^4^8GD4IE)AMI=Y5I^*V7(KLQ6G-8Q_6#_?I^MP01=9?
L:D9,HXLEC^%"PLH@43PUYS2;JH\$AXLU=MOZ.9FIF7.^)EKJHR#,*S)(\$M6/4@I^P<0=H^VW48^2%_7P3Q7%?
>D@8.SSU_L_8UI2L^*DJHRTS=H&7_M145Q_S_NQT40(BY5>>X4V_6^GD7^F(WW?CD)^C6\$2;N^I_YI^QV.5_Q"
M)!H1.9I9&9<+6ZF^?PH+Y^@X5)V_734Y#67_D>I4^<=3EASRY^R^V^A_MHI0CI>8^I\$TUUIHHR3?
89C2IXX#K&YZ9(-8<I&4(D&5E_O^UBZ^#5^I_MQ&RIAE^1^MK^EJ^07FWQ7/G.F^K^2M^I^Q^P^T^K^I^@+Z15^EG2.58D4
MV@DVN;+I#_D^I>=<@C3_5.3^I^J3I^U="JAID^T\$+W&XC5(WH8IUA^I7)MYD(D0C?@YP87IHR^Y297LHZ_MW)FGUTHG#-
KT^I3ZWC.4VD;Y9W!)1@67OOP^IRA_9^F<(3XYJ_M=L78RM^Q4R&T^I^XXXT^7\$;
06^O\$WMJIS+4G\$OQK4V+Y=AP(X)MUK_9ZSDG_MFBZ;Z>LJI<_20LI^6^0Z_V\$BP^>I9F;I)G+_*2Z>AKN_0L<OZ41V6-#;
MPH=T2S\$SP<)/I+I^Q27;748&DP)^<0E%#1-DYD&#^M10<0M^I^&+<FB_MX)I-V6R^0^9T^I&CS(SLI_DGI

W:FW30.#8;/^0M^W1,O(=WE>A(L,3HQ%-G M^9H%-010%CL>A@^ZF5E069CNPHA9RBP8IN+%1#NJ%HI,O-*+0P\$DO3JZ'J#@
MY\$(D)5BCM-91POPZY27UWMP*!%^5BVZ%)W5B+ANRU(&O&#G6(X(7(Q,S?GMGD9L+(V20>
M:GYB>5DH6\$.13T01/WWEFE DA69RK*K%R(1H 722TLR_1\$X+F%81(H(HPH&-/B0XL#(8NTEPV0@@:;>D6VA'CUFO/;
M". "3%5#9=|PDGMX)4K<)MP-ID7"*S3@G.1L/\$6AW WO<@O3)6R&IR;4
M=N9QV2F,M/(86>8.%T1@="^FI3OR#?;J&)<1^-0#+D^1A12!6MNEB_X?<7 M;YZ&4M")C5QNN'R;/S8'OLT=|^9C9=FH0AU
ZY;/8^T5;D8X@;16 HYM!V(U^LT4H)>L>%L15N MZWQ'5C)*T9MO_1K_B_1_F#31C) 63(IH>0Y)%8,\$HLUU&IQ#4;..20#)-
MWYYA_0S9.AIU NFJBOCBO.QGO IL6@F%6C&E8LRQM;"^T%S3 MTKTL0K6BD!4+^DTBY\$B=F?EZGOR-ITUX&94?325WHOHC?
\$PG<+@.MR8W!M A1Y1N.1.J52(4FC/TF2>4W?SRQ5H<3^%M+&0L^9_12LJ.O+I;M\$F.I>=8 ME=9PK
QS&Q8R::@+BX#1Q6M^19@;..WJ!&D^YN5HH9(K/F8\$'2535RY;- MX6!=13BTNB9ODSH#
(Q+E<0MOF9*8>E!MC53>+Y6BAN/IKYR*LDH7D<\$+B(IP M8I/NO=_XJ1N+^%@71VBIAND\$,JG/'MW_)E0+O'L?FU+Z;1/5
MMZF1YX>|V|B<5?#;:QJPIQ%70>#_S1!ZAQZBGF1";.>&?Q@.@29B<;Z""@L
MM+B\$3NK8V)H\$V%J5D/;."5HA&DNJ>F#5^QI\$'0QNHM,FUX,*B2S% XK)SCD4/ M=WZ+&JFA2X+GLM6I4XK330\$L/5TV'2QX-
%KQ2Z+Z1^+8/HJZ5DU\$PAIEU;S M: D&#APN"?X;7^1O(M2I_(_&IH42;_4A5:?
E+UNQ32P6K58Y,OLV=BM\$^YZRH3+QI;WU2ITZ>SS<14W MHS@IQ9JLG7I>+>\$17 NI#V1%D=|IV?*"KB"">'TH%UF=
N!/D7@;)X8T1X9 MOOZZ=J&B(F,?<<^/I=^G<)/>>_1LAY,N74NB;C(?FK,+ #5V|>&M*=LQ21LJ MV6J1ODZ3^S"-
%513#8U&^CDW>%Y VR;9N W^M I3WO#7*MEJ463I&=G)SO^,TKV3^1\$*=<I22GY+W3=R-UI+A;8ZI^W)I0!R='OW\$Q_K0D_8@';
<K MJBV+VL9,FTI/Z(2+#+DKW1I7)F(8YW+M_-I+8(G/L;_ONUCXSIOA,=">
MIG?I9D;EJL;Y/;GCUI>1<)CTIXDMXJJD;X#T)G8#8RGN7'#;2&^G^A^_1M1!)8)5JX,15;MJP(02UBO%"2!JOA7IOSB_3N1L_BH MN-
"Y#Y=2%8EX3-1R2BSDXZG>5)B.PCH4XT0YL5%5QIY=N^TBOD5'G 8S95' M)KWX2;+@%X/XEOK0JQF0A",3F!;Z+^JZHB@;
TY0IHC74)\$!_0!6(LGN=O M#@UO4B4IG((#44?;PSIVC!M!"3B+#+?Z%(_J84LB@PIA/@K6;1BD*L(O'K MA_&H5=P @G!>
IX(ZN!R)5F*8TOV-&XY*?3NKOP1*K?A*M4@90K?T6F1MZ M4;435U@U80M.YANQ7GTNKULP+XH1-HSC^8X,16EF;
PI/_4ICDZ0E;>R%J2O3CK/^14U^#C-BH1/L8DBB46924I>6\$=+126A_M9IP";,\$UTFI0_40TDLN05?<(XZB_O+SCJ4=J8CL7A7A;
(CD2@)_5RL8@EQYRDQ_M@2)SG(R@(>0FFL#A=;X)A^U_3NQ_C1YWPJ\$LW;1.\$ M%RW10AZZ#%)=IFN%#0EI#!O#;4I
(V0I2**+;_72KB&;8+QU_M,O5<@4>U76!H0_12\$+VPL#A'83MP+F;J YTP@EIDO#%_)>_1XPI>"1,I2Q
MQ+L49;5R)3D*XI;_1^TN^/Q_1W*#A;B;*R'IJY"-YCSJW!&Y,=1F@J68VM@7W+VHKZ3(ES V\$@;L;L>IQ_/?
0%E"N""A60!GY^OJY9I>_1YD,1F2,XN,BT&6'97&*D:9PA.1 P MTOAAN(1?C?
%0) @JOTDP<;F^Z8NM09E8TK!;+;+6AKDZZLY=C 2Y_ U17
M18=_@9M@UW#1*!8Y!E/BWPT)A^F^J((01!6N*KW).N5G1+3;1W#GG%(_MO#-@N%;UXJC9CM&<9.O4WL*Y+V7>_0\$HG;
MIJ;9K!T'=1G7YGE)7A0.B7R(UR(GUCX)*&@2+)_JH\$F%9^D&9U(GR07O.&X M1NJL7/+2)BZWUF0#0<1MTK'
L61<=@XPD_9W1@#G7U+IWL4?AL2A(C4X^QO MWIYX>;ZN8FC;_H3BG77IE^&GB2>\$G^*Q.2H!;E=D9HJITU\HO_OIFC+
MDR!#;\$TC;E+;.*1EG!(ERVUA<_14S^*3D@=D MHD#JBO&XF_1^30<9MTL*FT)\$=@U#*V=1:P2^GEI@SBU>=F1I>?K5-
MSC\$XZ?F9CJSJR;W^75-D)3AH-&(R8<3D)VDTY85UUZW%+Q8DU75?!.2! MCD)?
B41H,\$*+A/AF,*>137V^M=MEUO7VR860*P4PS394,IDTR2;)-E>B! MQ251OIYIL';@,I?I".3-XZ7 F1\$;RUW.PH/(066VE?
<)78.FYY*HE M^2!NV1)(30<IEZ@JEUOY%1APG&ZW@N!PU2"/0\$TFKE001\$LN.!\$BNXXKEI MC+T4Y0IZ-Z;_1
8U0C+DO<GDU&32M^V/JL^UG8Y8K;@1A""OJK_B+\$E MU20F^L.L1CX%L0T?+;DK!N>D75E(H*!I?<);!&B>!UXXTZ67-
#>J0DRJ>O7-C MJ'@*D,Y.4*2^PQ!MH381X=-.%MI/Y2&K;_2W#%,2)BQ&"6WJ_U&E+8\$@IB
MP_H@&==A0D>7&W)0UA,==YAH!<\$%<<4+6Q)NV>&QT"TX?W,OI,U'1RA-
M16DW)1!">WO;OI8R.E@C;J#P/^T6Z40JG+5+55MGUY06UI^N#13QD\$5NR.6 MMGY2PO,OR;DW<>:2,W^0-P 5V%-CYZ910A4&
<;R>38\$GSS^S8ZA_+H;F=| M.15D;6!4WX2B!5G1YFFW>@E=4UJDMVIO=DH0(_XD)X+>K2,'D 5^4?%;I8*5 M=;RH=F1U
X/G2925?E1BNKJHY9QNB5+&C#8?<_MKFJG!LS.BQ>DN MO95NB07Pl@T&"TI=NIC?C
^EJPR#TNPURHXGI=OLWR/M@;*7U2UU&VC16/_*K=D1\$MU67FU2BWOI0#9>/5E@;X-FW)G\$WOHG(9U)LL\$IO7>3
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!=BUZL_?)6#?C,'N/HI53T9^F/I@^NVGL.9J6*!DZ"F.TK9X MGF";,@U&Y;15'9.D #I9<,_1A14?
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S5UJHUMZ7_S23UMYIS MQD#@O1Q#H/-&...J_VI>JLEF&S_L A^F+K!WO#G&ZG@=O64=1.Q0/C5!#H M+
I&C^#L&BGC\$!1Y1F^@J\$=V1YE!09*?,R'Z5%_.%#PHSIVCX* @;(^?ZOU1 ME+4;*/2)/-/@H6QHF#SM7^4E1LK!U*="4;1P5B!D.B>;
H\$;HJ#*#>4""42 P5BHD.&B,H^QDF'7!6.4U1LK\$!)D2);P\$^AL.VH.LJJ#10' M^IXPHZS<6.&AFHS@H&"H)H
IYU15FZ@I\$=V#AIEI&,*2IR HU%>P@P4_*D^ M3*_*8*#X1>_>\$.D@B\$10QYI/9U>E<^T;V@("KZZLJG=..GA/HB@)91#)/@
MD/HJLU33ZFU)-^UROZ&^C-E7)C%!MJ-M\$WV\$TC1?C_%T9L/*>OZ_#E!V1PV M)X"X7;B_0G<^I\$;_*T
P8""MBWZ,PCT*4>4Y(,8YIK#AGM(+ZYJW9*QI4 MYQ;_*Q"E&9A_1L<>1 TD*M@C;R!H_U_D0=I&5^X? MF1^CO'GPI*3GR#)\$IG
?ST1JEI-&\$!C?9W3*?LY0EU-6WW>?HQ38=-1A! MD2WX_3%@I8 BO\$K+;^04Y65U#PO*0 QI4WEDR!J6QMLG?I7; 33>IT@J%
M\$1LNO0D10Z'I(17RND\$-GR'0L>^F<;+P!Z>MO^AT9*R!C&^9!X!FEJTM<1 M9033F1/!(C^Q146UK18_AL;/\$(\$15B/20!LF7'1\$!
(&6QLAZUNTR!B!GTS;M V?=-J&J\$R5;G-3)CN%YYN M1K_LA;MK/!DY^RI>8!AE;DDM%=1>%4"-RB,8JYO>Q/2I2T;2M@V20!@U
_1/MX-4.YO>^V1.FNCD1>OE!E8-1^0I=>.QSR;Z@&L!Z.UGEZ^G4GFH_B&M M(C(=AXR9INB06_00QXZ9+
^A;G*F^APM9@Y4/+1.%4W*^NJU;'0AGM*=>H_-M55X/RP1\$P#>B!8B\$1L_9-T>B!F_M+)3@&F+YZ=9T_\$
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OYJ'JYGD,3I^9 M(S656).V*Y*8)OS!^T0^+;=(5C0&(Y+ZT<34!)*6=;=T+23TW4/V#F M;PB10U M#3/3!IGM?
*>N/T=1PS_+F4OWDYO#^1^ R9WGOM";_OS15D3.Q@IA<8TR M\$6?WTP>QZR24)0BHU! M.O14!C!>R+?>Z
H&)\$G;EL;L&97?;32FJGO-BXH>R*KRYO@14F?OHQAY M3O6->I352^S1IC/*;9&=-%12X31"Q<*RQ.R5;1>D*8W4Y%#S8
HMC A1H6_#*9IC-YJY L;\$K<@W,T<"V&2 MH;FI9NZX>A\$M!Q<P=#G#^ (V15FIA41A!#C&@S!JHG(=2K\$XS=ZY3P\$F
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M0%A@_NUD_@)ZHJY1;XA!#(ROH9@LIHS!EQZ.YMO.H.U/C>\$& M1FELT.29?E34YG-?P,6^8)1GQ6L2!F;
(=;YXBGVD8/^Q!@#9A)2L>3B!V;NIMB!QI5VDUG7_Y(9B MQ@&VJ.CC3QE;2QY!LL(UN08H#>HKEPY3\$QQ
M<#E7;1!IA_2W)+VIB M?7T.C6KF3IE#;I6C;..I(^ TH^HC?Y5N^,7*&0FGV>/O'Z3%XA_@N2AIZH!0Q5RL;Y5.* M;DG\$;-
TPJ\$+GE!^TY4S8CM!"5DJ?.CVB;E=Z&24I_@C12XVFNK!EXB02P
MY\$(<37)@8T&ID_1C57R&0DB2H1*!A&2_8@1FC5RL4LM(I\$HT3>RVH>;4>1&L^ID?OF#MJ(-VUE>B#+2T8C)V2%(TI4 M_""
EZ(H\$<18QCLMR.W#YJ?0D-5!>=V+162I?Z\$JZ\$3AA?M.Z=9*)ZO>16! M^6IV3S%((HY%Z^R(C3*,MVB#?\$!8(LKQ5*SB?
=6)05J^M^H#G RZ\$Q14_8 M>ET2A&9I53FR8LO41;BF6U5C6H!ACJBC/1_#%;HXP"(HA#EJ2F/5<7-5 MZ@VZP;71A^D\$/
_R8&D%7>_RIR(3PSB)?_W*%(@%#^+16;3 L;TA;DWU;< M\$E)PCY)3_TNCI^L;L#&!(H/H^SS&QA_U^X;XG>M^FKV!\$X"!;DBD=TF?
Q;W!H911FIOUA*8IX?58QG+T_1^4?;IHOH=\$ATVN!9I M93^=13NJ?GC%0X;D@N/LH4C."\$F*! RBHF/\$6^IA5O_?56MQ_XIE^R5X3
M\$>&C'U#%Q2!N9S6VJ3LX!PM?W!E!#Z15_&L%IAHQ!Q:7%T!H32>+1A& MZ!GV/UUTEH!\$ F1V!\$VO_KNW0H5.SV35D>
;3(I>U2WT926H3H7!"SK1_M_/82&#GMB1*)CF0VVJ=NN_Y3GQNR-P^BQ.8!^H!83DBLG_MJ/8NOPX/5!@I+KKGCF??
DURE)1\$5ZL!^9T=G)TC!C!A;IB.7W^0OVT M^7G6X2*WIF59P=M!9@G/K=T,X_T.(2(TF>XRI@VXSV!V\$7/HWM;(\$S(K)
M&N&#>D(&1*2!5_WTTC&Q^MN%A13^LK7_STT+5" MFC!\$4K^5_O1H1Z8HC_N_93=(0,+;#99^@S%AE08U9"12?
T4OBY,.LOEM)\$FL8AW^N37X=\$MNJ_1T4D.5Z&_@H@;Q!+1>9GM(C_M>;>X?Q8<1% ^JH6%!!KG"&+PI!K6;SS2+.N*#(C
(916!^KILW=V^@25D+8+ M#_UD<0RH)@C9450KU?"32;7U2*+YU!T7R.<@UE#LN8D>V!8.K9P9VY;)"3G M<1HK?
(GN5B1_LF_PSWG1P)=30+VL1!J_Y;Q#)PD"N\$A0/4 42I=Z%,4@N.I MB,X 2+G6<\$;2M^RZC/3\$V_B7*W\$5P34+;\$G.FV9
CT5!P4BL1^R(DZ<0C" M^ZON\$E,0!^EXOG+L3D;7@WXY39I3=S8QZ!YN0+7_!>4OYKH7SU@;5JB9_>
M@NH;9%6DW<2L+WO@N1ROA3^1D>_E!1W;5A52F0KY5&WU*;XYQ!Q?<4 M@S<-RI^F#DHT!PAU5\$;CX9_X%2?H,@V&"
1=)S^4R;P!JLP_!!28+%K1)* MTAHN&4XU/RZ/*_XVGE#ET=>)9\$B_6/ABH?P.8MWUBM2"11PITN5_-ZJ M510!?
&YL!7?QFW0/Y?(B,5*_-M".((OFK@3K*2"!4Y%Q%G;V>4;2&LDH;H2*4 MT>0X_S71JT!0-CN.L^Z:T(OM,WK=0CO_R@D
;X_16TF-FTF>+1RAJ@9Z!M0_0.R\$#OU^KDR,3^0V5T)GBQM_U:8@9YC43+%CG2148BSE+XBZJ=68KFT8_T MHZ\$1.CM"!6E-

DJ%\$@2T"-7,6"M=#*V8:28XL#B("B-6PSW61/S"4#*C0QN-ME1*-M/54)ER@3IG4@QHOF:~!\$?-FMM+J+Y&
I9B9ZNA#\$Y>@!P2U44/BR50Z.[2KU!O\$F<+(!,U+2+K>D*0&0B-MD<@I'3B^PHV#(#3S^CV5\$@9Q5.O?G4
MD#&X!+AZ@OU+=8157EZIXUT=C151)J37-XZQ"0+M.QIO.&DYHY1*0;@*~(L.MOVF#H@.0D:3DLR4P.SK>6N98UBW,PW<<-
Q.8+M2A>XT&3"@L(8CB+!-.A-6 M*~<!&7+~DCV.8VH"AU*I#.0H5BRS*^T*1)#1N^C&*PZIMX&VOIO#03IJ
M1#F.*3WN):LOY2@R+#,M!:)6D%&W)*B1"O:0-?..\$HD^J.04:ETD9A9HJ1-M#83H#IMJ1H#@XRZ)6AM\$(IO
SV..\$M96F7YK\$09N!MQ;E\$H!4INALN7D:6=1*U)WCJHENB5.K.'1<+=\$KLVH% M@^J+
)BKU;PY:XFFE.\$5@UU.WPWP!S^IM?.SXQ?>XA%;SE)&U;.00PJ-KZ
M^GV8(HS!..UI4FHJOJOLNMR1.=H=W%)'W^J^OPHSRO7BW29)=Q255R3*+J^..UQ*>?3QT>GT
M^B<+A!LH.CI5F?>Z^=Y5.72YID9+&ZWTL7L'E.CNNJ3G.IHCWOYI5/L<^W.MN6=<^..N7WHYRA@1PRR-RJ/DPGV2A>
(>6Z(9L_8U.M9B0(=[H.=W_19MHMJV".T9"^_JMBM"BLY#:@0098:#TH^?L73#@SQ4&JMN4> M8EDYK>[RQV_&^>7-
U>804&ZP-179^*2Y/CL3.(>89E-/L"GE@68@F:RO*1.MPF3#NZI<~*7=CJ_ UKIYGI5^4=2QLIKIW70S17PSKMX_B"X1?
YR5"T0D)E6-ME*80:2TB3;J%1J^0X1=6ZLJ2CUB?GHHNT_Q.MQ!^>#?;8RD8#UMG_L^40^2EP@.P5XGULK+(V;D^L:
(.IC)C7<I4N?;..U^&6L-/9;ARI+!MN56!;BR'HA0Q.6.Z7H73AAB_J_PNVRAFG6<>28DNOYMF%\$^1S!Y"R(K
M^JCSID1AZ:0062L@YF=MQ@#(6C0C_HRI-/L.Z8PBY\$!S^C78JXG;DTI.M=NCX@5P2UOQH)CQ+5&-
JW)ZI9LG^7U+%=^8*QE8\$Q!"S!^D)R<^!%L4%.0J.MW"5X#WGH1='A*HP*D@S49;C)OI_[LATA^~#^%D@3I4=>WE^C;J&
<8VYUJ^>5B11HZ;!(6.M5EJ'18LEQ#"W\AXB982E72FF0ITH9PJ>TSJM!^?^">(U&:"SIRLIS<6-O.M((@M?
E%8&@FHI7CRL^!K2\$0.QFUC9IT9_B%ZP.H:5@ZAL1^M=16^YPJS% MCG#09XIY%/TQAE&*3W1+~
[RT/0Z'8IOR/OJ7I28+6&HX-9EC,<==7IN#6 M^*VIH-&BY)3=X9^OA=_(CT(1UJ"B\AE-'8A"FWF(S#-.0,.9PU(KGUTE MU2"VO3?
\$462?Y+=\$12QUUSDOQI2<4ZJ_180%ZU2Y"UM0ZV.XO=HGZ0Y.3K;5+1V4>5.MI@*P20KV>7&H?E0S<*JO-&N:9U.VJ4=<D)
(%+^S;KE\$5G<33/N4>*QI6S9K.M1N0_USIO*..J7T4.Z^~D>[^>H/OH>#W;..^6&Q:SIBD9Q+!ZW:~?C@8
MQ#LL)V+CYSMX!^_48-A)Y)49N'FSU-(!3+1%B#U?M?Q?*\$MDQ3;B\$NK?IY
MX66A5^TO^XW%)^T38(C4'G/K+X^BBT/SGI^~&*619^OX@%DH2S72G+Pl<~59-MT!RU!4Z%X?MZ.WPIH"Z?
MG!+PZ6HX^6P9_41\$ P\$LINE+~PIJ!>U;"4EC-Y7.MF'B*0"U/9I=)NDI20+6+I?&4=B41#AG>29Q&^!++/(2#OV#\$!#1#..9)_
M.T44;HKB;)E/U(-IBHUM1%*T*3;M)]=,=A-4I"ZROHF&CF1VY;^=\$.S3PI.M^:TK3I@T6KUC&+ 0&Z<*(E+/-4FG.21O-
/2X/1HE>#6THF.6OHM**I=9=..8<7V/B6R)I@09DVJI9"HZ(1-:EJ(CZ@2I8C-A"M'XH24R(NO.MMW71HZ)3.(+!\$?V80H8C!"
(WVZOKDOT^34(ES7&<3#+N'D-2_\$I%>28EK+T.MM%+(#B\$8.A2+U4'FD5FQ;0&.(X+*TSJ1YO(F3'058JOE&P;CF/\$"KG!9;Y
M.R8)3^K.N.+0W)I"2L.FZ9Q'60IQO-W#S>5^A+WG'A-J2UWI_4I265/24.MX^7^1.L%CM%4"
("=W>J^!UQO!>BUR9LH.I@A:IB@-V1I%"^!+K;.MDI%?H75?9P7#J'Z*2#L_!*.WVN^S7C."
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<9WFXPV(GEO&G.@6M>S2U4^48Vf@**H^0.19#%!"I&="M_)&+I=V22.35_OA"2&2P8:1>872\4C=<@Z;K0*I;I-+S;^~^3@1?2
F!F!M0.M0.N@~"U&P5G6QI^6ZGPJ.#-Q#^!6.4.M:&S17CZ1F8IYZX1TZ.AJ%*.\$57\$SQ<@%&U7G.">3\$3H*GC
HT+X'1_L^VIOWA9P=-E#U-S=1I>..I!8&VOSN-J\$KR:_R_L=A9^&M4S;0I+!#:%)QFIG_V2^G@f-
YC)H_&H#5O.56L&8RW8^EN_2"!(~570D'E.'M4CXFEFY%\$SC(O.LU'9*K)0SUYPOVHA7I3&%(R'FVV.M1-J>DI:8ZUCZL69YI-
+4*MPL3E(MHBX_N(L^GIUJ#KV#_-98GM\$ MP:67.6^BY+7^RSW^..(M4)6.HYCB2Q8&(>GHWI*('^^QX.#Q'LGG4=)"M
MN&H7>XSUV-1#S:061%\$3I@H\$+89;H=)#4N7^4M.#I&5CT^E>0#B&SM2&0/)M")5GFZ/F;2-L*;RP&@^#>ZBUA-8)
IM/<.Y.OKM#10\$&=GZ:2C.MI5@T9<\$K^R5O=U-9:E.PQ.YMEA4H^%(%)<466138=E-U+?SU)2FV'_+LO'M:(OFF/MJP9Y>5?
G57S49*M8CR-7S"YOFVB5'ZV>GU/TC%_4HC7FIQJSL<~MIU?H:8L_@^4=QC)<4XK#1TJ4!>15S97GLJHU!T%805?
A^~*+A)4K4LAHDK.M+6I8Z?CPR5/W%"=2.I2^\$.V\I!P(OJ?&GSOJ87KOE=SBOK&J;_!P;SZ\$^)Q.M/5M?
DYSXZN:<7F@OYIF.#+.,MAY=(C'R@!;64U4G;#. (X+N)1.D_#.3QJR)<4G\WG6^41-MTE3+~N<0HJD8/
>S<^L<L.Y\$(-IE=HYTEPKI4@>..7A=M)3SW87G\$C^ASO)D7F.F%?#JIS19Y)5^13R74\$DW.CWBUT1\$=T-BSI9IA2GR*JR=
[CW5^~@39)B.MKOPVC=-IKKW@K69VQ^3<9M98YTIU_-Z7K5/MKVTX;K?3<3".(D%~\$WL@F(C-J
M\$=EJ^~)9<~Z;J*?J.Z1OJ&7BHK&W.DHFXAHR?>MFD1(2V'P2%EML%J.M_ZX39/B>7L3OE.H.IX4?N&LZ>DQ3JH>=)JJ9"CD)4
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M3QP;#9.>7S;C.8LLW99#8@OX/I+1-.W\$SD>"CX.O@;6%H*ABMW.M@T_NT@1+7_D\I+K/XIP3WC;)Y2W^&8-P/HJZ@4TA%(KM
^17X(H@YLO>FI.MR;L:78^((H114C1Q.4J+HL.9+1+4.)^00%ZW5RID5E7=T3^R2I^~;B^DU
MJ3(3'EC2(KPJ.TI3K.7#^CY@>11MDRBXW>W3Y*7L6"3T28IF+=NXXKTV^PA1.MZ20.JH>9_IUf-
#Q/DZGEFPMG*E(L.^IG'6-G)GPC_R4^9L\$>~>17QQ*.&4Q.M0)H="(!@.&K)
*H@25(M6WS1COK8%67&7N52Y2%M"N";G*0T!L\$..%*4.M7%T.Z:RLID76U.R5L=9\$.&40^!JV.1@ER==Q%ITT.MEFQ.B#Y5I
(DI2B1C.^YV..S&6TN\$A(2.9&.9&C?7683T(2ST!+>Q3V(TT!4J_1^R19CS.MT.MI&PKXSUV"X6I^.)H353K2/Q.
MIQB4_:=E2IMDS@%G.C&E-65-.7HJ"J32V17\$~#3<~W0WV2RSX&1HW@%\$M_ZL%_CJWM2D%_I_Q_75\$;S\$?
V!4HL;ZO)~.89JV_!GO)ZULG-Z^2<MZASKS2;TTFX(F/H)/H5&V%7ZY#<28HCD=JT57E>#V?%Z"C.%>!N.IB1E.MIW?
#1%#%\$6I0P#TBIZAL!ITP)@."KBRO:YB6>!>+?HOQ.M\$(J39MCE/8K1JO>5&%K'4A(Z8B&0Y'1-59H)M%1-M'M\$#P46K?
%5\IHE;\$M!JN^YR*;/2.^YTY;&D!94\$_.@+S7=1K\$F1QFW;8D/N&:<)0T!_DK..%S3#\$.M=KJ(K"^.6XKUT2UW3B*\$8Y1AX#..*R
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-9TQ^KZ'W76>LJ;\$FYI1WO5YL?HH81GY.M76_P>BP6&D^ZUU)OC6\WX=P-A2EPI.03EO.L>P16IE#GOA?~8&L-
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MG6(FWL5G^VC\IYO.KI)X-R/I/H<..%~%0.L.3PCH;~^FX\$CYO_Y8?-R>@D4;CJZS=12.MZ8P;_H#L42SY)&M!L.13DF.ILD"/KIGC-
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MP%OXBK7R(6D+N)2*%~!A07&0H/I+~S6C)3T^&IE#JX_RGKGIYI7.YZ-M&;<9E)E=IF_<~BOXHL-AP6&_NO
_M6:~!=-9LT_*I="WR/IZEV)*JO" M8<^IQ08GE*..@#"XDG?US3+!S\$RQ_QCAI\#HD"\$\$_A9>%V<^15ZPCKL;.^XZ?
W!ED0%/K_T<)>B??QVY@R.M"M)>EK4U^;29=HE?SB0.=+?
9F37+/HEM%FD>Z_Z+CMS0%VLLQ1FZ%>~>8C_<>Y^&#;.NL;09!+7IEZKJF"MEIY\$S^?U'X47E4ECA_U?A2IA0\$ZM!THE-
>>O^U.C?7Q>P*B.#4%>N-QLB.MD;_(=3R)18#M=Y8%9Y.=LTI;B#5RN1X'G4+1&^(/2;I'MXH!\$;"<%M7Q=4G@Z\$!&J
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J.X!4304IK%Z\$Q8\$@H:C8+W@_MQ@M3RG3)BUW_L0F\$X(*D_-VTR5#XM7M\$^ZD)GTO*!B.&DA'P90J@IT\$!&H.M5L"S@;
(F!80>/LPJZ+P3Q1H;5!T!;*RA@RO@ (9-/R'B\!6!*/L3W>15.MI(6+4;.&-
%GSK.J(3A)=~I4^CP;U@77F0GD"#2MUHJ3G;W<~!EEIS<~9.2-
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KR.MYILBI#B^(\$I2(J_!C'I"#M7\$;6V12&\$C.OL1HR0P_CMC.IB@*HT:#SOZA5XC@f_6V(I.U#IP%G+=!>~
MO>N/HE;!=TTXWMEG.JN)?%&ES.5)84;_0W4SH".E.L9886@C.V.M'E#US"F7#DI?ANBWI%\$!@8.7W.CA5ZOONA'FNI*O
G1>I/=\$K;@.9&R8.MOB.#%&8H9-"B>!>M2(LS04;16O)=RPZWC?SR.LB^&34F151^H(7CK45U5;=NF&_.PN='(4O
MJC/F=\$C=055JHES!SO2GHD2QU5_!2;@QU&^&UUI5>?7J.AF16PI\$S^9>_L.MX_*6&H8FLX*)MO1T_@Y@E80
U.X/H2GA5@<"LH^6D%!0'E6+4"J%8B?V&) MKJ+J5;=T\$PI55AM8(%6-*H1B%7*JB)9)JE8JU@@VY.YC_3W;NZ%O"
IWM+XFIW>\$<1.M=(YW2B\$M)BBSOVXX&4JRX*QPI-M1-1P+9=K<B+BG\AD(9-/CR'7AUCO#K5;B7I2A.PEC.M*
IEK;048;1UEN%J_LN+~!P-1HG\$ZQC5?QASAP+5TI9A6HX52;X9SAJZ?_MTD75S)SSRBIF?GC^VB74U3.2#IG^2Z0)V.Y+CI;
MAIH-B9<3%~7JW+=!+6?VEFWIQDK6BJ.MV6COLIEXIB@~L1ICDN;..+3.B6\I^50(-3XMLV<%#Z\$!7F!^U+~C_G2-
"64U0FJ1<~..R<%\$H5&2% M^_YWIGALV#>BDX^OXG"LS%05\$Q;D>E9S8:\$UE9U^<R=EV(\$>^EYT.MCI0YI\J<(V6..
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D ML35N53X&H>HJB<=(51YKMTID6@HEV4<@O)90<@((I)4B9NPY@I2=HO0M/#REIC,5^9#2^8 M+&GIV^ T'29V>B&
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4L;GGT*L87,^_4SBB=9J&XB^U;=& M: MV^*ROC?2C4=?);+(OHV_?9;10I5;L; GFYHR#94^1V
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M&E^;O^=XF2BM;I!>4;\$W(DHIR^P@MIS(R)CU:AQ1 MVY,7 JBW;JPZX9- M6&5YB;+^U2DV=%XPT>QCM&-D9=6JAB?
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MAH/=H91B36IMXI ZT1.WZ#G,2%L RSG0Q^XWU#(+,=9^V#I O>8_27Q39^2E#).UH_) MIR1&NWV4^"(9QZSDJ5R-I&E.6\$%>
<(9S\$TMG8;=P) M1U&(8)\$N 0^0NFBZ2^CD#C=M#^*GDN LHR?#_..I2<8>9OD-I'5^"K<>OFE M%U^@6F0^+E!^Ez-
'3%\$^,\$0CVT^=I7&JZ=Q#%@"^*PW0I ZWH;=,ZQ- \$ IOA M^?M@MT/ON-3G62C3>RV/3X0V10@>@DWGH^80\$B^PI(U
M^Z/I6@VL!FKI^I^KFIJ1-LA4GIVD\$3,VIN^_>^<I 4;2OT00P_UUK3W/5X! M%OG5^Z/B0_-
C0QT_ZI^"==TYCJ^Z07;/D09J3.UIH(ZK^PG>R)OQ^=MV/@. M&-Q6Z!\$I^N^UD6@\$L \RP=I&2112K7I!=-.NH^JO Z#
M;..>YJ5O^S4.&#+YRC2.%J@%=8F G-D/&A (A3\$QZIK3K%\$0E@V- \$IN0IB)W M^428I L;%(I9KQ)DR I^CO.B^44=\$IB;%U;
<9^"AI0;8@3/M^K&V/(-W+;YR?I M=CH4^R;W@D;M^*G#^>UO@RI>P;C1@4Q2E; 0?^H&"TZE6OA 38!IE)F<(M@T;GF#-
RQ)F;&I;H;L823/AQ5=@^@F0T3&H^#%6PLQ)\$UP^G^*93B. ""T9 M0ID^A^-(T7Z#QT4_3@#@?/N.>F41R#V6;#TQ
D\I938X9X!5T ^DJJ+T^\$S5K17!P M@JMN=5LK6(\$DP.H6P16^\$(BRJZR KA5\$0!)258KQJB^AG^&.;?^JKYF?%K M#^7H+4=QT!
H>^@I?7U>V+K+7;YV=^LGM7E!1^EWMO29SL^N^H2H^C.^T
M2!;\$%88OU4Y1F98F%AY^WPY=^O5EAN^84@NPI(Z+4%2)5^3^Z;KPI5>A^23SQ
M;UX89=I;AR0CXY2I9U^;PE4%X34;/#0341%A#=DB(6!U!%;Z\$ 7I8U^E48!FY*>0^S+I>I C= MQB2;LO5
9(MLEQW1B(C5)78F0RO;+PJA R/S^;H9_OLE=EE03+8I0X+M \$H%*^N ^F4X+WT8)=>7X>+F(NF#6^D)U#?
DFEVE^VRGB;^C^TQ78I(A\$IX\$ M>HJ(.;%57!0AHY%R-ICNL3-(L%FD
M4WCH)MSD",6EU^@V)C\$X6\$0CC^<^W6F+VOOFC*+^@F^T@ZCYKIC%F59FG?0 MA?_5HHK437D.HX@B/-N&^!^D&I-??F#>
MK^DKG#9XO^_WW2NB?^E6^ HJH8LOE\$-GFT)NQ(B8A13IQ!)(I=9MS4HY#I;
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<1W9\$XKXE6?\$(3\$^I/E_W(1,E63YY+M>I5!<=>X^IM^D^FMWR>^_4.MR:07:ES%>L+5G^GAO%9EZR^C30%I^BZ! M?
9C7SR(F;)2^H. F26^*O\$A1G;C\$0LHORQF&#-
I;F^2_/N\$^2R/C7W_X64L,U%W^O=>@TH>E^Z@*BV(5@4Q_0@OF0ZKKC\4G5J
M%9!F>Z)FFC!>ICG!!\$(IM9>5DR^2(O^"8Z(U46LM2=-AWTO6OK776.I \$=%U^I2_-D:B7>*, MY_E3G+R;H=?
YM#G;+^*^T^O12^8X">I^ MEDN6?DOS?I^<7;N93\$VT^FWW M7D/Z\IAH+%V4CY0/YA^!EF?<I1M0A45TK*;
77OZT7,YIYTTC4_?P)7O^F MI7+2\$ &S7WS9?DIO^K^PBI5I2VU5I
MP3U5AM;5MH;&5EJ^ZHI/CHY>\$ _9B8L^*BZ0+K^H?I^X(I^T>O- MT;C,305Z>?'(8J8.7&=N=L\$IZY0-%>S+>Y2\$O^Y/8\19-
G+16L^*C/I+!\$ M;N9#4^C69A**@V;K#02;0>P*=N05)IJP,4<@ M9I#^)=.6P^%>8\$8_-T/PB"=I3;6(EF!;..0(I-
#*E\DH,+7U=1I&(41 MCEJ2QB2B@HRX^;T,S616L1BQT!4.%;M>I\$6I?=-'D7N."I M/6I^>JCGG)#K%\2WPX9B\NR?X&-
\$C+2YE)X;+!+0C-6E3#B#^+0^.(Y5L^_) M4D3IXY;\$I93=NX&9.PM_SYT#^+&.%Y&3\$=(V.HWCZ F\$Q2=\$X=TR9XFZF4
M(;>+)5JD;AM9I;..?N4;9-N9ZOT;4&2B63D?2^8O6^M^@>^&0E^EWMHIZ^ N?^SW I?=@E-DH=02> M\OGZN;+5C=WN^3U#I!;
(7^Y^U)OX^P>9GSMU;5W#M^H76\$;%(E<=>BVG9 M^@>I4;J@7_AWST-
E+^TKOE90^C\$)XS@^7BKZ;GB^"E,+LP2JM^GGS8RP&M<>I7;RCUPT.M)T/GLLJG^IT+&&.(KY\$ZH?
I@V40^CY;^7GXR7FM^XY M>@#^+9<I^P0RIPT+IYR;I?06J2=CP^*XOBWL U%;%EL>IT&IVSB!8!TV MV;SSJ0DS&-O.60TIO%?
&J7/I@?ZWGL<=>@Z;I 8-A+^HK=SDL/6 MNLUE6 M?HZ?_?QPCNTZQW;Y&-O%3N8G^HEM5%JLQR M-GW_N=I9G-89T63;
(^H_)@VPZ?6_O4&I^>^U;O4IH9\$-"EEE!P5;1-1BPE MB%I=I5LY;9;TE\I(2E^E.F.7I^9C%*^T_30TD>RC3;6E!I^!^?
@#R9^3911U%8Z^<9;L27U;IC>=OKI<2C^+HJCN M@.QTL4^9UFWK&N^JHO\$8+&M_S?G0?_
0NDEIHO^*126Z8;I96K=PS;I8A(PY&.;@8I?7#^@<+CY4L12Q^>D M^JWIN^MS%(SC6^6-"0P).38F5G1SS"?;I2\$H-9CA!6)T
ETQMSA,Z+.(UBI MH-I9G8<(9/<00GN-47XQ;IN_E47SV^I^JRL^RH YPFEX: \$C^_Q1/L4 M3P^
S=,M%;Z7DRKD6SO!@^FS4^BGH\N_\$SRB/A.&=T2Z^SO!(^IDTL I^ZW- MG;-9SM\$!)V^K="LRXQRG<(Y36 YQ/R=IQ6GX\J_G;..?
..GCYC;_\$ V3-Z M3H1?P\$)TID&QX-PT/E\NTTJS\N(SLTLEGA<%^*U#)QN1P_Z9^F^;IITM,WU
M;AIE^X0>4/H2^AQ05A^I/ZOI>8>^N^LDRL1@0V;?^_-B-
MQOQ(C\$Y)K^U& IN8WRCT\$;S^SWA^A^J\$0K^A#&81SSD=4^I^C;.(D)87-BNXN^*O;
HV9,CJ+8EBR62SEP,K/V^G;XW<;RA\$>"VE4 4YOKK^/TNO,I008?=%S.OKX;7O^H+P;82, M2C77@V+13KX-
%SP^*7Q43Z%UA#2/+FS\$R-7;&9B=JGC@;."5!+N^!U,N63CN MF-)@B) &LE40A.6F;^_DN^Y^*U^%#;Q%33!^?^4-1GLV-IIP
M^;KF^RP\$G#5B834-IZ,BO M,EYLP^VQ9-MKLIK,TIVP=-ZO=-OI^ITM>X^2 MYI3;T;27Z2QIB>.^62!FINPFF(BP>V3+&?^?
TY>WOE)\$>2IH=QUI8IV MTI4?7K^I^NRP\B+O&\$C;F(?SAR3++KTT/6^N0HS&%(N/8)SVIN\$SS7)
MWT,6Y^C4H0^NE)6!EVHXRBQ.X(^"9;IC &IPBQX4100^3B^#+J I!5>#0^@ MEU;I^D1KW^IZW=75L9JXBI,J>\SQCIG3
!SL1^I>?EW^K4%=ON6>J@XXI? M3H08;GDP^E/76SK5^A+WOK%I^1XNQD @FY8F;^SRJWZ5)4CYJV,IAP=
M@SELB8UFF^M4>BXZ@5_I^)^M4Z_IJ6)SNVK\XO^*)_&? B\JK&%;Y M\I\$AGRC\@/&I1<_5D@3EQ203YQN<8^ M;?B^Y<_
IR/YAR(9)A;IM%\$S^9^1AXIAA+(B5\$5_90H;% MM^GR8L7K3?5
M=651D/8;ICM^%U&^"02VTXQ/Y<(AI+^8^+H/1\$9#^+GB.TAQ&-GY=3WA"\$Q M-SG\|=9M?
<32JY@^1^3X\H4N,LEC66IZC%\$X@;^#SG_8^*A_6TYQEH^R<@ MI)^#AWD+;H?;I;DW#;+W9(-
(M4G^E6>L;6HB;&^XLX;97B^I^X)06Y56 MNBIVQKQWWLW3W_W>I 8;=ISJN^IJOZ\=SZ2P^ M+LPR_I
Y84C/4)U;\$^N1.%00_1^F>EZPGF=^0N6+U#;_6ERSIJY19V8^6M7GQ!;I^ZW^D M4U+Q+DFILL;H7P2\$#W_HY<7Q^)^@O&5-
/W>I^NHQF(^O4TD%5N.XIYHJ_M; M/6-5)DH/(C6QWGH1=6-N73V>Q3>Q9AMYP/M%%"^>N;M;O@HUNIF)9IFK?
4(^HOAHX.7\IA/M98UK6&RJN;3H^CR9DE"@GW0C\ EY;^<Z/HQ\$VYTX0C M@3^6<3Q.D8M4I;^HD;V/O:MQ)"^I;
<.;N^%Zi6H^"NGG>=<=P880ABZSD M#)FI.FSKC;.%U\Q0B-R; AE-YL4LEAG3!@;^&R^A2%Q3D/%@GA(\$^HKC10/5
M^4+I&^AXE3XMYXW(F>AX-RI-^W6SI>90BIF+D^ M%;^&5.SECDS%.;I^*M)@>_M6C-BHA!OG0%4JOIQ?
UIX^QUD@IV^!@I3_#TYS#?AO&UYVIVX;J\$Q=I)S^&M,54;V;I5^6-I<64Z6/^HHHXO^G9>.B7C^*LZ^VDI6Z9IZ^#L;\$^3 @G.P
MKM32.U%+7M#V>XY&G3_T;C(HD;LVCF)%.R33@I;E^*H\$LG=;IXREWH^&IQS&MIQ^IR50;ZEC1^*P.HJYJP+K-
U^S;^9AD0)N8^*3B^I;M-YW^GDZ;C8_B.F<;Z17YW=B3L5;<.;I^5ZTRM0NW^M>SQG#7IT&-K&GY+\$=;!&0H^)^B#;Y<)^YHI
NY^NL=>T5CI72S-6\$G 5QX47 M6HV35H^1+I?I2?I/F=5NLIMW1%;>/Q^9PD(@_86(I+;5^IX0M&."8^0D^V M@^I^?1.
(56^W2V^Z3PYDIDG@0+I^XH?EYJZ-C2C^00S;6^H+V;19;15F;VXNSE<500T8RELN;LEG.\$ M=2@9)QU(OZI^P
%F)I^HN=K09 M+EDIRY<+10D0>E_""(.)LLB);\$ JRI9GGHC_YK^A,4LS+06S7AC^AXHQ?;M2FE?P0Q\$&UVI\CR_M_XK1Z
RB1D.CL8L;O%1/4Q^ZXL\$^L<+V6)A^L<;C#XVOM> MY!IPUJO:A.KVQ8&0\&%%Q&)\V&+;&1/L5<\$>^F (0OTML<I;A9-U3P9OZ
MJ3F2K-B5D;#_A;^V\$YTFTRI?HWVTKPB8E_\$E/I7_ ^JO;S@T3UB6T2X^UF MUW\4F&XX%ZZ4>GPWIR(>+=+;SE!^*#A+I
(G3F@B^IRD^B93I@?7^N06R+ M3YC\SG9^R^B_H+TDO300@_NTRY K!7OD\2QS.I^Q&3MH.GJW8G.R;0_DG^ M
I_""3RH4TF44^42D19^%I;DIT^77IF&;I/DC2Q>W\00^2HI;=&^YEJ8 M^@OLV %0^2+079KL49H?IK^TEF-
R)62HPE<^_ZNZ!^#I8UVIRZRW;7 MWCL0;AG^I^YBG.B37^28C9GI=SHC0G5DEB9^I5PP8^O9H;KWF_.FH8I5
M^R(N#5F1&^#)X1+@XRS_D^O^K=R7N2Q1FCX-I+8RPJ9C)^*79DGRBXPJ^M^SH%;^>..H8/-)JN#ESF7D?6?
P7#8HAOFN@^X>^2-6.ZA8GH^V\$15;^B2 MU_XS^I;GC^R31U@5&2\^IBQW%@KV>O;AR";&Y5FK;I>+7PP\$CA6;
MN7WV6^!%;QN;=>+I+K @D^I+;@)N7C%T.XQ^3+Q#%H&F% MHIV5.M9;GD/N-
8JY_AHJ^<A&+I;X.6P%U^"EF64^N62^X/H7)DJ0^H0 M^TCOKHMD+S>K/=5PE6HW78%6%43?
^UCQ^BKQG<=>B/N^MISA^7A3^B8+W M6I^A^QC5GS9ZFI933!QK^U+I^WJO0LCDXI^4MD0+HPLD)FQ9V\I_0JP
MCRT8W^I+@2\$E128HLEF+@;-8DSP=%X^@;FV1TRK\$O+7X^UMA;\$^I1) M4M11;I?M0K6VZD\YJU3^00/I-
_%^_AN;ZHSW0^ELN2025W70I7QX F70@J M@9@=Q%/BH3>PNT(W0-8^X)NSJT^A1>\$AO^BQ;ERA%Q0EU 388.E;+N4^B#H

M%BECA+*I 3.2HX5,T2 W&7&FHP)&YSY.@1)#>8IB/"K"-&05L(X)'FO M.7Y)'837V&W#Y%.!2X&QL^E\$![@ M/1>419PO
5HEUE,1%HD+L6@<=%:0WR M6ZX7E3.G=I.J.V3.Q.U<3G1F0!(&=JF&".74Q1EE#Y4".GC%R1@%&=0XD*
M4Y&CRR.H9MR2+E>13L'SLOKF2+LFF.G!EIO3Q/IDLY.WT0ZE+!&7=C+ME#FR)TLIFR.ILY9UWN(<9))#AH,2?#
(392)PK(K8A9%-G:7)B\A1L'%X2DC M%ON;5V7E8^KA)IW@:2BF<*V#*(5!-L"EX5X.<=%7>|C%9^7\488JXT71L^Q)\$ MC-
!@K7YDTRCRJ?^'SLBR=#^*G)CY9.@*E?/_QUA&B="B;E!;DHL*"NVOJ,119:=UI_M#SK1)R.N?I2_%6 MK79)FH=_TH^L-
U@#Q&@D\$49UTHGU14,V^LL(L2:10@KUC3&IG30&5X^X8 M+0B.%5!\$7>I87.^80X4MCCR>G7>L*I>QJA^E@/X6/Z>E;^L-
!W1Z_BH?^ET M,==R-8>0&@0LZ;R?M SH'EF&HDS*_*V*;*K.RV;45E4I>ZUO365S*_MYU-"? MO*;*ZM#^X;>3Y1I#6ZR/E^
\$!ZSWR2+A+!4J39UFQ=FRDY+H;H@Q@:5 AH MD>% D1X+N!@DCG?HT" E6J M"RQ9;f'Q=S&I Z R=A("ZX7;2; 66.XD-
!QQD-27V#12D/SVUT8)8MEW.1B MR.XI/W)BHZ V=K'%C.U^10&8\$E.W.\$!ABP9-YR-OPDOB6B^4460N9\ NG&*X"
M)/+/%|S;H.L/P_J9.R*D\$TQ?/%>@9M)FPL\$>PX^A@.S MK.E,0/CCEXP0GV0+YM#;1.4 3IR\RK".9P""Z21M58=JN%4>("QI*YZA#%6
M 2FP)"J""9_17BY!^1MC9^L2-&_%Z:TJG'S GM1U;DXH+D S%NIP'=J\$PW05H7#C|>J.&NN?0HJHC#>+F5N MX09%PZWO3&U#
(7T>_P_O|>2.LN6^>|Q45_02WQ3+. F28EMGC7ZX0#1^P^ M&6'R"/#(HJ%2GJF401/\$1.4V,7<@1-W^BOE,*YSIT M'/2UVN!
!C1GZG2+*J/1-5UH8#%)4KX \$!=\$E *L^IY.P8+BVF!0<3C>=1=M4ZL&&%1-?^J_4E%_?J4K^?>
358102L+0^G;P9H;H4@>7728H;Q12.XI M\$1+6FZ>L# ETQ@0Z\$2AJVFV,B8/\$=KK4IEX3Y*TP;R/B* N98J"&_B@W;
M@SM0:'9B;JM;.L!\$@|9^D3 MZO!;T7&TPTS;@+59(-"K+O&LN%Q'.I&A)I^!,'H<=^QH>@=-|R;3,%QNT M4&YM^*P!-
&26W10IX@|GFH@+EGD=2'GGN4^0G37<=" MCL7#JW0?F*VA)/3Z#7\W0J?I7VA(\$D1E.H MR8A.J--DO:E-I+HF=QBTHH^P?
N+;);86Q+ZPHN(D/2P12@'Q.R5Q-9&\$1&. M'BH@T*_*^|49WN0FUZ;H2*(@3YQ|L^|VP@9>)BAN2.7 WIS8;CD7+T"C5N
M.M8GE.8!0?N(OH0;T=#VY\$%Q5/FI.NN.W9M.9*0I^1Z;QTGBM"6*-"WQ1Y M_=>ZA\$";0?
L1 QG 20Y?2QW+1.U4R+8!X2)#W\$.L;JAIGKCOW^SZPQU<4 MO:"/29QOG=+*Y\A1X OB8NA2?>
AA;V=@9%MX8FZ2(G6IF/IL> E?G'+/ MSH\$7&K R0HZ^KW:FAI'Y-C OS?%2G@P=P_P>P>?I?H.7 (-I^H^"N5W\$#W/*J
M.QY@NHX3O.)|LN !WCP1AP%=7|M!"IE5;_BIC%WJISZ M/P#2|L=E1_0A4=>|P90<\$*RZQ)|NAY2H;3*TXU\J,7%QO@)T";1OD(>#0
M3=;JYUT&/%GN*_*D;1 V)2YKB+2YF(9>1(N+;#%V0 73.NQJ."DMC;DS!>(& MC0_L;Q!+
D@!';N;.>.7*T.IVZU.4.3S#)0#E;CAV!2N.FW9;#A=(D).LH-V M 5_BOX_9^D+RV4VHEO+FP1>/%S"X_C!""3FLGK*0ZJ>H\$N/;QT-
6_.LE M.208Y""=O\CLYMBQ?2.O6AY:X%\$;4V2)1C.GB9=(.PPL;1%|74MXI7 M19E7DSZ3Y"Q33.*0FAY4-
GZE50VO/_PZ="?"Y7MQO WJ>K_.\$H9?|8^&(9@RH M!44586QTPN.CA4Q_33=0(?&Q3EG*(4" MZ\$J>V^C+*2MHU_-D?
IY@%:_|S_289C^X>WW8;Q|R)^JA1QDM,5Z_- (GU!\$ M;6!_"8_.OYM:S;H!"A|2+O_M+|TPTGF_ED="L|!^8Y?;\$6,*=#|?XZ2?E
M++ |2U9|R?P(+B7WZ=)L;^5M(|>|J;3+X2!<^8Z+X0_%M-D(G?NEM.SJHW<^300Q L<>&_7IG*)G+TT;AD_|VH6!>.*GZ70
M!D_MOCWU""^H-LCX*+_%@|P@6*TH0G_R7_-ZB%5IG'A-<(K@11?QZ80Y53 MICHJN(Q>|U6Y>9G7Z2H99"CVOK\$;5J=4F4-
%QZ)/1 MSJ=BJP6EZAUQ28IN4% HUE23^7X.N&M\$%)XQS!(S26_2Q6VZ3Q/OBX";\$R^>27YS?L |\$(#S!)>_Z(M"!W4Z-&4F(BR-
/ (O^5_2=(EX8+TSYXP+;2OCY0!;\$IST3^2A)26T.0JK9 MQQ#_3XX)KVZZ54DJ9?
B!DSM>5VZKG>^J*W+8F*F%PP6H^E%LANXP?ML4! MD2-K>%5&#@^8O.%XW-) X@/8).F.W.K|AZ<^M;)-
TFH_QOBSYZZ5>4K|T M27 M R;_1^DTN>"1Q?D|>G(ETP*1.EZ9P9PV>ZF@PTI94A'YZ>\$QI"!A M B|H8^2<^T\$>H
_8F5G%V89_HD|G4?F5F*IX.D;T5M^\$='NY96LK#UO2 IY_=/2^A70>KPAFE^Z,@|^&@?7_&P M0UN;HY(-2U6ESC|AE0-
Z5.IHEAPAZ|JKK@/5\$X.\$+I3H<)+?"2MH|>Q7| MIZA:E3PF38^=JHE+I2HC 3#V>6ZP6G&0^V'.6V;".F=FBS?SU+@R1^
M4I&FDN91D@Z#HGU&Y%XF=|GCL;|R?01^IHC51T_CHDHWQLY>FA6&BGW
MAU|^_N6OZS0(8|QI:E#.AB*%QA28QRYLUFE=M7".P?4\$0)UO?0;O^R#A, MJ#^Y<4%QFO?2MU;H?I?S#B.%
<%;B>1G4L.G8XGWB0|HK@#%|B6+%=JSU MYZPTV*;09D5\$;SPLXME;_*GZB7N_+VI9<|F|FC.ZKW B="ZD5_P|Q6&28BTI
MH1PK|PJF+H5|HV!A4!>BOOT)24W^RD.4(K%|I0+GVP#BLI(D""VYJ)|%C-7 MK6.#|+;)KR-
GNXY9_8_?Z/Q*#*PRDF#)_#1%>=ME#%M;11-7!A045(OYK M.\$A@U6HJ^YQ0PK*0&\$S;H0>F_HD11(;.D1H(*_F^*4
U0)UPDB/6&*%2Q/7HJZEJ9B65WM=| M(O)PE&E_&F++>NJSS2_#FJ6_R6A!>D)|H?P(=W@C091!*@P\$R2L)?)\$C9EH9
MUCNH80^OP4_#CIVE^Y>|&Q_U.F.E@!O4)+|9>K\$++T.IH!|1+Q_F7G1) M2;*JBAWNUU*9FRB|HYV2RJO)_T9
M|JK^F);_Z3_"|3QX=N\$N,8^L_YP?H1RLH80*&@#8C+LFCX;QS_0MM4&^SI=)
M_+2C+X5A05<*TN#1***)3;5>ODKITE&7W^KTD|HRS\$WIZ;_<I|JL9IFP M>(E(A/_TXS|0^|. #FD5M^DOYX?+TFNSE?
U3!\$J0!+@M#H*GK#RN_YWD(=J M^XT2L&EQ(\$2)W3LF&CZ\$69ZJY.IUWX.L_P0.T_@D@|L-DI^N;BI9!*=L8;
MT360H;?>Q9DHW7%|1)CGI(4J2B46E;"2);T_U\$;W^4AY@A8L(7HUI.RYGT MD)G00ZHR#B2E=3>IV%_S.ZTD&O%&4N;(A3HRP
5Y9OHQ#;R;C;DR.^ (0W=/ M1)**B%_*Y%BG9H0S3EW(J\$ALPB+7%!P8)9^S?NEM^T(B>2E0Y>0(TL_VYQO
M%/"F.M(=49)=*F%0%3./=.C% H1U2A12O7KTTJ.P>E46\$N/W|N606%H;G!E9F M(6*EJ&1#K/D1LQJ>^D)2"UGGTBN-
=8=R&G)2;RK7^6;G11GDE=yV=>;E^0F MEX\$ W<#U^1.L2CYH8;3>|L&(7Q;4!|/#Z=D>%6 M;2=E_EN@_EM^B^TB<|%B5
5CP&IDXZ?Z@^UR;4&4>BNLX=XYW^7?>#>?K^ MROX^Y^&N?|U0J|)U^H8^1^V#'_7D"8YFKDITP^OISBK&YWFR4@J2;P>X(M
\$>5F>N=08F5_)5)6<6<3S^T2 |JE;E6<5XQ45=%FC87?*(D=*UYB;|3JRC MUC |L5316\$V\$2|>_=\$?"/_7&#;
|C/6.Q8.9&2B)G#&V+ES+>N1E66..6I?_ MH#H@|S)*2(W*JPY_4!_?TR3Q7Y;5&/R;MYM..*K/|6@3@ABALIP?H4"GEPZ
M|XMUG<9&=Z0P7B?>4&\$@0&^VT'A+W^P^J?20L29H3(|HJ6^EKZU>|5|1E4) M^_0|Z\$|_2*|_!6K^J#)=@|^|%
|T|1GPLH+Z>>|/M(Q9;Q8|WU7E9R-UI!1 MD_@H+LED32#!"XUL2#_#)PR2;4W BL19%5|C_U8(ZT|8|2RX|_!2&NV@*N M1.&
<M(M?7P>L(C%KMNK(NU%E2_#4&TT15J)(*JXFJ5D.RM!X;Y(K_R(H^EFO^ M8IQY/##C)V>8/R9-60OBP_/8W-4&@V2C52
7.UELU_*+|EJ.P?HIS*ZO18GFH2Q|H7S M1H T0NU(H89D3F_LQN;#9Q.A2M0J&7);/C@J*9 M0\$=)YV%_*Y^ZX=&J;ZFH
5=2XK24&B6%5_ K.ZM|8T/PM MK_B1R%?HEWT@M4|M2_@SDR1"Q&6L&=4)M# MY\$Q1>R>J_P-T_*7Z;
<2Q.IZ5|_I0D)%B5_@/"I&Q^BL 5>T?_7ZBGK5 MZ7L_WE&|;X\$Z\$J+|R=|A|K MA5ES6+H+TX-RDEUW.#0S"/9.? X>|GH>AM".
L_?R@|*#E<<#9+\$QR:P M;C&6<3^5?@2|BCN_9(^@VH1B7U3(L/T^K1-&*911WC1")HKG1A|FEQ< MN;A Z#H57/2\$'
X@<O<CW|3CQ.Z&G\$&=G0^WDK?|W|C&D_4R9^0BZ3#Q|N M|W=1?0)(*K^9|XTETD;9|XO^X|7P.F^0TNKWJ&?5\$AX{-66N)D.B
6"Y4 MU@8G3_1YT\$PQ6-EH*)|N\$N(3)H^F;9(4)*R_2FN^="*#R+,\$3(23WMI
M6_5+D+RB+^BPP?E|E0E0")5=7P^LTHM0Y=6;2_M6I*G;ZY+3)|%S4_0!<M(HZH|JROL\$Y"/|LN..8G-
>9^01*\$4VT;TQ)EA_)_1|*YB2PTDHG.F*| MN2BR_.94*X1<9P9K M&RP58)D9H;(Y91L1)|OESKD2LV)|H/V#ZP;L|488AM-
F9+|PO|@)DAPV^_6= M|<|EP@3@KM.VN_+UAM>49GK/PHO>DR(*\$C|;\$59+K@X|_R)ET32)G_T_&W_ M8T)4SKP3H\$;\$08FN-
PF#V%9|Z8?BJ@RTAWFP^Q/VQ.TI"/VFIP-"UN=" MW8I&I2XRIGZD.A^D0_0FA9"2_|8PSY<^)*P!\$R^B1H;>^&@)E&6&E.5OY@
MVBI@E99.78=>S4A.KYI8\$;3E1XJ9 BQBEAH?++(*W2^13FP_/*M#S1^3MH44N02GRDAPX.GF|2+S\$Z=W?_G_DD*E63)(%U
MW3+0G5OQ5?#>1HRRHW9_XR7N*\$JPL M=J+E%8=#(19YX|JQEE9.I^9_+|S|H|HAP^OTMTF;9,1"/S7PAGPG;LSNND
M(6.;Y;2=5@VFPD"@ELSKW3Y*#FBHSHS^#)(>Q|0%PEF)JP@|^*0I3W374-5-MDA);>FNC;
|B+=!Q0&B0RPWU|;H9IFX)6FLEFHG3A.##.+>G+P3(3&_ TN6UF MZEU6_%
(D5%7+|JXL\$|LHC04)YCAIYB_5Q|S&T^TVCTB5<6HMM0\$|L"D&OO&G MPL@A|TCUIN*6ZIC+CUSDG;G+0/_^6GGC?_*D-
5);ALP.D;Y TG80&+7* M41SLC|R|JA5Z;Y&JJC73&.M(X/O4)XFT0TBO=*02D=OZ4QWKIPL5=6QY-2. M-
L3;CB^834/G6N3R|6<0701Y%1^K9ER|20D@WK.(R#=*M+SZSU*#K.R M_*P@6E|U_@3K&*2U"N2;R PB^E9;|H80JD^ED1O(C?
49E|1I M>|SJ\$V_#WFP<_#P&ETRI;72;2)(V^MGW5^L.W^ZVSJ|H8LU|WN/2E95|_TNV2.INJ8_)H\$DF240
MR<(BB?K;RR9V\$C)LL0\$+/.3%NB0"!1\$3&L03_SE*Q^_ K^|_QO)\$<_ MWG^F*@WE_HX|P|VIV=_S(O|
(^T1 |G7P=1+TFDH |_=C\$4|5_&G3V2I M_K_5>*+C5\$3IZ40\$@8J&G|SCR<_H^+Y8235<)>1^G9_X.N\$J@|^>X|^_B
M0#Y|^K|W.E;1/7^|>W^HHM.)3E2J=|0IEJ|(U9V\$|_G1_@VG65BSS^04?HA M4?
|G/^UL3|37M;5\$|1_2W2P9BK+|HQLUEHEW*^J^ST6D3VPK|_4C^8 M5#ZD^T2HAG;|7_9>#;|OK^/K4;>?_K9-
_YW>CU0/R03X^J;X_D|>?PDMN|H_VSGW
M=IE7W|=+M/+M_U9I#+PSK)AEJ3>2*LOU|U7N^YKI_W_3.K|W>)7QX>7;3^WY|L7|TOL_#OKSBB_?Y|O+BR;
<_5M|H^Z^W^TUX;Y6;EW.2KNX M_S_?^|=2?7.OUI>7YV=WW@_2|W|RK B^N M4|O|ANPB_XTZ_ W9>|+W=2|K|<
M2;G|VH3|FKG@CIPAUDA4"3)_J|B1C*#Y\$.|T.K&M^N600RHDK|A04;|G_)7S_@_M\$|Z3E_@8SAV_X|)_9T
|E8*88Y|T7=|@ZN>J4U%K&L75HA>|HJ|);F(MTT|H_#NM_@&>G|+|022W^|00Q T#Z)|%Y.DU57PEZC(?>_TI=>9M?>|=>
MX<<^GYA_|_006>E+^N;IQ|N+0^HB^CRR(S+P5_0+U%&M2M#Q^E,ZK"_3>RFC M3X|9.73PK^J@B|A.N@?|H^W_/%1G?Q*>#
|N|WM_KBVI_NWD\$WR_L_5NWENC M);6QB)*|CL>?
LLE\$QKY(X.EJ|SP1K.Q=S.2<%Z9I#>CW0B05@.5<)>2IP<#Y4L42)%Z/ZOT?^Y5&"HQ|LYU%J<=>P=>|>=0 MZ|CC?9\$R?

D\#<\$4>|SU@>+Y>W"3|N|WK_0%MH9D167V?CJ3WFGM;R%LX MU^>)B*:K?L9;IZB03DU)37>;K*_*7\D9 BB'\$5RY;JH|I
|>MJUL>Z_&1#\$/O M6PCG|7A?P|!%M_<K|5MO3N_ZOY;A_M|XU|J0C>F|J>_5:U7F61NWL=X|/
M0AGUJ|L7PK&@5;B01N81@Q@>|ZNIH|>FN M-OY;|8L_9\\$(S.QKY@RGL|M71\$|TRK("T'N5")>)>S6|46L7U2^0?PS?=4R
M7G)5>\$YP^A|WWSLY^UP.86+QR2B9_..U9|F.^NCCOW9QHJ=S2BD5N/SX0PA^M|@<92K1JM_1P5|/#+KB2-
*D_F+G)\$8K|3^D1?;#S)Y_ZX/40KK/^L(J%IW7W MJL C7*GM,=>|UW" 68A/MU).X)AGBHR&0NZ^2=N%K:%7+9*:0N^S,|V|MIK
M)URU337Z5@W#16Y;7|006L9WT&4E"@IX2A^\$U_O|X#BU|F|_GN6)-I7=#WHVP"X12^/?%#XZ>+;P|*
|Q|RR4WDYA(*LIOMQ0&@4FE|HS^HLYPKR MZ)N|X|F.INX<)>MX_L9L M(EFIGO_KI99H#^O6|W9Q_WFV|2|F*)AIW#PZ.G;.(J|_|
#;3(YV|G\$| M#N+^6S.&@|TWA0O.&#ICN^AC>_*8VATX5XE(S0R@RQ<^<*)L2PJ_W.LED@+ M6\$?
BQZIO\$%1%4;..IEROP+&#ZE6L6D.R>H5ENLA7BTW/*I=17>|DN>_*C|Z M_U|OVOOXNKBIWH|H|<713|JZMZ^"B?
QV&^CZIP|2;_K-?K/>E_@XX-25B-++Q&=WZ-0)HF73*2O|LHGJ_-ML:7-|U"/LCW6?|8|'|2 MDQ&24KN_M5ZV%U'|2)=VK1L_/GYO?
W|HE.NQ&AE>3|(>|S_M7G?>_>|OSWL;N_X|Y@_Y9^#TZVG\$ZF%Y3;_5;K|&Q+!W%BO<4F^I4;|GR\$F MW^;M6ME95E!#|S?
2)|PW|BT;2DH3Z>@S_^MC+9#T*H#^BDDHJG^*LK@
M7)M8&^G|)=2(BWC;\$**%3P&7HY*|*|17@JPO?|4(IN2_|I2,TT*Q5NQZ" MBOFWG?TN|GOQ>6(L|J@V7+6
D_2GWC+>0%R28,69S10PEG#|H|KS=8\$N+9B MUU+P+9BYW"OU/G8;X #G?>B;VRHMEY|;Z7>D9)MH&,<>_F3+SU_ *_WNY6
MG?Q/F_..C8NSY?U+1_..UP'Z.>W>B8'DB|O_1)Z8CB)(^JGTQ"68X;J4|<5 M'O'E8":QC?..BQ%(P^H&L|>7YJTAGK?D-
#D^EN>ZQC_/UZI^Y=|HMC>|Z^_ M|?MM|K&U=|68^L_-?W|Q;F" D7YFHZ|H7D49A4P0NO@Z0P7|B|)ASE*
MIA7L%L1CB80_8PA6/5@*?U2@B.Y'\$H|4Q:60@P(#_GB;_4;Q&UAF|1("T5_ M_..(?|Z_G>|A)'0%?4MB@Q6&;B0|!(QH\$6X|PV:Z>_?
%XY&J8XLN?3^Z-U< M7ER0GB?IGOVU>1Z0-P(GJ2_! MX*AR5MG=E7-@T(Y:5HB)G%>2PM-
"HMI+|BVWMJ"N\$+^QH&WK68|F.M;SO>^4W"V\$|>G|T<^&>W>W+X|G3PUH(\$|4;|WH|2A^W|E|!%2=1XW\$">N923TJ2H2&D
M8@?K)|5L=RSF_-")F0WS""VT_..3=^L"9P0 M_ =X|N\$=L>-A?CNNG@0)Z_|I
M%#_T_ M_|R|D|EZ@M|M\$R5\$FF.M;HRD5V)OR0UJRE=7K|*O.3%G&P=BU|N>65 M@%A: A*_*|C@O)3T)_0_<0">FRQ33+
SER1U2|E|NP0WDG0SUA%F+^*=H;CV4 M>U" H_ H=DE|<%&TR_/MTYPH^P"2X9O)3Q0047\$F;PS."5L|^G7_|
MHZ)*@SQ\$V"HN=>|F7#G|/2;W|S;#;E6^XD5B|_M SY;_ "D@<#^+DZV'L1A_B_202KA>'TXD0?87(I0QO?)Y?NS6+|0HV(^L Z0
M4N;8|80HEMY0(A63);&4<9(G/IVZ2|J7\$=;93(C|BSQ8G_ZFVN30TXF_DZS M2""M|H3_7TZO**+;%R-
0W8EV#FT.K>HUR#%0PR)KZGL"N+|VGWFH*7GD|S M8)0B2_C(UM2@9+NSM_7"E8|KJ|0|5A;3T|3P^|E4=KS_+|=3|(FK*
<2=6|I M#T;W0W.2Z<^T8@MAB|(1EY;G)V5WPS2TN)I9|*^H9BS6N@4_50|#*%R M&CH#|S#&#O=XW|P;D,FML/D?
+V|W(LW0_..W;8+29>7N6PP^>|RN\$0EE;XP MJ_*G_&T)AVOK_4M_/H&X4PNTMAEAPHB_..3C|&S"R;PUNOW4YD#Y/84;
MH%EWL(6-9;_\$/4(<^/A|J|DBW?+8_2L_*7HL_8#|(D2U\$+^#Z|27S_..5J|J#Z M*^8M=I(SZ3\$FV">RY\$EB_G?6 MC|3&_|V@62-
|UYXK+2O.66P94)&70^;_+16_-"EQYD_-2|>W_7|<^*+;M\$?|_..8;1TZF298&L3LO_@0_8ATIOW@2Y3O#|+M654XU
GKZ1^A%ZO MD.KUZZ;=NT|RIH&VBG5^4N2|ANI0|<4S992'DA;A|JZC)66|/;_|H U M2_*SR214+(-XFO)X
\$'NZM2_..8_D4_..SX=019JY8?3NUXI?1^&J4|>E1LH)6 M2-HK895BZUVEJM-NM7OEP^A0Q2_..13B;
(M4\$Q@|_FF_|YC|HU'+F&HX4T^&V" MJOEL=|G/2T|JB|Q^XX*7IKO\$;9|>=60#? M5PD\$%|@!
|38(BWY|LAD9K%B_..RS;D=L_ \$5/1#V41_7*(|O#VB RM_ 6N|H_|MTIARIC'\$%SAODD|X%QEB?3V23ZN_9\$_.KC63A-38ALID3|&-
6;^%6;6IBBL M\$S+MH_*QAH0("NU|1D^M|ALY-C|O\$S;6(4|ZB0 M|5;D)NHLTB@=DDR=I5Z(K;MT_3X|&^"UU*\$SN85|K|@_?
D*1"_.|2\$ M|(*|_RUGX"K0U52&F"W*X_99*1WA==(3/9A?4(V\$2EG(V>#PB8BNXP08|O MW|>3*2W|3"0\$;_AW80ZQ|(>_>W|F43
MV"AD|J^F:>=))LFH3B#^1|=1#P8(1|T(%5,V3J;\$S_F\$<6) IG_FZ|H5*3O M3#ZR0|E\$Q^<7=Z\$G>@A/ MZOC4T-
F3LCTQ^KENMXFSIB5S_9HBL#22^/H.QK|E2|U|_|T;HXW^6""^C>Y M*%_..|L5H_93Q>8|B3C_#;@)2_G<8H0|BN
MA@KV&_ZS\$+M0L1@W|P|ZC|S|8D|N+^80^_|N@X;_ "Y+WX)_7W;D16AQV^QK)9|_|J_ON#PU1 MV;I3%Q0YY/"66"+6&'XH06
8X@(>Q>(>WA^>9X;XHL*0\$!&OD+7;C+2J89 M_*513?H)B2Q^<4;::8<|9RY4YJP5YH4;BF=K>28)A7/_*FZID4\$!"?>F-MQ"3"?
1U_#Y3 KQ<0%ZD%&<63|^32UJ7>M44OMRUZ MMP5MTQ^#P58#IUT2|!><<M
VEG_..OF2|DGM|E)NX")#E\$;L R9#T=W0^&F#B_|_|VO#\$X78W_17F|(<S?- MJ<_0ZY=%|')KF?EMT=(KDI|Q|H9/
Q8\$=|Q|4^PD12;GZ+^_|JQ*BI;C6LZE M=A4#NQAKO%A(\$8?34F;AXWM2#EQ@ORI?OEHI>=?Y@D_2|/#3\$C)Y;K;*11(R
MEW^_XERX;M0D1P(E'S3&WYUSX_P@|^O/G|TS M^O5|8V5|J02+4AFS_3;DK_#00^U-
\$G&B%|6ZM|Z|XW(PP?;D*PO1C>W&^L9Z|_ = MVT&E&ND;@JY@(|6ILVH9;PR:8@97P(@Q|9VO_12#NJ#JTL3 PW%..89Q"MU?
MB;02U|Q>?>297G>7PD^;_6>_ZR\$KL(? OAF0_Q;XXRZ\$42^=@_Z07_0@Y5 MHQ6)PS>Z;Q7|MM0|+@N|(Q06;+
(^|^5F4^<(UVZBG6;D4PGT*1(KM"?;|Y_..\$%33RYL0@_ MIDH'SNUIA-MSW\$;WY^>+B^N_%9_U2DLIG;B5F1S-
|S>LGQ5^J&3R18QBRM MP*|W;)_7_XB\$-.\$NYAJ29IP>=CSV1_)X*E|C3;_+24ER|T|/'\$SG6&S)=^
L|B(26%W;U|DS|8VPI2=MM;62?|_|M7?#P|H_?>G|H_<E|H|F>"Q @9ZR*8_YRQ
M9(UKEG#6@/|+_|J44X7IQ>?)&>57P/FZYZY>W|JKZ_|H MV76QXW14H0VQXSQ5^_Q;=C_U=J>KJ
<|>QV>F^FVLZ2|);3B3GD^T%|DM M;C"9C;X*E8F845DQ;(|+|+8P)23N<^2#5F=2J_VX2_\$TE;9PY^9N?LAK^E
M77|+XTD*CBXVLLZ_S256#|4X1?A\$S|F\$|CKU)RR7_"GZG="N8UD3%K7)UF MIRF_*A_|+&#%QV)H=RVL=QMHPUXLMZ_NZ(P?
TZAX&_E5K2#B'SBR6#E3(P0UOU@+K3AV4J_2)F6-G_ YE(|+Z7H_&Y4"@ZK80<+1 M_3KKIQT(HV|+&4F;2#1%|<+^2,TY;V;%S;
|LEO&AU&8D\$Q%R;_&_6N5ZG;_ M_XR#4^F HGE@V#6OH_2_I A-1D;GHPD#&Q?H4RZ_5E_P|3FF;A3S
M|P;7LPZE5\$.LX8H\$4L>CBXEON^2/POT8M-F*&_..8%|/=&%P"V^F^V21SSL|A|XG|HGR^")Y0|G|7K8|
MWXN8C;D05017|E"14-B79ER(V7#0|24|<VY;C|6C\$;J^&JZN1N@|T MG0%H.Z"(=)_?
4"VCH0K%|/%TVI9|FD@;F\$B;#6LUQ41\$F>2J|V|_|1D^<MP|S;+ER|_*2WWX>|7SO3;BA"TT.O%"MUI\$ LZ4_*>(<6?
#W_ =7|BOVW%(M. MN)LIW^VHB>?XDLAG|G*1>*)#V;TS@H|14NFEMI+>_ M9H+7R>I_|;6R@_ TLY*6_04H7_10Y%3S7C|_WEST-
\$&=K9;(&1S;XP\$W4<*ML\$1AK\$=;2UB;05#X(F_4AKO@7W;1/D_ BHM;ZR%H)E9'1'<9W%1\$|%+1^8 M3|P|FXD>1;JG&-
EL4AK(2FMKZ8JKH)>+2JM)I4#Q.QCFSBV8(|^B'|9@7_ M|8JUQ"Q_..F*AXX-T%1VT"%F*LHL|5X(|TRNE.QSEDGBTHA4<9/YV|J;8
M-(T3_71M^<^WBU@ROU.GMA?F|/E@|VGBJV"6SOD<^M45V+)|C|BMD=D_<^VO3%+4|TP1WEFVG7PR(&405_XMTZ_UR3
4@2U228 M"KCE6|BLHO=&|BLL\$192FAHNXMO9|D#N#=#XU1|;692(M"<4 M+9/MQ%*^Q"N54#T|P|BG_8N;|GS;B5%
6SP>|F=83Y(E/"|4IGNQ;&>P|)"SK0FWFT>I@H_#D_.\$J M2(\$CT4R;\$LQ\$3)H|C%TKC&N%66XKC#|/VZ(VY#JF-NGG?
NE;|1C<2?|/|^_|M6@3?M;2S;|7GY;7|R&<<5KIC3)T^W;Z1"58"? D;_@EYW\$8"HVU|IT@L|Q_2;H|^<^DO_|2 M0RRYVN)
|KG;#&_#E9@;7|F%4>LQB5<;7BROO|RF|Z|>LKFY>(&(|MHM_&_>)2(^OF<_Z88LO=QNTSM>V)G/F^Q&_*;
@^5V#&7_41S|NQW9V8F;FA M5Y9HR4)ES^TDAPITMF_Z@SIH_0/9P3|@P%5;_ M^<|THPW;09\$HJ+=H90&&KZ\$|2_M2
'+JG7_H=O9Y;^|_|U=?OUU\$3U"BFM_7|8|M%1J M4_3AYV0_9G(|P2|HECRALHVVD)|T;2|0S;J_|<1^XS4*>X5G+^=K|:"
M\$<^<B)D8PM" HS|DTZ|AO|P&H\$SRK;\$V1#;@|F|QZD(F;C|KNC|S|X2P;P5 MY9DI<_GJD|Z'"%BWIK06AX9>_GOY0_)JM(4K027?
%..65(2Y;_A|OTWND.DG@_ MC;_&6|7^QM>#V\$T605_4O#7;K|)9006U_R95F%OZYDH|G|1#?;|HJ<0|=9+/_ M4BX38+PO\$)^60|M;?
9J4G6QUXQJ;F\$EA.UH.M3C<|81GH*KFR\$Z\$^M*WJ;7|H@&4Z\$FV;7#%J0ZU(|\$<^@+&I2_4/T^RBT4Z?PF9|_9DI@&YPO
ME*HR_WZ>Y1\$A((_|BAL9IZ3_U1Z(451A7_X1A|72A3QLSG/86T|P_0|H@J6F M6*99%5 RM;_?K_@;X|L^9N|5XY00.WO4N;RZ^?
+DXO_G|H(O+T;U9?MK@ M&;Z_ZWB(3KFS(8_/;_DD^E08=ZET8LP_HA7^93Y)9#/#GNZV"*K0%PQ# MZ=;_|I-
SX71&0;RP"B7P1_|_|XVEH@S);Z|@|A"H*L|F&^9Z1^BE*L5&C_ =F MS*8/5&)3|S|Y_42H(KUBE_O3%A")!^#(\$B9TP3_CY2A M-
M>|JUD|V^>2S@7M^ B^X|&_GT8J|^2TF+VD^<N(|3|M M&;^<=0);_7_*P* (|^FC4>6YY3A>(#_Y?P7
V+)|RC;|ECZAA)V1G6PR2G_HA1^#B3_*<N|B0^<^L&7@3M^)|#U14;4SENTIE/NBMA_B;_1@D=YY>4OYU&M MR;-
J8;G""+Z*8WFG?7+B|P5Q(Z|HCW6_-|Z|UN_)Y_ HWS31KB@<^|ZR*< M@3SNPAV@4_*1UPT(D4QJ#5S|NTK/#Q)ENE>8*U@K|_
%0%1V0X0>#.#.0? M_<|OY KE@_9FW;?;G48M_VR^H4I UYS|J"E#7#./Q)O2"\$U=A(PPFEG;&!
MGPAWEW\$DI^7M|!"21#A9F(KKFW_L2|)"&*MN_A(&="3C*|_L<8A+8&S_ MA;_ M1CA_()P@WD|G^O_4Z\$5_O-0)=?BIRM3\$^CN*|_
HE0?|8P\$|MF&K&WZ%1WY+ M=%\$<_QJ&/#?;_|_|%G\$_|FB";K=^0=>_C7\$&8);86VR9BNQ5_-BU#_*2W;
ME+V\$ZMF|PPX.#>+;N*Y1|B|A#A;Q#F.DK_|W2(^<K)4K_+P;N5W)JBG8U_M3A/0S|PS+GBVX|T@G<_L3'_V9G?
SV|4YF3YH|3Y4\$SS)Y6"/V|H/NX_1B_V MJY2SK@UYP;656D<|PCE|+TZ|J4E2K(9_4N;V MDN_J*>2W;_Z_3E7_G_"EF8|5^GN-
TE3X(^103KUK"\$+L>WN5F_9IG8 MU;@_"S:Q?YQ=79U=8H.Z=W;YV;NZ^9U<7UQ>4_+ZYI?4V"U_+6V#16_-IC-
1^UADG^G3=D84I2^V2L21V0_F21 M@8(7AXE9)X|_E<4VE"U1%CL0|L|8YD_*H(?|L20@_@DLK22Z50RF_LX5|_C7?#&_M_O9;
D14;5V|D^I5C;6@M|P<_*W24;MO|_|ROE5|C_Q?Z^K8V5^Y_AD@S_# M;XZ5VF|H?R|6ZCPZ=?1G|_Y4|H2EGF#YT68;

("FE:WG;T;F!9).G@#E7 MN*W8:PS,S;M*=3^PT (DA<.,G+.;8+%;L@^..PG!%PY7D3%9IBI+S8-7FQ M;0B^?K *>-JHB>
XTT8G6D;K:RGAW;M+IC#(T4UX&5.9GR"OE&W14PA800>9< MH;B00X&A85E9I!6?3"=&Y?RE!"X5BG7*M4,,,AA&|@O; 81_7H
\$;J.8?DS4K'O;6 M0#F.R36K'LK+/L+S4YHK6G% 1BC(0U!10"6Y^!-P?CR3AM/U8(OE>2#!N M=;?"+2_)!@-JG;3L-
|D&.;+YCDY=C);!|>A>2UXD)UY^|+|VSGWT?G>Y-@EJP_9YJ5_-/*?
M0F!F6_L+)-.J.EDQ=/%K\$J4\$5*!-7(FTN==X\$4Z8B8N(j>DC^S>.,I3AZ@W MA&= #@GSE%*#*Q(&C562S'(Z;.&&5'!W2<%
|3YR.X2NV"3=/(7.6MAVK;8 *3 MWYI2!2M0H!^F&5'&8TM9%&2(L\$Z).YH:5XG&JVCMEPIXC>31.01VS"55RO[* M)!;VHZM-
&P4IVIE_K7U2X^T7#<'VT?BRIBP>W4IVCLA=E;J1X00#QF!\$6Z_MG"U".VOX\\$:CXS9N1C<75!U+L15_R_=L
MG.8FIZ2Z=0T(P,U6|3;0H8!)/IDR8(+TID(E,=T@WZ46 5S M3D+#!/2".I?3|V7H01MP!D_J;BGZ8A=P"FF&2 (+%&.&?(B-
&SLO<3+)- M15V!O+!/H;D9 C&)*PK@G0Z\$5.4<)"7KAH94!WT5 MEN86@ZVD\$C>F B0!^TFR I^&WQ7T
1P49"YG'HLD\$Y6FRJK;4!)SM(O)_-E*VL"KF51@1B5 /=9;8H9)FS!7IKD-@T+R"D0HJJUO M7"8&QEH"3I<.;S|!|=R-
E!;5X!X7;0U59%B)B-^;P&9\$!4/UIZ@.Z39U;4).M(6@;8LH!)SH&QJ\$42%P8XUB+PX)2(OBQWB&VA /?0^\$8T(4>&B>3VJH)&
M07B1CC|X!|U@/(7AB81+XRR_!&O5.G')@;.*^VJLPN6|SPM5AI#;=>G6"?C M)RWB8_9M4&T"\$);ZJ<- (5BND"JY@^!-
E>*3UDDQJ#&Z.X.QWAI"9 MD9J.WEJ!^?B_)_.%<@6U;K U_<15DB_*A%79|PV=FQ;7N&.O*#|04. P2S10W/W-# MMJ!""
(+R_+M;VSC63".NECAI!E;DT&W)!EI TKJXE)HY?L&*46"8JGC12L+I M"H20;V 6YJ0E"=>U7"
(3%E#.Q4S|Q5W;D;FW0=S;@&.*VYJC A)D@DN*\$2W!9D6Q6F5%G% MO#ON>"<=;^?
(!)H50R=W#NP@M"A545;B^YL_XJS*_T(H\$YD&RJR;4B%|W' MTXAP_&&DQO B|QBGR5!V!FI<2_!&*E0\$
&'(L!YMSP594RU)\$!2&'FH; M;D7\$HJQ0B;2*#QJG#_LPI_CDVY!62;@XVT%(F&^&QCY4IP);6 MW_5LA5;<.;158A\$F@L!YA(!&3(7-
(%)JY(*YARTYF)+#W <>'4&=X4O(X!K(K).GK%<_P@TCHGCO>&"04J!|>LSC1%0G^8^V MOM;.&WX* OGU4YQ|ISA?
<.;DROT+6;."03IF"C3A(+X%#Z*8(+79 MP-G!\$ MD<=>9>%081 X<|%\$T!4)4R'(%I53D)".UF>TRK6?Z+I2+|LJTF3;F7;LVH(
HM%8^2UK_LJWEQB7XI">+>D48 M1>.T.M.AZ!\$1_&I-@? MV6.28_0!;/\$(W0CDG4!EW*PHNXA#83P6&PBPV4R?E69F?U;
(V=P;L_EI0I7AIEHV M17AGJM(LQ5IDW)H4XS#+LU62H_* WHJ?0>."8"MBF2E;A?T;IS1-C86H%WL MG&%N%X&F&"7;2BY|H%
(B(>_!^WJND>G_/WZG^H^AFI<^2A(HMAJ;P|H.HX MIX-BF?)(W.M3=GR1C8IY;L\$60!U)@0IW9@9S"VB_--I_LS>\$C23\$0Z#^J
MIC/N>"3K9\$X\$3<C.3 C-".|D|\$82I|@08R.934!."3"Q3R!JT7N1!#-5! M>I^4H385AXE&.\$FY*%;(GT(&Q95^Q'M\$J!Q0E\$|-
E!)(P&5;SSHP>DKB# M2-025998&JN|Q<.;!&.;YU*MOD!L4_6NSZ_+!E|+BZ^78 J^JMWV?MZ MZ;SL-8E0^X7H+(<
K M+99)KA0:Q?2SW7)/44W-.\$BMIDG#9TX5F3DHMBY M<%W0!ME!)!X|H8AXNR&(D61&9Q3&\$_+OPYE.B.PS#2#)W?
ZP"%_NZQ9*XB M;J\$<#^%(USB96)BC|N')|N'A|M'N|L'NT4HP'X^" M2#07& BMYC7DPUMBVIJE0@JNAON-
D2)XMY3;9^E\$SFS;>%4!|V%F.T.46B M;|<=;!F38Y|/9;MC\$N5!<+;.%^J<+7E;Z26.Y\$&E>3.TCIAIT;/S MY*JOV/Y
UYJ+&AHJMFV L/<GJS.EF%."X;IMG61QD@D.VVM25\$%<.;CRI<3(M*GJ;LC_7=;+QAM).V>V3@Q*R*AGD9DPHA);/2R#1-
/5#X6DHBZB^&5/A\$= ME9=6.WE>1TQ;T.N972XB&4FLH2Y%W6JV%15;-(P+T)J9LURIX&?R=|@ MYMM(WU;JG+L15;>(J&
<R(AKZDDRWU0B2WKC"C" M'3>O5N?5_C(O%&JH'^<>UZ\$J-|TTPN;CXIV>YZ\$|ZYB5P=QVXE|23+!Q
M|>CQJW4V685FE>3=EMTC3!|3#&*Q*=G5.G>J;RM66S;4\$6YK/A=LYX0FB)! MLF0IS7&.@^PF<>G!T05 H-
&@;&7SBA!F\$WS4I7L9.GR-(J44.6IK=2*DM MP^".SHI>Q@+#+6"RPMJ0'D#0PX3U=7LK"(RMC63\$*8)!^IY-5.MK*55URK
M04KA"+X06.MOES>7LCA)ITN TUESF5T;D)Q13!;?ON+QT9IIN20"Z&3N M.)54S" #QZB!@=&#Q"H&PGDUCRH@;2!E;".
JY229N&("X1^B?&7_-K5; MS9D2ZU<.;DU.U91>I2=+N^P M9_R|4BE36/K#2W<9Y! WPX%?
34UUP0|!^3RY*+L2/AUR4;2A/F_O15_9 MNTC5;0A_UG7;IFGUL^2# #G&T5.6/##@!FG= O16V2<2%/FYD)+.\$N\$INP
M2#H5O'2'ZQ3P**F9;K7|0F3CHD>T!\$UI19)W!;=KL8S;5J=-9|P2Y_5502 M)I63PRVE|U)&YRPSN|@NR44A2JH\$-STGUF XTZQ
MA(34@O2P;5VGVW*.;<8;D9*77C3NP\$V.8;JQ7V'6)W@;=B.HDH+D-M%FK&+ MK(4<.&R;ZIDM/Y 9%=>Z! "H|244;@;8LY/
MGYFOFC77+U5L\$)C6MS;RM_G|C|^Z#\$Z5(IES/ S3#_JV&+7+SY|QGI3?PI M075<"+\$NR6F#W;_CZY%.SZ2;T=16)
F|6JYW#C28@HR(HV/8;U9=SN'/S; MV/K\$J>7C.IFFKC'OI'?E?F#ZJZ*Z MPL&5#_W-QZ2MBD9U/6MJ\$81H>*
B.QJO&X(UJE;RP@B|C0P.&K&J&=;+6@D M!+M%IK^T!J2FT<+!\$|XFTGCD;0;BSI&52Z8H=MA0VR2JP10@(!.D OIC^80K MAK"
_J|CX2&+.Y.A_2SA0C4GNKPI!O?D)X@>+0L0\$KVLZ555609GGGOVWTSB_!B(T+X2J)4R MM&.;1:8;?<
@;N0\$1R8KB;2XGK.MTU>T/82L\$ID_#>ASG1(0D)*LKX;Z* M9B0)W!@|3&5|QU!AP5S">8@.P8#<3+
(>B4Y_ZZP076(Y"@(%G)H)"HF 3_M/Y/R 7HPP%NRB'R5GCD%|B(S79!4&6P/2|BS%MR&1HFZXV=X.(@\$JKPY^
M&X@'NRC|+6-O MI+X#IX&_PIVUHT!K \$MB&TK\$G@ \$GQ;Y8_OHH&2L* S8W'ENS!JT&X8C
M4Q*\$&FX@3|IC'H@BAXW;H;J#J-P7BX+J-970G0STQX^A49|G3C/_WCZ5\$
MJE4+B+1U7NM00@.OIMDP=CNW0Q8.\$CW_JLEWD"(@+/"3(L^EH9DN\$M1#FEHD'3;3N)UEKX|ZMBR1FTK-I MG MY-?<
(%2W9S9AS|OKY7C-FY&*^!^8Q7!"YVM8(U24;C^9R0Q^!|PIB;S! M2!>#ZZJ!72 1Y#*>LISC'PIXQ1)AWG
MRMH\$IPTV!6;6;ZITQ2\$;!\$)\$&1?X"/7U!; M2!G#KNY;D+2W2S"EA4C!%(F(-E%<(E^EG)7D|UVJ|T+L2S(E1J5">-\$
M0AFR6ZD\$S3M?>3S_(7(9C\$T^2+NG55=E^2TT^I28R9|>#|_)(DM M6PJ;6SJ_G82_-5<6PG;
4EFCX|F**D!#TEK\$7JV2&+8_T#7T+62M^_ME'BS/SUGPEB3"U"W;JG;45FH<|N|=|N_MIQX?1IO!_IM|BO.LMOB7TE@E
M8ODP=*4"A>-YQ6B=IKLF**=>41X10 WO_FAF!|/S|RF14WIW3)^+U\$S MQI3AF%%_Y QDPNP(2X1LE_H66CZMX@VK>|I
#>EJF&4LJ(L7M%|8<YC+%X M3N-0)UA)D;MN9;1(03_X54|8'3.MM_\$=CH;7VA;&G;9#|_PD7&8MX;95U M)^!+\$/
VH*5N2O1^JAO4NQ?<|NVS+M+.%&* CFG-S(AB)^*5&J;4 K
M2"F9S24V9\$7D2M"DS?;L>|U;H@F466YPC*FDBQ(P|HN!A+75)H"X;U_I0) M8^H#\$\$%*<70W7|XQFI|JZF;HZL?U""Y3|@#
(L>JSCXD+Z|P_!_S\$P4U>M"S=9@WZLR8+V+KT>C>?%I?7ZS;@F(!"NH;ZK("IT-1E0PVBE"2"G4A'2H|
MH&@)PY_#;|KL|9ZS/36V@K7OI@YIKZS9'5HJOUQ>?>ZCG;XTV9E=>HU+;H|P M+*1H@|D)B>S@D^=Y Y^|@S|!F&JH_4_";?
VB|C;C|E"t*L8PNJ?|(7Z'(S?E MON\$UI^V=|_WZ8F&NX/%\$K?^&G8HO)H>-09;.^5^G68_EMS"R7'KO|FW MKM5O_?XV-
1|Y;5IBQ6C|UA&).#IH<|0B;W.3LB9U+>R+O&6.WY8^\$#)OR M8IW'TA8P&7!7<_P1E_GU+83?
%;SG^!^/S|EPMQ9|56HU\$X>>+BU>5!|! MG!4G_B04X+65HRT%W|V#O!_6Z|+(X*HZ|XCY)OZ TGL-O_/00>NEH^
MGXAIF;BXQ/'Q*8(AC)F+CB=IFCAIG|G&+& M63Z4\$;6A)MEDHF/#N9MB_&E0^9X(HQ4N=IHHUG(+*X>EQ;1&?NX;+CR+
M;|C|2\$9(4.U70P\$2**4TPI\$YL2=7|9|(F)Q3P^F|G.Y.T!(E?KI>?34Q% MRH>SIFAN^O=M;H;XU>80ZP79|R?2%SHIQ?LPE^C\$Q?
O;-VK^M\$|_W0O/0F*CI MK;_@SVV/PFT%;BMHWU90SN_MP>M^L&WUSTY M^.\$8S_Q.S%9A?UE=-37KCP=Y@4&L OHTTIG MP;
|S#K|JQH=|K;AP>/_SIN+Y0XF|OZ3P0WVN6A|W#|;JP^/H_W=@^VC M11%;Y&6>|M! ?
\$=1L*56FIEA60P&1N9\$GY;4|_H>4;F;6*<|<|K=|3E< M7!6D8C_AU-M513"RM=CLRM_/@H>JH2Q
M3DU2!8ENO'D+!7L6A&RFFXWGH1Z*B6<%2D/<%1T!8E-RI".K.AC_4N"JX
M#9NA.86@Y^4)ENYW=^%ROU|MIXQ+4K881=)EV!>O<9C@//OK5WB>R^MV1CD2<|H9
F'B|RS\$PM)*G^HL9PP;##TNB;J*%L #TXW?WC?S"AN#N."F M JS2_IDW"+ES;#%N%7_4S%.QFGF"\$TSRK)0.1*|WW4W;N_C;?
O/\$D77Z+M^HK>SZ'6<PG;3|3YG?<C_O.V.UT;_ \$_R_3_^|K"IO>_?LOA MWX+34|!^?B_M9YWLRRQGI!L!_#;|>?|X9?C+WOH"A
(3S)!C;H)2_-5_MOP6Z2|S=R1RS332DW2%1DU7LN3&U8RFB)DW|B61>B!&5A0A15T3(DTE>4 M C>|Q
>3|Y%T*6JYVU=G=9^L1WC>H?>|X|_JAN@WJ'W*4V%QXSPB|J M2!Y33\$3QXTRE.6V>OCL4_"Z9N3&2!#?M\$N.GS|4-
F5=|5BI>NDHUAGPOZ M).P.D|7LV3|MB;W|EYVAUUD)T6/1T2(%0\$2\$8I8X5*(^L97\$^!P"9A@TD M4<07^110G1L<01N0
A#M=5X*5\$(IX6=^!)U.INH;5GUOI5E)=9*&Q?<" MTCNX@ACB;=A;.&N#HX\$Y|OG5)SZU_P|X.>\$NXIX53OG4|2RB'L(#R
&ZTU|X>?4AP")!;KU=YYGG4@K8L>W@JOKYSE#|=Y;3|&U<*QQQV4<3@2S.NOW(BB|9WXX5Y0P"#J> MH.H1_S'IF%=&?
_5S#G_OC%=;U_PZ.A)CP2_#F!;#L#\$^!A0 FN_%.500 M.21ON?;D"SO|A67|B+%'1WM0JZUKCE%6ISIWN\$O9N\$_4TT)
(G\$Z"&YCLL MABO6YM>V H0R&/(D_>T0%68F6XO"H+>|J5_-ZY;CZ?OC!%F(HBB3'#F)H8B
M;#MEF;@Y)E&MYN";F.L=3Y(MM44*%W//@Y0R)Y?9&0T%;|P.DE M84I23)8_A/>M9 M-9M=X*2"2;S)F!>-MX/A
<!)YR_Y'R"KRC?D|^EB MO=9L1A&2Z>328.B^4YGY2ZCYV&OR/!<\$VS;5MFYU9>^7G6UDB5U_1.34R
M+NAP(TOI#""E\$%ID^9.EQFYA1\$2:Q3EQ/NP/0;8ES;0J!-|J<#|&K5# MIE!_M+AZ;3@&(WE&#;JP^LO(AU-
QOHVU1=O;B04Q9.E!<^KXP_#\$6K;^/Q MSKJU88D@LHDP9|S&*3X.7RKTSAP|PIW/(\$L6=I%EP|!T5"IPSTT(IDG
MZ^9Z TR|D11A.NIXX&&X'FETPXZ;VJH4";|I).<&&<1O_1 4P-XFK%\$(^Z M=RIRQU8,*URCV+Y*8@_WUB^QI5+B;
(SSV5-M#018P995 DKICH#C\$3<+V M\$="6!3>.@^T5W>GP#G-3|U+17&DR(YUP(9&04@)_1+|0CP3(WURYPRFO
M#>IME.18;0I_QB*QZ"STW33H|@15'D+2.NI4"JHLVZINVRK?75>I9O69<_MFB;6BCPX-TFOH9)W_*R"1^6C4F!6;WRCRD^?
1X_Q:2EQ+2>T_3W64M*P M|ZX_JL%S((ZZ.ZC3_)89FFO>W"PB-12V0W;|>| %8N;W.ON|2W4+7IU)Q< M|>|X?;>T=
L!>=NSL)R3Q2U|NZ>MB8%=54"M'WTKF5H@A&"H;PZYJN\$H1M M5A%CI1C7_%W.3_O4V;TZIW_ZQ1W(GASY!!BVAWQ;Z?

>G8RQ<,QQD^T+,5_R M|<1L2B2MZ,29G_VL*DW_84C;H,2"(M_8W|KPS>SB!7R%4;1)L-HEAZB\$8%YQ<%
MV.,Q*2_SK<HRT3(4V9ZD=K M1|HBD&E<[CMQV]20M)ZM#!M#3SP4&=LR&; M:4-ZMGB_FHATC0A87(M+92T(^4^1&,"
<#DLX?)H|C68)XOT M=2EM^*/|/"RKH,Y|C&R+3CK4P"_,5_03N@&%&Y2IS-U%)*PEL,P9#ABM/M/E;#IU?
9G=7B)9S9<6;G@6;G(D?^<-*P00(NC|9^Q- M"|>7/02A=GY0!%H,!=>]V4/M-H>6_)Z\$[SW@.SR9Y2"882"/PC|=,N&(2
M2RR5H\$N.SQTN87D+1LAF<,K;,Y*,=4HD7|E>_<"UZF&?DHHR&8\$GHJAO;I M-7Z"|Q%<.,+9QO"BL#)75+1=GTFD9|@I4# ?'4!
Q\$-J,;=I@WZ|'R2C@ M"524(GRV;*2 !\$0TH|,1^@;|SM#SF@%/D&*&F)R2G67%3\$E"IT(\$Z)
MVD1&="L4T|>^6N|E/OC6,1L3U*3^62%|I4?;>>E48L@) \$JS-0SD US4!= MR7&&,"XYO.
(GYDI*UAQJ\$)G3%\$LM\$%;YH%\$G\$AVJ0HL>OLVW66V@;F4#AJEH6 M4;R"PT-U*GW|=NU? (ZWK>KZU|'RI_.,FR,Y3T-
=1646NW>IX2!-=SHU. M%N5.)BYABMQQOULQF(&1;ID_ .136|'N|FN@Z+3=9I35|'WU\$3A/E(ZVOEF MKFSM|_IK&_YR)K;?
D*TMGO*X/N-79H<36').C-4=)L8MWG"G0|+1#5FD@_ M9= 7_FT'D7|@)- PDF\$ L3&A:ONBX>! EAC_R&KE; M\$*)3>2?
0;Y0|TL|H&J|N_VGG,LY7E>*,F/C55M|,Y>86F&8>NEHY*3L,UE^RWRXR7N7+Z;Z! M2QLN48^PP;&&JYLFZMRA|
XH1XJ7B7WX|7!;.*#OHU_::JU)K(@=A|F+)|FS_M9,Z2O=R@G)_? &L|H@PKY^&4;8LB|!&%5QB/48H=U9OZ;|!/%Y,T0WKX_M2C
M|>L1|L7|>2'D/P|>G7|>+X<- /+*N\$NH392H&;161ZPYZE2W96?>[NX#Q6@*0%0_.
MGJ5.CC"6U%YC6OS,TKI<Q|P&9D3FDCX=2?A00Y+K<=4)I%|A>44S&N,N0!?
MCU_IR|XA=BJF87KI87"V0G\$33V/&FKM7*8TRD&\$3|)2K5IE'V7!!--*AHU*>G)RKB
M#;|%(L6A**_5ZD3#|WB0H2;EMJRYQ*2GWE|&L.WXM(A3KZ|@PTAC|SM|*FN#_MG^\$,2V68?S*MYU_*86-
>A;G|_9_18IV/_1E3,A+)|E\$ECIW:X9;\$|O\$2^>="M_D"8*?@YHX>@+=\$=0P^DG6TW|>DVXE_8TD|6ZF\$Q3Z<-
HRE4B3=01^&HQ|;|EDBDP_!S;I_?|I\$9B+OC8D^N|I MOH|SJV;E+F<9ZT0_D3Q7U2!=OQ_7X59(L##/H&E-
HV)B(BV.TCCWA*9I4IG\$ M?C.%=TU|232D5?15; (EFKXM3P3XNCDU2E1!"\$|P>MY\$9RE<99FLRS--SAE
MJ3WRVH^E)/IQG<56'D6=9&&V+F9|/I OS5_+Y8?RAV=09R!\$<\$D#;RZ|>#C(
MG1Z#0<\$^3HV|3UX_0XRKTK&9M0Q?|QFC9D_FB|*<_7#VX|<|E50_P_|+|AS|_M0Q?
GDAZ5U2|_84+0|QUM1>SC_1MK'L/#C.4.MDZ9W3M8MS3CT'B4"13|EU=2%:\$XK@ (G2*D,YBU%_)G)1&>_)MY|L"+LJ
TNC4X;S|Q)M0K1#"<^ETS&2|VA|T(/R,*W9Z"\$ZYP_9Q,J^O&|) MTALJZH"/S\$C=Z@|O32?B(T-+P0V+_JD(_\$RF\$M-;W)
M)02P8G|)#_ES3>S6-K2HTCGGH4R/R;R3+FO-6WSZ|I=6^?2Q1C M;^>X?
I5A%G%|H@CM@7AK(K8|O33.HE9&>>+DW_Q,*J8;2)%9946>FP_9+8? M|'M+)|P"8'O9(|/\$ST|0_EJ7D7B)|J-P|U^+&)|#0!
|M3B4H?Z>DBD/6_U?"O_M3"8IZQP>G%|_|PIUT\$9B*73%X\$5NM"|P1|/;>YT^8""7<2+\$P1V1|M&X7(O^%" M4)
|3|S#YHEXFTLV_-2O/Z^D8@L|=A\$#@#|_MOM'+O#QG>WN|8;=|8*+ M)^N|W18"-
H6=K.WL\$|@B#8@|_@|"+V5>9#S9EO"B_(Y3JB06%U7 MD6G;R&(N6X.W|_&Z_@*9.96I/9/#@_UXE'X\$+U4AO:|KMU=|V>_,A|\$+
76_M04=@\$3F%8H<C"G.L.%?5C_G.L.Y3A_C)"HX;|VP;RKQ*HQ3@TE5;O'649 ML#N&H2MCKE|G?
JY^LTOE2@&R\$*?DOD4AKRG5SONA|K|ZGYG|A|YBR=-DRVOY<MGO"W:84^APYUYNR|_LAGTQT6%<_
KRO\$(FXQ(AL^V7Z4>ZQ^T9J|2UDWBWTW*Z_MNL&Z"D|=G_WLN|H47?(A="\$V|_>6A1+&=|';5>Q'&8A(ZS|_E_X9,\$V<1DZ
M#5|C67LT M);T'1%=AS|27WKKU1YEE|QVR.6E8Q;I_96I&_X7.YATU^OQ_M06|QIR;##H;|>M#>2^>:\$X|_I_ZO|>
(X*206|YD3@Q|G@748|TDLAU|8V MF"RF_>|>|PZ;BORC|JX|_1L.C-7|K@%NK3("JBOT*G_|4Q@|_WZ4A;N'U1
M>>?)5H(ESE\$?|Q3W3HY7;S'4|&_N_R M\$(NE7M;-%"BP4;|OV=WGD;#7=DO|A.Y_9V>Y_LMV*N|Z;8*!!X|<(\$R='C.JJ*R=
|H|QZGFJF MPDY2|CV2|4?K0|E%HB'|LO83%&2RM_X"D2%1%5BU40R_CY2Z;5@SK>(G_-M_#45|WL\$|(/&|12|AI<9_-GT
@EO%X\$8DQ\$@|_L_X.U90|YME|>OE|OJT MM_/95\$8QVSLUNU|^2:06-SLJ8OPH0)|K4G;)UN;1&6ZCJ3>^MG%;F;R;6LW
M)TT<)&457U9|I;1L4G&6Q|B%G;|6|HB/QO#5H+_6|>|J*2*P|Q=TW3VCDK_ M^5,\$Y=J|(R8=J_-8)H|
|C0IX2"MMEM0|VCWB.Z;_#|A|@'9#|51'R;XC>_W_MGRU4P0;7T"CI?//&2-|?X#_>|OUP|L_2@2=@-O|QKIBO3=WV_@AG+)?
25MW(9|R=7L|B;1,+,OZSIX_@OMZW1|(W7|93|O);H%>(T+|'5+G.6>WD|CY;U'(9V,G785|=Y9PD"*B
6QSO&|ORS1GLR|Y^|_I|Q+S;*)_ M3(H_M'N;ZE|LLA.DQCE4,4FL=|_I+HM'CP0.2PIAU08XE"5@@U7AT_|@OO9?
MU0>P0<@AUP;PL#;_PI:T_7PI*|@U+ZP1HXT;|F5<_I|L52W_GH#UGC#|5I-B
MCJ_T.&>\$&W|A@\$F0^&0>#\$\$\$MX4BK%&=++R%CB|IQZD?;S)S15G@|%)G; &Z_VR_M1YN#X*B@;HWWP&4|_LYAVONRR;1/Z;!
(U=W>T>|_LJ_M|W;-G715^B.NW_M9|*PNP?>77A+?>?LQK^_9AL|T@_YNU#;_VS@|C|_>3CF81L;_*"HT_5_M>_FF#;_MW9
TC^%\$UIPD>_LAIQXO;G_W*8|S|45HQ|8N29JG|TVM8/9+ MY91S6<8.NSMY(&*6L5TWBLO2;|X|_Z1KKV|ALIF6LE1SO&X1;D)?
3I@L6H_M|JN>_U1H4Q|_SO<^<7M>*S)O=>OX|T^JOM\$&5VR^NSN|^*R_|_7>3"=R)BY;MY?L|A|YXZ2|XMIN_4U/%#SMP_G2
E3=|PLF#1;|BM;L+^Q_@+^CV+|N9=>* M<*|GS|3^NQ2-+>7|T|J#C@EOA3|7G|H)A|T6R|>W)|M"R#7Z.D.#Y;D)?^
M/_@;9N=_YTXGTUOZF&G|EHMDKXS|!?'HT8J+DW\$DGRVO_ '&=)H4V*9_.S.N_M_9ED=\$Y,"4|ZUA_X1UB8_HU+|CDH(
20%<^AIT0+|"/B)2J47DG&YU7IPEA M^_C\$;|Y6+W+|AN/DNT#4W75O>9.IWSC_+N'B<=7KJ5O3B'9AAKJN|E9?6S_M_<FL>L?
|N_#1G|TLK>|HX^T0?_R;_?U9O)S)?FCWSTKF5H%|J?YZ?4'F5_ MMF8OVBMMZ|3|OF=6I\$M+*'MRX(4;F7@^68KU*|I
MW(Y_#ITN_4N7>H|D3Z?OT)\$IUSS\$2%);TH2UYND2@?>P^U=ITH_4Z7(8I86_MJ\$!_Y;BU^UUC_9VG_(U2X^&U7(AUWXL);5-
/J9/K|X2"2/7IPDF)>??"WR_MIOJ&E^F+%0|X0JC|7O=@^W|O?_=@_WAG|^CP|_|@*8+^7FPU5L9+??Q@|9N#_MUO/<|)D'34#CQ;
(9X M^BT0SOE&LS|A6,L%C|(F;U7_@A8(V\$|7J7;(MGYNS_3K=K?;<|+0WSB71;@JS_2F97(8J|@?OYM-I(MU3Z30?
O5#Y,D*4ND>NK_O"XEQPOM"@F<*VI_UW/8|_W(D0GC%GB>#C|H|WZ| METMS7381Z\$%%>@2V>_LYS.6#|5QM>@D>K_Y-
%"7EH_S<5H_38\$&5;_M|C_M=1V*FZ1*N|??^E4;=6J=#&6|5|&_O2|>N3|JTRZCZ.K3KCI=2B%1^_5IB2-J M)
(@C4YG>R0Y|>=>G\$|32"C&75(0F0SZ3Z4|FB3AX|LIENCIV@|78U;'7 M+V"NCMT
G';O;3|6%|JE99|SC97GT|@L+^G/Z>?>2W&...|G<8S9CD7=M|LO|A)AGM M7>7YL(A>DDWUL|R\$TL=#T6D\$JZRO>.)A?
%\$HR5|^<4'_J4X9F9(^V\$0QMG_M4T|LY|P0&?CSF3T6HDT;BP?9=V6WYH5@GXE""V.@X"TH"_4E;X;J\$/_QMSM_M-
|N5UQM#W_4\$|5DU;Z4*@N|0_V3GLN_MBC3N%_*N|VEN2|TH0|2S5_A\$*G.(AGGM+30?I*1A\$;2109|HQ0#UVQ|6@KK
MX7>5;N5CO9Q>5<%9OQ4>)(Y)M^E|E_N&J0W0?;1|G6_5Q6;>&*V93_" M\$;(>Z|"UBC1=B1PG;_5R'&"MB?J<;M0
Y4<|EP;0AX?I4B3<X\$|>@6_DJ MC>(Q9A5Y7I3|M^<6+)|NRT;XN;_@-IE|_9H|V4+*|BV0_AZ|F?|QT+>J52\$|Y>ZDNG_M
>Q|UO|03C|N8.QHTW|X14BS6+X|H|7_9A|425|ZC\$FXRF"51O";2Y;L M%<7LV|T|YQRL_Y|L26PR?
R9^|N|W>|/"7_FBV'T|XR=6#^4_JS";CD1TUB#_M|N(/=OSONT2\$(T="FECJ<|+>\$Y(|N3#A.DG|2H|64TNE0_!F&K12>B1.D-
M)%C|H/B(K+1X|'8|*CSIP|!|Y?|\$LPF?XVE958B'0?4S@^E;H9|W5|25NU|_M|(L_<"/&1^RUCR_..\$M=4|_
(VZY<_P|O)1LG8R*S^|CP'AHM&+LE?|MT&&@L_<^<5|94;P|UTY_F2\$X<+21+LGU5E_*QWE0G&G-NO_3LE65)EQ:6!
M&Z<|^P*P|NIUG:4KEZOT-5*JEU/L=*M/M3|ND1\$|L4|V#SBE6|2.2**|BK5_M=XD(-HBLF|+)KFKD"(L=8?;\$;M(V\$|_-=;7-RU@::
2=A+G'VAD|X01+ M'9VN7#J=|L&AH|U=+H_TPE|L_NG#;MUC2|6/59R50-4=Q_MNPQ|S>8M'ZG_V3L_V'F=#
MS>JQGN@8I0G'XR&@_:\$VOH-2,2(@L(40V*9FG&#<\$R4H>N0&U#Z7EYPP*U4
MO)1U8FIW|WN|H&8KBK7E*K<3V;_!E|&6\$+J_Z&LQD|H|X53_|'IT\$@TKR&_M|Y_B+Z>VO|_>|/L@83?'8N#_ETO3-N'8L2"0
M3R|H>|I?9W|0R%""#|LICZ=/CE\$C2|_#58(O_17|L|U_*)'S|6L>|Y\$H|D_MV4^"Q|5P0_?FM#?H&7RV|N)\$5_#|C13K@ZWEL-
8UT=K_G)M(*)<=OD|ZM9KR>TZG\$Y^W<8+UF;M3R_M|NYX;|N;MAFZ-JR)K;LMBEN>@;_MH40|O%O?D2;"O?8D)\$@N2
>_5522B'D^CY;|>8"R=X|IOUPP>N'=;1233>7>2|U|H2N|K|UR%>Q7|A>D_#|HQQ_W^<^|8NHKF
MN)=_I*|&2@;PT|W;S^_L2B3O(SBXX_5MQV8038>JR=VYZDZ#)7IS_MJCN_ %TZ|G='_N|C(W^?N'8|I?
1'D|WO'W9.E\$TDX|O>6|\$P4;J*4N9.X=5KX_ME;9L3CYCN8|C|JOHZ*F5=|WL(|R404603&<1CA6.)3)4;G_2|'CH*66KH_MV<&=|_
-81|JOEJ632O&^=*Q0)=59W"|_J3W2\$8;6V_!WY6H_"F23Q|FH*_M+YW<_45V7G&2.7YRQ^PT
|I0?;1/6&6CX^|X|>9TUF|WCE9OF\$7(YWJ|5QRA*F01|MP+6|L_R4@HD_PO\$G'_MFV00?%ECCRK"?>*+1|_N91^|2_E M&*(
(RQX|'C%G@Q|NLY^F5->|/EPT3T^X)>8+)|U_1NN=C4
MQ_9OU=5>Z3(MEWGL;F)I9NA|VYB;6OTOR4&J@+_R+E=;4|5Q9QM3M7NVNE_MD+;A=O?69Y22_!6!;P-
#7984IO4;&)4DB|/+NR|/5X;CS1"+K03|U0W'L\$ MB; <8?S*8|A86\$MMHO_%1SW;_<&D-
6B*MR*|(QSY)M\$!@L4O.OLP3|D7'QQD@#OC(?|&\$3_OA*=F|>_DTF=769A_MJ9&FD^;2S#D*_!VRI6;_!|>?*2(5O=3/Q^HY|N
M;7>YEE"N3E!>R;9-EM"5;|M0|'N+)|5MG"5VU|@>|M1M"|;_XNOK@KWGM8US_MG89;ONGXCQ%<'84')?LEN|A-
+V3K@*I@OTWVB@_O_2F;I=7A@|S+7;-5"=MGM|NYDES05VV+;F9;N|JLK>J|>%+ M#YUHG|)GVT;3;B;AB|=|PW#<=|
PYE|_ML(N8AK;JTVWN|JREYRG7B<|Y_M_6U8PN01ET9T_1FNMV_HM=R4/|=1)?H^Q|'R-Q674R293HVX\$|_K#I_M30M8&-
BI5GEF-2|4TCN7J3V**_=@-WUDJS_|TTTCOG|Q\$/(Y%F_7QC0L_9_MO^OX3-*)*M|1B3<931,TGB#).F8I#K'A&QTDC(OAG\$-
UQ|/HP16^5*(RM|>_M(3,P.HS*F;H7,EDHJ|_S'|@QGIX*B0VPUC).ZS")*<@5G<@O6@AI3T*OY=;_M4QR*D|/"X_S|4<_|JDHP^K;

<@Q1GH+T1 (1\$ %&0<<(YQRH":@IZ@R>_K<M_H/= @U"B1.5QU1Z08^EDA+P<1@E GB0)I?_>NIG7X2^7\ (RGP^T0N0+ "M
M0G#*AP8F>+3HZRRR?Z<1?Q4GJ68R>?%? "/E, AJ*
(5H4U1B_W,R\$<P%>=ETHKK\AWMNTVF6JEP43217/%;+Z5##=,CI2X/TI7=^|PJ2C*)
MJIHS_LZ_>65O3T_SV^MH.CZNO,71%>#LR9:3V^_*K<.XKU_WC1Y9QLPHIZTUG" MH(E@KH\|I=XSTW;G%=G1+)RN?M?
C9:5DJ'A/12/4EBXBNY.WX2-8KB? MOI@ZF71(I,"I(I_/AB@Z3CKO5.2^&35A"_,,I3#D^YGTG>H>@.8I\$%>1<% M7@/D&HP?
+XAH\WT3I6;ITK=8#1^3 OV\ MS>^, G@-S#PU1WD=;JTYW3)X7DV0I?<5-16;:3F_9IC&N);S#LR+7\$-5QI_M7\$MC_M@GX3D2^9<1-
-7#W2P=X<I_UM">D;AIV5R_Q_ SB%4Z15 !/C4U4^I&#H5(MAW=KLL ZO-N"/IA2B.W>M)2U1?2&6"(P@P(D*QDOP\$(^R-
A7_,DU1@YD&+3 M9Q\$<5+CY%GX(C?02+J11FZ@D1MH_?'<0.-%C#0;/=H>_EX33?0R TT:B0V MT6%
&NA>KHC3Q8&JEAR\$-UJDE8I3AS@B);JU5:@QJD0^C@W4(D64C1-Q@ MO08JS?<ZIGI%@PZW3%12@W64U<-R MJ2^M8+!
LQETIGK_+JMO7#1)R JK^<^*WN4^T1VZUQBNO;-0OHL7Y;JE M-Q93#R%=B F_Q;IGT2;\$OU\$:@8DX1IP/2B"P@:\$"0C18@?
W"T_01578'ZV/4 MF\$"%41,X<=2K19Y\1.4DY39C715^@:;+ZQI?2^@*(Q@9Q\$!FAD+H\$N\#>S MK-JJ-IY*
I66CVJQ>VDT)8LE#='Y'6 X?MSKN/>_PZ+G_.'J7\NEYO4/D B8_P M*ET OW* @PID=SB,09% @?
88FPX2Q2GMD@&7XOV+!)UJ\$SL1JCN9-3W@60> M8U@'YC7EPR2\$QX9+H(^Y,2&60Q'3\$S)WAS_BAA7@ (ZN&DU7I7> R
M14I03D0(>5&E1I@^@M2Z="+7E0PEFX+8^YH*9\I/Q'3?P6:13#X179N_QE15/-K\ M#D*
\$+0^@1@d#CCDC012H4+6LC1:I=X)\$I\$A\$LEN K<*CY>F\$,8#7P)EC1
M8"GV8I1FH=BIH,7X,E;6QD1#O#5IG1W!%=*!N>AZWT+X08DGD_FMXI6I@FK MAG>G,V-E;B-
I\I@2.@UHY0=IF4;@V6ABDG^.\$1?W\&3ST(B,S*#R9^CC4V" MBM&^T,7&*DUSTK>7*/DJH?O1/1ID+8704D?BT;8;UA<1'+
(E"H+BDGN&573 MUV'P(SLNX?;1W>+Q_M+H\UT-#|N^>%(Y&@5(<@+;WV;AEJW_H9YS5-MT3E1RK-
WQ_W5;HX+4)YML;=G65MC0LGCWN%;ST28#+IGB*O""9K/Q;IBW6MBE MR+^;P\$/%;<H+IK\+IOL(A)YI-SP-
U7Q\IR3KP_ZK1\$OKPT^+GZ"\$S_GV M5M?I0HMHW1_#BLWTV+DWX6XW26N;IBVTY2,1L;O=P2I+I09B\I+I"UXXR
M@2OI*Z9%;15WE% ^Y/W=W5,J\$Z'XQ<#W_T7NN;.&W/68.V75 XB2*=2&Q-2EGR
MP7Y%6LIX4^12W#1?;1P+?;"5@;_TWJB2)>_FDH+6)S+_*CHZ-H9161/ MD>2=O+P24^7C9>7>%3M4UOE2)M L1;B@ "<
SH=DG\H2G3*,&MRID9KD/8<? M^=EX(E@ZV2\$OK^6KH+*2P^RT/K,Z.4&L.L.CNC;=_ '6\$<="K* Y?;&[E,P%
MUZ19T4.O.AOC5;003DYV&7HE,@05CQ^O_RI(<=<=;S(I^N^M.%P&SD#""#E6 M"B=N(("QT06.A407/4_#Z-
U)/GGVIE;=^WG;9KS<_WT2)3DVLM<>JFCI64^ M1QO<7O;BS67_ZG0I_W,JF'KJDHT^6T^_JP^_3_9/=O;WMQ>5 MKJO&MOPC+
I;-1I;-_9B\IW15,PAC&0=6Q+P/;'5|@## XBQAA#H.L5%#_P MZB/QM-*@O>GY% ^OPIS=USM>_HWC1HS:9SSGCV'2-@D=R;
BUT=4,UBH@^U3 M6IYDP5O//T.%19I3;@HU_+OVAYI>;6@-3BT&P'2V_636X.CB1% %TKPI MX\$+N(288_17M&
U;4M#C%\$1/I0;_V0_1IN4.NMG7\$41*10AH/&B6L%0*XX MS_LYRR.JZ".P<@;\$H\I?C(PY>ZB4-1*843')<C>QIVDZ6#@-1>4VX%|AC-
ME M%)E,VST^X&DB\KYL")88CP,1>@6GC2=>_R,I,M1>@21Z7^D_ETJLFE94.MF4B\B7N;)F2A2T+JH^_1N101H6D;XA;6*C=!
CE"")>(W_1PR^C@J5JHD^TJNB^9^Z%),_QOGKMKFE;65O_*[S*B^6JB^4E,MFCB\;RI!;UO2;EL=^OROPIP U> <#YXL_&I/A
7P1ZQ\^&(IBBD;HC\$> MBX<5R19VJ.C)'7MEA3\VF'J5\;S++DM.GOR=GAY_N3@/VY='51%;U8#D+!)FJG6#98 M.X('17= MX>>I?
L2EMD5F;15%=-!S&+O9N3;12&R_U5V>-/-1##X^@T.#I81R@=WJ5=PIM MUXI3#\$7I?&@>NX)(,7#L'3\11I;YB;;6TDI\PA+
G@19JWV\LY9X.KS0. MT&IL_.\$+R&(/%OX),?E!#L1^L&40/15)RI\AFKYX+X"78%UM@Y4L_0*^_) M3=-
GICWIV\AQO#A2=K2+T&J)H&^>6-1*6.RH1^#G(1=^DBW19_Y;2; MT6W%1_ QP16VQ)M+&C9=1R_ ("">\$ME*H(I-
<:U18+1;1ZGV(7Q163#",4 M#9L@N'D67Y_1ZQ)\$SQJ\$2JU@T(I)74)P&W_1O9(X=TC7M&9-T#FW61*6QA@>Q+BN>52
VK>Z597;3>=8 &H M92.+1Z#MH088\6QH\5@;JN_4'.U/-^;C@6VO^>+U>50I2 '?A3+Q*7YJ\$E
M.X1A0\$(S;PISY\ N^H=QDN<52_2IP7PZ21^2DF2N&*IWT29\$ *_)-@'JE MR0SC8Y&)V_IB;F'3WTDKTN+>NC>WU25V
MP(^D9XIZU&57X%PWXO*&>>F1^A_O+4JB?IPB\B.&(NVI MEW+! ML\TT6RR9)IX/4S)?Y9+Y.U.R;X
=M@CL<%X;&UVU7BG8^AUC+&)9-W_ZX1S MN&B?;=LLNPKQV\NID4C>?RZI&%&C>H\$XO#C**3<=#DW1BI M_.\$IZ;
(S;_&PV34<*PU(Y@_-A%L3^@=&6>O4_X+22E>PHXY3);M^X")_ P;6178 M/_ EF"9A%3689XTKG#JMF&77F^V8_?W(2_.I8F.#
I\A;L^A_.\$G\$H?2\$4C M0N"8=9HL=)OD+2C^XH78N;+39(1I0QM2O<6P\$/= %P38F_O109O^RU9^T\IFW
MTM\^298DD;F;FAO1Y@+POI_1N4TJ8-5>V^_*MRB7TW;_R<"KMS8X\4QCXU_MZAB78&TNP45M7 (\$G4ZB;81V^U'X\$>1.M4J5-
D\T6K09DUVDV\IRKJ_Y\$;4 MTC3P^N)G/U%#)9)PD0%758=@4D'5)%55AF2#HTIK2M1/KD*1%KH6F4_Q3BJK
M/F%#A@*QY6')W^DVXO@^HZZDZ\A\A>X&BNI&NWS2I2)K(F9G(A09&I;(P M/QI9_RY+YFS;8+2_7#I\$E;10 M*_B#I&Q>KR5+;?
C_1I01HASNA;G2YQ M*_V(<6O\$XHY%* /8MZIW#01A M5J3_QOL&I7ZIA869QI\I06D9/QX;#DGO_Z0=R55."TE1V1^QP..T%Y
MFK#78O(Q.=^8V^_HY_K*2T_4952=;AGZE7FG&FJ44AO;6Z68+7B-N9BE+A MG&6WM<(%5YXM343A-
=+A=05_4;XW#GU\U2^&+A@B^W.E%7@#UD\$CC>,DJN#@ M;NZI;\$L^M;B/N2.(\$^)S BEBIA:LZD<;3W^<^A?3? 3?
4BMJC8HR=>E@?^OBR MEQB=6))12D(H7);E7D_+I'_ AU1^SR6&@8)8R=8@>9/Z+(W^BP6M)RFV
MDP'P'N81_4K7OBH(@X1I^505+NA)_I<.;?/C+!)UWW;DXG&R04/YI^A(=2 MRHB4C83L/5G.X.M_4HZI@->\$*RC\$6/@#Z."
<^I?@ID2_&2)PT5P6N00TI+ MI(L&YV0=^*M0\$SX)5?>EZ_IV^25C50;HW#=%P\$ICC_Y(O(L&L98@5^NH0&I*
MV=*)Y;OB*(@2?S#I2^_7@J#&N+VIFV1^_7V DI_8OX<\$*Y8ZP9P)AI_Z% MFT\%SM#^X/>SG
=%X&6890^4XE-).66<2/3J60Y<6H8&6# EG,1%=FXAW M#?I_N06-VD>?#4NG05!;*J_XPI; %Z;V"K(^\$IM,%F+";/D@G-
%Q_C1NK MH;CG%;1%_D^*TORDPCU_%UGT'L8;10M\$^L_O_%G;16%HXN0@5ULJF@2E%<%=D
MIBTF\$UH2@%17(I%X>0P2VR/E=(9I&XL\;F.V.I1?^C M)VLWY/Y&0R1GHL^3CU/MD\$SGB\DU15C2;5&T(4?)>TCVG)IF
'A7;/0MP69 MTJH@JC(Y;VTT3HL<J_Q7AN+95#P753R_M3Z(-R_6;1%MA4GY1^Q=%
0*>D4%8/*D""PW""=>*IHD54^IRMUC4#EBI\$B5^9O M\$LO(BD^JGZ)04A24.5;XUD=\$*U8Q+C2F\KTE-6)6Z>Q
ML>YT/ETO@3O38F\I\8X/(H^XSUZD5VC^4S;_B=D^_2\F8G2&%AV13.VIWA^J MS)NN4H4;(8Q6#"6@CP\I &O%?REF-9#WT4I-
(BW9PEM!;\$_I)CCW)^YRE MV_ \$T71=DAI\UR;32LN1%Q&^"9MFE>-);_8;/#695_F+*1.4CE%Y^_9;E\4 MI2J&JB1;FPGT
JN7R704>=>R7^P#B#RTJ1\INWETO^T4 MH^5KN^XAT&+4^<&ZD8HBIG^JH"*/ 49A0%&X<\$!
MBPG;Z163HF;G1HX149K' W\I;G JNOB;WPI^ (4TO.LHA 1_I+W;I6<2 MZ3YMJN3I3I9>J;6WDAX;85I4N0GT_\$L7S^9-
>V6#;\$ (D8U&D\AIH&0=486\$ M^J9^A3\$(*#D^J<^7YHM_*M5+K1%VY M%G(1^8SVR\$ G^18#^JK"P@H/\$C;DZ;KT"NJ5(0>8BQ+
^BP&EM!;7NISL M&+%(0A%*EVO_..E_*LDQP3A;HC%8791BYN(* XE^6RD;O?>I1?WY_#NJDxD MU%"1F(2O^<2J;4GJ5^E5*L
L\IP\$JEPXT#XX24IL_XU_CP=)GEI6\QXL @E M7"/>Y-I#)NU_1.0_&IPI;8@/BT>;%7#1&)/QZ;5+;IBSMEG\5BD(R^XK7V8
MT;O4RB@O(7MV_OI8Z8F#GV3S\I7_ILOP_1&(L_K-JY%HL^I7XTJZU="P78M M_1"/OPXAZE;ET&UNQGYEVPX#A9)I?WSA
4;I;Y5S)G/P>2"H.V.64C7\$5 M2H OW^FXUA\$C8VN.ZY>3RHJ\+IWN(BG7>[2.SUG!(N7VCIVFX-6R3\U1#L M2)FIH8?
10//RRJ>&\$;VOEADLX\$ _9HQ;E/ <+@/IC^>4^7IR+<)KOU(XZ1 MED &26.HIR<"@2)4G%Y I2Q^S86ZZI#5^J79664U*
M%/B;84&\$0_P413HDN5!2='B^UKW2CIE\1"UEOZNIHCK?U#?/U.8\$WTFWBH? MGKTGC0-71K.5.J94)-A\IV=;EXXWB
MY\$>Z6+E'R\X...SI;=+JH0V=OIU67_!+9(<95P5/15;%0N&XE+XM1KVT3A MP#FJ;_#6>J02?4U>HJ?2FUG_-/FO;J)7L+0;+;B&\$!'
S1=VF\NVT%N_+*56X;4L^O_+ZSRKLN;_>6+IL&X MKG9-RW%M;EJZTMR.M8G(2+V59F2#XAAN_M@_D1697&FSQ2_43"
(V")>5>=>I5<MVEAI;*7ERDZEB>PC_228T4.OZBZBP;ZT#&)*7H)PJR;I;A\$*5A7"&;@;H2Z^"I\PO1<>G&XD*"(<-?Z+I/47
MCKA<@W_A.O3YD^I;Z^KC>4>;Y1R^8BN)YOF42@Z\$UNKHNNQJOPL^+ZGLAV6L)Y").PRH2I+8 ME4Z"#20"3"
<5;BWHL\LOO@N""9V4);6GTPF31Q#_H2FX%M2\X24GC%!(^ZD MIZ)!!.<>MUEK&U\$G;_Y9\$=\$B+\$YJDI;D(JED3H"L0"? 5
/2K; &5MJJG; M_NVCN.>8CP<I20_1N96GUOC)&\$K K)LI^5CC\EC\$)1G\$)S6QIAY? :Q75SL
M8YR6S=LLV^_ \$H&=2PI\$F7#K0%87+71_" (C>PZ#P.X98).22AU<;@2Q)@I M+DOBJ49&YD@&8KH"@2
D9I@'80B)9ZFBX_ =YI775F^?4Y2\$>IWI;4I3_7%I\QB*!_=\$\$\$LCA255\ HRW> <6YD^KMD^I?R;O? M(U1&I2F8\I&B*DO#I8TEH-
N<.F03*6\$K32/;SE\T+VBS>+WX%97;_7) MJ^DL.LI^<7C_6;+4;H.M&5)5Z)5_YI^LM2U@EJM513JB_4\$2YXD+)V#H#
M;E^F_.6%\$%0180? *5I\H#(O^+U^R812GS;/D>BP^M9Y#2AER)/6-N^SS M@NHBN.HI4^69PBXU*5W9J3ERY-
T_1^L8U2UV.D%&34# MR_XINSH^J3,^;#D#9U\IQC,6@JO8/Y\$Y(95CZYF!)@-5U/33X^*IA+2+,< M^I 6(HRP.SW?
P+62V&@UOYRN26YL64RL&1MSK9OB_9Y"0/S9UL_29^OG8MD MK?&E7Q^?%7_HQYI=AIHQ>S2R?S12)_Z+974GG MZH-
M#%6+=U>ZU\IVSHA26^Z.9SONSFO;<+>=7KIC MTT(#N\I^ZIR\$NYI^*&.36S%*;7;IY?@Q2KX@XF\MTWIH?_U>_XKS?U
MZ^=VQOXX\INIYMU68?I M^E;_O_RJIC^O+<5F^>LKIKIT^EKIGQ6RU\$K MZ^OC#;S8MPI(N^AJ2Y*_Q@_%EC.@
MA7RIW)3IM2_R_HC M#02<23LD\A43+;.#I2/M%Z4M0GN1Y_72H=QW_G^C_4>(3/2QWT7T^XAF
M;POZ_AQ\$#58*X2/7=I&NP;YTAYV7&);_F^H^H9FWXZ;C_-OK1/FFP^HI3
MV*L""*7QD;FMY2UT_/&SY4W+7N/#\$SROYIC2,6U7^9A^_;(XBYL9<_CHJ% M?B.CU@G\

<3[KKL3]=0((IUV\$/UG00^//I/NOT&^SHL3+;66.E.Y%+/U4 M-58Z4.V3YOG%S(EJm9L79JMRHI 2?2AD"R-(.0)"2?EGA=O?"==CL-
L1EX?=>M^F01=8EDK\PI(B3J)># FF-)HFLRG<>1T**R>P, A-13DO\$1C,;Y6,LOVO9 M*G12*5_96/0/\$L(P1/N?79=*B%A<&
<#K9V>=T01228IK6MIK2.23ZUL_FTT MO@G>+!&6&2W_!#_C10/Q!<K@S,;4,1<"5W;=:9_P1615XBK YIW *U\$ MEA,4O-BUB,?
HD/%H-^M*6N2RGA<GJPECQD\$OZT%E=H'GK4EI4N""YI+//MSRH3-/W>2A7/BEHX3(@/H3CF*<@/ Q91M,GA_@1BHLR2|
M/N/#H33T|.JPZN8CH603ZG7U\$U&C#T I8NHE+WH6B9M3;->GW6>V! ?N_?= MW_YBUW_<=|-.|M*L80NY8UW7GX2S\$?
XJBL&SYMGG9QL%N5TI^J-^&L14(>GYOB M(M>R<Q TWOHVL 8/WN ?>:J;W;GK8E/# KFIOV\$WWHIZM_W|R=HO:7E
MK=2JK+YIE(S6FL<=\$EZC*LJHT(6VOI-H6|4<5*R8P0!CNXC4C"Y01<-<(U3\$:D""K|""YULO.W4)#;O??:5,B=Z/F|H01A! M;
3Q.C9J=8V>CFLAK?_QL4_ OZW7^VCEGW5!X\$17W:N#C4WXCI)!@6Q,I0B M7T!P%GAO*T3MU+J7=*ZVDLW9S>GJO,I(&|
_JW28:#021L|L+.#K71,2QK M8V7&7A#D| 37EX1X#KXO?2|C>=%PM1 BOV.C%CN\$C|@R0-EWP@ P6X5%> M+E,;|ND|
\$9\$;N:19Q@3JA*FXA#|?-,T MV##POS03(5#>.6BE\$1#64!C;LF|.#UCZ?VWTFB<2|B/LC7B2V*_^S^\$;J6 MI/U2^C;N7M\$
)X_K^_DK*H;E,;|&_MQ MT (-&|+A9D123>>DP9I6-\$|S\$W+|J5E'9.1AROH%%\$#PJC@^6,8K*_058+ MV")@
0^0#Q3<G^P|IXM+&C^W\$W0%L6;|3@AA-3>85I*9IMRZGWA|,IH M39.G:??<7.G&+?01ZHV\KOXIQ|
|S(|4CLH^|3|;LG^G(BEAZ*(Q4 MH15-A';200P5_!H(GMA^FQA^W6R@@<LTUX_."=#,0-A7Q+FP8KM|ROV?> MG|/,-
3IGO(AS;X'9|ND|);GZ_19,9+0M2CBTIO|5X|L:92|IM,?(6M)MQC?DCV|SACC>|=|B>|E|IQ-
V>U#RK_MVFFZV'C';5ABX_KH*LWOX_!2Q1H5\$E5\$(+;,(MC"(PBF#C_*W43M.2F%V5T
G&JS^SJL*|'#>K>,&N|6|S96F;A;S;S.O/9H M7H;|=-6|>M9F7E9>9EYF7E9>9USI,RZ33=R>+TC99%)-%V=TLRM8;*NK)W9K+
M^30,<601 AKBUO?M.T/616,>;K+Z,K%M9**1B6N7B=U;R.09,NMA'!#_IWI(K,;"S1!;&T)KW?9B M"*T-L8?F:CBO#
|&^(-1^YV\$L,2M5E_#S\$K7U*HU/*H+SIHAM\$Z,83A<ZQA,MAN.Z&M;%17VL"-Q:63SNC9I=>T@PW%M.*X-
QW4|QW4K33H8GFL3D-F;|C@Y MJH_!9BNMIQ3JFMG&|)K_-%<+TR|HOX1H|T+>=\$&9|KG1# K0H+XfZ>Z_#M>;X-QW0-
_+23++OHU0)9IAEHY01C0L;H0>1"@&PA71|'(D'=(|ZU%*5=5' M>=7"+7N4U@=-.1ASTBIJDNQ6QA-S#.*6(#EKV
MVfY;|!#.0U_3KX=^4^< MBJ;H6QPKXS\$P@VHK|*|!#;"L8&;C;5|C75B-);16 8^97/U?|?L1Z|_VWTH M^QIE(L,U10\$0-K)"<\$Y
\$>3.1%00"1E"V% \$8;2J==@D\$|XP37I2AIP>L"7Q\$6.184Q_+118DO>H\$W>%Y\$+|XA?P|I
MA3V'=IWVY_T;BK^W9S5/JC^W37E9O|T|,58XPW>M|H^;7K^8KM<0/I0+^Q MRU,3NS2QRIV-75:
EB=44F25^DK;7^URIV0#X|?NMZWW94|W;N_+HA KJ MA.C\$XO_#JA#)TP2R^<^U-/1|N|YJS\$M\$H@DHI@BI&\$70.\$?
SC|W|WIO_|MUW|_!D5C|Y_#U|+ P04 "##.VY9;A|IM86_) |0@ #P &ETU<:V_N|+|OK^" T47"6 E?J5IY&P!-W'O|E@DW=0%>C_2
MTLCF#25|2.L B2UI2 Y'YW>HG(VLJE\PL|&P&/ M|9=.66\$EO.E|"EJ-P;9D3|)\$@:-2XFR@XADS=B;AM|V4ZZ'(0L8+J_XETEQI
MRS;R7D-U ZIAW@&1SF+*J&2%1F M203'1CYW: ^T^Z_CKB4%7(6|D4^AEW|A-VHE&>5X\$19JU*4M3"U 9=BF(42 M\$DMC4/-
JF.E(6 A.SB,(-5H)+3W^0^K7EVPQG<'GV|NNC=L/I/O/?A M=-|OYK)_B<|3^>_Z=W6/!<SZ|?L<:IZUV|6>U7_<#ZUY|1#U17+?
P.FJH|598V=M*PTS|DZ80K66.3.BF3&|(C^X9R,%%DAOSVQZJDP92&|N A|3H+J)*>B|
M;@*Q+&GLS="1,%TVU^M4|;^H4\$|H9Q.8"S7MN,L\$E^W)AOP^1|HEN,9WV MX7'KY.53&;.STIY|TSBLK+T41_AA
M&O7ZRS|=A/P^HJRY|2A|BS @U#S;M(18K|"E3EE\$K+C+&LODK,JL+0%VY=6 A|^6XI\$67+*\$1WA*,Y5B MT&65E|LGD\$\$\$QG
|Y&4WP*.N12GP7,Q*H_#20|;- 8|1\$'18IB&39'33|D M9VB2;.1,07|6|2>@H>R\$)H *(\$S)P4B?380=X01-#I%3D/1%K-L5XS3"V"QF
M@|FR&78,>@(&M;:90<2D2%&">X+3-;0/B.B_E_72=9\$EN(IS2DSQ>R25&E/M\$ MW""|L(<3;3RH_*&\$=,E')|J1+
_YL|OJ&GL,MX:2102|9|_F|IAC-.GXB; M\$4NDFIB*9|J8B&2-V3CC=+K C5K6EKAB^F7N;NCRQ/0|T|=,F08.07%|F
MO7;24CLRH85FB5) ('/>PN&=?@ (Z %0,)|\$0&_! FA\$XB26HG 3/HI4VC<<^&P+KH\$FX*B1(N,3S> MAP|7U"6&=-.0|!>5AF6<8|
<-(RP1SQ.!=EXH&1EH 0'HGG>I2_*4&@8/@;% M2EH0X@F*S=<+E/RS67=RW&R-'HN ^/WC^'+P @P9'+IX MZ^+)E2^@+
MM4BC,DQ;4*%6^D|Z*_"OH2Y&21%SZQ0=&|!\$+K@5-0/A@TGGHC^HJ# 5X;M4Q
M+AIT_DL90(4L^DMJE,1%5A_+E=G)938A\$H8@L2=BYR_AM "2(-PS;0 PH
MGG!'TT>FZ6^K+&|QNIK^ULT=U<:D1.*|14Q4\$S|RAH7" T<1(L,IX)*| M(608XDID+EZ!G)8\$S\$!\$U;3EPZIH^=|?Y|C|
GIVQEP6SM<0>%"|,|2 M8X2=69_+2+=#9RG/U0P63D^8D-T2;G_P5V(=5V,2|HDT4*;.2+DH"=OV)F|L*>_?"&>
|3_4)D&:HA>Z(U|F'B\$*7<64BJE9,=?L MP.LUXF8>|I_!L45SVL+1T)^,9E|'Y|'5/F*/=>GKC0C6.R;)4VY#3G<^TU18"-Y
MOSU0&-620"Q00|?+/A(286|(#>.GY:S5.@)_%0(GX);(HMEDPE;@^_ GQ6Y"-#E<^YQ7%7U_RI& ME54.7X)=XWIXC T-
S\$W/P^PKT|H|@P5">U?S4:C|S-04*2(>1F4WKIM0| (M=A^F'0>V_!IRVK_|S; MK=;+N|;_<DVLJ^QJSRMH3/M)^Z4NWE)%|K|
(Q(09NY|")WFC|Q#Q M639:C|&PB+T?J>QVM/J^2WYD5\$7HU-QS^|O8=6^%\$1>|4,|>;+Y5W' MY22K|<=-GZ@W?&W-6L=-
KZM8?OT|23EOA\$W|5-N>G.W>|CVZ'6A59'0D M3|SAK+C_@9T8CWU|HMR==|W02&RSB|3LRW2GQZS,19H,MMX\$|T"29W;|#
M/9@7(P|#=H6+1#K =;+1KK%FO=E>V=-JYC9^V41XY=G8YZLLLF93^|8;X#L M|G86?K|M2K|WX+P6A|VCW-4D1ZLL4JWM19;,
|MGNI'Z(1L>F;|5;KK++|; MZW9G;+U78B|)=?KG8@^,F6|<: MC*!A2ORG8)\$)*PWA:B@A|LVC|G6+|J=DIW_!W?9<+E_5D>?
&ZUQD|J5?SP M=PF?Q("SFIRV3FZTHHS(029B|)%JL|=2 %YZ&|^5B_WC.WH%|E6|E|T;U;M'.29)|VT?^M_K5U;CBW>Q|H?
|PZ7B23SR*S4N*_JN;|N^F;L7T)#^M+NS M|OSC^2Z6(9<3C,NXCL|HG_D|;7LR/W+R#^|U|+ P04 "##.VY9/A#+MI&H) #^0@
#P &ETU<;5;N|N^*QK|EPX|,|_# MWFB+PW8FA727.WNA21.9WH^*29SH(EM>24|C_OHCF0G|80VM<0;9B|Q;1
M='3V/#HO%CX9V52^&86=C(#'^,E.K+ 2W00^!;W&0?/DT|^BP&\$|<3)0|909 M.Y7PVT|!5|D(>.%5?
|2::ZTY9GMY#R.138,V>O|B-%|L\$(Q"!D0|;H|+A1 M8C&N^BB%
ZORL'YP|++/X'(8K@)@U8G%5G5UE +E1%6|!"S4(+D58^@_U\$U@ MQ#|TWD#1&'2 9W"8D|P;(5&9)1\$(&-7<=KS2?
KR.NY;P5;AIV|!5(E01#;QPVG0 MJG_!ORTVS^_O&@O/U|Y|^B|Z+^Y<-M|M6P>%8&N?KX9^|#;|1XT&CO|7W6
MO3ACC;X|IX<=;|8OT>NQ#|_3CU7G_ '(5|GT|_Z%|AWF|=TSZ|?<;QZUV
M|6>U7<#ZYY<=ON_WSA;1L.9R"&O5FV0B9|NU=ON1>|#J>:0BQ,+ODT3"3<+)KJ2K|O|+004J3B8P-MEFO;
<38|)JL3#K@|AK5WK#>?4/O@J5|JZG,68X^02<=#3PZ_!(\$=%9*>: MOLAGUWJ<,G @P|3\$P#6,!\$X@1),*POPJ<M &@Y95=
X1)3&7NG=,H;|> OIA|VCE>+E|5^&@I 845D6"ZCN?GWS^/+8H M^XXH;VX
RM|B#8D|1>F476=J(B\$>0LV#37N(Q0HRIE|EU(J+C%LRHK,Z@)0 M5VX=6 A|G*5XI
67+;1GMQ,1I4V6>7E|@AD\$(Q\$7|D).77@;_N|&GP7\$M\$X)"2_1-00*1T%&1HEB&S5\$3#-H9VB<;5/0GWG|'6@H.Z\$)L|)
(3;PUP<3 M6HDUF|PBIR#UBU@7*19ICK%9S_3(13-L&20\$&^IM,H_)2)#C|+LB2W_5YI2:XO=(C^C^VB;A?&-2-HY4?
E#3&.F"CEG%(EFLW2T*AI M|'+>DD4\$@601PIAZ88S3I^-(FOQ+D)J8BF0:AHADC?DXXW32ZXU:UA:X8BIE
M|EBH4C"@C8EJA59((?2P.V=<@P,X E8, M)|_0&>_!|PB@\$8F36(K>B3P4'>_<(ZE,@>UH<^YD1WJN500QGC9L#X\$=S+%
MHI=W\$XUX@3619=P54B4<*GATHLNZ8N:0C?R@H\$|L|PZA_1GYC@7B>"*3+ MV@_EMP9*<"_YS(=48)"P-
Q%>2@A|4&R^G|DOV;=JZ-FX|7KE^WC9NM5 M^U7SZ)\$HN,?WGS|S|@P1&+E|Z,E-J,1%O#K Z&8;@('(^G(DZ6I0F'
MB+@Q,XCH1IDKA_*@>^>_-\$?E(MTJ@T^294D)6^DBX*|SNBHU*2Q-PZ10=& MQ0K01,0|AT^CJCG@I#
9Y;=8R+|HW_4@90(80^DAKE>\$1%5A_+A>GY928 M|XK8PH>=B|S?AL ">(-P_80/XHG W+TD6DZV#B;KNUNIK|U?4>U-
FFI2&,1 M\$Q>Y41DGCXQ(+C2E9\$10KN.*+\$A?P0="CNEV'+5L+1T.%XYRGC6WQ)=2.F< MX|H|Y07.D?
*&A<+1Q\$BPRG@DKLA9|CB2F0N7H&989DWNRFH|<#34;B|HJC0A.V%V&Y5MZDR%B_0LS2LS\$38T|^&\$_ V|FN3
M(\$W1"RV)E|T\$B\$|,5B;E;_OW>HVXF87"Y+(>?HORWDN(<=<47SVMR/D%M;)-K@*KM)E%G.X\$|HFFPEJ
S|GM@<*E@1B|1J7Z0:0CPASOUX8|REEK981 M^+L0_&W8A19Y|JM^|N\$S7|TBYM0L>E3(+OY *11#5 |B9& A#|9;0XJYQ,
MT|H4_OFDR 6 +IUS3^_JHO^#&%46.7P%=H7GX3\$V_#|S|/>SKIP"L0TR".|=MS0>A|B-04Z2(+21FTWH|
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M3|JAB#|XNT(-ZVCW>K#;0S;+=;N|NVV A=K&ZSL2L|K;_S;2CNE-MY212; MW8NJDWB_"|&N_@;@S0^W'9>3K/8=|KXCG;-
KVO6.FA|7N^YZU6Q0|@O7Z4A PM|A^7_GG|HA4W>X|H_UF\$YS; M?|94YNS.IZ.4DH_W+J-GU3|^
_L_8_CD=9WMY+3>X;36WBZD|A|F^H6JS M^_P%002P,% @ RCMN65DQ_!B\$|E ER8+H=)M+65X
M,S)2.2YH=&WM6NM&SD0_WY_A8^*""JLW&N&QFR^E_-B03D|)"04^_FLOZZ07 MWK|J.E2?V|O@|S@_*X(Z 7QRGKL&?
_&WL|L_W8)/SD%|2/*2;P%_4_YR> M#+|ZG7;|U6_D'T&@44CT)Y+D39S3C_L)%C=;CG|GY*TM2J0P6)D@Q(4S<
M^_@HG06<">K^E-W\$QD>M8,=I(>RV^*0IHQ_6;|QT3PW6."T)GO=8*\$B;Q MWI9*S0R3PE>48|N;3"1,T^S|U;?
1"1"E0=0\$T+35\$4A@K0OU6,S5|;G2N M+W|M\$4X8G_MCEE"-+N@47YNQ@)Q&QNJPW4LUH>12 M^>^>
|BN8QLQ03Z,F)B|V+&"T&2|JL25L|V_<DW M4O@!|V>SCE79>_ZF2G^>)"<-80;#6G@_YY06ZG^|C^X\$*OY;_Y,FT>%6
M(H0E_!H2E| MH^&I Z75Z35K;#!|@T^75^|AIRU^R9=2 M?Q_<@O:G8|02;C;|X^D|FRNFK;H>>VG>|S+|L^G L\$S'04| MTJ
L,S\$R,46?ZQ@,?D<75-[U""H|),J0-VF|QG|)"U#;Y:<@4S|)\$H9\$FJ4 MA#MV=|OWW:5588G,HDO6*>?
R3|/HJD/06%DTHF&FX#R\$66%;T_6QEC<4 OZ\$J;UM1Z^K23|AB*PBX*9 M2^;D4ZFLJ3GI#&Q0&A;|DAH,IN@YF

8EYR3HGXYD# #L< 3VK42L3K*F-H-8;C"%R;*Q _^=H3<5J7F!A L(20/8+!SLM?;+Y=C M(5K;E;S=V5\$5!FIP!7+S>#*..P,X1>&
HL2)112_*F*_-!L5!41G!W,>"6K2_)U08:82L3<-XDV%0 MMF PAL!3Q!Z2RIC94PY4!O:FFT&5!IT@S,*
<^T3H&C-M(B:P"US&)"X MYZDI&T JXSGD?Z=Z=0K)T/LC)O# #<16+!N!6YYOZS8<W _!D.O><^U_-?
MM0Z:P^ _!07;M;8RR^8;L4!OG.@)ULIDE0\$;-%PZ-ZBEX M;NE@@@JUWS(-%R_-S-PO^Q="(\$66^=XIV%VIE1>3
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gaap:CommercialPaperMember 2023-12-31 0001659323 itrm:OctoberOfferingMember 2020-10-272020-10-27 0001659323 us-
gaap:EmployeeStockOptionMember 2023-01-012023-09-30 0001659323
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gaap/2024#OtherAssetsNoncurrenthttp://fasb.org/us-gaap/2024#OtherLiabilitiesCurrenthttp://fasb.org/us-
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gaap/2024#OtherLiabilitiesNoncurrent10-Qtrue2024-09-302024false001-38503Iterum Therapeutics plcL298-
1283148Fitzwilliam Court 1st FloorLeeson CloseDublin 2IENot applicable+3531-669-4820Ordinary Shares, \$0.01 par value per
shareITRMNASDAQYesYesNon-accelerated
Filertruefalsefalse27515926134060006071000109600017859000208000380001144000162800015854000255960003000051000
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top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
weight:bold;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">1. Basis of Presentation</p><div
style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-
family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
weight:bold;text-decoration:underline;font-size:10pt;font-family:Times New Roman;font-style:italic;min-width:fit-
content;">Description of Business<span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-
size:10pt;font-family:Times New Roman;font-style:italic;min-width:fit-content;"></p><p style="text-
indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span
style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">Iterum
Therapeutics plc (the Company) was incorporated under the laws of the Republic of Ireland in June 2015 as a limited company
and re-registered as a public limited company on March 20, 2018. The Company maintains its registered office at Fitzwilliam
Court, 1<span style="color:#000000;white-space:pre-wrap;vertical-align:super;font-size:6.7pt;font-family:Times New
Roman;min-width:fit-content;">st<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times
New Roman;min-width:fit-content;"> Floor, Leeson Close, Dublin 2, Ireland. The Company commenced operations in November
2015. The Company licensed global rights to its novel anti-infective compound, sulopenem, from Pfizer Inc. (Pfizer). The
Company is focused on delivering differentiated anti-infectives aimed at combating the global crisis of multi-drug resistant
pathogens to significantly improve the lives of people affected by serious and life-threatening diseases around the world. The
Company is advancing the development of its first compound, sulopenem, a novel penem anti-infective compound, with an oral
formulation and IV formulation.</p></div><div><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-
family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
weight:bold;text-decoration:underline;font-size:10pt;font-family:Times New Roman;font-style:italic;min-width:fit-
content;">Liquidity and Going Concern</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-
family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">Since inception, the Company has devoted substantially all of
its efforts to research and development, recruiting management and technical staff, and raising capital, and has financed its
operations through the issuance of ordinary and convertible preferred shares, debt raised under a financing arrangement with
Silicon Valley Bank (SVB) including the Paycheck Protection Program loan (PPP loan), a sub-award from the Trustees of
Boston University under the Combating Antibiotic Resistant Bacteria Biopharmaceutical Accelerator (CARB-X) program and
the proceeds of a private placement (Private Placement) and subsequent rights offering (the 2020 Rights Offering) pursuant to
which its wholly owned subsidiary, Iterum Therapeutics Bermuda Limited (Iterum Bermuda) issued and sold approximately
<span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-
content;">51.8<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-
width:fit-content;"> million aggregate principal amount of <span style="font-size:10pt;font-family:Times New
Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">6.500<span style="color:#000000;white-
space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">% Exchangeable Senior Subordinated
Notes due 2025 (Exchangeable Notes) and <span style="font-size:10pt;font-family:Times New
Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">0.1<span style="color:#000000;white-space:pre-
wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;"> million aggregate principal amount of Limited
Recourse Royalty-Linked Subordinated Notes (the RLNs and, together with the Exchangeable Notes, the Securities), which
Securities were sold in units consisting of an Exchangeable Note in the original principal amount of <span
style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-
content;">1,000<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-
width:fit-content;"> and <span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-

RLNs (the Units). The Company has not generated any product revenue. The Company is subject to risks and uncertainties common to early-stage companies in the pharmaceutical industry, including, but not limited to, the ability to secure additional capital to fund operations, failure to successfully develop and commercialize its product candidates, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology and compliance with government regulations.

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and include the accounts of the Company and its subsidiaries.

The Company filed a universal shelf registration statement on Form S-3 with the SEC, which was declared effective on October 17, 2022 (File No. 333-267795), and pursuant to which the Company registered for sale up to \$100.0 million of any combination of debt securities, ordinary shares, preferred shares, subscription rights, purchase contracts, units and/or warrants from time to time and at prices and on terms that the Company may determine.

On October 7, 2022, the Company entered into a sales agreement with H.C. Wainwright & Co., LLC (HC Wainwright), as agent, pursuant to which the Company may offer and sell ordinary shares, nominal value \$0.01 per share, for aggregate gross sales proceeds of up to \$16.0 million (subject to the availability of ordinary shares), from time to time through HC Wainwright by any method permitted that is deemed to be an "at the market offering" as defined in Rule 415 (a)(4) promulgated under the Securities Act of 1933, as amended (the "Sales Agreement").

On August 9, 2024, the Company completed a rights offering (the 2024 Rights Offering) in which it sold an aggregate of 6,121,965 units ("Units") at a subscription price of \$1.21 per whole Unit, consisting of (a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance (the "1-year warrants") and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance (the "5-year warrants" and, together with the 1-year warrants, the "warrants"). The Company's net proceeds from the 2024 Rights Offering, after deducting placement agent fees and other offering expenses payable by the Company, were approximately \$5.4 million. The warrants are exercisable upon issuance at a price of \$1.21 per ordinary share. The 1-year warrants expire on August 9, 2025 and the 5-year warrants expire on August 9, 2029.

In accordance with Accounting Standards Update (ASU) 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern* (Subtopic 205-40), the Company has evaluated whether there are conditions and events, considered in aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year of the date of issue of these quarterly condensed consolidated financial statements.

The Company has funded its operations to date primarily with proceeds from the sale of preferred shares and ordinary shares, warrants, debt raised under its financing arrangement with SVB including the PPP loan (both of which have been repaid), payments received under the CARB-X program and proceeds of the Private Placement and 2020 Rights Offering. The Company has incurred operating losses since inception, including net losses of \$18,192 and \$26,009 for the nine months ended September 30, 2024 and

size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">2023, respectively, and a net loss of \$38,371 for the year ended December 31, 2023. The Company had an accumulated deficit of \$479,490 as of September 30, 2024 and expects to continue to incur net losses for the foreseeable future. The Company's future cash flows are dependent on key variables such as its ability to secure additional sources of funding in the form of public or private financing of debt or equity or collaboration agreements. Based on its available cash, cash equivalents and short-term investments, including amounts raised subsequent to the period-end under the "at the market" agreement (see Note 16 -Subsequent Events), the Company does not have cash on hand to fund its current operations and capital expenditure requirements for the next 12 months from the date of this Quarterly Report on Form 10-Q. This condition raises substantial doubt about the Company's ability to continue as a going concern for one year from the date these condensed consolidated financial statements are issued.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company plans to address this condition by raising funding through the possible sale of the Company's equity or debt through public or private equity financings. Although management intends to pursue plans to obtain additional funding to finance its operations, and the Company has successfully raised capital in the past, there is no assurance that the Company will be successful in obtaining sufficient funding on terms acceptable to the Company to fund continuing operations, if at all. In addition, in parallel, the Company is evaluating its corporate, strategic, financial and financing alternatives, with the goal of maximizing value for its stakeholders. These alternatives could potentially include the licensing, sale or divestiture of the Company's assets or proprietary technologies or another strategic transaction involving the Company. The evaluation of corporate, strategic, financial and financing alternatives may not result in any particular action or any transaction being pursued, entered into or consummated, and there is no assurance as to the timing, sequence or outcome of any action or transaction or series of actions or transactions.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">If the Company is unable to obtain funding, it could be forced to significantly delay, scale back or discontinue the development and commercialization of its sulopenem program, or otherwise change its strategy, which could adversely affect its business prospects, or the Company may be unable to continue operations. Based on the Company's operating losses since inception, the expectation of continued operating losses for the foreseeable future, and the need to raise additional capital to finance its future operations, management has concluded there is substantial doubt about the Company's ability to continue as a going concern within one year from the date these condensed consolidated financial statements are issued.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The accompanying condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Accordingly, the condensed consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern and which contemplates the realization of assets and satisfaction of liabilities and commitments in the ordinary course of business.</p></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Interim Financial Information</p><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The condensed consolidated balance sheet at December 31, 2023 was derived from audited financial statements, but does not include all disclosures required by GAAP. The accompanying unaudited condensed consolidated financial statements as of September 30, 2024 and for the three and nine months ended September 30, 2024 and 2023 have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2024. In the opinion of management, all adjustments, consisting only of normal recurring adjustments necessary for a fair statement of the Company's financial position as of September 30, 2024, and results of operations for the three and nine months ended September 30, 2024 and 2023, and cash flows for the nine months ended September 30, 2024 and 2023 have been made. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results of operations that may be expected for the year ending December 31, 2024.</p></div><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Description of Business</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Iterum Therapeutics plc (the Company) was incorporated under the laws of the Republic of Ireland in June 2015 as a limited company and re-registered as a public limited company on March 20, 2018. The Company maintains its registered office at Fitzwilliam Court, 1st Floor, Leeson Close, Dublin 2, Ireland. The Company commenced operations in November 2015. The Company licensed global rights to its novel anti-infective compound, sulopenem, from Pfizer Inc. (Pfizer). The Company is focused on delivering differentiated anti-infectives aimed at combating the global crisis of multi-drug resistant pathogens to significantly improve the lives of people affected by serious and life-threatening diseases around the world. The Company is advancing the development of its first compound, sulopenem, a novel penem anti-infective compound, with an oral formulation and IV formulation.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Liquidity and Going Concern</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-

width:fit-content;">Since inception, the Company has devoted substantially all of its efforts to research and development, recruiting management and technical staff, and raising capital, and has financed its operations through the issuance of ordinary and convertible preferred shares, debt raised under a financing arrangement with Silicon Valley Bank (SVB) including the Paycheck Protection Program loan (PPP loan), a sub-award from the Trustees of Boston University under the Combating Antibiotic Resistant Bacteria Biopharmaceutical Accelerator (CARB-X) program and the proceeds of a private placement (Private Placement) and subsequent rights offering (the 2020 Rights Offering) pursuant to which its wholly-owned subsidiary, Iterum Therapeutics Bermuda Limited (Iterum Bermuda) issued and sold approximately \$

51.8 million aggregate principal amount of 6.500% Exchangeable Senior Subordinated Notes due 2025 (Exchangeable Notes) and \$0.1 million aggregate principal amount of Limited Recourse Royalty-Linked Subordinated Notes (the RLNs and, together with the Exchangeable Notes, the Securities), which Securities were sold in units consisting of an Exchangeable Note in the original principal amount of \$1,000 and \$50 RLNs (the Units). The Company has not generated any product revenue. The Company is subject to risks and uncertainties common to early-stage companies in the pharmaceutical industry, including, but not limited to, the ability to secure additional capital to fund operations, failure to successfully develop and commercialize its product candidates, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology and compliance with government regulations.

Even with receipt of FDA approval, it is uncertain when, if ever, the Company will realize significant revenue from product sales.

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and include the accounts of the Company and its subsidiaries.

The Company filed a universal shelf registration statement on Form S-3 with the SEC, which was declared effective on October 17, 2022 (File No. 333-267795), and pursuant to which the Company registered for sale up to \$100.0 million of any combination of debt securities, ordinary shares, preferred shares, subscription rights, purchase contracts, units and/or warrants from time to time and at prices and on terms that the Company may determine.

On October 7, 2022, the Company entered into a sales agreement with H.C. Wainwright & Co., LLC (HC Wainwright), as agent, pursuant to which the Company may offer and sell ordinary shares, nominal value \$0.01 per share, for aggregate gross sales proceeds of up to \$16.0 million (subject to the availability of ordinary shares), from time to time through HC Wainwright by any method permitted that is deemed to be an "at the market offering" as defined in Rule 415 (a)(4) promulgated under the Securities Act of 1933, as amended (the "Sales Agreement").

On August 9, 2024, the Company completed a rights offering (the 2024 Rights Offering) in which it sold an aggregate of 6,121,965 units ("Units") at a subscription price of \$1.21 per whole Unit, consisting of (a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance (the "1-year warrants") and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance (the "5-year warrants" and, together with the 1-year warrants, the "warrants"). The Company's net proceeds from the 2024 Rights Offering, after deducting placement agent fees and other offering expenses payable by the Company, were approximately \$5.4 million. The warrants are exercisable upon issuance at a price of \$1.21 per ordinary share. The 1-year warrants expire on August 9, 2025 and the 5-year warrants expire on August 9, 2029.

In accordance with Accounting Standards Update (ASU) 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern (Subtopic 205-40)

the Company has evaluated whether there are conditions and events, considered in aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year of the date of issue of these quarterly condensed consolidated financial statements.

The Company has funded its operations to date primarily with proceeds from the sale of preferred shares and ordinary shares, warrants, debt raised under its financing arrangement with SVB including the PPP loan (both of which have been repaid), payments received under the CARB-X program and proceeds of the Private Placement and 2020 Rights Offering. The Company has incurred operating losses since inception, including net losses of \$18,192 and \$26,009 for the nine months ended September 30, 2024 and for the nine months ended September 30, 2023, respectively, and a net loss of \$38,371 for the year ended December 31, 2023. The Company had an accumulated deficit of \$479,490 as of September 30, 2024 and expects to continue to incur net losses for the foreseeable future. The Company's future cash flows are dependent on key variables such as its ability to secure additional sources of funding in the form of public or private financing of debt or equity or collaboration agreements. Based on its available cash, cash equivalents and short-term investments, including amounts raised subsequent to the period end under the "at the market" agreement (see Note 16 – Subsequent Events), the Company does not have cash on hand to fund its current operations and capital expenditure requirements for the next 12 months from the date of this Quarterly Report on Form 10-Q. This condition raises substantial doubt about the Company's ability to continue as a going concern for one year from the date these condensed consolidated financial statements are issued.

The Company plans to address this condition by raising funding through the possible sale of the Company's equity or debt through public or private equity financings. Although management intends to pursue plans to obtain additional funding to finance its operations, and the Company has successfully raised capital in the past, there is no assurance that the Company will be successful in obtaining sufficient funding on terms acceptable to the Company to fund continuing operations, if at all. In addition, in parallel, the Company is evaluating its corporate, strategic, financial and financing alternatives, with the goal of maximizing value for its stakeholders. These alternatives could potentially include the licensing, sale or divestiture of the Company's assets or proprietary technologies or another strategic transaction involving the Company. The evaluation of corporate, strategic, financial and financing alternatives may not result in any particular action or any transaction being pursued, entered into or consummated, and there is no assurance as to the timing, sequence or outcome of any action or transaction or series of actions or transactions.

If the Company is unable to obtain funding, it could be forced to significantly delay, scale back or discontinue the development and commercialization of its sulopenem program, or otherwise change its strategy, which could adversely affect its business prospects, or the Company may be unable to continue operations. Based on the Company's operating losses since inception, the expectation of continued operating losses for the foreseeable future, and the need to raise additional capital to finance its future operations, management has concluded there is substantial doubt about the Company's ability to continue as a going concern within one year from the date these condensed consolidated financial statements are issued.

The accompanying condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Accordingly, the condensed consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern and which contemplates the realization of assets and satisfaction of liabilities and commitments in the ordinary course of business.

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Interim Financial Information

The condensed consolidated balance sheet at December 31, 2023 was derived from audited financial statements, but does not include all disclosures required by GAAP. The accompanying unaudited condensed consolidated financial statements as of September 30, 2024 and for the three and nine months ended September 30, 2024 and 2023 have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2024. In the opinion of management, all adjustments, consisting only of normal recurring adjustments necessary for a fair statement of the Company's financial position as of September 30, 2024, and results of operations for the three and nine months ended September 30, 2024 and 2023, and cash flows for the nine months ended September 30, 2024 and 2023 have been made. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results of operations that may be expected for the year ending December 31, 2024.

content;">2. Summary of Significant Accounting Policies

There have been no material changes in the Company's significant accounting policies as compared to the significant accounting policies described in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, the reported amounts of expenses during the reporting period and the assessment of the Company's ability to continue as a going concern. Significant estimates and assumptions reflected in these condensed consolidated financial statements include, but are not limited to, the valuation of the RLNs. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates as there are changes in circumstances, facts and experience. Actual results could differ materially from those estimates.

Specifically, management has estimated variables used to calculate the discounted cash flow analysis (DCF) to value the RLN liability (see Note 3—Fair Value of Financial Assets and Liabilities).

Cash and Cash Equivalents

The Company's cash and cash equivalents consist of cash balances and highly liquid investments with maturities of three months or less at the date of purchase. Accounts held at U.S. financial institutions are insured by the Federal Deposit Insurance Corporation up to \$250, while accounts held at Irish financial institutions are insured under the Deposit Guarantee Scheme up to \$111 (€100) as of September 30, 2024.

Cash accounts with any type of restriction are classified as restricted cash. If restrictions are expected to be lifted in the next twelve months, the restricted cash account is classified as current. Included within restricted cash on the Company's condensed consolidated balance sheet is \$17 as of September 30, 2024.

relating to the warrants issued on June 5, 2020 pursuant to the securities purchase agreement (June 3, 2020 SPA) from the June 3, 2020 registered direct offering (June 3, 2020 Offering), \$6 as of September 30, 2024.

relating to the warrants issued on July 2, 2020 pursuant to the securities purchase agreement (June 30, 2020 SPA) from the June 30, 2020 registered direct offering (June 30, 2020 Offering) and \$11 as of September 30, 2024.

relating to warrants issued in the underwritten offering in October 2020 (October 2020 Offering). These restricted cash amounts are unchanged from December 31, 2023.

On the closing date of each of the registered direct offerings in June 2020 (June 3 Offering) and July 2020 (June 30 Offering) and the underwritten offering in the October 2020 Offering, each investor deposited \$0.01 per warrant issued being the nominal value of the underlying ordinary share represented by each warrant. This amount will be held in trust by the Company pending a decision by the relevant investor to exercise the warrant by means of a "cashless exercise" pursuant to the terms of the warrant, in which case the \$0.01 will be used to pay up the nominal value of the ordinary share issued pursuant to the warrant. Upon the exercise of the warrants other than by means of a "cashless exercise", the amount held in trust will be returned to the relevant investor in accordance with the terms of the applicable purchase agreement or prospectus.

Concentration of Credit Risk

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and short-term investments. The Company has most of its cash, cash equivalents and short-term investments at three accredited financial institutions in the United States and Ireland, in amounts that exceed federally insured limits. The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships.

Concentration of Credit Risk

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and short-term investments. The Company has most of its cash, cash equivalents and short-term investments at three accredited financial institutions in the United States and Ireland, in amounts that exceed federally insured limits. The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships.

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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,663,125</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">480,186</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Exchangeable Notes</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,541,786</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,404,721</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr><tr style="height:10pt;background-color:#c0c0c0;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13,118,899</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,027,860</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table></div><div><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p><div><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Segment and Other Information</p><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company determines and presents operating segments based on the information that is internally provided to the Chief Executive Officer and Chief Financial Officer, who together are considered the Company's chief operating decision maker, in accordance with ASC 280.Segment Reporting. The Company has determined that it operates as asingle business segment, which is the development and commercialization of innovative treatments for drug resistant bacterial infections.</p><div><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The distribution of total operating expenses by geographical area was as follows:</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:49.89%;box-sizing:content-box;"></td><td style="width:1.3%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.142000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.3%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td>

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Total

16,685	15,026	36,037

The distribution of long-lived assets by geographical area was as follows:

Long-lived assets	Goodwill	Identifiable intangible assets	Total
\$1,000	\$12,502	\$13,502	\$25,002
\$15	\$15,243	\$15,243	\$30,486
\$15	\$15,243	\$15,243	\$30,486

Ireland

September 30, 2024

December 31, 2023

342

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</p></td><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S.</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">287</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><tr style="height:10pt;background-color:#c0c0c0;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">36</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">629</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><tr><td style="white-space:pre-wrap;font-size:6pt;font-family:Times New Roman;min-width:fit-content;"></td><td style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Recent Accounting Pronouncements</p><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies and adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption.</p><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On November 27, 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, or ASU 2023-07, which enhances segment disclosures and requires additional disclosures of segment expenses. This ASU is effective for annual periods in fiscal years beginning after December 15, 2023, and interim periods beginning after December 15, 2024. Early adoption is permitted. ASU 2023-07 is not expected to have a material impact on the consolidated financial statements.</p><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On October 9, 2023, the FASB issued ASU No. 2023-06, Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative, or ASU 2023-06, which incorporates into the Codification several disclosures and presentation requirements currently residing in SEC Regulations S-X and S-K. For entities subject to the existing SEC disclosure requirements, including those preparing for sale or issuance of securities, the effective date for each amendment will be the date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. For all other entities, the amendments will be effective two years later, with early adoption permitted. ASU 2023-06 is not expected to have a material impact on the consolidated financial statements.</p><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Income Taxes (Topic 740): Improvements to Income Tax Disclosures, or ASU 2023-09, which enhances the annual income tax disclosures for the effective tax rate reconciliation and income taxes paid. The amendments are effective for public business entities, for annual periods beginning after December 15, 2024 and for annual periods beginning after December 15, 2025 for all other entities. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The ASU applies on a prospective basis to annual financial statements for periods beginning after the effective date. However, retrospective application in all prior periods presented is permitted. The Company is assessing what impact ASU 2023-09 will have on the condensed consolidated financial statements.</p></div><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></div></table></div></div>

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, the reported amounts of expenses during the reporting period and the assessment of the Company's ability to continue as a going concern. Significant estimates and assumptions reflected in these condensed consolidated financial statements include, but are not limited to, the valuation of the RLNs. The Company bases its estimates on historical experience, known trends and other market specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates as there are changes in circumstances, facts and experience. Actual results could differ materially from those estimates.

Cash and Cash Equivalents

The Company's cash and cash equivalents consist of cash balances and highly liquid investments with maturities of three months or less at the date of purchase. Accounts held at U.S. financial institutions are insured by the Federal Deposit Insurance Corporation up to \$250, while accounts held at Irish financial institutions are insured under the Deposit Guarantee Scheme up to \$111. (€100)

Concentration of Credit Risk

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and short-term investments. The Company has most of its cash, cash equivalents and short-term investments at three accredited financial institutions in the United States and Ireland, in amounts that exceed federally insured limits. The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships.

Net Loss Per Ordinary Share

Basic and diluted net loss per ordinary share is determined by dividing net loss attributable to ordinary shareholders by the weighted-average ordinary shares outstanding during the period in accordance with Accounting Standard Codification (ASC) 260.

Earnings per Share

[illegible]

[illegible]

[illegible]

Segment and Other Information

The Company determines and presents operating segments based on the information that is internally provided to the Chief Executive Officer and Chief Financial Officer, who together are considered the Company's chief operating decision maker, in accordance with ASC 280.

Segment Reporting

The Company has determined that it operates as a single business segment, which is the development and commercialization of innovative treatments for drug resistant bacterial infections.

The distribution of total operating expenses by geographical area was as follows:

	United States	Europe	Asia	Latin America	Other
Three Months Ended September 30,	49.89%	1.3%	1.64%	1.3%	9.1420000000000001%
September 30,	49.89%	1.3%	1.64%	1.3%	9.1420000000000001%
September 30,	49.89%	1.3%	1.64%	1.3%	9.1420000000000001%
September 30,	49.89%	1.3%	1.64%	1.3%	9.1420000000000001%
September 30,	49.89%	1.3%	1.64%	1.3%	9.1420000000000001%

Operating expenses

	Operating expenses
Three Months Ended September 30,	49.89%
September 30,	49.89%
September 30,	49.89%
September 30,	49.89%
September 30,	49.89%

Operating expenses

	Operating expenses
Three Months Ended September 30,	49.89%
September 30,	49.89%
September 30,	49.89%
September 30,	49.89%
September 30,	49.89%

2023	
Ireland	
15,201	
11,602	
31,754	
1,484	
4,260	

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

15

U.S.	21
Total	36

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies and adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption.

On November 27, 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, or ASU 2023-07, which enhances segment disclosures and requires additional disclosures of segment expenses. This ASU is effective for annual periods in fiscal years beginning after December 15, 2023, and interim periods beginning after December 15, 2024. Early adoption is permitted. ASU 2023-07 is not expected to have a material impact on the consolidated financial statements.

On October 9, 2023, the FASB issued ASU No. 2023-06, Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative, or ASU 2023-06, which incorporates into the Codification several disclosures and presentation requirements currently residing in SEC Regulations S-X and S-K. For entities subject to the existing SEC disclosure requirements, including those preparing for sale or issuance of securities, the effective date for each amendment will be the date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. For all other entities, the amendments will be effective two years later, with early adoption permitted. ASU 2023-06 is not expected to have a material impact on the consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, or ASU 2023-09, which enhances the annual income tax disclosures for the effective tax rate reconciliation and income taxes paid. The amendments are effective for public business entities, for annual periods beginning

after December 15, 2024 and for annual periods beginning after December 15, 2025 for all other entities. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The ASU applies on a prospective basis to annual financial statements for periods beginning after the effective date. However, retrospective application in all prior periods presented is permitted. The Company is assessing what impact ASU 2023-09 will have on the condensed consolidated financial statements.

3. Fair Value of Financial Assets and Liabilities

The following table presents information about the Company's financial assets that were carried at fair value on a recurring basis on the condensed consolidated balance sheet as of September 30, 2024 and December 31, 2023 and indicates the fair value hierarchy of the valuation inputs utilized to determine such fair value.

	September 30, 2024	December 31, 2023
Assets		
Level 1		
Level 2		
Level 3		
Total		

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Assets

December 31, 2023	
Total	

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Level 1

Level 2

Level 3

Exchangeable Notes

Long-term exchangeable note

11,453

11,645

[illegible]

 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	
 	

width:fit-content;"> shares per \$1,000 principal and interest on the Exchangeable Notes (equivalent to an initial exchange price of \$15.00 per ordinary share) and is subject to further adjustment pursuant to the terms of the Exchangeable Notes Indenture. Beginning on January 21, 2021 to September 30, 2024, certain noteholders of \$40,691 aggregate principal amount of Exchangeable Notes have exchanged their notes for an aggregate of 3,760,155 of the Company's ordinary shares, which included accrued and unpaid interest relating to such notes. The aggregate principal amount of Exchangeable Notes outstanding as of September 30, 2024 was \$11,117. The fair value of the exchange option at September 30, 2024 was \$0. </p><p style="text-indent:4.53%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The RLN liability is carried at fair value on the condensed consolidated balance sheet (see Note 10 – Royalty-Linked Notes). The total fair value of \$8,728 was determined using DCF analysis, without consideration of transaction costs, which represents a Level 3 basis of fair value measurement. The key inputs to valuing the RLNs were the terms of the indenture governing the RLNs (the RLN Indenture), the expected cash flows to be received by holders of the RLNs based on management's revenue forecasts of U.S. sulopenem sales and a risk-adjusted discount rate to derive the net present value of expected cash flows. The RLNs will be subject to a maximum return amount, including all principal and payments and certain default interest in respect of uncured defaults, of \$160.00 (or 4,000 times the principal amount of such note). The discount rate applied to the model was 22%. Fair value measurements are highly sensitive to changes in these inputs and significant changes in these inputs could result in a significantly higher or lower fair value.</p><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">There have been no transfers of assets or liabilities between the fair value measurement levels.</p><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table presents information about the Company's financial assets that were carried at fair value on a recurring basis on the condensed consolidated balance sheet as of September 30, 2024 and December 31, 2023 and indicates the fair value hierarchy of the valuation inputs utilized to determine such fair value.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:43.92%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.46%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.56%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"&

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4. Short-term Investments

The Company classifies its short-term investments as available-for-sale. Short-term investments comprise highly liquid investments with minimum “A-” rated securities and as at quarter end consist of corporate bonds, commercial paper and U.S. Treasury bonds with maturities of more than three months at the date of purchase. Short-term investments as of September 30, 2024 have a weighted average maturity of

0.08

years. The investments are reported at fair value with unrealized gains or losses recorded in the condensed consolidated statements of operations and comprehensive loss. Any differences between the amortized cost and fair value of investments are represented by unrealized gains or losses. The fair value of corporate bonds, commercial paper and U.S. Treasury bonds are represented by Level 2 fair value measurements - quoted price for a similar asset, or other observable inputs such as interest rates or yield curves.

	September 30, 2024	December 31, 2023
U.S. Treasury bonds	1.46%	1.46%
Commercial paper	8.522%	8.522%
Corporate bonds	1.46%	1.46%
Short-term investments	1.46%	1.46%
Total	11.442%	11.442%

Maturity by period

[illegible]

[illegible]

[illegible]

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The Company has entered into a number of operating leases, primarily for office space and commercial property. These leases have remaining terms which range from 0.2 to 7.9 years. In November 2021, the Company entered into a 12-month lease, with a rolling extension, for office space, and in May 2022, the Company entered into a 6-month lease for office space, which was extended to November 2023, and elected not to apply the measurement and recognition requirements of ASC 842 to these short-term leases as any renewal term exercised or considered reasonably certain of exercise by the Company did not extend more than 12 months from the end of the previously determined lease term. In August 2023, the Company extended the lease agreements for a further nine months, with a rolling extension, and twelve months, respectively. While neither of the extended agreements extend more than 12 months from the end of the previously determined lease term, it is considered to be reasonably certain that these lease arrangements will be extended beyond a period of more than 12 months. Accordingly, the Company has applied the measurement and recognition requirements of ASC 842 to these lease arrangements. In September 2024, the Company notified the landlord of its intention to terminate the twelve month lease on November 30, 2024 and the related Right of Use asset and lease liability has accordingly been reduced.

Certain leases contain variable lease payments, including payments based on an index or rate. Variable lease payments based on an index or rate are initially measured using the index or rate in effect at lease commencement. Certain agreements contain both lease and non-lease components. The Company has elected to separately account for these components in determining the lease liabilities and right-of-use assets. The Company's lease agreements generally do not provide an implicit borrowing rate; therefore, an internal incremental borrowing rate was determined based on information available at lease commencement date for the purposes of determining the present value of lease payments. The Company used the incremental borrowing rate on January 1, 2019 for all leases that commenced prior to that date.

All operating lease expenses are recognized on a straight-line basis over the lease term. The Company recognized

101

299

of operating lease costs for right-of-use assets during the

three and nine months ended September 30, 2024, respectively, and

51

[illegible]

September 30, 2023

September 30, 2024

September 30, 2023

Cash paid for operating lease liabilities

101

52

301

256

December 31, 2023

[illegible]

[illegible]

[illegible]

2028

2029

Thereafter

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[illegible]

[illegible]

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2025

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Thereafter

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space:pre-wrap;min-width:fit-content;">15,000 was available to the Company through October 31, 2019, upon satisfaction of either of the following: (i) the achievement by the Company of both non-inferiority and superiority primary endpoints from its Phase 3 uncomplicated urinary tract infection (uUTI) trial, as well as reporting satisfactory safety data from the trial, or (ii) the achievement of non-inferiority primary endpoints from both its Phase 3 uUTI and complicated urinary tract infection trials, as well as reporting satisfactory safety data from the trials. The Company did not satisfy the conditions for the second draw above before the </p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">deadline of October 31, 2019. All outstanding principal, plus a 4.20% final interest payment, were due and paid on March 1, 2022 (the maturity date), effectively terminating the Loan and Security Agreement. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In connection with the initial \$ 15,000 draw, the Company issued SVB and Life Sciences Fund II LLC (LSF) warrants to purchase an aggregate of 19,890 Series B convertible preferred shares (which converted into warrants to purchase 1,326 ordinary shares upon the Company's initial public offering (IPO)) at an exercise price of \$ 282.75 per share. These warrants will expire on April 27, 2028. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In connection with the Private Placement, Iterum Bermuda was joined as a party to the Loan and Security Agreement as a borrower and the Loan and Security Agreement was amended on January 16, 2020 to, among other things, modify the definition of subordinated debt to include the RLNs and Exchangeable Notes. </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025 Exchangeable NotesOn January 21, 2020, the Company completed a Private Placement pursuant to which its wholly owned subsidiary, Iterum Bermuda issued and sold \$ 51,588 aggregate principal amount of Exchangeable Notes and \$ 103 aggregate principal amount of RLNs, to a group of accredited investors. On September 8, 2020, the Company completed a rights offering (the 2020 Rights Offering) pursuant to which Iterum Bermuda issued and sold \$ 220 aggregate principal amount of Exchangeable Notes and \$ 0.5 aggregate principal amount of RLNs, to existing shareholders. The Securities were sold in Units with each Unit consisting of an Exchangeable Note in the original principal amount of \$ 1,000 and 50 RLNs. The Units were sold at a price of \$ 1,000 per Unit. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">At any time on or after January 21, 2021, subject to specified limitations, the Exchangeable Notes are exchangeable for the Company's ordinary shares, cash or a combination of ordinary shares and cash, at the Company's election, at an exchange rate of 175.2191 shares per \$ 1,000 principal and interest on the Exchangeable Notes (equivalent to an exchange price of approximately \$ 5.707 per ordinary share) as of September 30, 2024, which exchange rate was adjusted from an initial

exchange rate of 66.666 shares per \$1,000 principal and interest on the Exchangeable Notes (equivalent to an initial exchange price of \$15.00 per ordinary share) and is subject to further adjustment pursuant to the terms of the Exchangeable Notes Indenture. Any accrued and unpaid interest being exchanged will be calculated to include all interest accrued on the Exchangeable Notes being exchanged to, but excluding, the exchange settlement date. Beginning on January 21, 2021 to September 30, 2024, certain noteholders of \$40,691 aggregate principal amount of Exchangeable Notes have completed a non-cash exchange of their notes for an aggregate of 3,760,155 of the Company's ordinary shares, which included accrued and unpaid interest relating to such notes. The aggregate principal amount of Exchangeable Notes outstanding as of September 30, 2024 was \$11,117.

In addition, the Exchangeable Notes will become due and payable by the Company upon the occurrence of a Fundamental Change as defined in the Exchangeable Notes Indenture. The Company will be required to pay each holder of the Exchangeable Notes the greater of three times the outstanding principal amount of such Exchangeable Note and the consideration that would be received by the holder of such Exchangeable Note in connection with such Fundamental Change if the holder had exchanged its note for ordinary shares immediately prior to the consummation of such Fundamental Change, plus any accrued and unpaid interest.

The Company evaluates its debt and equity issuances to determine if those contracts, or embedded components of those contracts, qualify as derivatives under ASC 815-15, *Derivatives and Hedging*, requiring separate recognition in the Company's financial statements. The Company evaluated the accounting for the issuance of the Exchangeable Notes and concluded that the embedded exchange option and change of control feature are considered a derivative liability under ASC 815-15 requiring bifurcation, from the Exchangeable Notes, as it does not qualify for the scope exceptions for contracts in an entity's own equity given the terms of the Exchangeable Notes. The exchange option and change of control feature are accounted for as a derivative liability, under ASC 815-15, and are required to be separated and recorded as a single liability, which is revalued at each reporting period with the resulting change in fair value reflected in adjustments to fair value of derivatives in the condensed consolidated statements of operations and comprehensive loss.

The fair value of the derivative liability related to the Private Placement on January 21, 2020 was \$27,038, and the fair value of the derivative liability related to the 2020 Rights Offering on September 8, 2020 was \$82, both of which were recorded as a reduction to the book value of the host debt contract. This debt discount is being amortized to interest expense over the term of the debt using the effective interest method. Transaction costs amounting to \$2,848 were allocated to the exchange option. These costs were reflected in financing transaction costs in the consolidated statements of operations and comprehensive loss for the year ended December 31, 2020. Transaction costs amounting to \$2,814 were allocated to the debt host and capitalized in the host debt book value.

In circumstances where the embedded exchange option in a convertible instrument is required to be bifurcated, and there are other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the derivative instruments are accounted for as a single, compound derivative instrument. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period.

Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not settlement of the derivative instrument is expected within twelve months of the balance sheet date.

The Company determined that all other features of the Exchangeable Notes were clearly and closely associated with a debt host and did not require bifurcation as a derivative liability. The initial value of the Exchangeable Notes on inception, net of transaction costs, was \$9,891.

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Thereafter

Total	11,221
Royalty-Linked Notes	10

11,221

10

Liability Related to Sale of Future Royalties

2,579,400

RLNs to a group of accredited investors. On September 8, 2020, as part of the 2020 Rights Offering, the Company issued

11,000

RLNs to existing shareholders. The RLNs will entitle the holders thereof to payments, at the applicable payment rate, based solely on a percentage of the Company's net revenues from U.S. sales of specified sulopenem products earned through December 31, 2045, but will not entitle the holders thereof to any payments unless the Company receives approval from the U.S. Food and Drug Administration (FDA) for one or more specified sulopenem products prior to December 31, 2025 and the Company earns net revenues on such product. If any portion of the principal amount of the outstanding RLNs, equal to \$

0.04

per RLN, has not been paid as of the end date on

December 31, 2045

(or December 31, 2025, in the event that the Company has not yet received FDA approval with respect to one or more specified sulopenem products by such date). Iterum Bermuda must

pay the unpaid portion of the principal amount. The RLNs will earn default interest if the Company breaches certain obligations under the RLN Indenture (but do not otherwise bear interest) and will be subject to a maximum return amount, including all principal and payments and certain default interest in respect of uncured defaults, of \$

<div style="font-size: 10pt; font-family: Times New Roman; color: #000000; white-space: pre-wrap; min-width: fit-content;">(or 4,000 times the principal amount of such note). The RLNs will be redeemable at the Company's option, subject to the terms of the RLN Indenture.<p style="text-indent: 4.533%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">In accordance with exceptions allowed under ASC 815-10,Derivatives and HedgingDebtSubsequent to the listing of the RLNs on the Bermuda Stock Exchange in January 2021, the<p style="font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">RLNs are accounted for as a derivative and are remeasured to fair value at each reporting date. In accordance with ASC 815, the fair value of the RLNs is determined using DCF analysis, without consideration of transaction costs, which represents a Level 3 basis of fair value measurement. Fair value measurements are highly sensitive to changes in inputs and significant changes to inputs can result in a significantly higher or lower fair value. The Company periodically assesses the revenue forecasts of the specified sulopenem products and the related payments. The Company has no obligation to pay any amount to the noteholders until the net revenue of the specified products are earned.</p><div style="font-size: 10pt; font-family: Times New Roman;"><p style="text-indent: 4.533%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 6pt; text-align: left;">The balance of the RLNs at each reporting date is as follows:</p><table style="margin-left: auto; border-spacing: 0; table-layout: fixed; width: 80.0%; border-collapse: separate; margin-right: auto;"><tr style="visibility: collapse;"><td style="width: 80.3%; box-sizing: content-box;"></td><td style="width: 1.9%; box-sizing: content-box;"></td><td style="width: 1%; box-sizing: content-box;"></td><td style="width: 15.8%; box-sizing: content-box;"></td><td style="width: 1%; box-sizing: content-box;"></td></tr><tr><td style="height: 8pt; background-color: #ffffff; white-space: pre-wrap; word-break: break-word;"><td style="vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td colspan="2" style="width: "2" style="vertical-align: bottom; border-bottom: 0.5pt solid #000000; text-align: left;"><p style="font-size: 8pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: center;">September 30, 2024</p></td><td style="vertical-align: bottom; border-bottom: 0.5pt solid #000000; text-align: left;"><p style="font-size: 8pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: center;"></p></td></tr><tr><td style="height: 10pt; background-color: #ffffff; word-break: break-word;"><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;">Total liability related to the sale of future royalties, on inception</p></td><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;">\$</p></td><td style="white-space: pre-wrap; vertical-align: bottom; text-align: center;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right;">10,990</p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td></tr><tr><td style="height: 10pt; background-color: #ffffff; word-break: break-word;"><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;">Liability related to the sale of future royalties, arising from the 2020 Rights Offering</p></td><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="white-space: pre-wrap; vertical-align: bottom; text-align: center;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right;">51</p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td></tr><tr><td style="height: 10pt; background-color: #ffffff; word-break: break-word;"><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;">Amortization of discount and debt issuance costs</p></td><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="white-space: pre-wrap; vertical-align: bottom; text-align: center;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right;">3,666</p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td></tr><tr><td style="height: 10pt; background-color: #ffffff; word-break: break-word;"><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;">Adjustments to fair value</p></td><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="height: 10pt; background-color: #ffffff; word-break: break-word;"><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="white-space: nowrap;

[illegible]

Amortization of discount and debt issuance costs	Adjustments to fair value
7,204	7,503
257,940,011,000.04	257,940,011,000.04
2024	2024
September 30, 2024	September 30, 2024
Total liability related to the sale of future royalties, on inception	Total liability related to the sale of future royalties, on inception

[illegible]

[illegible]

11. Shareholders' Equity

The Company's capital structure consists of ordinary shares and undesignated preferred shares. Under Irish law, the Company is prohibited from allotting shares without consideration. Accordingly, at least the nominal value of the shares issued underlying any warrant, pre-funded warrant, restricted share award, restricted share unit, performance share award, bonus share or any other share-based grant must be paid pursuant to the Irish Companies Act 2014 (Irish Companies Act).

Ordinary Shares

On August 9, 2024, the Company completed a rights offering (2024 Rights Offering) in which it sold an aggregate of 6,121,965 "Units") at a subscription price of \$1.21 per whole Unit, consisting of:

- (a) one ordinary share,
- (b) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance ("1-year warrants") and
- (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance ("5-year warrants" and, together with the 1-year warrants, the "warrants").

Aggregate gross proceeds to the Company's from the 2024 Rights Offering were \$7.4 million and net proceeds were \$5.4 million after deducting fees payable to the placement agent fees and other offering expenses payable by the Company.

s annual general meeting of shareholders on May 3, 2023, the Company's shareholders approved an increase of 60,000,000 ordinary shares of \$0.01 par value each to the number of authorized ordinary shares and the Company's Articles of Association were amended accordingly. The Company has authorized 80,000,000 ordinary shares of \$0.01 par value each as of September 30, 2024.

The holders of ordinary shares are entitled to one vote for each share held.

There are no redemption or sinking fund provisions with respect to the authorized ordinary shares.

The Company filed a universal shelf registration statement on Form S-3 with the SEC, which was declared effective on October 17, 2022 (File No. 333-267795), and pursuant to which the Company registered for sale up to \$100.0 million of any combination of debt securities, ordinary shares, preferred shares, subscription rights, purchase contracts, units and/or warrants from time to time and at prices and on terms that the Company may determine.

On October 7, 2022, the Company entered into an "at the market offering" agreement (the Sales Agreement) with H.C. Wainwright & Co., LLC (HC Wainwright).

style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">as agent, pursuant to which the Company may offer and sell ordinary shares, nominal</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">value \$ 0.01 per share, for aggregate gross sales proceeds of up to \$16.0 million (subject to the availability of ordinary shares), from time to time through HC Wainwright by any method permitted that is deemed to be an "at the market offering" as defined in Rule 415 (a)(4) promulgated under the Securities Act of 1933, as amended. During the nine months ended September 30, 2024, the Company sold 3,055,882 ordinary shares under the "at the market" agreement at an average price of \$2.49 per share for net proceeds of \$7.4 million.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Beginning on January 21, 2021 to September 30, 2024, certain noteholders of \$ 40,691 aggregate principal amount of Exchangeable Notes have exchanged their notes for an aggregate of 3,760,155 of the Company's ordinary shares, which included accrued and unpaid interest relating to such notes. The aggregate principal amount of Exchangeable Notes outstanding as of September 30, 2024 was 11,117.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Warrants to purchase Ordinary Shares</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In connection with the initial drawdown under the Loan and Security Agreement, the Company issued SVB and LSF warrants to purchase an aggregate of 19,890 Series B convertible preferred shares (which converted into warrants to purchase 1,326 ordinary shares upon the Company's IPO) at an exercise price of \$282.75 per share. These warrants will expire onApril 27, 2028.</p>No warrants had been exercised as of September 30, 2024.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In connection with the June 3, 2020 Offering completed on June 5, 2020, pursuant to the June 3, 2020 SPA, in a concurrent private placement, the Company issued and sold to institutional investors warrants to purchase up to 99,057 ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$24.30 per ordinary share, subject to adjustment in certain circumstances, and will expire on December 5, 2025 Warrants to purchase 13,868 ordinary shares, amounting to 7% of the ordinary shares issued under the June 3, 2020 SPA, were issued to designees of the placement agent on the closing of the June 3, 2020 Offering. Upon closing, the warrants issued to such designees were exercisable immediately at an exercise price of \$31.5465 per ordinary share and will expire on June 3, 2025</p></div>

~~style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">. No warrants had been exercised as of~~

~~September 30, 2024.~~

In connection with the June 30, 2020 Offering completed on July 2, 2020, pursuant to the June 30, 2020 SPA, in a concurrent private placement, the Company has also issued and sold to institutional investors

warrants to purchase up to

112,422

ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$

21.30

per ordinary share, subject to adjustment in certain circumstances, and will expire on

January 2, 2026

Warrants to purchase

15,739

ordinary shares, amounting to

7

% of the ordinary shares issued under the June 30, 2020 SPA, were issued to designees of the placement agent on closing of the June 30, 2020 Offering. Upon closing, the warrants issued to such designees were exercisable immediately at an exercise price of \$

27.7965

per ordinary share and will expire on

June 30, 2025

As of

September 30, 2024, warrants issued in connection with the June 30, 2020 Offering had been exercised for

84,317

ordinary shares, for net proceeds of

\$

1,796

.

In connection with the October 2020 Offering, the Company issued and sold warrants to purchase up to

1,346,153

ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$

9.75

per ordinary share, subject to adjustment in certain circumstances, and will expire on

October 27, 2025

Warrants to purchase

125,641

ordinary shares, which represents a number of ordinary shares equal to

7.0

% of the aggregate number of ordinary shares and pre-funded warrants sold in the October 2020 Offering, were issued to designees of the placement agent on closing of the October 2020 Offering. Upon closing, the warrants issued to such designees became exercisable immediately at an exercise price of \$

12.1875

per ordinary share and expire on

October 22, 2025

As of

September 30, 2024, warrants issued in connection with the October 2020 Offering had been exercised for

1,392,701

ordinary shares, for net proceeds of

\$

13,885

.

In connection with the February 2021 Underwritten Offering, the Company issued to the underwriter's designees warrants to purchase

162,318

ordinary shares, amounting to

7.0

% of the aggregate number of ordinary shares sold in the February 2021 Underwritten Offering which closed on

February 8, 2021

The warrants issued to such designees have an exercise price of \$

21.5625

per ordinary share, were exercisable upon issuance and will expire on

February 3, 2026

As of September 30, 2024, warrants issued in connection with the February 2021 Underwritten Offering had been exercised for 25,333 ordinary shares, for net proceeds of \$546

In connection with the February 2021 Underwritten Offering, the Company granted the underwriter an option for a period of 30 days to purchase an additional 347,826 ordinary shares. Upon the underwriter's exercise of its option, on February 10, 2021, the Company issued warrants to purchase an additional 24,347 ordinary shares to the underwriter's designees, amounting to 7.0% of the aggregate number of additional ordinary shares sold pursuant to the underwriter's option. The warrants issued to such designees have an exercise price of \$21.5625 per ordinary share, were exercisable upon issuance and will expire on February 3, 2026

No warrants had been exercised as of September 30, 2024.

In connection with the February 2021 Registered Direct Offering which closed on February 12, 2021, warrants to purchase 81,666 ordinary shares, amounting to 7.0% of the aggregate number of ordinary shares issued under the securities purchase agreement, were issued to designees of the placement agent upon closing. The warrants issued to such designees were exercisable upon issuance

February 12, 2021, warrants to purchase 81,666 ordinary shares, amounting to 7.0% of the aggregate number of ordinary shares issued under the securities purchase agreement, were issued to designees of the placement agent upon closing. The warrants issued to such designees were exercisable upon issuance

at an exercise price of \$37.50 per ordinary share and will expire on February 9, 2026

No warrants had been exercised as of September 30, 2024.

In connection with the 2024 Rights Offering, which closed on August 9, 2024, the Company issued and sold 1-year warrants to purchase up to 3,060,982 ordinary shares and 5-year warrants to purchase up to 6,121,965 ordinary shares. Upon closing, the warrants became exercisable immediately at an exercise price of \$1.21 per ordinary share and will expire on August 9, 2025 and August 9, 2029, respectively. No warrants had been exercised as of September 30, 2024.

The Company has classified the warrants as equity in accordance with ASC 815. Accordingly, the proceeds were allocated between ordinary shares, the 1-year warrants and the 5-year warrants based on the relative fair value of the individual components. The fair value of the warrants were determined using a Black-Scholes option pricing model and the ordinary shares based on the closing date share price and were recorded in additional paid-in capital within shareholders' deficit on the condensed consolidated balance sheets.

The following assumptions were used in the Black-Scholes option pricing model:

[illegible]

Risk-free interest rate

4.50
Share price
\$1.18
Strike price
\$1.21
Fair value of warrants issued
0.50
0.94

Undesignated Preferred Shares

[illegible]

[illegible]

"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1.21</p></td><td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr><tr style="height:10pt;background-color:#eff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.50</p></td><td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.94</p></td><td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table>1.091.09P1YP5Y000.0450.0381.181.181.211.210.50.941000000000.0100<p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">12. Share-Based Compensation</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On November 18, 2015, the Company's Board of Directors adopted and approved the 2015 Equity Incentive Plan (the 2015 Plan), which authorized the Company to grant up to 14,895 ordinary shares in the form of incentive share options, nonstatutory share options, share appreciation rights, restricted share awards, restricted share units and other share awards. The types of share-based awards, including the rights, amount, terms, and exercisability provisions of grants are determined by the Company's Board of Directors. The purpose of the 2015 Plan was to provide the Company with the flexibility to issue share-based awards as part of an overall compensation package to attract and retain qualified personnel. On May 18, 2017, the Company amended the 2015 Plan to increase the number of ordinary shares available for issuance under the 2015 Plan by 14,640 shares to 29,535 shares.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On March 14, 2018, the Company's Board of Directors adopted and approved the 2018 Equity Incentive Plan (the 2018 Plan), which became effective upon the execution and delivery of the underwriting agreement related to the Company's IPO in May 2018. Since adopting the 2018 Plan, no further grants will be made under the 2015 Plan. The ordinary shares underlying any options that are forfeited, cancelled, repurchased or are otherwise terminated by the Company under the 2015 Plan will not be added back to the ordinary shares available for issuance.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The 2018 Plan originally authorized the Company to grant up to 67,897 ordinary shares in the form of incentive share options, nonstatutory share options, share appreciation rights, restricted share awards, restricted share units, performance share awards, performance cash awards and other share awards. The types of share-based awards, including the amount, terms, and exercisability provisions of grants are determined by the Company's Board of Directors. The ordinary shares underlying any options that are forfeited, cancelled, repurchased or are otherwise terminated by the Company under the 2018 Plan are added back to the ordinary shares available for issuance under the 2018 Plan.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On December 5, 2018, pursuant to powers delegated to it by the Board of Directors of the Company, the Compensation Committee approved an increase in the number of ordinary shares available to be granted pursuant to the 2018 Plan by 4% of the total number of shares of the Company's issued share capital on December 31, 2018, being 38,272 ordinary shares.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On February 14, 2020, pursuant to powers delegated to it by the Board of Directors of the Company, the Compensation Committee approved, by written resolution, an increase of 39,650 ordinary shares to the number of ordinary shares available to be granted pursuant to the 2018 Plan, being just under 4% of the total number of the Company's ordinary shares outstanding on December 31, 2019, in accordance with the terms of the 2018 Plan.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On June 10, 2020, at the Company's annual general meeting of shareholders, the shareholders approved and adopted an amended and restated 2018 Plan which, among other things included an increase of 150,000 ordinary shares to the number of

ordinary shares reserved for issuance under the 2018 Plan.

On June 23, 2021, at the Company's annual general meeting of shareholders, the shareholders approved an amendment to the amended and restated 2018 Plan to increase the number of ordinary shares reserved for issuance under the amended and restated 2018 Plan by 1,000,000 ordinary shares to 1,295,819 ordinary shares.

On November 24, 2021, the Company's Board of Directors adopted and approved the 2021 Inducement Equity Incentive Plan (the 2021 Inducement Plan) reserving 333,333 of its ordinary shares to be used exclusively for grants of awards to individuals that were not previously employees or directors of the Company (or following such individuals' bona fide period of non-employment with the company), as a material inducement to such individuals' entry into employment with the company within the meaning of Rule 5635(c)(4) of the Nasdaq Listing Rules. The terms and conditions of the 2021 Inducement Plan are substantially similar to the 2018 Plan.

Share Options

Unless specified otherwise in an individual option agreement, share options granted under the 2015 Plan, the 2018 Plan and the 2021 Inducement Plan generally have a ten year term and a four year vesting period for employees and a one year vesting period for directors. The vesting requirement is conditioned upon a grantee's continued service with the Company during the vesting period. Once vested, all awards are exercisable from the date of grant until they expire. The option grants are non-transferable. Vested options generally remain exercisable for 90 days subsequent to the termination of the option holder's service with the Company. In the event of an option holder's disability or death while employed by or providing service to the Company, the exercisable period extends to twelve months or eighteen months, respectively.

The fair value of options granted are estimated using the Black-Scholes option-pricing model. The inputs for the Black-Scholes model require significant management assumptions. The risk-free interest rate is based on a normalized estimate of the 7-year U.S. treasury yield. The Company has estimated the expected term utilizing the "simplified" method for awards that qualify as "plain vanilla". The Company does not have sufficient company-specific historical and implied volatility information and it therefore estimates its expected share volatility based on historical volatility information of reasonably comparable guideline public companies and itself. The Company expects to continue to do so until such time as it has adequate historical data regarding the volatility of its own traded share price. Expected dividend yield is based on the fact that the Company has never paid cash dividends and the Company's future ability to pay cash dividends on its shares may be limited by the terms of any future debt or preferred securities. The Company has elected to account for forfeitures as they occur.

The Company did not grant any share options to employees and directors during the nine months ended September 30, 2024 and 857,500 share options were granted to employees during the nine months ended September 30, 2023. There were 398,824 and 939,290 unvested employee and director share options outstanding as of September 30, 2024 and September 30, 2023, respectively. Total expense recognized related to employee share options was \$68 and \$279 for the three and nine months ended September 30, 2024, respectively, and \$123 for the three and nine months ended September 30, 2023, respectively.

family:Times New Roman;min-width:fit-content;"> and \$ 344 for the three and nine months ended September 30, 2023, respectively. Total unamortized compensation expense related to employee share options was \$ 364 and \$ 1,124 as of September 30, 2024 and September 30, 2023, respectively, which is expected to be recognized over a remaining weighted average vesting period of 1.49 years and 2.33 years as of September 30, 2024 and September 30, 2023, respectively. </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The range of assumptions that the Company used to determine the grant date fair value of employee and director options granted were as follows:</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:79.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:74.655%;box-sizing:content-box;"></td><td style="width:2.24%;box-sizing:content-box;"></td><td style="width:23.105%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended</p></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30, 2023</p></td></tr><tr style="height:10pt;background-color:#c0c0c0;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Volatility</p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">100</p></td></tr><tr style="height:10pt;background-color:#c0c0c0;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Expected term in years</p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.00</p></td></tr><tr style="height:10pt;background-color:#c0c0c0;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Dividend rate</p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.55</p></td></tr><tr style="height:10pt;background-color:#c0c0c0;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Risk-free interest rate</p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.67</p></td></tr><tr style="height:10pt;background-color:#c0c0c0;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Share price</p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1.00</p></td></tr></table></div></div>

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Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">330</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table></div><p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">There was a total of\$364 and\$1,255 unamortized share-based compensation expense for options and RSUs as of September 30, 2024 and September 30, 2023; respectively, which is expected to be recognized over a remaining average vesting period of1.49 years and2.32 years as of September 30, 2024 and September 30, 2023; respectively.</p>148951464029535678970.0438272396500.041500001000000129581933333333P10YP4YP1YThe vesting requirement is conditioned upon a grantee's continued service with the Company during the vesting period. Once vested, all awards are exercisable from the date of grant until they expire. The option grants are non-transferable. Vested options generally remain exercisable for 90 days subsequent to the termination of the option holder's service with the Company. In the event of an option holder's disability or death while employed by or providing service to the Company, the exercisable period extends to twelve months or eighteen months, respectively.

P7Y0857500398824939290680002790001230003440003640001124000P1Y5M26DP2Y3M29D<p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The range of assumptions that the Company used to determine the grant date fair value of employee and director options granted were as follows:</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:79.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:74.655%;box-sizing:content-box;"></td><td style="width:2.24%;box-sizing:content-box;"></td><td style="width:23.105%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended</p></td><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30, 2023</p></td></tr><tr style="height:10pt;background-color:#eff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Volatility</p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="vertical-align:bottom;text-align:right;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">100%</p></td><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Expected term in years</p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="vertical-align:bottom;text-align:right;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">6.00</p></td><tr style="height:10pt;background-color:#eff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">6.25</p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="vertical-align:bottom;text-align:right;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Risk-free interest rate</p></td><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">0</p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="vertical-align:bottom;text-align:right;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">3.55%</p></td><tr style="height:10pt;background-color:#eff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">3.55%</p></td><td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="vertical-align:bottom;text-align:right;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">3.55%</p></td></tr></table></div>

3.67

Share price	1.00	1.04
Fair value of option on grant date	0.80	0.84

The following table summarizes total share option activity for all Company plans:

Equity Plans		
Inducement Plan		
Options outstanding December 31, 2023	984,155	124,833

1,108,988	
Granted	
Exercised	
Forfeited	
29,144	
29,144	
45,856	
120,000	
120,000	

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2	Forfeited
165,856	Options outstanding September 30, 2024
913,988	
2.28	
8.31	
70	

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The Company's share-based compensation expense was classified in the condensed consolidated statements of operations and comprehensive loss as follows:

	2024	2023
Research and development expense	\$ 25	\$ 25
General and administrative expense	\$ 25	\$ 25
Goodwill impairment expense	\$ 25	\$ 25
Other expense	\$ 25	\$ 25
Total share-based compensation expense	\$ 100	\$ 100

Research and development expense

General and administrative expense

Goodwill impairment expense

Other expense

Total share-based compensation expense

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family:Times New Roman;min-width:fit-content;"> and \$41,525, respectively, for which a full valuation allowance has been recognized. The net operating loss carryforwards do not expire, but are carried forward indefinitely. Realization of these deferred tax assets is dependent on the generation of sufficient taxable income. If the Company demonstrates consistent profitability in the future, the evaluation of the recoverability of these deferred tax assets may change and the remaining valuation allowance may be released in part or in whole. While management expects to realize the deferred tax assets, net of valuation allowances, changes in estimates of future taxable income or in tax laws may alter this expectation.1360002150001610004710004405700041525000<p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">14. Commitments and Contingencies<p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">License Agreement<p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On November 18, 2015, the Company and Iterum Therapeutics International Limited (ITIL), a wholly owned subsidiary of the Company, entered into a license agreement with Pfizer for the worldwide exclusive rights to research, develop, manufacture and commercialize sulopenem (the Pfizer License).<p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Under the Pfizer License, ITIL agreed to make certain regulatory and sales milestone payments, including a regulatory milestone payment of \$20 million to Pfizer upon approval of oral sulopenem for commercial sale in the United States by the FDA. The Company deferred this payment for atwo year period, at an annual rate of eight percent on a daily compounded basis until paid in full, as was permitted pursuant to the terms of the Pfizer License. See Note 16 – Subsequent Events<p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company is obligated to make a potential one-time payment related to sublicensing income that exceeds a certain threshold. The Company is also obligated to pay Pfizer sales milestones upon achievement of net sales ranging from \$250.0 million to \$1.0 billion for each product type, as well as royalties ranging from a single-digit to mid-teens percentage based on marginal net sales of each licensed product.<p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Royalty-Linked Notes<p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On January 21, 2020, as part of the Private Placement, the Company issued2,579,400 RLNs to a group of accredited investors. On September 8, 2020, as part of the 2020 Rights Offering, the Company issued11,000 RLNs to existing shareholders. The RLNs will entitle the holders thereof to payments, at the applicable payment rate, based solely on a percentage of the Company's net revenues from U.S. sales of specified sulopenem products earned through December 31, 2045, but will not entitle the holders thereof to any payments unless the Company receives FDA approval for one or more specified sulopenem products prior to December 31, 2025 and the Company earns net revenues on such product. If any portion of the principal amount of the outstanding RLNs, equal to \$0.04 per RLN, has not been paid as of the end date onDecember 31, 2045 (or December 31, 2025, in the event that the Company has not yet received FDA approval with respect to one or more specified sulopenem products by such date). Iterum Bermuda must pay the unpaid portion of the principal amount. The RLNs will earn default interest if the Company breaches certain obligations under the RLN Indenture (but do not otherwise bear interest) and will be subject to a maximum return amount, including all principal and payments and certain default interest in respect of uncurable defaults, of \$160.00 (or4,000 times the principal amount of such note). The RLNs will be redeemable at the Company's option, subject to the terms of the RLN Indenture.<p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other Contingencies<p style="text-indent:4.52%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Liabilities for loss contingencies arising from claims, assessments, litigation, fines, penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. At each reporting date the Company evaluates whether or not a potential loss amount or a potential loss range is probable and reasonably estimable under the provisions of the authoritative guidelines that address accounting for contingencies. The Company expenses costs as incurred in relation to such legal proceedings. The Company has no contingent liabilities in respect of legal claims arising in the ordinary course of business.</p></div>

Under the terms of their respective employment agreements, each of the named executive officers is eligible to receive severance payments and benefits upon a termination without "cause" (other than due to death or disability) or upon "resignation for good reason", contingent upon the named executive officer's continued performance for the Company. Under the terms of the Employee Severance Plan approved by the Compensation Committee in January 2022, an employee, who is not an executive officer of the Company, is entitled to severance pay and benefits on a "qualifying termination", that is termination at any time during the period beginning on the date that is 30 days prior to and ending on the date that is 12 months following a change of control without "cause" (other than due to death or disability) based on the employee's level/salary grade.</p><p style="font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">15. Condensed Consolidating Financial Statements</p><p style="text-indent: 4.52%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">On January 21, 2020, the Company completed a Private Placement pursuant to which its wholly owned subsidiary, Iterum Bermuda, issued and sold \$51,588 aggregate principal amount of Exchangeable Notes and \$103 aggregate principal amount of RLNs to a group of accredited investors. On September 8, 2020, the Company completed a Rights Offering pursuant to which Iterum Bermuda issued and sold \$220 aggregate principal amount of Exchangeable Notes and \$0.44 aggregate principal amount of RLNs to existing shareholders. The Securities were sold in Units with each Unit consisting of an Exchangeable Note in the original principal amount of \$1,000 and 50 RLNs. As of September 30, 2024, \$11,117 aggregate principal amount of Exchangeable Notes and all RLNs remained outstanding.</p><p style="text-indent: 4.52%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">The Units were issued by Iterum Bermuda, which was formed on November 6, 2019 and is a 100% owned "finance subsidiary" of the Company under Rule 3-10 of Regulation S-X with no independent function and no assets or operations other than those related to the issuance, administration and repayment of the Exchangeable Notes and RLNs. Iterum Therapeutics plc, as the parent company, has no independent assets or operations, and its operations are conducted solely through its subsidiaries. The assets, liabilities and results of operations of the Company, Iterum Bermuda and Iterum Therapeutics International Limited, Iterum Therapeutics US Holding Limited and Iterum Therapeutics US Limited (the Subsidiary Guarantors) are not materially different than the corresponding amounts presented in the condensed consolidated financial statements of this Quarterly Report on Form 10-Q. The Company and the Subsidiary Guarantors have provided a full and unconditional guarantee of Iterum Bermuda's obligations under the Exchangeable Notes and the RLNs, and each of the guarantees constitutes the joint and several obligations of the applicable guarantor. The Subsidiary Guarantors are 100% directly or indirectly owned subsidiaries of the Company. There are no significant restrictions upon the Company's or the Subsidiary Guarantors' ability to obtain funds from their subsidiaries by dividend or loan. None of the assets of Iterum Bermuda or the Subsidiary Guarantors represent restricted net assets pursuant to Rule 4-08(c)(3) of Regulation S-X.</p><p style="font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">16. Subsequent Events</p><p style="text-indent: 4.52%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">Regulatory Milestone Payment</p><p style="text-indent: 4.52%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">On November 18, 2015, the Company and Iterum Therapeutics International Limited (ITIL), a wholly owned subsidiary of the Company, entered into a license agreement with Pfizer for the worldwide exclusive rights to research, develop, manufacture and commercialize sulopenem (the Pfizer License). Under the Pfizer License, ITIL agreed to make certain regulatory and sales milestone</p><p style="font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">payments,</p></div>

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X_FNO<<10W#ZBP7N=J/60^XIUUV/O M6-G 79E CP2?J*L4&/OJ\$NZ_SMS6H=LZ3HYV:6^6P8V8E\$3HOHH8Q@NT)L_MR-
(@^<8YA,9 UMIO)"QKQI'1,T4^<4R'7&D'YC/0 MJF=^Q1<15)POJ&T1 M;XL 7&3/ &:G+S&_S8(7ML(%:GDGI.7#16JY0'U/S&J/-
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DER3DK8%>XOE, MM310L<,\$I92;HW0R,'C" _:#9)@S(Q:&\$<,<*)\F3"FMC>%"@U>!A-2W25/5
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HH!6Z/<Q?59M/GHOV'KJNTJ;M\$3WYO0P7,_SE M9ABH+4>9UNB5,.I52;JCM4-645>!)OXOH/A*."_@+P<+I2D"LM%KI8Z^W
MT9@>ELCS#E54KOP'G&DB8 _)=H6I%>B#60IUAR\$ASU&AIWL\INH=%>_MLG\$QZ<6D?H)E)FXJG4*.)1V5BU>NO1?C@>_MEL8
JHHY<^"L)Q_4E? 'KFS=S7ZR>O#?>KWL_I=M3C^ID9ZOSU>",&*GK)T MQ=?4+A0_>AEYP;5LY;EL2R)'IODCA"7.8C#?I;LB=I
[P9B68=@ M+VN%>S3_Z,0W&TQ=+>K(C=OD)E?29>B+>Z'\$>G>6=F).PWL\I)H>ACS/7^>O'090[KE>P/EOFL)8YK/\SGK_Z2JM5;^<
MJUBQ<_>VRP\$D_V(F>+>D!^NE3E'0YR1<I^>H&(AW"(%:VNH?="IC MYR9NU X&D#&I2*C2MM!^NV;06TK)A^<B<U7FLC8,VXRB
IX,0-0>Q&3&0&3, M84*HZ*OAH0ZV\O)XJ^8;5*0Y_7T11?>SAF?5:AG624*E_-ID#W'FZ7XCKIR_M\I_F+SK64IN).(!NI
3IUOXIOR851<>&2G_YP+X=#1)\@O?>DI\$OPEFGX?_N?>NK8,3&HC 81_M04ZKMR\Q;N12PY%73"3L_>4F),8^J%OM(W,M
Z^>)D:F5P7R)MT;SKK0#@>9! MJVH0J\$XCG6YFO4V<#>HX%\$3+FR/6:(F'IP"49HB=JHHH-UB26%JN_AIB>F7 M"MM-
Y0%>NZ\$ORI*OY\$K;F8?X;K!>YY>GXB8I&2NA4>U!_Z8GI_ZH+390G^*(X MA5I)%K@QX;-BG>*V?)\&_-MS.44"JA.RBSI^N/9\$!
(1SZIZVKC8 M&1UF3P\$0DI+>(\$JHM.DH_0&+>Q;>CS=NPWK?V+>C*";=D_X1+J43.%>=3HCOO M\$4E:=2C>9KNQHV#/?
<OLP7F&)ES@NR-M6.)IS->9?T?IT(2K.(IC\>WAN MN.W(Y^U_JHHS)1Z0*;W'SG\AWD=?M+HL&O+A5\$Y4S,^>#EL;9T)O#K*%
M,4^N=-O*Z5&5*?VGOH^LJ>W&IXQ5Z5//W2/QZ2E197J1;"K\$R?1?89! MY(EZ!;_O=50GMZ!&6PJ@>XA>7PB1NNN"S1_1DAXZ
^F=OSP_H*?>@0,IV M3(QUIT^>@I3YDK>@O^>TAL;N%W8C/)"(S;_M33\QP_*!A;_662<_>8.(R*;_*M*WZO;?AI>@A.LLFL\$A^MJ.\$7?
WQNN.A";B/%2-C/K3->N\=>*X@_MS_/IZ=@UD+>0>GHYEXBCUJ*6P'17V;@3MBLRLU&60CQ&J%R;2<#>)51+3'%7M
M/3EW_'M45J)(7H'W7S&7#?>H&G._@+>HPX%UJJ5%T#0Q#%?>Z2P3P@0I=JWN MQ&P4(E#_D'^>@HYI^&I\$IR;#QCO>>&&
I@0;A72S@L6SYT_/IV9N.GKE M_PCO2-QY&1/#1,7YSR_3_">+B^P;E6*FGUQV+1(CV13T%J1JZ%/CZZ(>PT 8 M?
XNH@P>>MA!_I141>5S3;6&IQ^R8JY>\$AIBAP1^JGUY.ZKLB)IZ_Y MN<_U?TDN#"4=I\$LK-
N7R4\$LIQ.C.F50>,>)*N;G/GAHZ_I-B#M BA=PA%>ONWHF.G3V.O_>O>I^>S>EXY-/&4A00_/2BM\7)!_0,*X _3
M;L=):%,"03WKIPVW*!"_V2OIK_K%62Q/0)9E",W*CSH;HDS'@B&(YMCC_MYOQI8=!O174,5JJA6AKM;9\37)F?
>Y;94F>AIQ<29N3NUA_SGU')?O-%)G*T.D#_0"O"O_K_O'/X>"F;@C M/DIBE-0=F75!<2K-R7?
^+U2^+I^*@RKPP*35:APT)9%IB*/5 WBVBVQC3J_MRZJ5&B 9)1?I=5HEGC;DL MQ?>^>HCV30/\$KBYW"TG1Z+Z%
(ZYO<3&Y;0C0G&-VDQC#ZU%5I1"ULFW MK/U50H-B>B_-8;87%SCG#VZ25HF04,I'05A <"HC2S)7.\$4K6LXE'4C@PUG%_M6?4E-
H"=G=QD3\$/7(SC4N)0TGI24CR(C_O<>NW3#5SN8@>?7;1J'W>+1 M8IC39V/W?(H^<<Y-
HD+>E;OR_A5IUL"7/Z00>K_.QW\$>N>ZOT3_A(IN>E*N MD82S%&I#R8VDPXL4TVRG=J\$-\$IGCN^>YFT32<&XB#EYN-
1B)^YX6C=A"l;H^>7&)J4ABTD?O@>G* M6KGAQKGFX)%=I@7PB#:=2BU4H*P.5^>\$F51=3KK'5(WD(T?/I^Q/QWI7T^"MIPSB?>2
>I<0IXEM(T KB2C=G@>@2@=\$1BL3=5=X;TVJH(=HOV^>^WFWLZG M;X9= "\$0.U>DKL!;\$_6/5QIZ#8IMZK.PP22X;"^>T^V
MGYXJ9;MD8D4Z\JAXI"3F7PT?>V^EET9\$YE M.R;TH\O4/&5I/= ?_CT4CJI^>H< MKLJHQH#&_&LNC@4Z"LAH!>A%
(I\VFJE)GP"WCX3?1S)FVFLY40>TG.WFI=H M"IVQ+NN;B>XB= "I*;ITG;PU5;JO*49'15^>P MP+ =E&T>)SS> 7?
+>\$=)\$Y;_W#YTLY'V6VU12YRPX31("OND#^B3TG_F0O MN6<%1W"IOYI'7%5C.G+ IPICYL9JVM=+UBT8.E/(GRK>&&4>260G;+>
C M%MF99;N=#Z)/T;V=W,O_L/MOQ 6O_R_MJM>R;N.PECSI%ICR5#OB(ZE%TH_M9S?6)+&MMHMHZ1W)">+K=+2,/&:V\$N\$/7
LDS9!3L)V37,O_9;IFS^)*P'_ M1;-&QY*&PG+^1!)_9G=+0(>Y&QSUM'HJ00>M6V;PCHW.U#TH5"1;_>O MG^8S+R_.E5@BZ7R-
68JG M"K3UAG&N*;;\$>K?91_8ST(XS;0QD;_'+1602587_KWJVC=(CJ;Y!<@N;C7\$;7FAAZX;_*OE 1G_TC^@A4 M?+PI2-I?
319LA#15A^>B?@B17EN6WC"Z1%6(F6=3R/AHKUJ?>GB8J;OU15 M=B884 K#@PZION0/LIONM;11Y1.HY(7
!0<<^TK?>HR,7M^>D;THIKJ'EQ% M9>NV!0?W6;NJYJ1LH+Y4R28= M'L6W_KH&K_(L1^>TOWGF"#8UDYOJ.D\$<@T@Y"l>GH*A?
7I;J8XT>2I*7NH MBXXG+/\$J;.>I>AM<I^Z+2H:7#8B_K9,F/%21-583>_1Z@_YF@XW72C=(B3"F% MWV R.W;OIS.?,9P&6CP\6-
QIAE;ZR^7=Q MD3TQ6HDA!A#>D*7.1%8&_7/Q^<(5IEF&_UU_0=S^>)V#M/TM*KB!OW3U#WI<^>X75.\$P4>Y(IV+*9SVSF
D_\$ALZV MJXY@>OR;>(>OCFWL_YV"*2L;_+>WW&I3\I&_3F=S&XU28= AYPY(C U MOL10?=(TZ7F#=/Z1KGTT4J^S.WJ>
IFU;H14YXGV>CPT<^&S E1-REWXF7I=YOH^E M(CM4^\$U^O^3="HJ1">+>FF8M1' E% *X-G*109H>PS!EBMLVG_9%32X#JX
MISP_3^>D>N.O.ND0N0I:OD0Y0(6H\UCS/I^E(VR0Z^BR"ZKS< DFGXSJ%1N*6,K5+E*=7Q
M;:C13R_*OOV=9&=/GIP^UWA1%K.O?>C_-VJDYB/B@:'C*Z!^V'A"l,42" _M"W_#^!DIA55U_"4)?
SG;+5:8^KNM;_2#Y#PCSH%V\$/'U=SDB^HY1DI0GP/B% MX\$GLGS"?^>+I6\63V2I34+S>A^>Z-7KK?>!8'N&7NGX<5_I&P&
MQ71V3;D>[ZCZ_9_>+>ZW&P3UOYL#IR1*HY4LIZUJHX94FD#("IMNG<6I-\$^UV,?^>#U1IBM0R_>+GSX\$^FC9%>S_6
MOHBW)T84K\$5=C752)^(A11L94EE07F=MFHUQCWR@8T2ZD#DCJ#V83J&BBU M;_5>GCQV7UR^>#^>TU!*_L/!>^>IE.3=7MC?
GZ_8LO/O_H^>0^>S13'PCBSY^I MOG;WMOYNKBBYJH2V3?3WSUD0LR+I%O=JH^>GL*H/3^>)M=000+1%5IE;; MKH\Y
UVN7.CIQ_@U_XBKV/%I>_S\H?C1_C9U(1GG&51A5#KNIV9Q65;OS M/IQZ8QE9*3-N!JEN-FKXU1#S+V2GLB5UN\$C?W?J'0%?
=>KS1L'4D3@%>8T2#=- MX/^!F4BIH3A8L_96>A8I(IZOU3CJ?>HQ+>+K;I^W*T/MGXDXA6J#20U ?"H MI;V/CQ+>A-V-
R.18I)Z_>IXPD=CJ=-5XH39A)S^>A "R(K@>5ZR,T@>I6S9? MM;)UZP)XIST?98S";_AQ#GF/1F"36(7N)&S^!^IW7%;=P4EY"BG)
(I0_K) M_U>I\$^>I35G8S1 38ID^>YY7 T@>O&H@93DD@>YR7VK41E MHDLO&2_>N3D+>J9J_\$7P?A#8(64663F(NJW1?>J;K2.#
M"TO>B\=\$H^>A*%?">C10+>2T!"&P4_Z0XN_9>O*JJ#B9\$4= MJ8*
>WKXL;M^>FJ0WC*5YDBL"X492%Q:RD1,5,0324<>J(+&#3O_>/_?>X\^>^IFIAW7IC=)N)K-J2 MIBZF^6N:IOILA)0@((MN40\$5\$3>
(3IR9_I7G;%5G/7V+4LHLLMKW8 MI^I@VU%,D%I+L>E\$)F<+>1'R\$ _M;_OIMSLW\$//48HJ+*7Z_*6IV*#;GBJX!
M#21HFVHW.%EN'W6KRMJ'ON3Q@>E M&K?>?Q8I_H-I'"\$5D)C/69C9)XG@>RO7KKMH)*(@SKM\$>I_%KV6,2"R M&R7= >
IF8Z0>8J9^>(A\A+>Z(CGMLGVQE7M7:3^>=IU#XLA^>O40I7A)*"LR\$L1(B?>X&F:5=5^>+>WETJ'T_/7O5E/Z^>NIT@>?J.9)^>IN-?
>G^>5 M_KZBAJ\$5PETT F@>?ZBL7D6H\IY29V3?LRMO4I&4P=E;CX\$;C;Y\$=JDYN057F3\$
N_.A=4;GIR!H7SJEM3OALF\CG7WT7)ISVU_*5(21^>X9'WFI_M3VB>_RSIOK.T@>R!^>X_8MY;9.N(O.GYQH+L
M4D'9'7LZ26ZUW\UQ%_1_YL9U'A: M;_>L+%;RF*(U>(>KVN\Z;@BY;I^>14:0(77-97(JL4A0\CFP)_N1^>V3\$;PZTF M\>?S
<1X_/%+>QHOYAIU%I+>I^>T'5.G0:QI=R+J%*4VSQ=H%;C;_O MJ'_A&/9RFD*Y@>E#_Q7Q3IF_LHGYW;?G=U<30882\#
MHJM0Q*#U122\$M2>F"29=Y1I_@QBJR#Z00URB1-I?01QRWF>J3_9'5ITZN@>E M>
<_>Y+Y_)1^>+>T8;G82N3BCQ^8O@>QEBCKW3)ZGF\$Y)LKDT^>_5 M60G?BT\$9;XI5?
I7*QUCL9WJK"7&12&D=PB54*KJR1^>R7;7PI^>Q9MGCZN5S96 MF IN _/I_M,1-%#3B\$>I2@>SFR-
>9^>P"LTV=&0EZDKR43@>D20)SU%6I_ M*T;YA)DM/UUYU8,B5YXH_LV1?&_>SHI7I_V#BHT\$^>U\$>3P^>H+HBINP;QZ*/
M1%>Q)V(C'Y#N9>V1SD<4OC>I<@>:N51N/MZ>NC)B;>YK9&) M4I_W@DJL4A,*WN0B>^J?>DA8<^>0H0\$>ZZK_XXE?6

%"/9\WN%= TWX\$T&K M<;GO/X4L5&*H-N\W+L"Y G'Zi6LWI5N2HRT)8I>?R-@^8>G/7"31 L.;>W! /HJ M@-
/K.-0IQ87P:;0+!^SN%!*78<8(1-#I#D;H!-L?P,%PVHAH1UVV\1.MC1WQ&4\>3&T\H8QM.7.M?1E!_#
! USH%!!JGVYX<7CW5_ MKOYTN\N=C?4\HFWZ_ \HT\I039MXZ:OLHN892Y7P&9J<6_?_!S.M.9Z<4<0RAOQ
-7)HLX*!2^I53I3I9@J(#!%LSHGC^Z_OD9QWD&IGP.^#@?)Y.%!G;?U"?*!_Q44- F\F7%7.N:8-U"0K:55IT6B6V\#)TL M?
H+52,U/ZO\@f@AX%M)CS.7FYF\N262\$"- O:ID57X@=W\8DK'&7A4?/ MX3U>Z=F#GHWEJB +%5E:2W&/F?
KHB::RXY;ZV%J;5M=?#D?- MOW&U)4AAYET7K=KDO?GEXK?I;X4+IV8FY"l= >ZZ3- CQC*H\J& M#&LD,,^#++^?_
L_9+V"6"- WAKPC4FBQ?0KM&OLSHY7:.#N\Q^@*TC/@"IF M/1?=>QX2A?NKF^N-
Z:"&H/6^QL9FK,"5NWAU85_ T10PX8I^A^M^99^.(P*% MP-1E:ID?T GEQB 5-BG1:@W\H1T F0L_V= />VS%T7CZNR;/L(_SUEKLHVW/+M(
/G?/760L2S7+KD_7^@X""R""* =1:3^-D@* = /V/+H3R\UD4A_H_KEV1-I//DN MKH;L_!G"J*!9<>?(@(*Y/2S_G=FL_.E2C%T_
J25/#V\0F5V8_JX:0\#;JAI MQJW^?NQWXC+HU=VM\6/ \$N)7I=M76V7\I?_WR^_ *8;/(B^>J8Y"*FI(^+2^8F\9
M*N/FTD\27OVIN+6I&H\FL?Q M.280\$?;CY25_ /WZZ\$ _@H 6_-W:HOB.\$Z4L8X_V^MC;O/BTP4\;F\JW;AO.)\KQ\%Q M*
I(1^SDC\X0INB;QLG0+>% ^6WWR@NW8K4P.9C\9N?WJ>:F=H@;100J*! M0JS N#(N8?CH\JA&EW""<=03D24
PFZ7&CE+&KBJM*Y M0PJ5IW R70NDH?487>?>(D&*USINA6M N4/NR B\MA\A\9*F\5H1N7TNO*A<0#5RS&H\IR1M&
(%#<CWZSL_U"/%KTFVFJ4 M *@>Q:06&*M@3;L\Y3HS15%GM(3_X;Q'DY*!4+ "-R7@KY0K6KGSR..M/2^I\W>C#!HJPH'S*O!0?
@6\L EYFOA;7UVG^ O&WV%PME<;-NQ&?3O=HKE M-BG6!WA=QCX\+!T/MZ^<?&H#)=2-ZP2ABCQ"!UO(M\.(4^P8B0
MK@8(ZZ\I8\JYGO_VBB6\TB20_N9AO\F;N)@_L/3:6_ VS78NH9XL5PM!C9 M&*5^QI&#O\I1P:1#*+12*1?H-=4
9YNY!@BY>HVVZK^<AHFI%9^ \TQVWV3?>I8YEH;- N M9^!R*3+5-FMKM.-\I%1%,Q^!7 %>3^9F;IPI&IV>EOM*W)8Y-
79H%6\WPO_MPT9%17\Q.MD(?KIX=6^Z;L;E/1<0+GJ*#_9F>OPJ<^_..E..<7_CH>Z\Q M&=(Y>@T)OOB;9?
UM2K5H.KO"C+VZNVIK7_U5WH3DE8(9P(%Z6?T11KDE%-D MWX=OO_ WSDG=WMLQBKDA:#KV14S)?8&Z>%U_M2G=
N0%JGH_<OGB+2M\+ M1U-J^..#KY.Y471^S^I'Z(GIUL1&.4H\JN6-V3W\ISO6MGTD5Z)CMISO_6+IU
M=GNNWSS\ZL/'N08?/L1.RK7W\LX^U^%>I9MT_BC-2!OH\$9@;WUG;MT+_5B MI+_37%Y2_\$D;?@VK7V;VZ>\$"49;DO
6S_Z;M1X_#HMZDCGS.2Z6\$41P; M(334_ -D1+AF,2\$=Jc&9FY\%Z8CM/X@-)/+IQ1A*=-.K M4#IBVGTHC8(GD
!\$/R;:l@) #1\$>#<-4L+L.K""^I QZL5 M2N0IPRY4 @E@+L506#; MA.PA>0\ZG
Q_1WX3K16XX%J/L 4IC>I8SD%NK3>EK.3GM\ JIC@4O+M M?%>2;DPVM6<RQP\$FB>))YTKGTO\$T5XH>'1B?IXW#E)2&_IR\$-
OX@Q^_H3#^ M0G2L+?Y;RH\$2\SC'9-IR20\$LCF?80ZVRIO3Y(08H6BI\$(3<1;8DW#O-6F MV&A+W)0LZ(C_U_-/#0K+V2-
K@LHUE\MTS"!\$!1Z_%J07@HFI"+@1\$ _XC\NQ !B*3Q"+M0C")N_VR\;7V"2U,l> MX7H\@OAF0TEKQ)O\HEN\GU5R;I3VD!
(IC(2DD;>73I2E(2^3#MR:9&&IO MZ\I7Z#DI\$;H#L#XGY"1"43VEDH=-Y/L&S0_*1\VA&KD-@9IGI%HR;YE^?_ MO79IV@J9)2D-
P%ZSY%,2\$IF(Q2W1(9LOAET;Z_>V!@^85\$0T=;U\$H(5!<MWPJJE);\$Z5-C1^?
FY&G&S^A^A0!0I<^80JROJ/1A<6VRNF#AGNV3!H1 MK71%LM_0H6#N>RZ2AUXL.=>JKQV#YMI=U6
M,FMNJEYRIACN%;9Q 4>)IR_ M.*C"S_ J^SNO\Q(8J>IZPN*Y<'SC <@V8PYOF \$OIVADPY0D^=@M"L3U^I1P>G^J4U1YD#?
#QR_7)&2 M.T0Q=DT<=3U9J\#2 5ETBWTGYIVGU,7;MG1U?HO"L-R37&2DCM9%A@2BND8Q_M7#3CZ(TYXGLHUOX9##Z><
E'&MK M1RUU\;11+?\$.UD\IFR>Z\2ZL%9%/_L3H\#BE)<_LMBF6+2^C+(>C@J2Z;0\$<#<\$ M0^7_+<<+L?
V@;AH8I<^6RVC#QQ,>_ \$>44/DQ^>(Z#_*@&,&^@8,**N\$YO MD(I03+!^?G<A\@!\$?F4 6V2U.V0I9(Z%Q_-5>
(0N\J>,>PAT+6\K:4XS) M_-B+X&8=?@^R%>3,CBG6E\C,21X^4(JUTKHC\9BZE\U\&70Q.KN:>4LX+ M)LX;:CC-7R(CU
MEH!=="IS/BGOQ-RRC 0=Y MXTI5 >_J3AU0#?2DN96G>*N^F0_Z261
M.LQM7WP9B<^_15%5*45PYQ1&IGME27^J9Z0F\ PYT24<6XE_0X>;^IA?<*TYJ1#QN(I(Z+?;X"6HKE/9^CA\$ZKZBCRP_)=!P(@
=-8D9C9DIEY1/>\$_ MW\MANLX@* FP2A0+^#V",H0I=&RSDHH;!*#_7ATG6U1\+I3Q>%G\AHR&;>^I7 M3-
O=SN MMT9("0FN7>-@;:<%D/_#L\$6EMR45)/TETX M&*A%&YRIS>_I4^HGL6U+YJ<8VHB1X4>\$>:(JEIFAV/+A1QTG@-
(/Q.QW+ M7U\;IXS:<FI;2VHK1/0+3,R);.GSH6"2;BL(^!/_O_95T7*!;HPXN MQ1NT-X5B^);,ZWBO\$<+>+&%;,
T^QW\AP4;+^F2*>\$&D8>XW3EKB\$P\JH+7C MI^<E)X24A)_I9""(M^MC);=5&5AC>"B.<%"P0T3+600?Q>R20"#9\@;R
M6_LVA(FCX=5%I_CU_.32S! 4IC"+6)N.B0\AB6M*)FK69FJ*K%3)4B=3(ME4^X1^*L=S5+BM5^5703ZA3^+\#7NE;
{Z\D8\FI;Y^31V%TS:D_>Q".(C M""(U)D6?0&DWKH26H\EH2\$X2D#8QJAY2CJ;08;1S0R7-GCZ/ZGW%CIY3V% M&?M_SY;-
_F\$GDI3M3E?>G^IZ7@_0U@BLO.R12P_U;4_V;K:8=C+G M85IR416N#%*<4BR&Q"=. &Q#Q&1JMHJZSH=IQOQ^F(V(O<"LQ*J
91Y^/ M7+T144?1%FI_VN\;@;YF:H&4O)Q(5!K+^O3\I?261@V4#_WL)Z\I9I25I8^ZY8Q*>I^3I3G089FO;
MXYBRLI3\IX\HMH1UG-LH5UV;=1+ C;.<>4M#Q_<J<GT=9F5R87BN&ZO#;
MEV0H08<5#ZELG0\$S2CJU\$EJYUFI%Q0MBN&3YKB0(C;ZO)#2\$E0@U5W+9^6VWLD M0) TKA/^347+A*K\$;ILC@!>M\$>T*?
N"SK2)!^#)7KHJO:L0 =H7Y\Y4H0R_&8BD(GLS4:YE613I7;)_8> M\IY#TQA1G,2C;0L%)A9P1DA^<.(M^>,\$^!^
^=N_2WKRI\ULSMPH5?_32RO..M^FI>@+^RHEFW&D)C#B_HW+IQD\NY_-D#L&I G8T9U!)2%O=IV=CIC6F@/_ M,&^1:CJA-
K*5A^H&2&RIO=0K6G4C4A!&O!U^AB8WR?>4*8;H%8P=LY;+
MRS_0QJSD*W7+H7DU;K2;ZSW/^@O:0ZB\570L/+4H=7C;IAHY#=-.B? MKKC@MF.1R^OW?^D4VD0J7U>"GMF?
ICDU\$ISU;/>MY6YL\0810%94GI6)F7 M_WJZ\I4(MOPQO46XA8/O(9^08_79510;XLNT&)>O12;H3A11BL<^VF
XC/+@IF;.\$8)E56R-0YG4B*>VN\?+4XG\%)5YNB2>#QFR8F MO3ABP)000^0\HCSTK&%1U/).Y2?1^2^:1H5\$^=V#"GN5:?
K*OKJLH M2J>S6.2\A3\I3Y\ 4Y9^"MH4+7GZC-/=N\$*.\$BNA^Y M0)UF6K>7#;'F\$B97\M_<^29\I\$*#;=X#+;*<
(^<VU.HN^3IRY\#SPFA/ZYG*^/!9>\$+4;^9_OI513W0+4^K4#(C\2^GC M_3VXL^?Z^Z^ S\;V\7;P^F^WH^I?28=<\$-3?
N1YM@F07H7^M 1<=\$LYI;O(83;);C^+H+\$ LPIXK4<+UT>=PD46@^NW6#4N\8XF1WMH@I78?
M&CIX;AK;L44)D#FN#XPVX4^"W4<22F09OG6ZY89(ORW;LDRF-P5XFU\+P=- M3B@+QZ9^6#O+Z^?T&=^Z8CG7\|C) \$Y8E\
%I0@S!> VLG,0(A^"-VU M^XB4TJV)Q?^PNV,#.FO=BH-K5Q\AKFW;\$6-UU; H/B?;I<#D9H\<9C%5F0^ MG^<_NE7B;.&_U@%'<&+
&N17H\$3QD_5TO^<J^TO>4Y7?Q4H&Z;=2FZK0HQ/ M^<H;4)Q%Z/E@M_-R+79FE(E\A93(V\I3_X\I\D@H\FI0\$&_ M9*;&E\I
(K+^TV@^COZEN71_K\ODKW#N.910Q+A,*)WPA-)7IY<I65^Z<1V M\$E_S.O/+N<^XTVL_14F0=L<1+5E!,FY@;4"BE5\I;.
(/ZP;6I&I+IDH8M M,>@QJ_55TV_G_M\^J^2D+C-I2FE@;8FR_DK%)S\J4JGS6O>F^L5SL;I&O M#I.O2;D^I6-
I^NRC\$)=I7=#=9*PIGL_+>YF>OMJ=TYMK M^<C^HJMKUWDDK>;AG;.*Q/V^1SA.SVRX B5/I7^H^I2;D+H,\$# M=?A-
!&*&I82ERPBNBV;2^@4709JP11/>6I0XH7;>);V\@_2^9+PZ\ 7P_H^ MW\$;9^?1_?V +055>CVM@D1=I-
EE04;U(RIR)D\EHU2ATUG@<\$1L0 MV\$ _82SSV1Y<@9+2&)\V M@&T;(<+T&^R)CDO_B7;1>X;N+&PDTIX8N3""<>>HM-0
;.^PDW122Q"3/0H M-J>@^A77&AJHIZ*4+M+JMOFP(C;J)BW^R;"^0K^/_L^X\$QUBC3 M\GHR?QF1^*G.EU;1SY\=-I-
5Z8\$0TB1.L)9Y<">\$^NL^XSH0H?S0\ MYD0I>6M7E7\$P_Z;T@?3)>C^G\I\$;.*8^QQ@;5@_ Q\$0E-!A==F08V8>N2 M^ XM5T
=V3Q.K&NVWL(GE;X^F;B\ M^L>/WIS\IHQ4Q(O/KN;CGB#T52%Q_ GHINPO=^L2 M5%&F>A46ZH%GH9-P^U\I8YE>M?
>^L:9Q)@^(B N\96QE_D+)1?HC=P?>PX\IHXMHIC3-^@>>K2\$Y&PBUS3S/N M#QF\$".W=XRB85Z\$WT.MTGO\;I<0Q3QX
MN+KWA-TD;L3+F%Y.?1H\7 G@-"PJ?I#3W L&* M^NM-W1;<2I @;N^=I>)/KX?Q2I^I^J^/_+7IEQ_NY5T5?>ES^G6^>U2W^H1Y?
==C^*4@PPODLRU;645Y70CA M^L;PENGZBX>*4=I\H+SM&Q\62^AJEF4L8)"6YF1CO,AHB*)/N\$J\$[/NO)Y#4
M+6B+I9I^9ZLI0/O>K;J@;N\42!^*WODCJJD7WT\DS^8UE>#&@?W3_40A(MCT;*&6#V\M^K9+8=-I^ZV2?
2\IG0_Y"/A54_ #C5VEYIYB693HZF1+4GC.Y MHK\I^G\IA3&_%IH\41KISBKHM^I5/-6J9K=<^AR"#UB^XUD&_GX?
F%5\A@A1586W;1/VC))\$M@/1C#I0_I M)8I/Y@KADFN8R1K.Z#632!+Y^9\$NQR_XIHI%?LJ(W^*U;JGQGMKC^H0S M(9=
<<)>^R^PI7U,K^@P)\$;_HHW<=L&JVPYHX2W.K17QR2\$IVJ=<_JB7_M55)-NMV)&UZS7RI^?TNT#OO?
6%@P_5IUZO6D^9BW10U.P\DIW/G^A\IGP MI0\>PKI7F(\$&"CE1MF4"5_(H(G.K.T?ZVX>/_X;UW(^<^ZAP&I.0GUFO_IAMF"
(3BK_X%4HKUGC@J;8Q?DPP-K2A^&9&RVDBB)5?^5" M,CWE345-V^061<Z5FK^711>=N^HUA6&81E(4)=Z\5W3ZG?
_O%/?3X8TUHJ4#U<%IG&A3E1^&E^O@GR>; M9?Q=5PU(KID;^7AK61DX<_I2ZSO_+>W)F>@(^XI2<=5BU9V5;K0@.I#5K
M@N_PQ<P(HAC?RN#I#Y^I^JIR4FFT57KSID\Y+^X%)"+7;S\ M^PI1X=IZ.**R78\AJL;MP;W?ZU@G5/69-
^@KH"JD<.&3_ IR@!^";V^*&NP5 MN-C&\7.V%UHZ\$0L+%/T_2%6.WIDQVUP)P@>U_IDAQ^>1D^+T/Z@38V\IV-V\X MU"
<^IA7^P).OY9D\ MQN=%NMN0&@6)E\$&T^I^I^Q=V(%%G&I^F;T^QZY?^Z38JD%T02^FDSU&.& M;@>;JKU6X\>NWU5B)8Z(I8?>.
/ZA5_U;D^+>(3_-I&26NOHGJ\$Z#^X?MU5_M^<8HTU^%\$1+8#I/2^FZ^W6G,D^X^J^00K\N4CDD^G\CSWIXMKWCXFP8 M^HB%
U";S.C.9%;66Z@HUKMZDZHZO;B WBL^+T=I^J=< M94P&A;_I1:O?%;BOV^H\I8&4; MB^9\$RTI0)P4UV4VBU<^1>AG5>X27
M)QC6G9S_610\H8BJQ75/I>YJ2NB8/5_&L\$ N\$^9R7>T\BKVO(C)U\ M02L;P;65SP\I(Q4+XK_BV2IYBPD)Y>MTSG>2=?%S2?
L0-(W10L.X.UV\JWI M^I_K1=[Z/M]Y\W^6I^A\$GU)4]=6X%<@1DQ>?UH)#WN3L.82I2R8>L&ND<
M\HCJ84^7I^7H9\$<.KNJ(9_AJF28;.*K@^<LF6UDSOPGRC.J+M.V%V)2OBED M;FW^LLG0_8UWA%?C5I#I,\$TWSI10K9^"X^=&

(#GVUEI/P4>(?U9/(?N;34_MTIAB\$H%AO)I4H!@Q?HG=I<3/Z/Z#2R#'.TZD\$'9#IE=30PIFVOXP"7IM/D8\ MY;CI"(9*9;K370<+J? V8 91\$S"9880?7<=,2QY)P8B3QR)"X7 MR2!>OG)(R=XSH,OONX#0% MJW&K;6E.?:%5^J#B<5T GW%6G6=?/YSF)^T M237G4ZFO>=>UR;C).Y)S&HN;2CM/Y+9Y4_6EP1?_)=(H22U)I(A#H#ZRPP-T ME_&BZ;VJ+Z EB/=PY(F10F9B4Q@,OX&RIMWB^#G%78ZG6_.^5+U>Q+\$RJ#B.M(C+@%^^.APM28_"#_,\V8PG_IVFHSWTM/%," [HUAZ;"H9ADFM<(B%%S(A MOX"l5=)7.A1N=+_XH<3D2M N%1HK 0l=J@)(JBMJZ ?Y#.(/1; M^;0'WQ^XL/OlC!_ W#W.? ^15UCI8^N&8Z MTI7)F0_&2C 7WN/OPTUZ_VDT'PG"-85 RWNZ'7FE_B E\$WY\$ _&\=6ZH5 MM08F<72@;G#%EKTBG^:.904+_P2;WG=I"U*RHV18!_AN%Y=@/IFU_V4F11 M1UM2IYQ1'V_'l\$ EW=QN",M(-82HD1^!/HP M&AQT@_XXY+!,&2SXZ3LO<1(F1W Y\$>B=TY,X C F6=7(A#16Q*0'H_!ABZ;R MY^4E&B7XR;Vl*_SjD'50H;V&.DO_UORVQ4PH#19UDHT/OK_@I03; WA MN%HL;Z;BT5_1\$^4"@W+2A_@A2KZ4#(2QBP&O1CT;V50W!3RIQ5JJA"%PA; M9J7YO*4& MV2;Y=77^<,%T'MR@-Z'"Z#W/Q;0NVPKRl;R;@JMK1JR-5'T;:0L##5\$COF M- 9%\TRE4TQ+I4J+P3'Zl.36E3EUK^KG'4W**V MZYZG>6W5l%_",CT=HHRl\$4 EEQ3NB#ST@JQDP(L'6l;O'G)C4?Z=Q27+T MK=NN3/GM,(0P;\$JBIZ5GH^U9_QS;JE%^T>FAXA4N78"(4H AC9_,\$\$;U! M%;I^4^ I%\YC!M;JC77?N14?"4T7U!Y09_W/) /XINPYX1YW(Q_ M66">L@X5?QK!IF5&45Z05FN@T>R7,4"\DVE@F,0/4")M3&@_!PHQCP T! MZ37G@I6AQML_%X;NNZC;A>%5VT>B#?25TSIQ_@T!%IPSR=@/!S;1!K!IDJVI50>X8S7@T%"!;KF(?)#LR?(P MIDWl;GKGC6P-J(T?O\$5l)/4>S;#l'U8&B_l<@E#3VF@N!;7S0AX0<0);LX M2+V%COCl l>N=l^6@=+/_AE9!+;83BF^C;_5;+K(%G9l7HG\Kl"X" MVA=")RI01E_9N>3(CV3;W#F>W 9C_2J0@SN8A*(/TWWBY& [47UX_=Z&_lQ;^ Ml*Xi(LP;RB2P0A^Q>ZNHZLA%EK""N_4NMF"!_S0GU0F @3 +/D\&RP(DS!XU",_lO>E?4VCB/AI_T50H !l\$ "2=? K(S@R0 M22U.9Y(T>O;l=(GT@&MK'3G^/?+8l\$4I4C.Y?@*Z&l\$UL2523K8M7W M(8,0W0-W(>OU4;M!>,)3 # \$ ZVU=SA^+_R;3J&6+LS7?*.SOHS@%/"G_MTSXVINBIY+9\$+_Ql% ">BPI-Y3;SOH;8HHlCE^OLDCE23*WSVA4Z9&S0 ^KG# M>G< V&3Z"(0&E!2UF!+<\$8FV(#I=+OM10ESQBY#l^FZOGl5lP=0D"KL1M47 M&K7'l7CRN^,4@5@>\$!T),\$RAR%4MT^96CGJ; M1*"-72B=B.(H!>S;_1\lLK;l8LL,V<^_Y,lMZA)B)P\K.">=W;+ 8D<,Z MS>B<9"PID^O=0)O&SHL(1CJUC7IVXGR+8O'RO @*_l_24#> M3J2Z+E@FCFH'OGE[8+^V7H^0JV\$P*!3_K.SQ2S#A53;,R\ (XG>>?V0%E* M!;+>\$L+2+8Q^N+Y_M!@+57lZ?5#864)l*(LR="R.5QT;S!%l' MB)J1S9M@BIQD)7/l^*+SBD.El5lH'98WQY82=&KP5)0EXWW'4F*W ML!0V'T.G/Q/<1Y*!3D*0Z@PL M';2#TVE6%UCY"!^62*X@lOODFCU@PV M*H>FY+)_X*_D^_@4YM QD7\$C>&U7ENQU@/_)\H1S8M)&IJZOW'6!A(%RP M")&^/Z0D)7/6)RB2>^7l<*! 2@1 "I>63&0HA_*<%S@X,Y&U+WY9Q;?S1! M=0IPA=0H1Y1fC(8-)R0B&D6RY03)l>+*XlZ,7%DRG;K'GZ4'T)8)8PN4%R 9\$V)BJ784E0WWJIB&" M8XB<03<,R@3^#SXIMF9B+ZJ2A5XDMQF2'@ !04&_0,'&=+l^X\$CJlP0E'N;lD=Q>=#B2;^09H^+92N@.E01;_H';W2AF2PZ^X(C.E.29F_\$4 M?<2TY>IV/460J6U.YGK&0N^8 P)K9?PF;F=&GC5EYA1#Nj)/PA00l_6 M2AB<5^E;7 LOJZ_K0="S;Z5T@D(283 5N-lZ3ADA1^U+!A9\$Q&^Q_ W^N(SN&3IY45)V_lJCF3AQOHP@E8M!;9 M9XA_8PYX*(@SY*#DWTZJFXXC!+JE< &X6!%*9)l54+!AQ"/N&YXP#_l= M"51FF>#.\$"%IP1=AYY%TJK(DE%MGP5 A4OQ*!OUDV3l0;>#ZC8l-JJQ!A*, MWV63*&Q3%_.B,(F+YHl5PLl9-3M_2?DCLX*&& (E!5_ BSE.\$l!>_Q=CS? M4;C+X/_T>U;@LHHS1(C?_,"IK!G;#@("H5);UJ(T18TE /#;ZNY'(7NHYY# (#QV)'H>, M%ZZ\$DD% &8\$SDCT(&24\$U%l5)DFI#BU/_ CV VEHOX;P&+N5RG-0(@+7CI# M)X)7=O+L_l850D9;l4"lHP8Y_3C.EF3XD;Q"!?#X;AP-W03- IXC;BC6B> Ml<<>_D3G<#BDOGN>-l8.S.0l6!AH6l5H@4;KE%\$1l3=W3S^GV%LHl%_.B5 MO*6P*%(l8TBB07@2,=!G(MP0)2;l(GlH#R=Q>348 M82;U%5l) M?+1"V3l^1MK_HlKYlF#>- P/<+WUJ5&\R=G)J>#;9NO+AS4JK%0!;?l\U2=#W33^*(C.RG;l9lCW;_l_XOX_ _#K.6;4=@+3lUH#LOO9MMD=_'V_ ^BV!l;W9\S" M*1TAZ?4)(?lNY%@"7)\$0!UD?H!SN&AJJ36XS^CKWl_ ^?PD)35##4; Ml1R09;9;Sl#T_4"C%R_979Zl0\$)/? N='K'+_lU.lUEKOH+^Kl;N!9N!W M7)"US4lOFN;4> %4="*7+?MO'6DY_%L27+M^%\$W# +/l#.BC3+;=LPP;H=F MHQOVVATOZH6=98_V>)=_2Z;05+M%23UBl_7EC@7B14&P#AH(GH?48(l \$Jl1-T;?lO.G(AAJE&4T+ HB5l)"6\$^ M<5E#7,?Z98OC8RZ9;W? _%l#;F.CROS!AVMZ2*32YRl'61PY9F2JJK8Q+>l.10 ME"+\$; S(lSU'CR>/E;l>CMPVSAH;B>? XE^JU_\$3VM;7?SDZJM^6NBNFl6 M7l;XENlW7WY=VW*#5USF.%800&*872MHO^HRUWORl^;65*6/+>);JN*M>> M HF'lAA^4;&*R;lJ&F;H1;WU+l&/Y&5\(_ M>M<7M6;KlYU#+UV;FZ2J_M^KKl=H(JRCB/K8*!S? l4J5\$".YO1'GS9)X@ZN6VD*!G;Kl!6_l;N%ME!H M9VK7=@0>@4#ZAF_lUB(23)lH#l%58_Z\$S2@UD)l;B6"@_)"E5+;J&DKDZ; M#=#BWOCEK;N2U@(+S5R%YCHI9KD"J_U/2/&5l)G>AJRUGYXEQZG!_HP12 MP;_lNTD/FV\lNSLk)3UK&- lVCY+>#"#NFJO_#)_FAS"IM_NlHK_FT?K M.6l@^DlFIM&9K_C.AWZ9_lWPFL43;M%_5@4^UJ_l^X#RR3;AZSA#Q.=; MY"!0K /#_?+>#7?66;2E?l9YGNAW;l@_MOE=I MOEUMOF0=VO5YCO0YEN;lH6;lY8VWlR;_lC5+W+4^_lQKSW5YSl'TT).SO MA""8J@@lG03l%XF_1_288Y N(^XHU3_0Fl+_08+ MW=466EMH;_&W4>J.O4MU=N,lF9KDWK%_ *NRKl>(H@X%M3*_9BS*?>- H/H28 MN(M;2V%_23;CG&C&AY@Bl\$&5_2BSCRl@W'lG\$^&X9G^;SV8>PVVl8TWlO_M_X+>7 l&"VlK;l;MZ#MY+lX.YE#l6;\$- E2\$!RFDlSMZ_"DC(MY CBLK(P_MT>H+=S0>?S\8_3;?KlYQl1<@ODJ_l_1XA<2R_TGR%_<R8POVO_.W9lL_ MD? 4j3*)P1E+SZ_V\$@lBIN+;M6MHL;l.LK9(6@#;+&Z%OJ\$G>HlKTW'Rl^V'6 M3Q'VE_YF^4MWR;+⋘ %HlIPRl^SN8K3L;D&T'l'2,l;5=6Q) ^lX@?VD ME>W;+6UEM9751D8+0%O9;=\$WU.KN8/#K;D'PJZVlMK*;l6.U_#ZZ+25?;_J M* <\$lK> M%#lY9<=>lY4<,2l(OBSZY+;U^,ZSl+H\N3KY=GOU?&1>?CU^34ES7\$IV_M^_T)V87)6)P^>Zl3"V,lX2Ql1MR=l0.C*6'OGE'2X" TW#l=P=5VRlY_/9P MN+1=*N_KGFlQ@YO,2,l)N&^(l>UDFKZ9- HWC_"\$/QNDX'=&GZZV^_lHVUQV1 MlF*_lGC;=G#SY;7WM"lL^&W3QAZORlG)5PD)!U#3A6)!T9C.GCIWNP;HV.WV@/l MSO3ZHF;l7=C2V^?/267E+lVXN(^&2;NlYK_Y(3_5J;W55Z3^W(SB_L.O_M_lY;_lDl+UY<^<0VMB?Z_WP*(+^)- W8J=9VWW;l9Y(G=>7l455J MD0lW8X)!T4B);99)J+l.O/Q/SC8".YD\$@?"99=T;l4IE @_M_@%ZPG'B1^%2OGG_YMTW" (=NY/GAPU^&N;l17MR>7EY^S_ ^E_ ^\Y/D9G_M%Y=?T!^C!9NZC_A,S!Q@RC)8HR^O?W?K?)S=7Z_9lQ!L'G45NML%ABHl1 M8YlN_SVl?S\QMOl8=)%&0l;2YXYT;M^CXFl_ G;\$#WZ;S)7HSQ_>?2C#_Ml2OWQ^_l_KWQSl_/#GCl^_&= _?/S#_ _NW9? O5.Jl=M=#\A\N;lSl\$ MM4C;88B#_ _0A1lZH>Ll;H5KlZARl)!@Q9!@&Z@6H)N<(+C)^Rl84l?S\N/_M'6,B=>(^G'YQ- CC9.Bl^R8<*WZ*SVR30E_NH-EW/WDH^>D>?S7RF^B;+_ M&5Xl69#^Y9lL_"US_G_M8X;_<(A9 H%E)_C(3)GITH"l-X)YMN8#-PEV MWSQ3YH_YC!l94<+%+X^TM;5)H9>T6A0_4_OX67H2Y(C^+AW;QW;_ WYRNV53AP_l_K>H?2_Q M+?Q! lR18H0l^DZ0'XJ=(#lZ;_lLl_Kl6_<C6Ml0Z0-9O"E93l(_PV^HH M?WCW%K^D.S\$^P_20S\$K;63W_/_Y.M"l_TTWO19>*QT MEAP_ _ZV2l;_4lR9Rl#S"7K_PP_O*6_?O/7_X(0Wl+^9A0%*6(lXRlR*3lLM M8P5_8lL;X;OCMl_(*ON#2'Y#0IKlU3#;+)=UPFQ_*JCG6,7_Y/YX+l15^RZ#F MMJ-_lFTV?MU=J6\$O#_D'(^? Ql>N\$[A90(l=0Wl3?^E!85?J;5TP_G##*4 MP%?BR^W6#l<l^X9\!X?EG^,HP"LR>@@^W-U<=El>+U/G)0JCS>XM5'E!0_lS-MBY 2Q;^+T+lL/4S_=79(&XPWMR3?O)_%_&BGZ*G'B;Bj\$lY>O_H(JXK< M^CZH8<8- :20^l^W92(E'EF"O67X5_lY&O.A.V0#>\$6^X)5YD9;*RHP;H=W MjH\$;_U+;E^99O"7,4CGW- *1W_?(GlZ)\$l^? ON(<9KF2l^>O4SIR2l^=F/S!B%.?_#EX?AMJ=TSVAT&3 M76CCNl)?S? 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MR>MJ^I7>Lk6.D0M855ID#?TnLI-KO)2D)BB''^T+9 A^+H6%M5 M4T0EX*RD^H\$HIVNA4,Y3LJ,YLAK3>P\$ZD)JO)C-F?
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%o;\$.&@KXO!Y&+H;0D:1:CF53UYL.7R:O!1MNR46PE?NCZ6R<0M_DR+\$38 MW?*L=@>G;U%TL0%?ZV3Y#?"Z%-U=?
_L9"A#N7ELE&_Y925=DNEE_!L/L;RD4; M/=0L.Q<%\$D\$>_BZT+5A58P6*P92*)C\$555H7(IJH)_MC^EUD.M&*S^_6PTI^!6LB.KZGL-
'I36A*DEK!3!>=H0(SN^V OVAW+H*H= MKP7!>#T.#;Z^W.R+),DV6^AEF1IC-P6;+JU.2X.SVM!U9;PK*6MS Y1
MR>C1>K+13B#H<^F0\$ _VF%F71<2IGCG77U?I?E2M?65U90AQR-71GGAIOX3 MN:C;+M61^6LM*KZN6VF*2'DT")?
(4BT^_I"=^*0+1GF^L2+!=^*BD;^*#\$' M#L5A^'CG+SAV_01?QIZ+IUM^HYOK6&UUZ-H5AOK9%WP29Y*J6X)#2T+#+\XA
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JZ_N8M+/_6^8C@\$(H;9X75A-LM*^=^^IR2H!@^OWE)O/I7J9F2IOE MF3?; AS5M-/2?R.%
_NR8C)V3!>F>_6RD8IK7I<Q;P_&=+I QTV?;Q/\$& MPI-QWPI7F73#2VT=".:S>WPL!VG//K=0&M-S;!@G&^<-SN)H^__0EM^2\$VA
MDY\$+!WM%UOPTWAP+HK3I>Y^;.@+=<@@(U/(WR)+_25!&&7<(/L/R?%64Y+W! ML!;?G8QHZC^&Q-2PS&953)WF(*)GC0/03-
(LK/_>^T8O5EUTNQ!5%2;)M\$) MVT=I@JY8^5MSZ^J#QM5T-RRJ5&DK8\$#;Z\$O5D=W*@"00<,_2>GF_+\$!7I MS,8D7;0Z%X.!%
8_XYI4O_K5V/D@FE.?KYC3X\$*25X4TU#&W! M2B_!^C(;%T.59)&.@ZIR#1WO\$+2QOD6\$;&8^!CB7Q^=PY0\YA3I4I^3:0 A
M>|J>ZGVBFZBH)W8AWFJ(VF=2VE9OK;|Z%9\$5>M=M!|QZ|V7KQ5*UK6\$|7E MIAZHY^DF996WP9FLH^DWB6H LZLA@?P.-
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=I@#^_JE=H@I@^3^N\$>#P;S3VJTV*"BWIT6V!U6= MID(8>YNWYRIA+F05_%YF&UX#;R5GZ0E1O9W^H)FYA)
5GCT:XPF:Z<|M;%Z MO\$%ZQB8@ (R;<61L*#I:D#9A>I^\$L;+;A/ 9^<^9DJ-%CC)G0X+*7464.X0;C MP@DE,PKLH=R?
B9)<M^")>K7S^S&JX_<3W1=U;VDMJ_6IG^#10I-GHC6H^"> MJZ8U;_WZL?M_@_8&^2C+X6)GTU!;OB?
HI8>Y">_/6PIAMY%Z^9O23VXG,X MX3F^*O9DM0>M^5X8>S%35W7^U9>3+32F%B;WXNA+C+32?;IV.E/8?)37:N#
MQWID9W<#.#)DT>|99I5I;X>H/V;F)E+R_YI>SOIHSM M2;N4HPIF!1>&@;K,03I(APJ2KFPP<@M^R=I. M&L5=PP??_)U);1%?
\$G>V9)9V@I6KZI4VSWL3_/\$+BY8G-V>_DX3_YWX6.H>|G)1HAAC^1I
M5*+_7_RF\$;XIN&^G&Y8G%XP_V&V=MPTBY6H/YAUJW7/M6F6 M8S#=#@Z14, M;(*DZV*Z_)OS@;?%9>"ZMB%(AS:OA-
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MER^_A+\$_.J\$NU74>^*3.)468WDKWS0R1^_Y/I TB928P;I M6V=#:T^VT42HPBV.GWRWP>!(ECXH(+^W>^9B."K(D:??^DH.0?
+P^0=.8WR M(00@X)P2JTOU;M^@12V6G^X^DTU!_ASB.>W^<00%7RL-47/YZ1XH!%;{
M<^T T&5^LLN+^N^3@&./2/I*^ZU^MLOO/^:7A:66M=(4L)A(%_%+S^@05I^M3EF2;RLYX9NOC_IU@Y^'(I^<+LEUVCC(I"
|YK2K6%5^M^VW0KG)NDQ/7(< MNDIRR+0^_%W5T/7FM.+>B>|^L|^%5D=0ZCF*P"<+6F
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7.<[H7;I?Z;/WP? 2L_(CD|B>?\$.^">HJ?Q OD11UB1|D=KRFT9;"; MU.F6CVI+F_-=DUJG/5S7VNM./1749^P^S@%)^1?
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^RI^N3PO=5KY87IG:1I7^N2@NS^Z3X@X#=#/;^A!9@YIJTM7 M_DTAVE5Z8E K##DN\$@7_N.G^VD^+TP7<1S\$5EW/7Q1I^E8-RA
*TZA-6W MISC^MK4@H.3M3T_) +I7<+^*F5-I.XBKZV+9_6?2J_YDPW>RA_YG&X3V2A4-% M|G;(+259^AC%_H_G0_2|NT;+NZ^H_2;
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ME^*8,EBKXEI=0NS!^*8)T_.W(=/_K^3(I^FPV""J1UN/E=9>=KH/Q?Q1<#6 M-
L;/9.Z?)T^I#NURW^*.0&4IF5JA7>GQ1/NDWFZ5%Q)G%>7>.%IM(SZ7+ M7V=-P>F5FI^N;:SM.HH!";7=K-809.8
KB3>7ZK07346FZAS=^0B0;Z&D M+;>4+S_ \$VZK,ZHR2?EOUDS;,MSE&3R4S -(EAT/ST(Z?8E6?O_00\$5N=G#
M7FK;T>1F@>TRP;/4M;"X DO;IY^HG M%40+M50V74>)>SXP8^4ACY UY3E0TZMLNG2-
9\$.E/8+UYN.81Z%TOX6R7=&L<^|ZV|^LP K;Z^3X| M+X^",P9ILY^X0FOQ?1&%= \$NOO=O5^6L_39.@R@A_S2E1^K-@/?R+<
|NPJG>|YWO7G4@^\$7H9X5:N\$.M+09^O^\$PY^P)R8BP^M3UP>_U/?MYHZN6KH#)/5 M(V;:KAZ>N^VEYQ"
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%V^)-9_).0>|X&\$US)FIJHNI^K MMI*^I^8\$AWCM^*U|/IRU^X&ZJ1A.XRM\$Q?U^A.;%>82A%&IYSJ1|P<0F!|>
M|G^C|0XBCD^ODX3P)1478L?IV<^&DYDB-|LI^B;5I\$S>>=WE9P^Z\$=3+MU6
M9%5I^_A,;#^4\$;^4\$;XSA!%12^1TTU^A3<2CRV8%*JH^ZYH;R;.<V5T8 MW24 RD@6Y_OLRDI?"A>/BVCC_SN*;|P_%2LD/
M@A84NOJ^DP;^Y ZB|^;GD|YQH796FW|Y^ACC6M^*3+M3=<933|OO0^FPW^X7 MZDQ;=)^&9G+P^A(P^D#D MOA W
C1UUYLPE F<^_";PFV&=.PH/-U2^M%)>I7S^|^*=^80TD7U<-I.11Q M7)/X.IWO@^9VY@PWT(5^H#"X.T;"2-
96UM;4FWI4^OF>_SU.3T5U^O MLI\$)9!^N#DRIYN MW8VDJ-OS0\$J05?2^@ZK_6OKAD57H^C^W./2)U)G=1S20/4=.;N&*A_!\$14>
MQ5\$(M/OP\$_.V+2D)V%^*_4_I24M6S19IC^H@XD8)E;8T_J^XM%0HSG<-G M^DLC#;.\$SOID9I^! 2; M9@M^*34^+8<^
^E5C^B|^*E+^_#>0^IPO+3BL;QMHCNN^H8^47DGP!>#&+; M^VQ0H^<B_P_K7GYLA^Y)XW!%;MT4+^L|SR^H=\$BUQ<-NR^5D
M|KSB9^8@>A.I1H&^XZ27ZT2_NI8/HPORHB42^0^H<.;R+>E>=IYU9H=P^KJ M.#16?
HR"+\$R)R\$;U>G0%7P#4Y84?)RFLXIK3K+O2P6K^BI%SG^+F+!0F6C*&
MV_CDJ3BE\$79Y>G;3DIVLM;M|NR^P3_EI%M^!0E_%YNI!""2D<2W^6Q3K%<=
<I8%|R4T.O%|>^%I^U8BBCC;2AF^C6UWI05G|>10+J(1^GKOS^VMHW2D)^+I_FE4UC(^D-W!^*#W^Q^ MP|Bj%,1!(M8^<^1V3G9W"
<0-L.AU^J;=000^8?_9#>?U^<?P\$?(L+MU_9T4YJ#A9;8B4+I7@_7ZZWH49G> M;I8_*KI>;U5M;?W_Y:1^R2%""?(G+
(GD;AB^_P3S3L^2;IAKFYG^MJQ^ MKHBCJ^P^<=;8PB11TW1F_!""A7;|K\$D%1 LM0/(-)J3S3;L1P;BELR3QS^U&3WE#
|C%) +J0_78L%("ZZA&G.@1:D MLS|UIO.YYA^P&Y^|I;.(9_5E=3O=0JY1J+^ZE!(C#3L3X6>7(<<<
M27CRWF;QL;.>5JF9@Q;KOG|OPP+6B35_WJ;_ HE-@K?I_0^TH4:SUUQV

M#HZ5H/P=ZF03NHE=OLF5)Z^WEGUF=Q<;FZZ,ZYE5U5>PW1F=02,YZ/8B9<1 M\$XY:8!4&U>;<[VIBO
:,OHJN\A\74#XN(OOK69-/1UB_#Q@Q-R#6K^P%(Q^W M>;B1=T0^KBVL(I)X);5^29/=0"?E"3TZF!,KPR0;AI#+>5#J6B>WE*D2C&U
M^!&[5S,H;<=<N'Z1X1A/I;?12>7<=<?G B>W7L*K^MK MJB_3S4Z)C?HE6/M@2, @_4&J\$IDT6M00;<5GH3>RV-
E+UH3: @,; VHIHK+ B8Z/>+16I0=LJ^J3#>9K^@C?FDFL;KBEZH!N;H_03(BSK%/ MY&+E=1:3!X\$2:12",3F2Y/3601XEP?
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M8A14BF"K; %6JA2;_G2ZH^%J="RH%)S^= 271\$)W^4V%,H:=OHLBVUN+&PF M/5&ME>>797*R-Q^REOW7I^,TYB9%YNT\$F&^L
/4_#Q3_V(LPQL?B7BQY\I^CT)31=X9^KC8E,4DK^V M_"\(JBT5BE(K!F,"ASU&H3G!;S9M<"#L6=J4Y74XN=I^IV@P?>KN>QL,(%+
M7B=YI@PZ!G=AC!V;_B_ "6"R>D(N M&E(12H4LE6PI<93+I2;K!F)U^CD/A#=#NTODJ%)_ P^H%)X_4E9@9"E" _S\$H
MZLX\$3%8:0Q*7D! (7(6W2UU%);6X4JRGQR=Q<^8VPI\$F;J^J0B9Z+5_TB TME MOQ;#"-(-3\$"%Y%F:Q
US7(9SZX8(5UJ^WVVVK6_-R=^MKXX MFS9LNT(QXSD)42Z-72I9WI^WMN[FDPZ;KEYJ>J!(1DZ5-S^IA%!)HB!)N
M+#+^EQXMXF;E)AM,N^*WY&R%+0C9)9+^BRIZ5O*3=<7/IQZM7%AK! =1H^CN=TJCDSWX& MKO#-
NON&TMKU,BQ!>AG>/(+!%NPC.<9(K0MT1XUI^8AP4%QNMGC^TQ^S96D_R MMAI6P^#_7ZAEDRI!;M,NM1:=P_G>?
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2+>A*>KH?WYDL1X;D^%U-J\$!5A^5;0>I<(<3^X^*_@LG;5U@U5 M\$111F^H^83>*(POBEDY%CIASW92OS16A9\$+A
Q1Y8K/I&;2DV^I<^N!81%_M6<(%#X=L\$8J)G5%>W@@@D?F1ISMSEW;5_Q_ M752F-AD6_4*E\$Z-T<#EU(&SF9
=@8,6R!>;%\$71UGV\DW9_3BB,7@<+^VPIOW M2V^*F362H%;&_OP8!<(&0%%POX=H1\$!IC\2>13/U& M(
5;CP1_H8DCX"UTX9FL1M!_ENN?S213^T3/Y<_&XM_?2TDf M^0^I.K/7VZ!WF%7_*HZ311YS\$)-1+!TKSZS8>^?X\$G)
71)I#0_3^RW#2;"_M7^N;")U_@3?2E1VTH_-%Z_@11F3XDQ=8^8SE+(&\$9!=F(Y9_V/8Z&4ID3/\$^C MKZD&JE;?Y#?
XP8>G6I@VN\$K5%M^I^%&\$D_Z8R-IR9@IBAJ^B+&Y6IH^!=O8 M5?="7J_!_W_KN!OL?_!A!_QWE+ C&F _FC_(OML?6:)?E-I8^I,JJ?
(UQW,G MI6HDLOX5I^HFR5H(+OX\$Y\$0TT<8=2=L5@K6ES8^Y= 7JF^J35^_N\X!BSLG M0)\2PDLO/Q%>1P_"AYS8P-
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O\Y_9TG)H!;9S;#(TD?(<=7H^*=68TJ/XH#J;_>;W8E5@O_0(O MRIV='NPI^DYI+1T\$)I" _GE8G^JDXQWCB/^1_,^7D054 IFX-
5V!^Y6KN@!)U/5&0^QYX%!/T8^K76R6"#O<@ MDN?V_A^Y_NDRIN>R4K3MVM7D)=5:8H;_WYKEMB/IM^VT8?^@KJ6S^_0^R9P
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;@#=/IWZ/%YTNVKK/W6RS(6_ ^Y5I19D)DU2H2Z&5^ MH\$IM?@QJ#6X%!=1^>AN!0^I&A38^\$15-1&[?36^@V&)/Y/5E\$A&QZE?
2M/B5@ M^"NP6"X""<3OA#9LJ3_#O7"!2^*B1_)@QEWKWM)(6+=!3AM,PU^XNO_0/_#B M.G=5LVW-
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P!YVB^IAH;2ZX;UG M1^W1^">3>N^V=3JH^1Y=2F3QI^UYO(I\$MNXE9Y(3;_I^*ADN!403JH!GK;L^E5I9I M(YA;Z-
WN%)\$!^,MI""2G/^62(JZ0XG;G2/)H0,>7I^4-D8_ "4 M) Q?)EOC)P)^OUIA1+K7<="VJ0/DFHT^QNN#D-EB8(=4UIYP
M^ZDVCASH_4#5%_CHOXEK\$!+3J MCL;3F_X14Z)/Z7PW\JAJXT85X1HRL+7!#K(!>UR,<3PL0PYMIL^I_B)S_*
M\$E48J1>!^U2<^G'6J40_*HI?JBFY20K^A"_\$&5/_A_J09G3+39^0?8Z_MD^I#+V2WKIYO(^0_DIW^V @L_8KF?
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(K0B#%9>G4T/_6N;>FO_X&^&_*#53C%I8@8^4Y\$=^BE@&_@E,U_MZ+;N!^SYK3!#4UIW51UB2*
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U_@2^Q2;#FM_LPYB^2;76/P\$>8;KC<6 M-DXOLOQL1@IAK11V!+V^1NFVKE;_,D3U?4A-C6BZ^ZOI^I=AG^&41
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_-1EE;G<94V&OBF!>IY XEJ@I+MD; M\$^Y;_6A4#64/R_!OY(VDPOG-IC_1^IAU\$PJPB1^TXKG\$;VFW
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M\$%&*_^<_W^;MSI^#X) _HW\$8.WK92^92Y^6-J8I+2UL<_I8;I^:E<'7QT,P M1?^SH_W^TB9AA#37<_PN;_+DCL0^1FB#J^P5(P-
3?U)G%!(SIF=H; MRLG-O_!;_1ST#^I;_*Y9C/3IBM(?TV&%%^2/PC3UK> MJH32#;VT#<I(%,U)Q2_AL;(CID=H(2
U+R!)1ZBWYF=,P>V+4>2<(B0^V>_WAF MCQE_00TV;2&^!\$+O\$^GB\$T2IH^4;<8IH&2^;
I^;LC;0V8\$R6KQI&EAGA_FH!\$GHWEC;"_0QYOIJW^VD-IQ+Y^W^Z&MK3-KV_8_M2IMTU^8UUGD;7^H8Q^X^N6;SI_8_4=?;QG>@*
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YI^1_W2I^7_0^ZLB_W8I^7;_PA)=@ (BM4F(NSC;^E^"?@I M3H#-IN^275Y^I\$TDT^CBWK>5S5+Y#OF&8;M.CD9^Z@;^CCT?;0;^#E
M+5^1^HDVT?57,Q#-IYIK_RST5\$5<+X+4K0(H;CEO0.6>9Y#>^IXC#;#4_H^ MRB!^I80^\$@T@U@^*)BK,6GFY&N-
6/>GJYM+Q30H^VR%_S3^*D\$R8_&K&K^A M+N;MI8X0\$5\$9 V>C^!/%D9<>J(DC^HKH(> M#-DY271S5KH)(<1XW#^+=Q
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MNMF%;W%82GM^#@_8_GPD_!9&0TG7R)4PX^*O=FITI!TZUWWFV&OF4^<^> M^_8^R=#N\+BI?I^W)
(1T+^82O^<(S%<XB40^033M6)_B_O^2?;_#1D^<^\$_.+R4<^I@_GYR<
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T81Z^>2>7.8^_003P.E1CCC)N7<_RYC5B^2S)ZV>8\$QYO_<^2ZHP< M@J1(SA9GJ>FBL;76V_NI
0%3D3GK9P;G!^IL(O<&%>=>V^@%\$38R^*7S@N M;S&;NDK#^!#5A!C=74_J/3(PN0G^C,@&E%>T M7>@N8IR6@^D%STG;
<_YV_@I?)9,<^8E>&3ZBDW^S(R2QZ4_\$^_7ZVD4D,8I MNAYYBZKA&W#/JG^S;_TT0E1H=^!#T:@:QR;>W4#VN(97Z^7X3J^<

W35CGIU M"H(6H#U,7+!%T;#2<,%?@). C4>YT^9>CY3IZ7;-A"BA!6'DYR=GW/U"l#C?L=93XL2VDJVC-A/l"\$D>O6G M/ < ^ ^ T P P I / @ C H I 5 Y 3 R 4 B & (V P @ / J 4 G = \ > * P \$ 5 O 8 B F A P > Q J U T 4 Z = . M \ @ C N 0 N 0 ? . & 6 > 2 ? (I 5 # _ K 0 ; ' C I 9 J \ 0 2 ? ! (? T T ; I Q V A 6 I O E H D A Q 2 @ Z I ' 6 ! + M T Y # > < ; I (O 4 H 0 ' G O I V ' Q (O F I 4 7) 2 4 M C Y L Y I 7 * H @ A % . 4 X 7 1 & Z P \$ 5 # X D H H M X \$ I 4 = 2 W S J @ 8 _ O D 9 U < I R ^ D @ Q 3 M 9 U \ 9 9 3 - 0 . * 2 M H D) 4 M Y B * (S) R ! . L N T) 1 > ; H 5 % , * V > [Z I & G 7 Z # X < * " 3 ' A 1 \$? Y . I L R 6 _ # ? > X + - X C M G Y T 7 ? Y - M D \$, / " ^ 0 . 7 Y I Q 2 ; H @ & (B) K Q (N = Y / F 6 A Q K " I # A # W 6 # 1 + M , 8 F M ; P G) H ! H R P H G ^ + 7 2 ; 4 # L H C I (U 5 0 < 9 0 8 . M I 8 " J ; D A I Y * W > 9 > > > . I (\ & S X I M . Q K D 3 ; \ @ C & S I / P I 6 9 > = P P - (3 ^ \$ - @ Y \$ 1 T + \$ - 9 # 8 # 9 V U O C + @ % . Q ; B D 8 M 1 L M X : 8 1 % S _ , ? # I 7 ; T @ T S > (Y ^ O K S B " " 1 % ? = D I P E ' # I & S ? ? 3 = 1 8 P = G 1 & ^ 2 O S F M F 0 / P ? M _ # A 3 ^ 5 ^) 3 Y) 9 @ N I W * . A 0 *) . N (1 \$ 6 = 9 E = 4 3 E 5 7 * J / 7 > 7 M ; 1 5 W R 1 M Q 2 ! @ 9 ; X 2 D * P H \$ D + 6 3 A / 2 9 I B 0 ') P \ . O _ * . B = ' A F , D X 1 4 9 * (T) P I \$ I \$ T _ 6 (- M % ! ^ & F 1 (> ^ _ . # S A F 7 A 8 / 1 ' 0 ' 6 . 7 1 < I E W 4 / D + % T # Y > * Y H 6 1 1 Y * 0 % ; T Y Y N \ M \$ (^ B R @ & K 6 I ^ D 6 J 1 . % 4 W ; _ D 4 3 = % 5 ; B * & \$ 5 ; _ . D ^ ^ I G ; = ' , N K ^ E M E 3) [H & 2 > G ((@ < 7 F O L I Q E I Y C (< ^) / 7 F \ . @ = X \$ 0 R 4 I X \$ ^ 8 V ^ Q S & P E S R * * 5 7 R \ - M @ T . * H ; P , W 9 @ A + - _ + T , I P 9 Z 6 Y \ X 1 ; W 1 ; 9 Q W % & 2 V B F U ; 5 & V , G 1 _ 2 Y M ^ ^ G R S - > \$. I * Y K X # A C / 7 T A & 7 2 S ; . C I _ 5 * / P (6 ((J I # Q ^ . (& * G H @ 7 Z Z ; 8 M # % 3 > R A K 2) * F G P Z + L Y * # P # D L 3 5 Y I H R + # Z # ^ A 3 3 B D & 2 + 7 B 5 I ^ E (J Q F = & \$ 0 % H M 2 ' % ! . ; J 6 \$ - T < ; 7 J _ H L Q W \$ = " X V C 6 / 5 0 S 0 T ' W # - E I V _ 5 * = I L (@ L B E G Y ; K # T L M N Y A = Z S > 2 & 3 1) I G U I R D 0 0 + P @ O * G @ D D A L Q ^ " & 7 @ 4 R C L A M > I P \$ P Q W . P ? T ; D L B W (- 1 K V , D ; X 7 @ + & 0 > G J \$ 8 + . (N @ M S U M U - W 3 D / L Y = > 1 ; 9 M 9 C M T A 7 C) S I I _ O I 3 X X ? / E . 2 3 / H ; V I . W Z " " * 2 3 _ M . 9 0 M ? R = C ^ ^ 8 (7 ; V Y > F , X < \ 4 V T \$ I O S _ U X 1 B Q) @ ^ 3 \ 7 * \ 1 T 9 I B 4 & Q = I J X _ " M Z O A O ' = \ I P V L ; / B A J (7 % ' . 2 8 \$ U ; \$ E X - C T > M M 0 D F P + @ V ' P ' M \$ > 1 > H H T Q E < . # ; H (6 = * T # H V = ! T ; S % 9 / - S L O < I # W M P . O C A N > ; ^ M W H 5 ^ . A H _ N) . H R Y \ T F # = ' S P , / 2 C 5 " J 8 (P H S 6 + I K 9 @ K 8 @ Z 3 W ; # (: 2 6 M 7 . Z 7 F 2 O 5 - M Y I = \ A % : F 5 ' E 3 U % 4 V (V . S * J \$, H 6 I N 9 H @ V _) \$ 4 + % Q _ & J > D A B + F S C J E E = = J # K ' ! - I X " Y % < 1 4 E R 4 4 < ; 1 @ . > 4 8 ; M Y F = X % " 8 G %) B 9 E 5 I Y + T 1 & > " & ; 1 B " , 4 E \ 5 R \$ A : A * F 2 ! / O G Q ; I M ^ " W W Z # J U) M K U # > + 9 3 W 2 R I & \ * T : T > H V ! 6 I 2 _ D = # ; / Z I H 0 . B 7 ' R V 3 B E T / 8 D (= A C E + P M , = @ 6 M 4 \$ I 8 3) . 7 6 P E A L O 6 I 9 H 2 = 0 . & \$ - 3 & ? F # 0 C # - < & H \$ T 5 > ^ . " 2 / > _ 7) Y / @ K & , , D M 8 6 - V N ? T I * 2 Z (F _ K 0 9 8 M " @ H V 9 ; A 6 7 P 7 I O <) C I _ @ V + D , M U F : @ \$ D K A ! @ T M N @ A N 8 . K A I C Y Q \$ C ^ 1 , * 8 4 Z 8 I F % % 3 9 5 , - M H W Q # I ' B K V # _ R O O ' Z (= " I J D) ! & = / 0 < % ! . T M # ; . Z ; # Z M &) L > W & N 6 K & R I H 2 J R > 3 > < 4 . L G > 2 > # A 0 G J H S 5 6 ^ 2 % 3 \ (P V L F ") I N _ L : 0 H R 8 1 M * R 9 U Y I Y - N W M C Q B G G ^ (H V Y + = = T & > (& 1 . H % 4 C 9 P Z S " Q H 2 D 0 V & = M X Y H T B T C V 0 % . 6 ; Z + 5 M ; # . P U 1 S D - 8 / T = ' T 8 U 0 , & 2 ; X V (& T 5 - F N I L ' 8 3 Z Q 6 = 8 E W R J R _ Z E U 3 R O B # = P M E - _ Y T N 4 O 2 4 K > + P % & (? O W . O K : @ A) >) J 0 Y 1 ; * M @ 2 K E ! 5 . 0 @ M 9 1 3 # W + 0 7 8 P N B . O , ? F I ;) @ ' O ' P 7 \$ Z , Q = _ " Z I & H B Q ' & 4 9 " " ; K 1 L (_ M Y E 1 2 2 *) \$ K , / % >) D \$ 6 M . W _ 9 ^ L S 0 = \$ 8 > I ^ _ B > 2 7 H ' (W M (- G + L 8 * \$ - I P - ' F G I ' D 5 I @ U - (& (Y > 7 1 F M @ 4 . Z L N ^ I H X _ I A O # 6 \ Q > R 9 O Y \$: 2 I 2 , G >) I I ' G Y * A % D * M 2 * + B @ : H T " (J - 6 I Q _ M J 0 X # 2 7 0 ' @ ? ? ^ \ L 9 , 7 V R C (P + 5 C I W 5 ; Y I B Y (R . 0 1 < 3 \$ I # P O F K I 6 4 \$ (" X N A B R F M 5 / V T ' A L > / M 0 V A " ; 5 ; I @ ^ X V I C O > - I 5 D \$ I * 3 3 Z _ G ' (U W I * T + _ E _ R _ R N ; K N ; Q _ M 1 H _ L _ (G 9 Z R ^ " > " * % V K , M D S) P 9 7 S H 0 L + ? & P ! T Q I C I D & X 7 2 0 * (V H _ < 2 X 8 U M + 0 P % ; P / \$, Q ; > 3 P V R * % ; B I 9 ; 2 P W , K M ') 9 I W T # , R 3 W % % B Y 9 2 % D P 6 I 4 0 A N C # & + (/ _ D ^ " " S Z U P Y + ^ 9 @ X 1 < 8 B # _ * M . X & @ % T ? " R Y - T Y * L < + 7 5 G E ' B ? (\$ 2 0 , ! E G V % ; \ > @ G \$ < I S (J K @ Z 4 J R K V K 7 \$ P * V U \ 5 & S 1 \$ L / 8 4 D C , # 7 Z (R * * = X * # 4 ' B M G W W R G S 0 * L 0 B I Y = + # * , " Y O ! D & Q T V C T 3 > B) > 3 Q I H 0 D L 3 6 * P F ; % \ Y * D M \ (6 I @ Z M > 2 (I H " % K < ' N 0 H 6 " Y ^ 9 1 K 9 & R L E V S @ B . 6 C I / 9 Y F D , 5 9 - ; " H I C X & " O W F # (= ^ " X M " ! I , P 4 C U G L A 5 % 9 ' \ B # I , ' F N T K & T X / X ?) 9 - & " G , , Q ! (J R 4 I & " O ! + 2 8 R , U G ^ M P C 2 ; R I 8 I - 8 & M D R = 4 T D) ? Y Y I M K I 6 2 V ' B M 0 Q , B ' Y A & 1 % G G F @ & I Y % P - 0 0 0 7 Q F 7) F M L 9 9 ! , " P K M & S E 4) B L _ E ^ G 2 P & M 3 H # _ M \$ 5 X , 1 G Y I K (W I E + 2 ; / & L 5 W 0 B 1 / C W 7 7 _ P 3 F / R ^ G D H U J E H 4 E # Q + > J H H B W \ A T 1 M E I B > F W N ; ' R K C M Z D 3 I T - 9 A \$ / ? A @ > - / ? J 9 = ; ; R N W G D 9 > Z P I B A 3 6 / \$ 3 P @ E N J . M W ; ^ ! H 6 # 0 4 C 0 J \$? 3 Q I % U Y (? I , L 0 7 Y % # _ \$ @ & Z = < C) > ^ 8 M Z I > ? \ I X B 0 M . , 7 H M 9 X ; % ! ; H & E # (B I ! ' 0 + K) E X 5 2 / W > E 1 M _ I = , 5 # 4 E _ 1 S T E O D C * W , U N F 5 O Z F I 2 ? > , F C F B " " M U 5 P * I N > \ O D I ' (! M = \ X M V 9 5 .) Q ^ D & @ W G 6 # I 2 I 4 B 4 L ; 4 , " 9 Q ^ L M I ^ H 4 9 + T ;)) M H # 2 ; 6 # = 4 % Q " 9 V (V * _ M , O I T X ? E H F E ! I A D S + 0 T 6 U I T J Q < ^ - Z 9 J Z 3 ^ ? (' 6 + 1 % B P 9 \$ 5 5 - 8 , 4 3 A > O J T J K M P ^ ! @ Z " I W : 4) J X * F O ! 6 Y " (& L < ^ K N = I 1 ; S I O ; & ? 9 0 Z " ^ ^ 7 * I . S I # M : K \$ Z M O S 6 Z O @ M & + P V N K 1 2 4 ^ = \ 0 + X U W L K C I \ W O / O I N % V K I . B 5 8 1 9 2 T B I R B 7 A - M C Z 7 % Q @ . A (L N ; A J & (Z B , 1 # F R \$ 1 H D 5 V 5 (A ' ! H K O , @ : ? ? = U S 4 2 I 6 - D Y - J P D \ L M 2) , O Z M S 1 T (- & " + 5 @ _ , P > , B E / 4 & , (R V ! @ 2 L N 6 L 2 / & Q ^ H N < & @) R \ ^ \ 4 - M O M 2 Q J + Y @ < > @ L W J 9 ^ H W 7 V , J 0 ! B . E S 2 # \$ " P > * 7 I G + * ! M P V 4 U R + F \$ % I H H Z T ; \ 8 R H I W N 8 + X S Q # O - I Y F / K I C A S # I 5 O R R N 6 8 , < < ; \ 8 C 5 3 S , 9 3 " / I D Q H 7 A 9 R 9 8 2 5 I . (8 8 X P M Z " G _ , _ X \$ < 0 M 0 B Y 1 Q < 9 Y I P G R R & " T I 0 - % 0 H 8 P 2 ; 5 ; + ^ _ U > " C I C " " 0) A W < 0 B I R , 2 + O D , I _ 3 7 M D P Z N / H T F H E 5 ^ . " I D 8 C T & M ; F T S Y " E > F D # % \$ X ! P 6 (T : 1 : D P ! P 7 N ' F 3 A Y L R 8 M R 5 D 2 5 # & (7 - 0 H M 2 5 F 5 , " I Z " Q N Z C G O E % H K * W - Q 5 P L Q A @ _ D 0 7 H ^ \$ + _ D 0 0 5 Q C @ _ Z \$ S K \$ B 5 * L - L : Q 8 : 0 X 6 \$ # A 3 _ \ P _ I % % + + B F & A R (8 M . 0 I 3 A & ^ ^ 4 ^ 9 R # 6 D J Q F K M 6 U / " X ^ K \$ \ 6 X = Q 2 I (M C M * , % L 2 8 J + = " U = 8 A H 9 * X %) " J M ^ J Z ! I N P Q - > # Q X S " 6 H I I T M 7 C M ; 2 P 5 @ I Y O = Q 5 I V L R Q L B S A / 0 B W 8 \$ 3 F X A \$ W < *) M 4 = B C + * W D Z I A " A U & 8 2 Z 9 2 J % U P ? ? J W I P . E D 6 ; T 5 I % W *) . K W P 7 0 # U Q L 0 S N H @ 3 S F / # X : 9 H) T / ^ Y W M . A D J X X \$ S Q @ + I . F + U (I - H L X G " V S I R 2 I U V X F 5 , W 7 T I : K 8 0 " (^ C ' A 1 % 3 Z _ C M ' 6 X M C > I & > + , D % & & E # 2 Y I 1 W I & 5 N T A X / 9 * 8 G , ; I . # 2 ; (- I A 3 0 " 3 % 3 I + < > B 5 B 0 M 9 3 Q R V Y ? = U I 4 Y # T 0 F ^ N I 6 0 Z = 9 3 X # _ @ E ! = 7 W 7 4 D A & V R & # < ? X I 8 T J 3 C ; T L M D R 8 = 5 F O H K 7 B) R I Z @ W I ^ T ; > 7 & 2 3 . X Q W R ^ I F ; ^ 7 _ \ ^ K * % 3 4 > C V I 0 M 4 4 3 I 4 M S # G I 5 6 =) ? Z > # E P : L 0 _ # O L @ & C I X & % H & T F C ' M 2 Y) L _ Y , P + \$ * Q ' R J R % G 4 . % 5 T K 5 M) J 0 8 F / J > ^ V 2 7 Y % C \$ \$ L Y G A _ Y 5 V ; + 4 1 E B J ; L " " C P 9 = T > @ N I M M M D 0 V 8 N G M . I 1 8 C B & W 3 0 . () * H (I ; G M 5 _ @ E / O G (C 3 I F + G F C L \$ Y % C L 5 S - < % B L @ G S M H Q 7 1 0 M " 8 I 1 4 ; < \$ M) 6 0 Z 0 ? B E & (% ^ T C " X Y L L T 6 D * E ? K G F . K 6 5 , 9 4 B 1 0 B X _ 0 T ^ = (% D 5 Y X \$ *) 5 Z / G T 5 ^ 0 H 1 2 % M 4 7 A , Q _ P + & 5 E 5 3 T 0 S G # L G V _ O C 5 ' R , O I ^ Q # @ < * + Z E I S M 9 H 7 ^ > Y A W M G @ Z 1 B % H / L 9 & S 7 0 ; U S @ @ ? % 2 = # A _ \$ @ L D J (# O _ G R @ _ ' 9 0 \$ L ! ^ O P M # P @ (V I 4 0 3 4 3 M + 6 2 = \ @ Z F A % 4 N A & I 0 ; 0 6 B Q S & C C A 3 R M C 5 = ^ A D M . M = E @ I 0 M > 9 ? 6 (K 2 ^ R C , \$ O E P . 3 C V @ @ % 3 > + C I 1 C 0 ") I D , I M J 4 I 3 S R # I (N L N A % E 2 6 _ , _ A F @ I & C & W =) = (R 9 H 8 N K ! 5 V ' T / _ M V P T H H * D B ! ; ; , 1 P Y I B , I B 3 P ^ H M Z , > , 8 9 & 9 Z U R # B . Q _ O ! F _ 4 2 2 I . 7 L R = (B ' M B F @) T ; . (+ 8 ^ (& I 0 ^ P : 6 % P > (H L = > % L Z A G E) R \$, \$ E C > 1 # D 2 G , ? L 9 < % 9 & ? 5 . I . 0 > R O (. Q = Q - & & Q 9 3 H M K E ^ N R I G D I 7 B @ \ I 0 0 4 8 N 2 = (E) P A V Z * S J C 8 - \$ S U C < @ I (W J \$ P K D \ \$ R L N Q 0 ' G A M 0 (* I / 7 7 A) ! = 7 ; 7) S ; I U 5 F D ! . T N A C Z F B " H & N (I L V L H \$ 9 D 0 7 + ; K L B ^ = I 8 M = Y I F Z O _ U @ + (U _ G S ' B 2 * 6 [F X I 1 W I 8 ? 4 M + ") D Y W ' G 7 ; F 2 H) 8 ^ I P 9 \$ I Y 8 M 7 \$ D 2 7 P R) ^ ^ \ / * , L A L T < + I H X) 0 _ \$ V V . 8 C B M . ' H F = \ I L R 6 _ I Y * C E > = 5 D P - V 3 X P ? T 5 J 0 P W E U 2 ' S V _ 7 * \$ & , @ & T * B I = F ; M 8 J 2 O (E G _ V 8 8 9 - I N Y % 2 R 8 , + B J 7 W C I * B T (# > \ I K R Z , I 7 9 8 3 J Y 0 L > 2 8 Z + + M Y 1 Z A 2 . D C Q / P D O) ; % > > J F A N ((T V / U > 5 Z C 6 / 8 5 \$ & 4 D _ , 1 B X 6 0 0 Z Y C I Z % Y I P I M T & H Y P 4 Q ; & < > I I + U ? M ^ I N _ I 7 (L I N 0 R I) T O D) \ 2 ; (N P / V ; ; H N I 5 D F I Y (P M D B O O S V ^ A ! \ 7 X A W C X M Y W * , ^ % = / O + / " E X B , \$ 2 9 , Y 4 T I P ' Q I = @ : M / 2 W 2 8 ; C M , S U R ^ H 2 0 G L X Q L K ^ F L I , + ^ F " I , _ # O E P \$ S L , X W S -) @ & M V 7 8 Z L - E , 8 I M N 1 8 Q M 3 P ; # 7 > E B ' I : Y ! 0 0 ? _ Q L 3 N (R D M _ 4 N P R W 9 F 7 > I 3 Y . T K Z (S # ' 5 A 6 D ; " M (& W # , D 5 5 ! & T P T @ & 6 2 \$ G 5 8 5 J V 6 V H F # N P L) X C T 7 4 (J 9 = M Q ' E = 1 " C ' Q 0 ? J D . M O % , S (N & @ 5 ^ V # ? R J ? N ! M * I + G / A < - \$; D 3 4 ,) - N A G E) Z) S 0 / S V ^ & 9 1 < " (_ J M 9 6 B 2 < ^ S . #) % > * (4 C X I D K ' B ' K E N G E ^ C 9 K 1 ; Y / ? @ P E 0 A 4 I @ P N A) 6 G B P M E Y 9 &) N < \$ (- / + D * 6 ! 2 1 0 K - Y (2 ?) 3 8 " V C C < " N = = 4 Q # R I . B 1 3 G * O * G _ Z 6 U < \$ M Z 6 > - (I P V N) " ^ A Q C @ \ O H) A M Q ? # K X Q I 5 P ; I S " N ; (% B G F 7 N 4 ' @ 1 M C P > ^ 9) ; I \$ * C # 7 , S 0 9 I D _ M Q 3 1 4 J 8 B E , @ A I K F B + 4 P U @ # Y % ^ I F / W ! ; = Y (K & 1 M P - C ; F L O U & F S ; @ X R : H & ? 7 ? U - ? U H * ; 7 U G 1 K - S C I 8 * ! / % + D * > F 4 J 4 I \$ = M P @ . P % 3 B S (X ; 5 8 F 4 * I \$ Q - 7 L 4 2 , 2 : 5 I I M K H 1 1 A 4 + % + G . H V " 4 ? L V A 8 * T Y (9 M B M 6 Q @ \$ > B X S S D Z , E Q D V ; K / < @ E ' D 9 M 8 C J S 4 + T B 5 L Z + 6 - 9 D 3 ; 8 J Y _ D , 9 S E \$ M * , C S H 8 U % L : 0 > H \ - I R N - 9 \$ = I U - 8 M I Z # 1 2 ^ 3 X # D E O R A (I R N ' J 0 K 0 2 P M 8 C 0 F # 2 5 H N \$ A < M " 4 > 4 7 E T U F K U 5 " Z = O E # 8 ; M X * * 3 / F M \$ - O 4 A 7 C Y A % 3 ^ G _ M 8 + E (C I ' ? + R A I " T D L 3 , # 9 ^ = ! B I L 7 + C Z N " G X ; 2 S 9 - Q ! P R 7 + (Z , (T V = X & V - R M Z L) (9 \ 3 I 5 \ 9 % L I " & " - Z (I , 0 W P 9 N C \$ < I F > 8 _ 3 0 N 3 % ' Z A C R E < ^ 0 / I M I C . _ M D T & J Q S I _ ; + F 8 T (9 ; 5 7 D ; N # I X L = \ \$ K / P % & E - 4 T / Z R \$ 2 7 4 3 ? B D X ; - U ; , X Q 5 M & Q M 2 M < ? F I D V 1 M / P L 0 " P P , A 8 0 I X ! @ ^ Y H B 4 4 " O R T B 5) K D A ! S M 6 X 8 Y # @ # M & Q S 1 E M F . I D C P ? 6 3 & / , N < + V I " ; > A ^ T + ; ^ C N) 0 @ 2 9 / M S 7 2 F Q : ? " U " (7 X T A 2 C @ ' & M 5 B L , K * 4 S 0 2 ^ / 0 6 _ V K # B J W ' < I J M Q 7 , # 5 > M C I 3 ? , I (2 G 2 K > # *) ? \$ 0 T > / J K Y 1 0 M & I ^ & 2) H 8 L G A I 2 * + 0 S _ 8 D R > 2 1 ? ^ W S 2 (+ 1 (J 0 1 E (^ @ > # B I ! & Q M V = & T P 7 R M . 5 G , 1) B X " ") G ? C V @ \ > Q 2 F A % C K E H R Q 0 0 ' 8 I O B ' I . A > P 3 Q C 4 0 . / % J @ _ O W G I / < < ; ' R @ R 2 * = (" S D T @ W D 8 . M E = ; H 8 S ; D ; 4 . C N V Y S (& \$ 6 % + B B 9) F ; % (/ L O S Y , K I J N P I U S 9 A G O 2 4 I ; 2 = 1 7 Q 9 N Y " G A \ > ^) 5 , D ; 8 J J # / * / 3 E Z V 2 M S * 6 ? T 3) 4 D ' B R ' = Z @ - X 1 (A 0 A V R & 0 _ P ^ M H H V) 0 # G L S M G = (I X ; 0 X # _ 8 J & _ " * , ^ K < ^ A 3 Y E % , D : 0 U V N # 2 Y - C / D I T K - B S 3 ^ 6 4 % Q A ^ " V H P T , I 5 # E R S 5 H 8 Y % , F / A ? N > = H C I U D # A " C I Y (3 3 ; / M C ^ 7 \$ 9 ; 1 5 > S M - M I 3 H / I / ^ 1 % U 1 6 C B # " / U O Q & 8 " 6 H ^ @ I _) N . B S . 9 9 2 I . K 8) 1 " Y S 3 C ; 6 T R C) 6 M " J Z > R 2 ^ I 9 8 @ 0 0 R I S Z 5 A H T ^ 9 (2 1 P 4 ; S _ 1 - 8 P ; O Y P L / I U ' > (/ W ! K \$ + G , , 0 M Z " @ P ; A > 1 V \ I 6 F A J , A T 0 U D H 4 B C / ^ H Y (A M S 8 " 9 " \$ / M X 4 C N O L D 0 9 \$ Y 9 7 . ; Z & = ! U 0 8 6 1 0 K I + C 7 7 4 T * T > 1 6 & 4 I 0 T H / 2 F 8 # 4 D 3 4 9 4 \$ ^ % G G X) M % @ I , P 9 Y Y P 0 5 J 4 = L I 2 W H = @ * R X + A K M \ A I T H Y \ (\ A , W " " 7 S 6 @) 3 " 2 B - % \$ M 0 ! 1 > _ O C B 3 ' W / Y V , I , T 6 + ' \$: 6 * C G - F B R H Y Y S 5 % - U H X Q " O + Z ; (N 6 -) ; F * E / M ' > G ; 2 Q V I @ X M 9 . " < L ; N 4 ' F J W D % J 0 V 3 2 # 3 ' Z \$ - H S V I W 6 , I . G S ; B 9 / T * 2 9 S + R 2 0 > 8 Z D 4 4 K S ' U R 4 \ N > ; 3 & 3 Y @ J - C R > \$ T V M Z M ' L , Z , P \$ 3 E = F 7 1 -

PO52TF2065\H#?2-0&K-NDKR):Z7(. TS>ANV3801Q M*/=, \$,2,11VU2;PVJH53^5A)2%RH= M!N!+F!1S!""<=TOQX&E3ISCT5
EW*NS5, C_CQ4!=L.L,.<?@)(EBC>00(B M)4#)9Y\XU?7,9C!L2E&8:9\$XR L,O;8^F#H46T\$4TB340L;/G=Y!6J0Q\ M\,00 Y!^4I9?
RB,7ST@H L7X\$2 PGS +_||T^5ZY;SLRB?4ROD\$0&=GZ MA/H1)7;LVK Q/;.(L*JE*7)M)
<"/>WVOHH7I6^.;6).>6="E1AI&>0*%LQ;N M;J'UKDFKCPXHH6C2E2GTF#JG+N@U:T;/5_%31MC)4C*@X.^Y);,._R:2@>H
MQ\$SCS#FRB;*UU*Q_C7XF^.*41%48(I\$>RALT#Z%A8PC* MF0AA*)Y\$=
(5TRG&4H1H!"15E(NAS!C!K0B>=W2>^YY.+Y@CE.;DCRRI.Q9A2KH19!N
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(MZ"*Q1EA427,R4%2M7!7UVRHK9H5CZ30\$(AG4?0K09G&!)X^H-6G MIX5(=(VL2&,?(8;H!Q0!@9Z3)@X !* _H&4%SH7'O!R#
IQ8\$=;SF,IZ&V N M;DWEL;00H(06\$H7+CFIR,TY+M2R! R8!YXJKN4,SI&VC+Z!N;VSD)!VVD%I MB,7-PZ%(@\$-
RCS:C;EUAF#YVN&'Z\$ _5AAKQ^I=A=J/Z5#Z\$\\(VKL_+DHJBP MS*@Y"#IRA\$0G+;(T=B>3 FRS\;YPS 1HUMO-
)!H9DO.ECRU)GE%RL1A*\$&-C M\$/EL3^G%\\VJ2S2PS>@N-V +K^92)L'NA)G)Z#0%EIPZ19QE^!F)&#;/7H
MQS0>K5+Y@B^>ISM98+N#^\\O\$/_J?W1NW?OZJ#2/7(<\\FZAC^H+N_Q?V=# M)\\Y).61U 7AY
)ZAK1WZ\$P90I9!&H71^!..C18">*8VS 7;03;Y5DSM*7+
MTI2P>=C_Y9R0+&DFOC!1Q/1P='@T.WH(H4P""6.;7!DW2P%DW(C%1=/CA_M(KF(80>R%<^U\\FY!3KY_\\I-\$/R2K^!W9BJ<\\<
!4MT3D(I&+XW44T_ M5(I?<.;E_=B1D@&1FJAJ'DZ"6W*!D?4M?J;"Z1&"+L*!R76-G;H%)/W_\\3@
M.XC8DB3,\$<P!0^3V^",7Y#_BYPEI%O!H@9#I.LH%#%.\$DF;B!\$! #Z"B5B MO_*G49A\$@0_YSSUZE&C0H;HTD2!Z"\$P\$+?<
VWI/C<.Q)#("\\I+J\$/Q69\$-S M#-(?8D)@I<I?9O#Z;?W5+4G\$BO=/'XIVDO\$ PI6N>F)7+V.'NPQ"9FO7P= <
MY7W,3K^\\5P;64M\$8_BDA75U5J&=#!^6J.Y;15F9O,UU&9<6E2EWY9@;I3 M=/TRIC%7-YM!_AIA5
Q+Z3A7.%H.SM^\\NWIE!\$%6G;1C!F%XIOXKJ_-=UMTXP M&LE9Q4#>"JH(@L&G_.76Q6;0P*&@+P0 R&3,F!#.*&L?<
#,&CCCS*H;_.(9=L MP!AL>_)&_0X89R=E4EVZ_4KD"R+/'%ESKGC(H)I;U3F)&E_!8J3EJ!GV@C" MI4+X;)&. T*3"!7J#25"6+T\$31<
S;2'QV)*NXYH1EIR;B/);@#;2I>>!)8 M6Z@/;H5* C6%QG_.,GLJ#*.;@7;8J!E5; A%5A)5N(K2Z<
MI!">4E#U%K*M(I!6&7!6UOM!CD,<%\$=W61G=1Q!F0"H/KP) M!AF0?;6W#>L3R^W^_KIS; P2N9C8!\$S>.Y3==SB^,EW\$1DFH<
MOX/2\\N4_@.G-!B"D*XF&F%U',OX)R!>IP(GTP5.TN.I<<>C*HSP,\\A F M7!AG"=78YMWY?<
8!MS1;H=02?7!0K'GH\$CGAHU.4=TJH(.DHW!@;91HADG)A M5!MO.QT44D%YNY Q**&0@=V3Q7(\$7R)7_1)8U-8B<{#|AB-Q;VT??<
70#F@!F% MS9F?;0;GJJ POC1;G"L5SC,VZ068;_/98"+U+ZN4T<1ZU 9Y-%!EY9H<<
M#>#>#&>\$T2"XOO!F1WW(Z!MO8.RO\$639P8UP2?DQ;==+D6^N\$ +K,;.(3 M!C!0Q(@<#!)8"KL\$/RQ"K_B%4G*4IS;M#APSTL<<
E^ISA<2HS!7 _B\\P9_M!V.4E(=I'7^4U"-.\$N) T.CM%.(6-9%8 1+7Q9KG\$9AZH<9+\$.N<;2MDEU MB@0J&(A2*4G-
N+!HJ.O&02"%I.BS\\E.L;\$0=4?I12LVFPHPO(C)6A@P!IG M33^6T\$PD^Q!P5M7T&8#;BE1HX;#!3TD6^_Q(Y;DY(%TV.SI-CR3-RO!<
|RH5Y8Z>+>&8KK4IR(R#4X MUD>I5R6<#^YT0X!>|H+|/19)H2O,@1AOZ9=1&+Z(NOD#I2B+7 RD@6/V<
MQ"VFCE2,46;S.QABDR"R5XLZ8RL^83;.CGKN"RV3V#1#2-233*!0\$N\$! M>.6M(@@_7JZ9YIU+^0\$AE+&2D#<
<^H,|1&)%\$%)&#(9%L&6L<> _?<04!AZX M7S/WOUCTX@@YK!|H33I"BI+>V%%'VAZKH#Q,O%WP=H*6P26*>TC*QA%O^4'S<
M7_7HE\$!\$VL74M)"*ZRAFHQ3QCAA_!A4=AZE!0&L!36J!G>SEIKI M(>"3+EC/VY"&V&=>M5I<"#YES=M/O-
_&Z\$Q7CM<>EJ)3\$PDHC3(\$!) M%*=*+T#8"68C@NIFG;))U1(8M>9S7YSDD;Y&"V6IY<J=NL10P8X!&0&2%O MA<
L&+9GMC#O<4&E<4_<I35.1.\$6O,/0Y!P?20#>E6+ M&2>@>T>SKF%!"9P.IQC*92,|@>V!T2?;XN,^!YW872?X/(@)<
M#AH6MPW*PM#U Y<^GCH G*7EJ,!"&98D=%(UF3??<&C^HY%K8C#J! A9\\(MF0H1\$EI S@9>.K^7P5T@_6_9!4M\$!12D-HO<
1Q0!DX/O.^,4_.(Q;"<81D M!VE^9DNJGID,<^!U;UE22D!P'D=N4LS0^QA_.\$TVOK!>D;T;P M!|@9>F!|\\I9Y.7KV<
T(IZ31D^1B@A8MAF/5FTT0";!H MX;&D"!AIQ&0W=G-CNB@M^AI!6C M"C-ZWHW45A7N-&\$UIX0M;+ #RK;^<
L>009PE79#>5CB4!TS7BV@J*B6!@S#G MWA?IAG(Z<^YS8+^I5(BXCGUW9" 5>%"L@C;2E_S_(OX>X;EMJ\$ M!<
NPW44;^@G^SXCZ/=XZ1WV9(THPFDBTB14ETL!&+^/G061B^H#0^4<?_S6Y4D!FC9\$/TBOVJ,DB&L.99)&J?XJ<81>\$/AB-
M!)AZ0\$G&PUSE=%\$2.A0M4 W=-+RY!FN1=I73W%W3S!&8/F9;9XN9I3 M!+D8; 0-/3>FOI_!H5<5/HKY>QB?<
1H_!JL"A92SWTU.1J|>>3FIO;Y. M0F?VL466/D8Q7"=ZL.P3YM7K2+?)_3CHLZV5;9=H86T4KR^#A^IQW?0B9(Y(M++27YQ!J?<
_@+0CU_Y6^F.60M7(DH!G@>W!EL0J.X)RBT1X!|B"-B?Y1"4S"M*)5KVM;F=(;H)E9HJ3L M%J0!D&O<
)N0S<IXU_!|H8H|@26/Q7%6J>;.^|H;UH"\$&TUP;1=?.#1.#S ML=AW<2^4-P1G3O"8TU<*>6&+!==HS8-@XR?<
Y_#<035;HC^1.5!HG)HJL|<(M@_MDM!ZX4 M%3MWRX;0%#AJRT !*?T!"\$!\$=1T\$9JR<I5(555!BE577\$S0R8G4NDC%-4<
M72E!"^,E9Y\\IZH;U_9 (>NOITCH-LL3J_!WD"8+U(#@IV#;=(M!7ED9&U M; &T9CA7=(F9BP;KM%VH\$7>?<
YEHE876XCYYW92#IE'W_W_3" &07\$QF42)G^ ^MF#J1"P-WXB"-P;#4H\$ VH03)YRZ*E8E\$C V(WX;3\$!L;G)6\$93?(UV""B<
M&_XP/KIZ>FN=8^GL8!)1KCHC!\\&X!*)72Q941+;X\$;=I-20Q/E-INE^ZH M3_338%2;4/@A;3E!5.IQQ (PY_N)"\$9AX23"Y=/2Z<
MA%\\HSTK&7K&^1\$5!B0 I7X<<OZK4^9WGSX+_J.B7YH9\$@#) MY!G^OY_E\$E%Y^"XR?F!H G6D3E5 M!L\$F<
JPZURT04)9!|,38%.T\$XZ46;KENOCF+;^K;4XBK;@RS;L!\$&=9+V MZ667B8QSI@_ K#!M"MQ+N2>AC!CB18(6U"4_?<
1%DO4E3<\$?HB29^BSHXL5Q M_#L1.NSP;*JOYIK L17.XN,7TKHJ7KVU,5Q7%9F166_76RC!7M;SZ"9OTZ= MGK#_R_-0&?<
5UPQBP!ZID* Q/QKZLV*\$R4W%VNT?#VG<YB/JDPZ6"^V15X\$;.*#->IK M#UZXV1YM%ZTYT!#0" Y?<
HFIV6NPH"21EE!;O6TW@!0E;H_T@0.=P66@X-I MUX8G0F+&^TJD|+8%B3+M*7(J%FBF(6?=-11YTW!PO^963L@Z&A<
OJVM+OPV.=1/_83P!_!T/R!9N MV#B,82?&C8&9K&C-G)R1TONGFP*AW;8B@!2-A<>BJN+Z_/K!^*1P!0Z;LJ M(9"<?<
4_1%DO0PNZ2?H(>|B;CG*?9)N7H0)#K!;TZN N?A>Z7XEORDA<
MD9.XP80@9!F(@+!AMH)Y_@=.*P503"!7N^2^D&";HQ#918"CJ\$<3@D^" M;YYO7_C/K !;3)0\\KI510B&><
(F+;C@9);14=X;I2^*X^H M/#Q=O=B/3;O+HOBW*9%|!+4+ I5A\$!DBB 4J7;C99^AV|<@ 0YH(IL?RR"UA^<
M!1#H%9M<8\\XUF0PAST!>=>:(CEPIB M3.51!<(56IM<;+^&^*LR=I@HF!U&*Z9_LXN>;5)V"P2Q5MX2A+?<_*M>4J(B<
M6*FE;5M*1%NV*37Q.@FW'+8<=;!!@P_?_S\\B91T4;FTFPENB!J#=>6JUIC M=9*Q;%TZ_/J59JIT\$R81/L+DYP<\$?<
0^\\WAL&K;_1RBF_MSH#;/!7!H MN)E^EJ-\$%HRC\$EYN*NS57H&I^QG@#0#LB4IKB94Q#-GX#1!H86-A5X7!1.54 M@V>K=\$)!^=<
(\$=NWU&P2RB.F%@_M!\\SA M!>100 B.OU@0E-AD.8L/@R! MR?HJ?%;6!YOL_0U"FEEXM@/HU5RG;S2*\$AYZLB+L5;I#\\=(B17!<
I6T!6 M6?I"(MD-"50_UA/6L;LUI-UQ+,"9%2@= _X!#8!\\B-1^9*R1X25'WCW_N_Q M/"CH\$Q3;P&N!OYO14K>NS0S/2-
S@P9G!VG3AYP749;MB!^;7YVCU7%=2A4;9 MM^B@4D-I28^\$#F#LW;*7T;GOGU!<
9I&_1SHO7O!OJYQ1!_3EYVPO"WYS_I^S0J;9 U\$V/(J2*.*!(<)(F!_L^O(HI M6@>5E22)Y\\!^G_L&%%V*<
!WP,FJ97YI7WT"!LJM8YCG9!|;JRR>@S3?+H ME8J?#B^T^C?>YTX8Q;H6Q=U+7,H1;9"SZH%?KD)LW="K4".*5T40!BS=Q<
M5*;\$0UP?OE;7OEU9AYOHIRU3E(I=VWY74J;QG*?)BE);!J!QW_!U"5512 M&?2U+VQLX?>D0WV9!D3V2;OTL%;X1!f(G<
(PGL@OXH_W425RRH!P!?)Y MEM4ED!)IM?S M67P>KY(8D*6!Y4FW!3B!^?A/1;?D#?LEE'5,MJSGF8*Q<
MM.M2=3DA+2*4!\$J.R2!P)=\$NA3(;9R/^M!F(D!8M6^S5';&W9OP9,30U2, MD1;Q7!/%%NN!*_ M*H-TTE(V10*+1(82L58/I\\L<
(XAV_XAHW L=%#K\\L.XP MO51731XQ2HTI8U2+8^KXT_V?2"&Z)COH^UJ30#>3A^S)U#D3F3K\$!FHXWI MH8<
)0\$J=C\$V"/!3U;T\$;.=58@I7D-P3R1CYO!6&!&595P>?BA6^D&U92K M7&LG<|<#7,BR/"@)M(7DORVDF=MOE6?<
\$ B!>?71K/T!;O M!TH1G;T<6V@EKU4.%XFW.5,? 1+=B9%;@FZ93IU,EDNPTV(@!_ 30=6& MGI/F;85#H+D2/=\\8<
Y3N=+K%47,@W&5LWDK9VXBKVRP6-NI^B)F M);MONY;F76*(J.&L!FUT\$XB4=B@A=/7JVR M+9"/V2^B51 OLRB(S!_R<<
^1>TR4H09W(I!#VO@/RDF(JK_\$BZ!_D3L.P\$ ML^HON!ET#06ROD;F)?-8NE#&Y!AM4@{9IT_-2P_E9M?;F0J M>;JH6#^CM-
"AN9+!%XE7V(^_LZ\$;99K&_B M73@'49LJ Q*|Q.Y^\$!G(#! M-MB=|#!)4BYYPX^D?)D?07N3/1#1A;LJ*<
_S6KTI.4;3FMRS.1'+9E#^Y@J M4\$W%*Q9K8M>))7T#+V<^Z!>T@/!550W!AIG2EKI&7!R8BA^"+G4@X'T5R->5!|HL4)CF<
+K0Z;K!;59 M1PFRQ6ALYG&4\$20\$K3OHF=8LX+M%YH!2X!_MO3.Q@3!3CCKWY.9);_!RL M/D(NI&5A!9J<
EL;UEGUHF6C393U(0%.=0EHEE_!+^E+^!K6<5%1D1Q MDH^!A9.5#UHRKALA5_U(\\TSC;B!\$S!@<@XDR'S>X5CV487"\\#P<<
4I;9 M;0ARAJ6N+;&VPG8M+8HIEA O0QP.YU2_*!;LIK3P7IXH.J!417NN;7& ME!BY6AS7HLS(TT.Z%--+VY4/K?<
%;VIA79<@3TS7>LJZH!5%|JZSV';).DP MBK=PE\$JL3NT98I")"5%J6SA!Q?HRR "T%^+4HMC^Y^Y7U>\$?D0"!N<
M0^HJ!@*3AU*!F#^B=7_FJG3KO?C*!TJ.P;Z!4? M.78&UVK&7*_.|D!T+B8!UO!;\$7\$">X!9;9\$@="4A\\LA3W^-=@ MMUBO;88?<
G&A\$ "3//?D\\L41171R!;G3,=<\$5IV+/0%.N8!>END#",8?!!#N=2KY#S81_5!V(TC_5TC3LH M@9!|>4XF!L;S<
!H*GU*D\$K02M^SV^OSF!D>NTROF!E!X3IA(HH@W'D#V1ENOA4EG^9&46>!!DH_+ _/3!_59@*9_O;AK\$;42V>;>D<
M+=!^_C+SHGJW8TFIWAR!\$>CND^N;^?.@#HON27NC"9T^1TND_Z5Y"@XP-B MBN!PHT7PW96-M2\\OYF0R"3HJB)(?)-D?<
W660#<+5>UB;>|>^J^X)!<T%^0^ ML2(DC^31T!;9LC!;@L@H.Q^!_8QCV+JG%2A-/R=M"QRI'RBDY8< &=UZS' M;PCH2>@*))<

UKQ?RP"IC8/50(^(*/@.P39J^P2,36)Z)2H7B<_&9I^L*M|H8>7=4CP! M"|=+?S8;,@?Z%"40=D)>N0-B*DR4#LI+3*=P-
7ZE.2#A^A5E+V|/2;Z Y MR13)2?>1T.48/R4U-|ST55MYK^|0D"=4B-#X;OS9N/Y>QL83L1%;(7.*W MLB(SZ^|X/+ =C5;1,MC?
B.PE)?0",5I)XMR.*LM-D*ZRYU K4);4<-PBOMKB MJ^>#HZY@*RM8EYMLL92|EL0.PL|(Q|H MACNMLH3Y17R\$;XC?1*^0""M&&
(\$D M_-|S:ET*LL!7O(^0*|^SO:C*OXKT,=X3V""UOJ|, MM|D<<3TS+\$ME^"YI=DZS5Y?QWD!&KT"&Q2|PS7D5T|TW +!Z55/NJ-
URW|0.Q&T0MBS18HPZN.7 %:V^>)9;D9!= "9X%#SR MR(M9&C(<|FA"WX*81Y4MDCL*97;D+P?
@^%|IDE0E.L28BYCQ;K4PW\$SV+%;|8 M18=Q-QU2%^#34,OW*(|B6+%, J=Z%"VL P.YF86*IM=G1|B^ V1>E4@Z-8=I
M.JGZE8EP_-2 S|Q5^OWWD&3|+2W^00N1KOK/\$Z"-97+&.&J|_B|C.H;ZY.O+^C|U<5FK M!"*0& X_.@5".TA%BS64UTD3E.OH!2W-
Z_- \$JZ|HTS5A/D)5@R PBAEYQ&_ A|S98QZ?%C_@<@2^T;.*W|(WB3 MB6PEFF*;J&H\$HS^D-ULBBW\$%C1(XET)?
0"&W/>%V|?B3C UE=;01|O^AM8 MV|!|TX93)FHHJ|/7RZ9L%RY+=XRF)P|(N^|HM9#S!;=2T@S)\$T \$6; X| M3T+X
VZ*5R9606DPW*FP47?>|HJL@SH08\$K^OVA|3)*S> |38QQV%:U@1D8J M PR4PJ0A\$-^F.8+U77XOF/ # (3
W4=XO2|.#.DD|1/%&C@=NR1&Z6 R*_ED.B MEPD|AF>CO<C?|F."S,ASX<&_&0(P^OF"&8A^8|A |H4EUAG(QV#C8&1
M;7B|B)|3|FWCOHODE;|1\$KUL>WF>2H(SV|+)_7\$GOJ S#@X!) HE./%*=.9
M^3KAR,@(H.14\$M|U+;8FZ)|L>LA3_6?^X>Y3\$VTS/0|2T(6M4%6\$A_!|(N/ M\$?3*8E= T7<.XC\$&WY(74E9%R=1-
F2&,"^"HQ.D6XPD|TU@4>CSQ|1Z8\$ M.VS6M.XE,|E+BBBC)%3413=D(IE73-64K@ #>E5^|S4Z24U5Y^X)W-10PEJ M9/6|4&N
|KXA139W!OJX:6CD;>^6|*O+U*(CM?J46G|Q7O88G\RNDZ M2.87Q@%=@^WKV|HJL)-AH47_-N/B+|W2%W23T56\$SOW|>TQ%
<;Y=Y_BSUNW M9_^L>=V3KPID1M10T**I#V9&:C^1|LV|0|(R(7/PS-|GXX|ZE#J-@9S9+<(9W M|/S&5.D-6|M)5F16WTV>,28%XI?
|B@3_-H3:8=S<^C:(N@^>|SIEM6(^QNW" M_L&K484DE VXP^KBTE MQ|:I@6HOR^>_|K|!^O|X^3AGSU|B"BB&2
M|RL.WZX3Q^% U>|/\$>?J&UEVH4F4D|(88.PA=\$JW/_YHHS|&!72.#N+ _6UR6 M_P=C>|>|H=K9^|HNP?2^XB1^D1(G2^KCN'+(
7Y+;PQ|N8CB;=\$/0\$^2 M1/AP)#HC@|PK*(|AF(KW&C.11B1 4;0@/|H ^1 #GBH?D B<|3VH^<^OU M)5O(EN0#"22%?
E6"@@F(.659L6V=(9%5P=;|YL4BN7|L.P*03:X0OPY-#GWK MMW#;:@&22_4/@%|^"HI+^%|BK)IT(GA8)0;
((3T.N)E3(REFWWHY**|_!%4X MFMRS+)PF MN?Q.2JJB-
N446(E^X)|@:QG4>N3QN)OF(*L7|CGDBV<%A|K0P71GD^'(C&GO*!8^HTJ+|8C4JH(\$,;>HREQ57LH=>Y^"G;M' MX
X+;,%M_*95K|RM|S|89?PG4^_!6T2S(5L^|_K&#F0K|444+|+?YSY.F,M|H
MGI-80NX@/K7.1N;|FE_O1C3&V|U^#%*LRJ=5R10FY9*90@>WLELE044C#L|U# M#KC'7)9FV MU|542O?>XG4.C0.B>|@|R>^Z
7)D_-2%1^!QINCSK&Q 87P^C M&XWQ2+\$,.&7/4^!_! EXM-6T:A.3E3\$ _S,SQF? MH4^|4H7%B=TX|T63&Y%IN^OZ9F|@^D3-
G5P=\$.52)0HOU+P\$,L|=#|Q-/W77. M85,B9/>|Z%77T?0T6=9ML|G|*;ZX-R|RKEY\$W-3^3S1YH;*N0GU_6(7T|SI
M^_O1<37|H;RL9|C^FO1^+|O<(|GLC^X_0^T+0%7MC:7B59N<9#;."PSSV MBK66M^*<(Q+^K-
85DD?^BF4ST=#.Q76^|G2^&.5R,SV^>.KOPD^6SMBM+4_!5 M^-|L.G-3,3VEV?|A>TZ"-|@DZ/GXXQ&&+J4^M,VA,2U^3%
TJX?2^M(ZV6) M>DFSM6+H,Q(HV,|552D2Q8FH,|,%WKMLAJK|>|S(CJ1ZN@/J06HQHM+;CG M4|VGP(R;_N^B?VO|Q
|+4|XSW\$ _TQS3P^X^| MLN%KK+<C_Y559Y3^+>G01R#7?|R6#M9U7V_9-1YZFR5RK3|R^"QZ;
EMP\$|H\$V;-3/_|XBXIG0F%VA.YG5_QD&Y^P)A>R% MN^*Y8!6\$GS|^>@|/_|F8F,"^QVN^OXA|J(K?#)D9P1Z\$YD&1/6^N4V8ZK
M^_V|X|A^&*MEUNOZAF;H664**)^2\$W|AO5IM5((>Q9^P)H)5=*H0N<8)C55 M=0|O8H|&44T2761/06)R^G6)ASSK6_9MW(7:ABW
MY4C+/(9|EOXR^_!^/6.W_L\$B^VA#V-&*@|A)^2Y_ A-/XLT0D,U5U^%YA7P06(^ W\$*JOQ8^M11(1?
M#BQZDD>=PX:3918^SE#.#7ZK/7S^>^7^|3PD@.T(|H|H|O^8DUY|9O^>#@D M>ME
0@*3BGB@^+3Y|X:X0>^2^|Y=5^Q4Q62/TBQ+W|A;K|H|5#DG5Z^KL|0U M=Q|E^V0M.B&|!(6\$MVC;EEB-
ZUP|D32+XNS67U&^;)9= _\$=OJ;VBZD;PSOZ MQ)D=4A\$8X| \$A*>C++^!&*V\$B9>,CE&M=QB.8IV9|O|H^|H-@|E;+E^:?\$>
M>|X?27F-8;_RH@G^V-1NG9425O^4K%9AV_-2|_)H^<*8;|RS^WC\$&P5R
M&+>|_)01VTSJCK.R^U+RRSLAHA=,P7V8,+^3T+%;|Y2EO6>:37XX#@0%|;
MQZM3O*Y&!*U>0HRE*K\$)V3M.S|S91&C;NOZ;|N3I M0A;|T,8VJT^VU0M^N^+RR^T6T7Y1GQM6M(TF-/B|H-
SZM|C%8C;|?>P M|?2=W^C+3- \$7.(8^65(^|P:B;M8W&|_!_*ZWJ MO=>^?Z.V#1X@UP4>
|4_2P9_7_FJ^!ZHR4:N&7VE3^RNMU43E:A@.8EOO MZ%,\$46|)T;<8EX@0+0E;+8U!^Q&(/G&AN|452%8KVFX^;H^Z^"Z1%)T/NO
MQ|9ANPDC&6+|=;68Y\$*FG:%T9JV|OUIE6X@+YFZ7,IBWUW^6828PM61&1\$=\$
M(0&574V^7;+ZSTSO=RI;ZXW&>O\$MQ*+R6|S2ZX9;= M^+WFV!R1^H2IZ^O(^ M.E00RZ#T_B|_|X%=@%
|PXNNI\$%=R8(|NQ@;NYF3LWKX<=-NOB(VNX>F(C|)4O?BF?83T\$R1%JDI\$|X82(H3X2A>\$Q>>@(^C^DPRF4G)X; MA7^(L-
_2V;C%PH;FX9S|G0%3U0EL&^%F>=>A+C959 _=)SLB MHB<|J8T_GL6%(AOK,|=D>H8-GJ?^!_L|D\$8&L|ORBG_T_V7VKGS-
N/>#S.F%7X0M5_/0S6U/WVY06V5;HF M9T\$|L2RLT(^"FQZ5<+2WZXB9-GCY@&/GC^3?/LT^?0QH>#=(R^H^V?2G3S-
H_A|_L%F+|JQ/&*!)FG#; MA^58_LPPBQ?;+|(A|D;I&^<;HP_LUTS?|CVJ^T7K33O\$7=E86|3C;|(K^A MKS3^-\$0|94:?)K0Z,7|T6^>_.
\$9\$|L^61D|F_KEQ&H0R5R;L_#JA;Z3BLK|JHYZ^KC MA<# _SO=?+;)(ZR(TZS2^&B|S@DZB(\$C).#>8J&>A.#MV8XP|T|2;|R|O;
|X@^_AUP@LGUF()<#>|;1:M M>AD^W&3DC)|TC."PW|@|O1WNHYP?G2G%6G 1^RT;/^J2K|F^L+V_!^TJP0 M^<
V+|34|9LD3E^3G;_#|;DF4E#FNC^3^W|B|/8S(01)5N G3XLK/9|A+VN6 MHV;Q21%EN;|7K
|F(^_!|U^_SX^P#Q<-6\$@_N|ZTCHE!|5G3E\$E(3R0.G/# M4;&G@;FJ/?FMW-G7ZY1+G%KM\$S^|H^|L.L^14<3^|X%@G;%^+Z0?
^=@ZX;Z M2_*Y|8D16ZNV-(*2|R#|ST-YD)3L|J^>|H\$BKB|U6-W;(E,=|!#7=>D^S4F M=JY<|X??
0YK^V4K2G90C=)M782^2 @KWO|ZA;|T\$ M GO@6L^8;_&99!|OSD|LC&_1|J|T@22?2^"^(C6C<^IP)>YD85V(^2^K(^M\$-
*=4Z9_ K^=!!6PB|H57NROR>|L7UD;Z;-UXB_H_N_XJ^G+6^|O-&W M2PQQV^\$+NUW-@^%\$T6^2?^<-
(SK@L=N5+EP5B|="#8GPH=|8WH&032G|P;+ M)QO^XTC,N BYYPZ+08CT|T^Z @DK#=-;^N^T^"Z8-GCC+Y9 M,1|J-
RT&V|0KJ3PY(|%6DMG>|AA2B|S(G|A@U/N#|B|R*)7%&0U|UO^F M10R=;*AL|PP^|T^B7T^W@;|^%P^_);AS?F:AFP&V
S*\$>MQ9(O6.6K=8_-N M9S6N3NC",%>+|WPMVN;+82J+U%U-8U|+O1EH4|G^>&E^6^ (^J0KC^P,7\$3^/_+M&EUTX?
TQ)K5>;2.D9C)R66J^|?+S\$BB36ZN3VY9MVXCQF@?5*KC=E^E\$ O MC@A|U>M@.@*|H6&+J|O\$Q#&1?
5M^<\$=6&L|U|9D|WIBV;R^<#N|J>S^)"|H:M M6U.IP^3;T^TOFN%8C6M|M%M(MNDUX5;<)S-Y\$&K_)K_?00(U^"
|7;8%2>Y\$R^3|S&*)QF|S\$U9=;|LAS;GP(^_AXF;D-2(ZDC\$
MZ\$^>6H5C8R(RT|CT,D=.#1CM1NP9%#>>V4|B/7|+07YY2.HBBA0LAOEXS!F* 8A;+E2|^@FXPRA= %
M:@^>K.YX39"@/I&NON81EU_?HJ6^";+T|BE;"0^B;1J& M_2)>R#N9CWI1Q=[S8E|@VC|F|W^>|A>?GXB
M@J0#X(7AF1&+|3(|BB3?)2X09)|%|A2N1%R4^_NH%>6^P7|6V|68G<=|
MG|N8|T6&WC^V7*|@2\$|8+AE75Y#Y:QUB4\$O|SCY.6^R6Q#SDEI0V^PB>HU" M&|H^E|^Y^P^D;K?|JOG:F>|Q"HU4|^|
F^H)"C1^NOU)RD,518A(S^48@OY M^&^&)%|&Z5B6\$4ND1W|CTB\$|T#<21Q(&#FT50(XN,>XB)MC#LUW+&+U;KDTU M^3@GR
1\$|LW^C^M^R-8 3^0^JHA^H0S@H@|H^|1&|^%Z|A2OP85C1T;DQ!#_H^% M^VA,3^GG|HJB>|K(C^P2|X>HCL;=E77GKY@\$RF-
D^M^P|G|8!8B+BQN>1 M^U.+2IR>KPH7@^<^1D^%K FQAP=Y^#|JV^&*.OOPM|_N6SD\$%V(=_X;.*E|
MRX|F|>P@&|^|PZ8|@_5J.T^>#A|^>Q&3C^"#1MG1>PB_F25C|@=;26R^NDQ74 M&F^+_ S&B.JH^1)0JZ|JGNY7M,37&|@_N
7D2B^*)C^D.HNOL1(K=7&S M _Z|YPWX7;3R@<K7_1\$SED^H< M|(^02|&K<#W.)HM^|K=|!@5(X+!&SQT@|V|EO|2-Y|
<"XC|/F1|^"0 50*" MW^A|+7)<3_71S.V|BA.^!#-XBR-YUN:8+;|FF;@6H|U2_91&\$NUW|RS^C|H MC6W6X8="ZY^D6@=\$=\$ME5-
GO"/ZYK|C|O| BOE|U-X^AT9;_+^6EH#PB^_J|T\$ 6\$ M(55SCDY24^LGS/9>^Y28B|5;F95"-8=OD^V.R3J+U0;+E^Y^<Q^?2T?>
8D M6L^N-TS|NLWH;Y1N<|V4?K+W%6GS_4MRH|^*B1?|15.C|6&0_505J|T3E7T M.8^|/3^|J|SEA;##\$U@|^%|W^").^
<@H|UL(XT>0(K,D@SX|)%F^"LT=%2YT M=M8Z^<9>|N4;C5_15_/_N/_=Z3FR6|AN%.;&.U;*Q,R7|S+@PM\$CLIT? MKH>9^+>2G_
B9#^"H_OZU;?+&D4NTZT@K3GP29B|S)W6-W1G&O6\$&) RU) M^*8^6TG9X^)\$TGC|H5
IN;#+O9(R9=0D^N)R2NS<5U4JG<2T2OTD|J^4^ M6P^92W;|7J:D)NSHV3%IX9^U^_ \$U(B-D|F|6U&@&|)E^"X^?
L7|9|QK^WZ;W0|<0| (MNSVSI(SU\$T3U1FHN^+ZUM2>OM^H(F|L^|J|EY|L=UW^1W(&+&F^C68-O:9+|)D^ M_KA>
|P4EG3UG\$2_?P<%K=|A;Z5|2/A^Y |)X**&D=^S)@)D^|L^"(D:|XP|OY MHH=%|4S^KD^ M5AXIQ9(|TJZP^:9VK9P(F9.FG6QYVNU3%)|
(+B&?F:DG)6R*_M|S+X^2AVR MSP)UM,+S-EAT\$^0Z5TD|BW4:B^EX7^|4>|O|P^RM1U5=>PUWE@?JL,,>_U M_2^%NC|H?
@E>#.#8T+D+X5=-UZYW;/F6+|3;0/@|38L5|65U O^UFTOBI.XPP7A.EY8<^382D>E1M5D846H;3|+SM M|V?@L|H|Q3
|E|SHJ@2R4Q5>_CT0A3JZH7BNJ_*QTZOL_CYU6W^L/E|=6 M;RX;L|K0O\$NR>+=\$S^|ED.7/6\$Y7Q_/(ZUL91=0;MBO|S;-
K_8TK^R9;I M\$|OG^"MVBX|J9HCE&^T=7XZ6W^H<#_5OGV8?WXD^G@(#HB\$;"K^D.3S M9BUXS)=YBAM3Q(Y6:9M|J3M^0%-
DE@0|M1B|H6+3XH J-R8|_R8^"S.U2Y^YV# M:0.Y9S4X;
HZ\$9|OT4>LSYKK6H.YZ4CWTVJ.G4|92J<50K3VAF^"I%X|;OR%|D|9L^F.5D%| M6D^"?"CIT;L8?_PS\$EH41^90
J0U>PC1\$WQ@|H\$3X4?Y^?2)44(|WDN^G M_<0/PRD06>&WBV2^6&4(TG)%+^1|H|L0VDX8&9_>^"+B0|;Z%;4)/B

M4H4MV,>?DTHY_4*78F4{1V;GVC.K9(MO\I/ZOSV"W)&=^:TQ(IEIB,MC^#/C>)MB=&Z(B\$97FD,UQOZ\,D70A"M?H(LJ9
!\$7D)TNV0?@/DTA2K1.MI.)\$*F_6YJPZ\$Z-N/T?=&B,A1/9:~>ND&HG_\UF*4T?.)F4_!<VD#P/,5^L)XH(T,K)!&LG@VT1%BN
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31RDJ7_?>T5811U->QWCGI_M,1L'UC)-5M348H0".\$/K0F96C%Y_)4VCC%JSH\$S3W%UBN;M4S0_:(HX"%S'F!)>Z&T!&M-&==>
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M06%0I'F.77G@W.J_1NP!=OILFS5PX;=AZOGB+Z^ODA.ML'6O2N(R*IQOLN!_M)'F101-98H%G!_W CE@._*0/9
S^P72O&W>R('32!66GF4^3J1_!D\$5B(KL_MQ^<-QDZL<=)('"(1:3@8)YUP!+6UL;O7;FB>4ZI*VV"JSCN:T+<@OJ/A=@4#
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!57AQ_N)L14Q=ZW2?IWLRO@-4#W.&"_E=I?N@O@4GT0S_M.X7_QAJ0(IHGJ@<6!=PRV?&H,2+2_HAAR\6ID#J>~"5,1,@
#KJCHI_J8(IIU_M5>I8E;9LTI"YS\NLH1-WN>V75DOHO5")^?U0%XY*6V\3783DJ02,16YEHS#G1
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IF49IAH1.9.WX1%\$Q_MX_0^-,7+1E=LS1.DCME?_H@PR&U\$55&L4L=#C5\$Z_."K^=-7(O,4JP1!)M""N_@?7M/SH-
X!89BI\,ZFAO@ZRP_M)%K&.4UR#K@#,%0%/_7F;_%>V\$2+;_"W(0@%UJ1)#KQ_.*?0+A?N,AO-7)HT!_M4?E!>O>M>FU
29<(PBH=EB#IF?JWJ2(+?L^9V&X@_X\XJ(D^CCA'A1O:\$8_M*^!@D_M;JH_4_ZM82.VK,@JN7!#Q;O*X#A,EPL&/X6R!
(2)VLAJ\$,="2\$ _M4FSB!@C=(&D)H'_M*1(5N2NOY;49?HNT+YO^OHL+_CE,V;I27N;/A;J5Z
M5\9!H,8P^<B\$&#UC#>=\$%AYE?7LV4T_~O34_/_S@=(M=3HH3\$X_C;1/_OV_L_M5NCI&B71R_<EO^XI"DIUK@R3&?1
0!)1H,85OT+^_JOTCQ?_?)HUY>GR_MRJB2_<EBM""R^~7(7J_ACUWAL(X,(MQ@SL@2WX_PC\21^Y1M%V_);0)9E\$-_M4\$%
(HW;36L;..RE:8W1\$9ELH?H)CQ29INDI*H\$N;DI>TW_FKDB,8IU(CS_M^<BQ<=9MC_GR91.G\4I.PU@DPYHH!%RY2AHGY'5^E3
K<+5T!PL;T9PE4G_MAT+\$6(3EPJ17J?&_M_!YE(A)\$A^<AD^W&Z^V(DS/^N_M)_(7.&!<)H\$B6K9&)-AIPZX;_%@:2*&QC31UL!6IS8@<
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I!Z8B"=J^CI^_J(7CDXU8GX7_6G58V^!>+&\$69E)B!_GX^IF^M" _M%;CI:P;7^M0_UDO_Z(TQ;,)PQ_1@L6LB!(UDI_Z^HV-
K*18@8^IC>D\$ _IB@!6E2BT;^")18B0=RXRC\$>5BVZ!_MI>O9?1OY65%U@&Z\$Z_5+_XA(HRD;0G09'4)Q47Z5I>+_Y+P3*&9V0YL-
A2L_M7I0&_F%JH9NY54?^T\$T0&I&%RP+K_W"H2R!;O7&-LK13VU6.!F>L"l"%L&Z^_M9*QIH!^+Y1N_7^G7-"F>>I^>/_G_W@O?<
\$D_X"DI>80\$NF4)S5IS_K;BCX_%M4_X;8U3G&E>"4~*W3#!_#R_J0XB<"W>M@%IE1_HQ@5GJPIXH6+!R)GSRMF
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W!LU#/"^RQ>O>#>L^Y>5V1\$S0!">@U&IO^X_M-0@GE2M+EB_2!)W9_MCIB.S.)OJ#^S^L\$QU_*"&5D1Y_W479#?I
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@PU_<LH06D!~9\$>^5@25_7><2#A.!7!691_MAI?P)GC"/MA6_.CW3N9RXC=S""ZWB8AFA4N
MYE<1~_W3%;5W!^H"M:A7SI;AHLD;:9\$TH_4A10DQ%C=Y(A=D3CAAPBB3
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_L_M0G9^7F1_1"9WD.T&=\$!1)=@/_KS3:4^!V_@:ZZH?6?;T)1_3F6NLB\XFS7D5_M&~.4E>;_BMM5U^R_9CRM*0X0L%9F+X@0.8Q!
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M4=#\$K6!JE^_ZH&K^5V(=\$KW'D617NQ/1)LN:0)7@M=_J\$^+L9CP2BORFIROS_M5_CR&X>.7%""SYAZ')ZG+Y
GA0LX!_7Y"8T_~=FN;_,DPOE;D(4B3^#R^R*_M_+IW=7^+P).UH.W+IY/_GU/9!LD5%&8;4O*#I01G_L#@S/9)SZ4B'(7S
M,1!IH\$0?3Q1>D.Q6H+GLX?1,'VE2^RGK=9_LLB^T#Q9L!C6;2I(YJ_5W!G<7?OI27SK20^<(>O(YV/9XG1?<
)DNL5N!G0FCW@3#GT2^CE1(ST\$%JDNUS_MM^XH32Y_WT;M!HHM+V+3I>_!S\$7M7N\$D=K;B'_!YL%7?G\=-_""&\$AH
MLUU_P7!<L%LONJVA!8C"=\$T4+^7\$K+;_6T=Z(R<3^5-85J>M1:S&EE!1_M!9H(Z>THG91;7&I@Y0%6KFX;>I_!B?
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!C_STYHJ&1(8%<_KYE_<OR%93_WAI!MBAI!)TF60W&337"JL:2;2^L\$?N)LWS10(7)0\$?_OAFI4I4)W%GT6!_@4Z&HQH!
M.MZX_E3I#K(>0ZU#GFBS:UT+!%5A!_1.O(%CR_\$2@/_WX+^D207)&!%<)<8#_M<.<3'E\$N_-ISD_#B(IRR^W?)V^3K09*\$E>9XF?
#_!O9PI5.9H_/TPN6RED?9_MPXXF(K'80^!+2YCC3U@NBS54!&_&"NKD8H+LU2L2'KB*UJ_!ZV25P>MJ0?F?
MUTD37H/I2CIDQD#S^"2=R_~_HEK3"7Z!%<_<(4Y0^V>Q1H+%(VHY4G&BY,_M0IX_8Z!+<4E?
U,DIO8Q.B1837>UK6ZCT=P_@6U58"!5!3IZYYQB19_~M7J7)BFZ*~WR(XG,8G!CM!Y,7^@R^XC4SW4?;M37!^_CS2L)7-
B1TF%\$;_M(VIO>_K@2XS>1BR09!/VIT^GCIYSHQ?S7P&-1;Y!8=+2^Y)8+!U^#_M9+L.5E#F'_F2_9*\$_M4X!_=_X!?
&HG+^0!FY^NKL;^W%&H/@T6_!^IU(P?IH_MVEI5%N-O+2;E@S_PA2B'6AFC>UUX'=^;_&?T!^F_!TDW;JDR_%4R
M0#UC44IC8P7)TM%BI",2^C!+^6EKTR_VC(F_M%LD=;YPU;\$&W!((DD_!\$2\$5,X#8=RL&(>I+=00#*_BG/_D;_XARL=MFN?=_IW_M?
C+^_<C=9A_L7BQ3/0&ZHS6V_!234I(T!Q_6.2\$M1ZZ_0B1^Y_>T^F^>86_Z_%Y#14P)P^24E_M_A\$6K5!^!XG(23*=^M\$&X!52R_)<
<*IA^H^@;IJZ!U>L!\$W@<\$XEO<\$JZ\$OB, MVH;KL>_@%B;6J!5!O5FH&UO7^CFIOYL4O=O6^W^OC>S_Q@KUY9KW6!
LKOC3UTO!<A>EB0/W;C5!432RT_!%0VI2AW_M;O\$!T_GJ>8?QOYUVA,^!ABN\$MW05SL;MB/V4NW?>0PK.S>PJ((+8+8(1_Y
MM7Y;/(KG)E,^>"G9_2IVX396^J7DR_J8*%EQIXGS/UZPI29DB5V<^!+_M3>3MEJE#OO_"08!<C<6&K!<M?_DKFE!W>HLL-
0\$00LRM0(7BJ1&BX&B4(_M_5YISE%TOI^!K+95;K_JOB.+2_)P5!ZLU678@^~0H!V^XG9!_~NCO7R3IH
MDP%U%KT:IYR1^XZ_S692P.1C\$7_L!50;6)PUIW+^!<SX8GZ72Y%)+B46SH9IX_M"G600.%3L>4;_GO0&G^B*C(=RG%F
6#UEG1+@FU?^7%V#6H;ES+PHP@BF(C_MXXBX0YIML2,4ZVK3!(HJ&ZKGF)@CH(73%^P9^\$U@!@5M<,_%4/^4^6+FIW!
MAWT!_GF\$?_HCO!IV4;@!LNS=K4L?_FX!A;GX45;J;_~_PC.#G!&6H%)YH_ML;9M6" _M*/_!LR#Y#5V!_WK/KC?V90X)=?7-Q&I
U&WIS2L=F>HO!WL);=I_EMILOF_WBK0LOX410_<^>3W;_D5_M(\$%<)Y^T^H7;H%5:6WDQ2H9@^?;_O;6QEZP(F+28>=6-
BK5U3I8;9_5IY_MP=P=96<6C&Y#&^U0=UE?#)>>7C9P??_~_IV^!T/2!FT^KQ0=V8^014H8O
MK#VWMQ_~H=^FLMG)DEH1N6YM"L2+ZIT(^2%~HJD2(6E=)9F6?K&_G(>_<_CO_MS/2XRAXP31&%&AFK9LNVV=KX_&WLS!;

!<+S1IRH+<[2:0SIE!O!L01&%!HY?..XYVVP9.'='^OW_196C MUIK(B1_5RZ=)\$B:*(5^5^]8_W280."P=*>-7).
HA@VSU6:@813'J'.*^4H M N.?'0"&(/, MGJ9>L%>^>@?E'4GM^U?>\$7UEV4 M_W;%-+!K!:)BSNVY[R+>5E^S+H_7ADW^/?
(QA!H13P)>XV_D03?'H0WR M_3FYKS-TW7HEUHLN;=CNC@42A3(H6"P%025/!X8,YAK0AE,92Z;J(S6_
M2I8^=(1V8^L7)9?1ZODAB0IS+^1IWNWQZJ8WKXE,76AT3_-+/Y@.\EHPW1K% MX9,(^3\$%/#5\$Y4#N\$?),3<<-GR8!XK%LIT?
>K12@&(*&#<^H&P+U8WY26// MY1E=IQE5J!H.DOG.5B#5D3RH^D.0(C^N2I)+O:OMJ6^G.B^DTNHM:A<7V MUN-O?VY/C!+3;?
\$'23LJHRN>9A_UY**+=35@FOOT3('=.C*ZL9OZ\$/_B9IT87.J!L(5+^#BA;GPIUO<^X(I M7(O_3OY<3^\$!A/\$V?N?
1RM\&XRS8J^W\81]=Y\$X!^V^2M?I]=_ QF= _X M>?I*,Y,&W_BE^QNZ6ENF4YI!^L%
(Y=!!K:MG&T(^99\$*Q,7QH;CGP2@U^OEIM7R#CG89, MV_ SAR2C00PR^Y3^X7;9?#=@A@A+V8HE9L>LUB):IS'.L:W<^W8^5I=
MIMS6UN-?1AU8#)=="AXYV\$%O@#1#4<3AP,4ILT(Y>IV7^T^K^18%;XTCG4 M0%W(I
"U.SN+3>Q^G^N\$1WMMT^6Y/G:YQGS8L#5)M47FBOSU^W^YYY/O&#K MCO*2IU+U\$U%YJ=NM%\$S-HW_ZOQC!+_TVS!#_-
DF^14\$CO_I9^X%4L+_&_I3 M\$R_63\$A9>6%V8PYUF*_JF*7!+= M86:Q\$EN,#<>="Z_L]>6I340L:O &EO:>>\$GU:KGI//QY_=
HB1Y7-0G =, MAY323GBV4VCDAMD_D8X7)^00J\$!+_VD8-3SQ+^#0 J^/\$9O-KY&-+MD(+!N>"XG\!P;@U,Z/7NPS
M3>V1>_N:C#ZS967*0QD(QX!H8MUF-SV.A!^LM^6U8)6.5JEM_U=>_%=UV!G% MZSU-
/62C+>:ZV:A&U!1#58IQF6^N@T2C=;>18,Q9(EJ+QTHON+IQ@_MBMW+;))%#DP-TFZA@3W4\$G/8U=X+ADRWDP!Q%_IQ?
K&EG=^1!]+@O#9=(N ME?QX^N-KE+?KZ)TVNV\$R!;+?O-I5V(MU^U(S;X-LD:&U)T1Q3X8-F!7%09IY MP9!^M821W:1YQ-
U4!R8FC M/XSB+?2BN2AJC=S76?=>, M_PC<U;@<FPG:D56(I@)4V9I3 !H^GFK(B175_V= %@QC0R18,.9:R7#L M=U
PDU!D#+)H>#@VX.\$DO9B6JHZWIP!/:V,06%%W)+>&@:TD31#_M<6*
MW/F!7S96K9QD);"ZLZ\$7JR^EK3N^9BRM!\$;L!WW(RI8LV>N1:L^<2@(_OV M8J!*Q6U!V47;?
N6YIZP08\AAQ^F_Z>D^CW;_M_RIS2!WDH3MEFHR^MI2TJ MO=BUEN-2YU6MOU?C\A_9 ^&4C.T^%_&*JK#L.V
N5K0%6MK,K^+H89!ZP68M^Z7+!W2U_LVOJ5)*^T,>^@MC(V=@A4_\$!^HHEY^M7!7;D(8'
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)_M!_QSVX\$N_H M/\$YSIL=%;2;VGBQ)I3LE^M\$Y+!#;+;?_FN48F3!*>_W\$QB))E^D^0,#_7 M!Y;^L-67%Q-
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(F3I)PRV3^ZT2L@!9:872\$!OW* M^<T:TNE\$2JJ0U,M)QWH9(-&61Q.FFO)NH;+DK%FI
M4G/8C.Y!;JW_B1)0V9;=&%L_ WEV4E:)).\$2&K!+3N:BA_!TS>U^&C MI&6(-CKQ8NI^#K((A@0@&?8WM=G^B!^?
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C#_@0+7#9*7+A.D!^%6Q:5NTT8L7Y^H+3=AP8C;#S<_7*(D@A2!1QTN MMSV?C+GYL7RF7^SY!YX<_F7JQ.!?DDI\$5A!AF?
XU!A5L#5X_2/J?^//6 M6_NG=4QXPX:I-4>)/@;*T0_-(DUC:-51)L5F+K;>,\$K^NZ7&6*JH[22I7/ M5D&F^PLOF)(.)W&+M
\$V&9IY,7RTZA!5N=#1A1=G8RR6P(4PPD!^X%U-U MMKFT^B/Q)W0%10^OUH8I4NNH M;+!E;U9+^!^?
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@<"C3NVS;_H>39CMOR8T,O6B^_IL5/37+ MM^4D0_CYVR7+HXF?Q?L%_M^<6>^ZX\$!XS OVI^YR^Z@ K&C^QI&A;=IXD\$T_6
M91IM#711AE=@:_1)\$S!P&_9_!>[271_7NQOV8R:N O!QXP%HO%BOT_6WT^M MK4U;HIZQH1V8XO7(E\$?
^D7I/9.OSI;FOFTB0\$6N_ B.L_3);R'9\$>&N;0 M^<^X=T\$E,>PL37IKH)JU/_B14ISNUFO*&UB>"U#;+R8I9G\))H\$DI8PVRMK-
WU4C076_KW(=%LB>5SE%N_Q05,9J M_#9IG^T)P.Q:0;O!J38O=^+H @_MJ=;I;VX>I^6N;&6XXD?O)_O5+5#Q^ M^5L91*
IN0H?L1W^TU;U(5^A<_O_8?F2K^N M^!NW&@O;TFST8/9S)G2F<12" MN(V;SR;C=+7S8E/2^C_&1VE+<:RI>NW^FX!5^7HUI?
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BJ52A%EL\$SPY^L01YR%?IAPX1?T>))IQ?;\$6MS15?J4P-7 M)X\$IH>^T.Z3:3WX+39^R8/< MK>;@8#O@I3Z^POB/I
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!8SW)TF^X(KR\$)@#I!F>21KPB2N\$Z\$YQ6 MJ03R7L;4X@XP7DX4WSR5.55N_7G^J7DQ.O78I3W1D/#TQR36A9I"_O1IY
MP=HM!JT^M^J!2XNZ473)2>HJK0H5_E#3,O)FD05<M.YQU4 M76GKQ(NL!P!8H-OZO#/O6"W?
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((5ILCI+WIJ8X_J14 MY?#YTU_ZG^#N86_/@"SRQG&I!>(^#@;_L8,4GC(A^_O3TWXK4!#!N,W)^?
QG^C^T0I_="PVV!FP0_D!%5_N\$Z!M/R1HRRJV\$&^!6^*9>LUMY;_B+OBW#+Z?9S3\$R"\$H6/*_5P\$@SOUH^I
M_MD@<0Y(9N_KMEH!_"9>(CU^H=Z/5+P^NT^?Y=1\$3<6Z_!^>+A MEF#!,T8I\$=5) TKVF\$(U.O?A3+W9_2S0VDR"S;?
&WYJV="7K#8F2

[illegible]

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0^Q^3;IUI8%;%N8^7%;.5:\$H13\$CS# M8R9FOI0BR\$?XT^LHU;@=!%=-!>R05D3CB^S<<.<N%<")T=T-H 6!\$580>7WP 4
M\$<S4J74?X7D4?IV9PG>^+=P=U;VYK;Z4K=1^>)>I4>K13=<^<[N]^(/1.Z M;H/OF1H0H;N:87\$T
VU#Z%&B0DFI^D5'28/[SASU<4;15\$28.3Z6=8+IGQZ;1G%*KZ4\$C?^2Y*^YIG M9\$6:\$P33;136F0!\$L_N8<7!%-JAY=#DX
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(13WEJMR(P/BD+!NJUD M=JL.EWXG!A1>T7M2G7ELMB<2&8\$Q1HU(MM!XQH#^IC"##PS8L>K-1!(PNXXY M7QJ M624-
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M^O8A+PW<*0C;IC.YOAD#!)^F.9%BY_!Y/<;>)??X^?H3E;#H/735/BM243Z! M&!NGQ?&UTN?2
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2-!\$P08;Z M\$5;2=N\$C!P;X=XP2\$9L%A48@0^16%<_A4G 42!;9L@7LC 3!R^QI32-M
M;=#V!;L>MK!@M+8H.FWZT9OIU!TUT_82/% OFU#QDZY-1Y M.9;G&%Z!X?YCY(&JTF-? .?VT49U^=K)T!%9UX. *0?
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(X/3&+D5 M2A2/^52ZJ)Y; V@8A4\$5K=;HLL?B?N. 4U@ (B!\$H6 U=OE;[FZD!+9!"UN M@GX9E%Z@WXJ
H/6KT_TJHJ4.^%ZN!0M@=-ZO!<_.GJB#QBIWCK/DN>D^SX
M7%>6;.%B%>V=H^EJRLJW"-7.IUZ#;.3+TX<_!C;F!10E3F&@T8TXJYJCE^U5 M@MJB3VG/49=4R^>.QW7FEN9>N=>K;TFLX?
+3>N!"^HCY-8IM^@+M^U.K^K.M_#RMIN8I2);)%!HVLXJ!YCU.QI=U+!)Y(ID);J.Y51FBR;E.A.0>/Z MC^4
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(=T^BP&7(&^V&9?2 M4;5E\$&L E;JR8OGP9;)(8280DD^?)>D&PL^N^!&L=I9!4^X68_=-/!N/ MOIKK!<DPB8C<5M!N9*)^"
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0K**BYM^O5;.*2.U.<^OAN^OSE!_!73O@!MP^);.IM6R!B28YHYJQ1S%)^7\$SV.RT34JLN^*9!>7G*(M%I0;BG17/NA68
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!R^V!E33B&_PA1T;PLIH^Y6(CW!FOY!DX2A? 0/"^1)ABJ^!H^B\$!Q/ M070&0.IMAS.2OF5^QV.1O?DQ)LXUX7Q%0\$58NQ-
2UNF0\$_%?&(!^?LB^!N M^_P\$M7.PTVF(C^3!7SA^F/_C@UX.?NI^#508QI!^!<*7/-24*U>XDO_@%&4
MJR5^>@NJ;Y!D783L!YON=-.FPM9U;WK!YWC^MIM94ZU+AF07+W#F+73P F MF.K!/_@U^5\$&!NY8BNGQ;@^O!SUD-U 9?
XHC^P ON8^C8!HJ0B)3P92J!K3! M-8-X(K!FGF+PYD=9TMI!B68^H8Z^9_O1.6;@4\$5=\$ 0;.\$RA!B^!Y@%88?
MXBA)L+A50DE.PR7#J>.^Y7%W!83JISJVL D!F^QWHKG761\$&C9M M(C>".A9.Q?T^V0Q^X#FP;R^1 9J4S_.\$<01?7 G6X_A-
D\$TKKD=A+)XF9=%0" 7(M)ER77!J(T0(\$4ON_(_%I!8JB;MDX MB)%
BT93(E5&)7V1(Y2L@ (D5^*!B)"OXG;BIL^M^I86960&7TD^U^!JX)!6 MP^&HBL8=F=WE1Y0Z5\$!* 5\$ K;E<2^\$*W
C&LZH0X+AH^_H M;X#_ .RRTV@HTQ9X 1>^Y%PW7R.);H!<92_YE^&V)^.6P;8J/(H!#>31=G.MJDN^&AM1R4!>N^%G
#!K0DKPI&5H9\$PS7R!2&T(CHOE;=*0RGV3!&=DDZ MC&8D
+&ORWR!%JPL5!2E^P;K!%9I6^VE!7B@4X=U""712.JBE!^L.HV!RO M1>_Y@&>^Y.U9-'8C.U#I+\$(KV--&>P FD7#JHJ?
2F2+^O#^!Z+QE..GO)Q4 MBX9L9#8JE^IK!7@8ZZ0\$JHP7J W# +W!>^H8R8_K^O1L=?R@3A_0.NH1
M&^W/^42>X7^<WQD^T!;M6&^B\$QQA^OX^!>^>^Q7@*!=%Z%;C09061=Z%; M4)_AW 7Q4<DUOD^H4/LIEDYWKM^UJ
6!RB?C/>=ML)EP!Q @GR^AXR M2L!P^R&V3>NR@0<%!00^SRBOI(PDXHG1T4Z+C6B^P^0B^G!_T4>&1_9_.*
M.H/_14J!V!\$XA1SR!0DZ!^Y18G/KJG^ZC^H75^!N^B!JMU?%U@3GE;^!T+
MM9HFB>2UG3Z/234_F _INUT_!Z=LX%N;UI57#IV=TT^<3!C^! =B!_GMI M167L!IO#A#)8^E8\$AP!Y^D\$;?
HJ4^B^;I60HC0>^5Q(*@8;_.PL^WQ MLDI3YN8\$8@?)&2!@CZU1E.70VYL13^2L.MM 1FA%PF3E60.6#9<*PU?+!8UE M/UHTHH-
RV2X3^A^3\$STB8IF8K#6AU)RNM2;4F#6OG>J\$B90!;K!A!\$BW7 MF%EIU="N@T4#)6I7H69<(I@PQ!#)(
^Y.94D60UIF;Y^R!4I371 M+*=+AG%0J=AE0B&J^HD^?C8^1Q)&6!8B!9?&=PRRR_R_3>57J/_B_19>(G MR+8R8FLPHBI-W0?V!8
+&\$@URQ0^4G790ER_A+HJ!H^>+!>P!>AOC54Y3^F0A.\$)QQ_2!47WU%7#W!@;9 M!SR4\$EDLW^"S<%A? H A(H%O!*=?
9Z>-(ED;9)"J0Y^!;Z!0Q_.KP=+M^!MO!T65UTVUPQ0FW&Q;E?>T.U^3X2!EU%&2;S 11RHEEM5+R@OD^DP>@.\$. \$@
M!>87K7;QOMS5O6)3%^X1*>!CI(-)_>#T+E>UI^11OUO!A2M@NM&K&50Q%?SY M?/(J/_JH1C+WC@!)/U^\$.BE;0L! =
<&)6!%NHQA2N^*!%>CHJZJW!H^D=;4 M\$(N!H)13F^W\$Y(U%QV1!^*TO^*X>Y4^ZD^%FEQ#G9_K%B^X%.QI/5KQ3Z; M(C_@JW TV"
!BCZ1Q4!%QS(JG6>_INV!G7?&R!) R111?JODX"/_51>F>^68 MCTD;H3!_37+S^8V2IV@_NK?O9J
F(#D^OP!1/O8.1W@>@0#5#)Q9VIKK11>O M^<@-%.5HH8WT6!>GXD&N;W&#_HLTO3^Q3.@"G75MK > MAZ6LHMJ. VE!?
J&0!Q!PW2N!U^F W!P0W^YX)X!9(9_01ZHOV561+!H M8^M^W2I28Z^!<C_!Y^4@>^!E)+AJ1!(=OD!8(IYH=>%W&1>5@7I211/L
(NED M1;2)"!^0IC.0S=WB!B%>^T?_#7A720)2HTT=JZ_ZOQC6L50W.LP !B;V!VD MX!@RB9LL2;C//E7H=463P-#
S56UYJN^EURWMM!)55Y0K9BFW EYS M; A737O!W^HYF8X!>^"T*_#WSM^7-3.K&JY5@&=SGU0^P!T>J-9UF^X&3
M9IU(JZ^4=PE!_YHJ35EXOSE\$<H%!.%F GA M^26)M55;Q4(\$_.A!DY@9ASS\$AM! =EX!#)!^V!2AHGIO^SRS;&9^N&I^J M!Z%
!1LR)&4;^!F\$45\$!+P_R\$!F74!<+>Q.9NBZRO6-IMHK^JDOV!XR3&TA MPBBF\$UB!)EUY;"(G(JTOU000(IP3J>URCF A);(TPG9V-
H@5R@VP=1%GE MZ4AY0;A20!H^ZH1UEQ7K2T4ETGTVB>U_AIR3J!1^3(IU^L2R4X(IU5X+!C M^!X;B
D^W\$^MQ&X04_6P7AL N(9PQ;=+!;4_VI7L^ILA^Q M%;*Z.E08\$XHV@TRW/H>\$^3)-W3(CZ_>^R>_!J!_!A11=H^B5!7^*H_#
M&R?P=A3CZDG=."PBA^/2C;+6.M !L!839^T=;1L;!FG1M< 00(8MR2Y\$Q_MQEV2^D=XD4&1?ZBH(#7\$N^!U(TI4
MO2Y&4=3TGA4!R>=&1^22DMJ!T;H/FDQ^YK\$Q2W);.PS!JV_6R!Y\$5\$-9\$TLL!H%2/9HO7X; M_!&!.WT+=DX6\$
^X5N!J\$!509^Q341VT2C;OD0^ZDRRM@L!69J!IM7+!NA6 MIS<0%9Y=K@US^T15?TM(&1KN!BE1=T2(F4+N075W>_<
A+LHOD^WJ2C%+5FZ% MOI787+!)O^+4+UM434!>^&K1EL&KZ;#3!BFIU<")J!>Z!T+^M@.J0I^"3 M70^N2ZW@RH#>?
&\$L(WI^NE0@W ?S^H!1_5F%LTF"(ONP6ROZQD>KFXWX?U MUQ56R>N?_3)>ZOE^+!P)U^CY2)+?=\$OP51J-
5DXF!Q_@Q)2M4H4!;.*3ZK4 M^!_S!Y4WR@C_.BLQ0&TICQ^XZU%+?#?7=6E-I+HX.+E2%J&C
M8LJ;W39VPL1Q_7VPH!7HJ!^&="!2X^EP7.Q.V.%Y;Z2F7?9F\$>!@RF@!O MOBD.IT TK?R79S@%H@0P-YWG)7A/?
!YWXW.^C;@Q>GNMSI7_ MFXPQ>V)3U3IH^R^Y^X;CN!^?R^MU@YD7TRI9HO>8GKV0U^*# "MEO6N@\$=#R%
M^AG@3MV020D@Q"(>4)=I9Y!BX!/_#<8^O=^B642N!ZL5MJZW_XKQ MT@K(U#O?<R;=J&Z1FA)GV&>Z;#E R=PX^U
C66M!^[ADJX1^T;ZF;.(&DK M1+!MDM6D&6@H=6!&UD9^9.XV!_!ITAC M&<1KH(A%"S^6+&=5P.KX WQ3@A298A M+>
!Q4<*JH^R.L=HGB;EEJS;HIXMH7BOE_LR@7;I/U;25;^X.7&1C47A.GJA M=_"!O>S?@;CQ^1)!#^!6@8CFQD ASMF^CT@;AY_X@H)
!L2V%_<L>-970!H M0Z<J^R^DBI@TIT< MELE7ZP#!#>+D
W^U!CDVN@HA1L@K@M3Z^OS1^5_X@&3!;R;.*DSD5)6^SV.M@7QX197\$HK3F\$IG
M3JE539!O^WL=A6)E6M;GMLQ;K8Y=MC^*TC MYVL_"!@A!2&QF04^60;5L&H^7ML &WN^LGM^L TJM^OXMJR-8Q;"_P-G
MYA5^NW#0>8!DK15 M!>V^A0KG90_X53WQ!B^L2!OTWO(!3YBW\$#2#J!
MHVT;R>7UQ%&3Z9ELQUF?))2TZPPXHVAV;7^*+5\$BLPEC^M!)^: K8&^* % M!N^!T3R;&*DEWZ4#_-9E)^146Q\$6-
#YG)6KQEL2!#>2HDB? "D+5QA4Z1AFE M@4_YF""V(-.PGNL?@RUQD14R65D1HC89TH^&QNF^X?

3I\$3W%X.3XWMW!80)0&OIQDY7)2W-MR6MGO&3HQ.2-SN1QK/T(6HOK%Q7O!R=6Q\$YD1-!."P).\$-VT6(TVZIEKJ
M9MHFO(%**J29*+<*7,GMUWU(0;2HHA15X^O8J M)+7P.\$N8;4>XO^*VT8G)(5!_2IWKWP&+O^Q8SUYPL/&4+R&-BCR-
J&Q9B_ M5'=IYC98\$;T.D(0&N)TOLLOCG!@N!J.UPIJ9U*80.IF^%+64@?@.O M(C^E.L1K5#IU5PMI-MW%
(W=T^*+RI7^J)R%!Y#ZKA.LFN1HFB15\$=AE MH8<_*_=7I WZ PG0!R)DON;@#I>LCIT0).JER8<IPB*B>FY<)S""\DGD-;F
M.U(#^.=G@%_R&HJZMP!;T_7G&UYG;)WNKD=-6J7E+GA-UC9
MI>6=S%O.I9E3.%DIWG+ZF>1%5U6HZ>^DI0I^M^2B.03KBIOH^52*^1("W M<#S%T10.6I^V^V2U(_N\$(KYI^+W7;M70*
!920JHX^+3FT)S4"=U?Z M@QJR./11C@XG7O_?V)3;F.#N81+KUL\$;+MH54LV!N0;>5SKC!4P9%3;%I MTFUJ;HD>
(GUMJP;JK+\$/^TLC0E9U0U%#D!20C%)0A6H^@A/!<*5;#-N! M8JE+Q6GG6^@R0UXF
M.8X/!+B>6F^2_L@L^BZV^1OZ<8^8BP6C!>DBGR;H@JE^JTFYMF9UF>^I=EA M^@6.9GY;COLT/S2D:8.20A?
%PX%;D/_R(A0E(A;+A4Q9>_VS3*&(<+2/BY MF6/-3(@Q(TNL20".I+W8AY>YMM=9P#>)V95V3;-&6&_-L3WBU6^TP 10"ZK;
MT@XWAG)77)YI@M.)HVL7G EHS^X6)&JLGQCF^EXOMAGP+U^2 M4=%HFK8_772.7WT0_8^:D3;_1^/6(\$;TH_-4YI4.9;
9JF#O;)M&YI\$! M-C.B0Q;SES&Z^HYIV>QVO@M>3HZ+^B4;"?*@JIG1Q?L;=2I@VK!%;5I693\$ M13@MFW?
>V6R^!MB^!AB^G0P#-W^RYL!-T0.ALU.(V6#K;1FAFN^OQ-KZ M^173\$NU@X81-D^PTP2\$7_8A^_8\$;4\$;D\$M""PQD)#G=88UH
^T5>UFI^%<6-JAG-N<6I1\$1\$^;MMLT1%)>P^BYS M6C9DILLQ6H^5LA%4PHI(D\$K0FV&B=I^B0 4T!L).%8I732#SX%?
018JL.N8N@H;TX%BK^L*Y_ZRHP M_4IR0("=-.K50!5J.)2VAN%6/Z<=726%A5CX0E7*MBT;&8=OXF2YRLR^F0
M^RA4F=@IY3U0*G;_?DBCPI127?;T\$ MJ^#?RP&_5(=12^RK5JXIKJH=9+I8B4TMU5AS;U+0SM+6/4NA3JHV&N+W#G
MLM^BG0#^!W#_652J+V@#U 1A M0^FWH%T8#J#89?H5CHCV6)Z%Q(O)F#>K^LKI+^W_M7QZ?PC=6_/4A_A!-?
MX4.\$O+MW%\$;I.J*_#5DM=;SUN6.25^ADLBWSK4 M UA).JMSYU^1;-/%...@ETM65N004 PN&\$!^PP2W.G MY!LH^O.RI./E.
^HGHJ4W9NCN>@N@.P#^/1>=<=FJV&RF_GV^G!OEF CIA MMH.(93\$!7B4!;>/(1+KITW33
XB+&0HCS^FDLI@PFM)3'.W@G8!9V3W@+8;3 M:1P.NH\$M?=<)MK^O!^CS@P !T?OH!ER8<*1H1D?2CY^;5ZR IS+^@N)(&SB
M3-0^*X@DL?;\$XM166\$4G,>I>^%0;4:1->3<3U980X91F;4SE^IYZ1^9>L6O*+; M*=H+IP3UQ!NX^7YZIHA8?684\$J4VU_ =^1YC1I
(T98.YZ;35VW^09KI2QIY MOWIRCO^N^I@)\$PGF^B MXRD^DIHS81Y<3FKPNLY^SY)@=-.DA1R^OT\$!HJ/CTO(9;T;5-
%+ZL;6A#D^E MBO-R@.I70C)\$HETGI8^FFSP4)^*(A?15RVRJ?<)\$FN TGOI^X4V^M?S/D^F_5 M0F^="E+OZ;-\$!@)#7565DU\SW?
B(9=0T4^C^0=WPUH=7J1_NZ3.416\$740 AC7Z9N.XQAUX<?T0NB^Y MST+OX;\$XW74@.1IAG?L01@#AIU6*&Z7/X+Q;W?
%6^"K#&;2IFE;7*87L=MQ7^T#?IAQCG!WZC1I^*#*_*^3%V.IH(7\$!1#&_*>9PV2WO4Y0^Y.X_19M
M#U&6.*&W_09YR;DY@)WZ?)!1OFFCJ5B%&NUUHU">F11/4J>;X 8^*9@D5 MJ;IXQHWIO2JW6/2<"_XL!8H4V4I>VI0W^#QE-
M2L&779QM.FY.VH;I&/R1 M0\$B2LM.P33AS!64^(->^B.HGA#YN;+! QLEZ2%&K0OZ.T&F_/5.N/LD1#^+H7#N)
MGIR<8N!XF!^H/HV2;BIX@U^B7^"80.)SI+1QZB#!0^!WF^6Q#F\$Y3H7?>\$7.>\$3QAU^_WO=5^<M;^"=-CA>53AD0;J!A6TMD-
@EYU>B75(TK&E^EXYJ^AQW!ZB2;0+@=KF@ M^&+8W%#AM+!\$D3J^*N^HFL7N_96.WM5NQNQL(7G_*WSIH_;"?)^(@-
MW_100H=VH;643H^9;(-?;MW)^_?D?VS;1^PY0;P#%#^!F50!>^7ZB/0L2HV2T5CROG9N2R7YXJ<^/T3 M6TV%
\$6QCJ/JV25^M^DR6H^ZK^*F@OAXI^YJ(Y+^_QI^MP!C;UO";_1RBPT; M0ML^RE0.^I M#";L;TF-?
>3XM&^;"U)Y+^+8@S!#^QI\$;X;#232L) D>I=I QHE!23^R<^L6*18<^*J1")I) ML30I^%F)&8^R1I^F*0/IF^V)^O*
(N;Q7K9F2\$AW^BR^YK^D(E?2J)R;^ MJ2QM-G";_A-WV4A7/0C27<2L;FZ>/(3*6FM&3V/ D6G^HCET6(D0W5LAF
MN1NCWQAS DZ>34PMA D1A.33S!8(/>KI<@)#C@LGR;M^IRKKLM>%L42-9M> M=6IK\$9IV8?HB@)9)@L
I>^B^J<I^I)\$SJ3F&#;S!^OU5C;8/2T^D2OE6Y M;# F#L!86B)I02I1)2?+=3\$T7I-P924HM6.6^<^I;L\$G.=ECXAJV92_4F
M4^U1LEX3D<_76D)GEP>@Q1%MYH(MP;)>-1F2=;8\$;152>\$EO2Z2LUTIDTO^6 MH%FOE7^S_9=
(6;IM#;Q/7.*W;AF#^+L&R7F^0S_%=0K=J#Q0+I&R7A>02%528F;I M0B^5.KI\$;97Z)3/REI^(-_IPIW_2?
FIT(Y>+*XHH^3#*;OWIO18>R MV.(J?>A=^QG\$ _D&?IG;YUD#H^RDAV/3GS>[*Z=P\$)F#;I9DZ^*/_%;2IT_
MJ^U4_3M12^+VTY>\$118C;O.S.J/2(I@WCM=ZU)(7FIC?R_/_CF2GYG M?J^I#^EUT8^T8N<^*X8Z!
!80;N!@6Y#_L;=F@4UZZTE2M1+I\$OLH8!>I95Q1GCB82U MPN7@-X^*I69Q^IX^*MLI8!-
*;SU^!I,>P>%F1,5PB,^449C<+;2=2JHOCJE4N7(-H5#6^KDX4J@R) M2E.I+T^P^5HN>;KIB2;5DY+^N4YA)4EH?
I&PFAMR&OZH^W^N.M_GA+I<@;%;7/M>IH5^YKUJ9H=FYIG3!(XA)PI5I<>PI;HY.B1 #GO&ZAP^V.LQ+G1I(<&73
MFCJMJ#&XUJQ3QNFT86!>JN>S4UYV;0)I628_7G;8%K\$78;7IMM EB^2)LM^V#3^1.8I1#A^H^7H4J1W;R(R2;
<9&F20I+RPWV.F1MDZ^J5TISQ)=E^PZF^ M^C_!PH@?/-1J#^+@*T3^*@;^!DE0=QTMCA>A_3Q!IRB0!RB^A.#S3KIF5C
MS@_*5^P)DX5^1#56CA;I;FEI/P>S^I/LHYH+OMK1DN^LH&R!;QYK^T M^U3G2HJWV;_9.8H@R2U<2,3A?>;I;8IT9
L!H;K3\$^C_5B?LU;HX6-I&^ M85OC!ST6BOCVL;_6#F*3^"L;I>2!;_Z14JT%;HIYP?GCP^%#@N
MP^96DE/H#J\$14LB\$X@!\$>&DUFGB2\$;0CU3MAZW;TK)-7I&5^8^0! UQOFZ M?W_0^97;UA!05T?G46^!#7Q/1_58ZZO
^U77^W&^6O5+6&WW?E=YIFYD_P^@M3OWIYOG%)^ HZEXX^"J);\$HO&2PY7WOUF2 M8IEF&U75D?2U3I2^+T.82.\$I
%"W(34SYE-5V0JB +<5^QJ@O^*DAC^%MJ M;:&I=ZB!)(#Q%31J?=\$Q#;U(.21NWXHU^WS0_21I/!0R9D^*J=C;MV
M@45C(^O1SE?Z<2^X;M)5^\$MQ&F M.FQ<I>^WBH!;_#OK4!MC4I2+1PPS;IW6 M>JHP_@MA6B.(U\$!<2NB>Y5_ZHDD
R9%N+5XUITZX.%Z(A2 M\$!2@;(V#GH^X6IM DB8QUJN_?Z+0D8;@?<(-P45;5)7A;LB^COJ@HS0DZ MEUSH3 ")IS0%3+8\$&_<
YI6;53J/^GPE!7VS;^XK!;.*WZ(?O2=5S^)/, M I1681OE&M9JEE9H^<37;-&N>F9!%?L)5%;NX4EK^WL7+(4^IN(U7N57^2;1
MS;Z!3TCYIN6W3=G8JM=-E#T&K&_(-+;I55_-K!WZ\$T6HZM+C&\$5C4>?%115 M79F)=KKO>X%
(X%)A^\$Z0KT7>2^K\$J0FBTDK8,2Z)11N=9>%4=Q1M MVB@F#>N@^V_1AI^1#CJ+D&A& M^@WZ=ZUZXV2DASPIUIT?
&5RHX>&IDCE0TB+H>N_PXSGCH16+/GV40;18QUH M3?7%Q149X^+I^I7Y)G^2A!73Q>JA-
3_-13"=4^!00P8&YS;1N^J7BS^X^!2S.)WJ;05^XCM.9RY^W\$3^4Q1B)L_ (M0&7VT;4SFR8AS1NJS4&&/R1(4C?\$#JGWV^TUB9-
GWV;J>T-B2(S)HW_12G MW2CIS0D^<+YVPM_AW?_HI^+ZP_4IO ^"IV^AT?_Z^;BJ7^C>C;"<^U!@* MAM5W^4;8Q3B2X
L07;39K(YAE)9!0)=G^==%H?G7?_F)3I01_UI;B"=L M=@VIE\$R6UU^VF8!\$1DLV9#Y?7=8A!DUWD6^M1^?GVEI2,09!(T2;6=?
HS M14E=5?^F60+AY+^_H_#^+ETF;R4G+;_66^&B;QR.D(16ZK)@L^5J;@;\$<>5R2%
D M;NOCFVFNL33_A5K7Q^0^*YU@HO^3^1FRG>^Y68R>XJ)M)&D_>N^X MYH-K%#O.O0\$S^W^+7)00/?@)\$ \$!&>TPH?
L@6TEI^JZ;Z1Y^<18+U 0 M0_2@QR!87A=C+9M^OCX.MMOT&JD=IJA7=VFUE#&M2XRK>_I3 ML^1&*(= M!;4ANO=EPBD;H;
+I)/ MJ67MIA\$^_#Q^*KGA"=(7H^K!\$4BVGU4EGTKS;H/53IDY9!0!_B^F>XL@% MP\$O\$_(&%^ZKFI^U1C79*^DL!2&?4
5ZC87M)Y_1);=ST/HQ@>16UTE;6^*911Y08IT.D;F)+6GN KU4TTFZ/8^/3OP!2_68 M&;_U^8;?)R?>Q^GQ2>RGJPIBCIK?
%\$SM.1^9/XJGZ!(>_6CX&B;LUIZ<) MYX IY&_>U_<^FI;JRDOWQUU!^_6OI\$^IENEN M3YA&IFP4>H;L^>P9
MLK!HO(HBY+;R7H;78I!<#P^T1GT>_8E(XV4^VW^\$7;HP^K2^E(@G=F<4#1I+E;0YB76<8K91EG;->XFWJ0>\$GT
M3)G^"YS;=+Q5YA^X^KU<IHL;R;LDH!5F-B^V^*V4K^XLIAD+Q4!0^&1VERU;20IVZ^"5\$;^* M4YLI#_L2;7 HQ2OJV0!^0*G-
KG\$;20L0 MJ^EXO^A^=;JYGG/ VZ&_!^5W;^()=^4<28NX9#B-KTQVRV7>;X0T^%5QN4V<
MNTPD^;F2\$BV+M3%\$%O!O>,"XB^XSCO;J4;6#24TCLD1E4MU;@F@Z3! MY^4^NH^*3;IYWOW#F+7AS= B9KTO/LCF\$5^Y?
RP^%#16%"CS)\$QQUKBJTK MOWKW?O)C4GT;J;Y&;5;2HCFAN^+P;_>,"M";_@9T5;7^JKZ9;A^X;39M;_I
M7^2O5S^UL8ZAQ>_9X0H4QDIX1_U5)<@2_9_Q!299;S!^L;CB!;WVG\$Y&+89I MUF)T_/#^SN!O\$HT0 WYMI\$ 3JHO%LGO!^<0;52
I^J^SIC>@9>2^W+KM) M;N4EPE^AB;I8AR5W2X900H^72B!%XHI M">;U@O^8H2RMZ2^?
IQH@^B!Q67QBTYP!Z^A\$(H4 M^*M^1F!7ST;6;XE& M\$2!;_&+!<7GP6F=RT3^P8YU;(@%+A!0^IY>%
(8\$914QK;4T+V7=CZQR,M^! MW3;^QTF5H%(CBJW B96XD66#="JHRAI+^58(1;=IUR5X50PN8(56,H9!GEI M^*R_3-
AJ(YI98M&H>P;I7P5BX9^0G^F9!P#BFBG^HP5X=-@_DKK2T(%8 MML;R^E5ZL<^<671)&562JUB&#BN@/^B3IT8E?
W_@VOXZ91>V8^GF(G5B33FA5P29Y6DA5D44E+SBF MK^OY5F F;JP5R<9G!62^QI^C0#9&K5+SH;E^4?2)UJ!WY^36^1EG+
(6KOF^MCQO24;UCU6AK\$Z5B5(-2;Q^L;PI;_97DN;1X1=0^HJ^YI^?E4;4^ MPF&Q2IB!52+AHJ0;IA1!%;9&I^8GZ6H5K%L;
IX8.(+Y@S0(ENY^<@%D M(F#2@F6Y_#_V%&AF?R^!6H5_-5GF M2SPM5%*DLMF7F%FN&PS^I^IB9IFZ<&&_A)^I3K%;41N=(
)6R6;Q&JR@Z4 M^LGK&^E!0U^)*^U_>A KDU^"9;EB(5J^H83+@;M^D4)CU^U MP20W-4&#KV2EC!(VRS4^V?
(1)6RKTB!4V^*\$_R_(-7IY^2(254\$V@\$_ _U#^#RDX MI=-;#8B_%POJP8;>1;)C^OZI&QU_*OX_)ZIU\$8^<_Y1&HQ(676A8#O.I#
M%;#5)GFNMY?L>(2<;_I@E<I4J3SPD25&I2I^!\$;UW_!B?Q@J<@+IY?E#^# MJ^=H6MTY?I?;? ">@M^#;)M47JV5A^7(=Y7?WJ@*
<9U_ R^+^*J8M8RM9!&I MHH.V19 S#GMU)<;DQ IMH^2HQQ-PD4@0;9_ H\$(\$SY2B M;8/45T2C9B?M3!78K01<27_L86L7@Q.6F?
5LZ;D^2_-D=QR=I3+BA@^@^7 MK?^F>^"Z=2B?&FD;G/ GI@;@;(43!TDJOB#<^J8(9^BM32L;7^*8 MZL-
8^Q5^0FHS19D;I1Y5^Z1K\$ZJ&P0 M^)-I RZJWIX=P%I5^(-^S?#5Z^IRPGIFZ8S#J%)LNF6D;+SW=RD-8;ZL/H3(MUPS^(^CS=
I3>^I-KD^&=4)6^I/=9.G/(+BZIL3>IT#2K+E73;P#\$H!8V MG0+48D3JCEK(DCAMP_7_5D.%LMAM\$2/9IY^#^F/FI,0^G7H?

1.%254> 8! M!CPY^*=M= ?/0'HFLIL(V@CWI(G,EI86TTFW0="!:@&QLU?)YU6IW!5;V+M MWZ='C'*PZM TLLYN!)<-'(KIA
B./WGZ 4NL 4XDN MC"=I R J=5D;K V-N;8=S1M.INI09DW::25L3S5QDZ#4IY52.A/36LKRf MJ? AYW?WQEOQ49E.9+/"9?
KA KOC%#M2M"1"++?)<("F"1 W 0D (I C*!F Z MNP7NZ1!++!U0(G81X^:/KZPQ@1%:.1/%)8%AF!1D.0&^?DI^5E^PP2\$+!V M!SZ*
H.4"t%eY!HDE\$N&FT+.Q//00X%D94Y"5!4SOCIB,RK(*0)H?H OTIA=L0.2XHL*X7Z:/+H9E(INXIB+G8 MOK#STV?
@10L0Z6B%F6\$;D4BB8U)CZ%X#?"LXQ5CC 3;A'=SN(I)Q-KO/+UMDJ,SB M-WH!\$! #+ V:G1G.M^1GC,K95LH%THH
*74.DSV0>+4>AXO>#.H85EI5IKO M;J&PL7P66SF.EQAT:10 !)+ "NKXIMH!>DHM3!>N"U>,>0!@7C92K<IW:H8B;8-AEXJ0:
[45&T..3Y#>)]#7 M=8GM!N6D>YJ!@VM\$63K%*%R"KNJ^Q8 0 _C\$R!A8C4OMW7=YI(5"8f& M#!9BFU=(80TEY.MU-
^RZ;JBVQZ!>DPS8?)3CDNQ(E>78>H?*RYFW0!W%<@ M!?*762W+5&L^,8IN)@K11 _&0<:(S!+B@2%4W\$A3A8B?
72A3.U:HY!^!F MF21 1EF!%;D..NRQ076EY<#<7C0DL0%YVY<9)B%A52&.Y(R09#R#J(B:GBSU: M=05. TY-
YTS\LIZ)*4T+Q%#28BLFJ.;Z:D0YJG2H:ND8L7AIQ.PN\$6!\$;fEQ M2EU:UHT.*4ZVW*UEO^C.;*J.;\U5&?L%"&
H8:H=0<:PTW4Q@>7&Z\$4AOL MXC?M&C@:ALM+FY3OT U8V<(#OM+8 ?.<*Q+P+<2P40:HO&X:WA-VIEX MLRR
HX!>UHLV;K5 M^RB^OI3C64AS#SP8MK!)328+::TM8FYMDOFX4G^@ MJ+!%<@)K60@!^!S!B0#Y" @K>|N U*2 MVCHAZV=I?
L\$ 3!:=69I?+L"ZD 4.;5\$^FK!V0.\$R!OWN"<2NG 7/IZE/RDY6+!S3M)H+@VE%""P";jX%LZJV?C/!>=3V6H!CZ@A< M9;H9.0<
<HHQHCG'6V0D8K^4(LBLZ.K(J0B<^Y)J|N.L:UL>L.SK-PH7 M(GU)QHT^00+?@;+ ^IGHCT.DH**TO."IS">
(JGP.FB%86V5*H84E1-(E.*A MO<1N4 *>(>L;+W2!^9+0>ZC^(-!%:Y!%JH3.^_%08ZB#UWHOCREOFKCEQNOOO%\$3*W
MFMR%_3TQV2&IK_31PN*0%| EI+|THCSAZT+|FZ;:T/&> N5K1YPO9!/ : MUX?2A!6%#X?1B>=%6SKP_"IKG3RP_
!0"MX+!0C@L: SNSA;Q Z6G M/N;7S867.B+KCW^;+|C ("50#PP?GUiZ:BX)/0T: _ M 28*L=4TG"+YC);)E)@!8>X)K!/%='<_
M/H/N?<^%|+0?P?WOUT6<_ :JCGCFW0^+1HHR#MZ!<?&>(V^Z0.PGOUME,! MY^I+^S.^8;.GG Z;?#.T+RF-
!+S3+&"2^F5B3PTTS=)O=&+G.) *V5;D M3!P2PSI9=D^RR+=6A9I!54""^&*WIV+;=AV2%Z6@Z\$!+ PN12+3L2OB3E)OAB7 M>
!\$J09K\$)O2<6^V"TB\$JH(@^A^A<;L.R!^@/WH^I'Z;+!5AVQGP=VS'HP;K< MCE7#^O&JZ+!^FJ"O2O7\$T*.'Z0IH6KTLN!ED9I-
RV>O"=3F.00/(R=9;OX! MWBQ#?I>)*!60%@K5B@5=N..2I&5;G ^D!Q-N#\$Q8L!5.4OH\$GGO)QXL"DOH!6 M.+
OJ<^B*OQ<#%\$^! @!IG6VYZS%&(Q@K^T7M.FY: ^?S;fF&I91M&(UB?L.7 ML3:"f7S>7(^T T7-AD-/2 D9Y5fC>8-(I7/XW\$V9^!-
IB?X3F?250!7QO M?@H-E^4^45DD&!)D@QANDV7XEA#+/J!M6DB!CJYH<3H+!J+&(H62M.MK!4FIF0-
3R:5IU@ (EHIE6F)BV==2UYVB1;V#Z400*5SG0QA+1VQ!>L>=C MWFF6+GZKIYC-KRFK!J@#4=1.Y8IG;
9;AS&0PP*OSS>A8R9EKLXWJ/- MK.5%LO/-8D#FZGGZ!.=f8\$;P!R<9.#NR.YO@504EG.VR+9^2UPBQ!)?LS;
M'ZG)+7!S%G'W?4F@5^!JO?J%U^DN8J4LW<6=(A0&?&8%8/0<=1Q: ^"S.I M*JO!VOS=U!9#L!K=Y3ZfE8G0?
4NE>CF%245EVS9\$& _J.RR.LZI MWP>LJ T(8HZ#.NH5360-J4.S8! =PL!JW!^B/8)YNWY6-LYX"J(S M " @?O="A)? 7.X&-
FJPS<+!Z?T(Q^N^K?9BGJLJOZ7M? AA^0%0H^R7 MXA/Y6\$R6X=/*ZF";IB.?NP^JR^YJ@6L2>fFZ:S?M5?T>=7GL!1>P^37.X
M^<^NLTF!20+^DT0H! =10 M.^"IA8GU-41.;B.8J.S&O)BL=9#8M9+ Q!U09!JEE3AA**=H^Q0>ZV?MN M&87H26H!(7\$W;X##?
^<^M8)0)NZE)!**OPL!E;4.2;#CSJ=FK^Y2+Z#XAZ!>YUY M-G!0ANKF!#5\$NX2HR2Y<+X#MDJ>J@E:8?<
1>MAS>VJXLC+W'03%_84B@)# M;#;JE+;((P%W-(J+H+O.V^9!>&BD&);LHJ@G(1;3ZC JU%" +MQZ<)>H07@8!OJ>J!KO;f&.=L>
(*G'HH3E""VT=\$*"4MEJWZDQ23H!60<4V%7W)V @6#:#06TL% M7L^XN&A!L.V4-6U!#8>+QHEB@2QOQX5<-
%0")D46R\$9LM?EHN\$CFC=+.FJ1 MV*)A\$#;EMF^O!^0&*U!C6F^;B%\$.J14@#;(3MIRGR^A; 9Z<@.XP.R _S^P2
MV5S4WCX&@(\$!V%\$)JK;9WDHR(KI^X0^T" A/XPT>35=@<fEUZXPQ9_Yf&B MUKL2)LY^+!
(21R(4IN9K<1G\$)WQGP5HJXV2?05H)(^@8X.8RTC@/LE-D M?S8>+7H1#+K-PD!@Z&OE)(^1@YIXQ&CDA8#6BN!
(f*6B%#%>FPAQ!\$MI^% M%3FGAT(EY/HQ7-TR+7WQ WRGL(^41)1T0 MJ9 8TL+Y#8#6E;JfHJ-(
M!6""HWT" ^V^A??"^/_@G:@1XMX7JG%58\$K@&!3'S^JLI&9Z@*)\$A!5_UQ=> M%>^=fA32S0_00F*NZ'WU)!V-CN2Y.2.75(SMB%
<2&N@BTF!6\$@7* 6R!JL M.V^T^C-2N;=#!.;&?V4!X.7\$NJ\$S\$&57;*8.4-ZVG"7;fXZ<\$!QSW0 MX M\$.NH!2A-!\$;L!3Z\$!%H
25HQ7TB5+F)#>W!J?LZ.>6.XR@WUUA@H@H(H9S>= MGZCJHGIH!8K;+!1YL^RZ*QD_9!5Z"
+!H0A!29U.CZ0^+1F7U8+Z8ED@N M!U^"6S0X**&ZNNBZ0DZOFR P7V+D5&+X4@TF _XR^RAC^ A).0R_9!O@?)#(0
M2XVTYJ!5EAWZ*@PS)Z!EPAPTCA%>Y84"CXLR%^&0#V0%#XA7P+^<.<8<)"2_ S MGB5_4>WF&EWE(Q<+
fF9Z(!"U!^Q3V#4!&f!7U9"B4XX!E0D& _/2VD2 M.T*6"@YBMPHJW?@4"! "(A@. MLY_:D;H(P=ZZL5R;MDH!*P!XZ1Q>H-
Q* _1.E#KFY^G2UE.%P7Vf4+)!"= M53P!H(SP.X/ 8YW7.<7K?C7?"f*!2YV9"W _JZB=V&*20HK;SDEfV)<+?<
M1V!>.#/WT!@^HG\$ _B7;BJ+^=! MJDM 4OR^fE&B;B:3<+2_2D(K"?X;EVL D"1DQU_DO>0W\$!<3(H^4)K M-?A0A
Q#@f!>+JAI T<*!HX.Q)E!FKZ26<^Y+V2N\$!P M^<#\$! _126R!VU+!1.LQ*;;#O19*VA5(MOYR/KU% F&#HTEO%"AM^>A% M(
^ZHMXXCG6:330\$&fEV_ /N/Y_P!DZQVZL2>9Q4@ "AL!RJ<-!Q(*AD1B
M9#.;?;K%U^NC2^=&U*3HGL/-8^X!GYV#14"*JCM5L-1.7H!;%UED)-J^O M>KO5H!^@^+!^A+:ASCZEAZ@OGYR0CJ2Y-
;330@=VZRP-D7TSF0VGZ;S#R (M>) "V&DW+FFKQ3&X4;&3-IS.H5J2)SWYNU&0>_*!)I%/:N!N2_LYWL4K(
MF2>MO0X=L0@ _f/_R%26VTU3_8GBCH.W 5?IQ"(J=M+;3f!E%^ BTNO_/C3ZQ9%11.F MV6LR!>3*"1429/8;_<-
=Z.8ZF7XAL8A_05381YK=J^K2+ _W-B2G!;5

TR2.7A4\$>=JLM#VT!|=MWL?K=C1> :T+^D M1:"T\A/(H/VLEH3JA2BI!(<H %&X^M:PHY> K52R+)^IX^IP*37!%)\$IX MN^WQ\$L&?fEG38JG_-I.S-
=>KN^V@W!-CW%)E(C9MJOHD%LJ)7*)#A# MN>8N.G^+?V0%!"" WERWJGIC#9@HCSZ^4<,>SP==5\$&6K3A4>8CC@IT#R;#JPOK!)T!D>-
YQ! M1 _\$ AX%8!&S<1P#VXLUR!|=3.)P\,#LU=@#YY^VX=^ES<.F6W; _CP M?<_ ST/EBR>?7&XT=K3/Q!<1M1KXWM^>_;"%)
!2%2<=# Ra60! V/X\$P? MOLAAC;KSI=V1.CGSN!L9Z! 1XSI3Z^N2JMJC9_B2.VM3ZXZ&<^!6W1<-9
MTSM^Q6#M)V#WWJ!@_O!1;KCUDDPO/>2REWS4>7-GIVCLAV-T6G N(I24P7! MKW/ZW2FUTIE#3#XUUM.OSGY^<0F3^YOR%4,
(P"6%>+8BFF(V\$D1_?Q40) M?2?#F675#/_;T7Q3?12U_*U(D^12L^!N.HR^<+!\$J.V2MH!76:=H/>Y MT>AM^;1?#CTHU6\$V<!(UJM^QA**
!OE_ HTS#!>4<0^44Z?;O_ W2BB)>7 MML!%\$H(BEDG@M+6&&<0^QK81@;J7(J85!<^!)PJ+!X=&@WSG7YW307AHML_3 M2S_L@fV2?
TMJH;H69."226*5G!;B;4VY!R70< M#<=?;2B7!/@X!\$<?2?1?UF;RGI=7)\$;B)&"Y#%\$J/ 7G";@2./LZ@/f# M921"26I AIP+NK;7?R(?
B!5VX.F783UC\$9!<24>^!/_f! G!N=^QB^Q1.M3!P2PSI9=D^RR+=6A9I!54""^&*WIV+;=AV2%Z6@Z\$!+ PN12+3L2OB3E)OAB7 M>
L_=N\$)J<<_U4_Z*!(!"O4G^Z=5P<(CJ3!+^C C(MB8R@1Y!8BA.VJ5H8&&BDQKID!H4
M.%WQC#B5A!(<5#^U%8#P.P!D3F7!H;@QO16_5=)A^8HN!5;6;G2@YLK1R M7^WKAP?
@RIGX7W@fTB42PC@!^OS0@&0=^DU^Y5+3A@&0R^R^P.M;E9.L!^Y!+!H5E MQ;12!Y!B4@#HMHJ!+5N0XG+ V5;X?>SMX0QZ>_ M_A6NZ(?
QX/AU_HYXET>M!N^X@UZHI@RXJ!G5G.KIEC^E!^WI47L!)+T?C MIA" R-MR>LKI+U^3^%8=0CB+Cl;CGY02!89!00<+1#%<7_187@9FF6.1M3&
M/MVQ02^<BV^E=F&6B6)N*E!%81TF7A&#G.%&#<4S?Q0*4M(4>1=P^<(N MG!_<OG=00LXVJM!L-L&EA?
Y5(305)!CNMER7(FENO.L<A4PD^Y;\$3" J_MT5#C-%AQOQFMECLBIM^NV _L!90\$PW5!@>_Z=(Q#K^G^<+&4!&C MX
;4;_<^6MJ=#N)9B/VB>WH^D>=%^K4?NPC4Q@^L)+Q7!!"P"L%#!M1T!0 MJZA_MIR5YV#LN!8!#>+Q2;8Z2(E;N5)CDB\$%#1+&GAQ.BCAJ(TUOOXH
FG MKQO _5_0;GAZOW^IAR+X+>C/TJ3(F=645YN_-@2&Y XP7R?< M; MYMY4A4PKB"1L#&(MQ @182Y)@L!P.M.BC(8&GB.%!/^JE>V;5!%R0+3
M>2L0+O+B2f6J!^YLMd4PD#;IL:0TH=3);4IKT.-)LFB=Q^YZL-Z6Z-PJX M#M&6O0.U4BP6<00&D#P6S%TS\$!?
9;H 1G!HKM=C)@20^YHDM!QN.&^0^O MJ@fF.O1PV\$*T^ F!G 6!#^0+!\$8KJ@7MUYOR5VT9YIR? MDATHB/2IA++!7YRNT^>HA&Y _!V4AQR@A>
B MX_HLH/GK_08>IGSZ3RW!\$=#69!.\$>LL(9X!K5*!ARP4FWJX%WURK%G0\$ _M%6%+29YRW0^!H!H D5%Y2@42I_8#&14_6^E _DG<\$GS1A
MRZ!ED\$5024G\$RGCH"J8L42" *T^Z@AO.U1JYZ_8?BOMO!T^T.YU; _V E MG>9 3M!>2H?WV;A73A@Y70=C)NYV&=#XY!2+^N2K!8?
Q81E0#65J3 MS+ A 90TXG3PBA8%JQ+!>3EAYM^Z3C3W!E^NPE*0#EW/R!D02E_&2 M_K4!"
(21T2/EE774JX!9% GOY8SL^SY+3BW.8X_C^"G487PJ _LLV_2R4 MIV^S@TSS_YU(RCF;F\$ QLMHHH.YG/TS?@JZ7AT>!P7"."F XT%&3S'
M!*DD0<79B#D^#00>#Z30017+43L7295=:1;YCRPDEKDL4_Q2_!!ZSY^!X M!>6C!H\$CU>76YX#_V_W!!?
4QAX07K!^J5+!%V!60^QOMBID2E!\$1#8N2!>HMGF7!VPFOS&!)SOY!W^4 C(MKF7&6OZ^FOOD9^96)XSR5!\$;KIB@&J#514VQW\$G#3H2WA7+
(\$E*^@)F)H _M#IY8<#)H!P>@5^U6^E!LP3N?>3&Q^0CUI;HH^R11^A?5^BYP+>U4GX3 MMN?7(CYJXZ?PYXZA@D>)" C6(*<
M:=@YQEWB#^!H_9P144EF JA6^JW#!(@H.9= M9\$R!2U>L(02^0TfV SBZ568IG _# =UF\$FFNA9/RS&3D7K=^?0&B202F14# M!H1W1V+(_ RV!+J3;RL-
N;)/VHUB>#>DPCS^VRYR!@_! (7_C\$E#".64 M^6E;J!Z#2VYU.P+84M!>1K@J@U+M^D(P.IX^P^WKK+CGGL_XDB>+VMZ MVUG77TRT4
!ZX2CPOK^2RT^L(2G;_DH^HC<^YPDIR@S^9M6;T9=^?V9A^W M#_4N@TG75TZJ0@!4L!B) QUC)2T\$)C)R9ZK8JV^O!HK4RT
M!2U4TV9E8#%QAOL:*E^T6Y!8%QG1)B6+KD)80;MP.UW.EU^A^T#1!A2!(& M^P!<H=HMAGACM960T^Q6K;9A838!X-0&^P!5_FGH2;2!\$@>#?2!-
f&LW= MDGDS_9H(&U#<^F",P9!L3?O!>B^#%\$;HQAFO(Y9B_0)%(G8BG LE^DS5(fZC8Q^C^C\$YR5_C9<^<D7).J+80^TZWB!^BFJTS^S^60!!"9-
+D;M@!4V M\$!4%PSEQC#CA.BDY\$=LU!4NQOTT^F=EUR6NP7+_4F8#(ET<^UGBR^2F&+ M=EJ6;M^3%44!>QD
510^LX!A! OM>+2W_WY9CN_U2F+GKNTG;fP_ONI>M6;_ML<^&V TIMFIPT)@6D;Hf1XHG R;9C36*%)6PYM8Z\$AA \$A.CLJ(DSF^U.7HW MB;25B?
-7%)+!BCHG.W&*XO9S 1444!EEH6411LZ!RMN6/KE\$KO41@+ /N9\$ ME.O;EA +L!H M!^ZMQO?G^U5^O1<^QXT^<(HM(G:"PD=(LX=HA@5NG&
<@ M!7 #8K6UYJO1\$!@("OP(EH6A118^CX-O!&X!H1BEVJ&5)5AMAK2!)>ZIF ML(NYBTL.XHTR2J)C:
HR+!LO&81.%D!>J2<5(/U)2/V10OEUF!7)HOK2^_ MFEMMOQ2(1=ZVE=ISXDG^L#9;_TN=J=1>JWV03;?#W J+1+M@>+;PN3X0-X M6
!^07S!B^_OO+DJ!>#KL.P+!P?& Y5ACID6?R^Z!AG(N+L8YDGS&NCO+ M!0% _XL=;#VOJ;A8+)>M; ?^T>M.AA>K!WfE@&IP&I^#H!65DDE>#W
MZN^KJ)?2N!GX>B@3H3K^>Y0W!>O>R&XJ319;7.B%13DG;C+_P_*)UO4H#9IX54A0B=P50_N!0(AF.PL_W+!56X7FW^Q\$S;H=U^U
M^50^T3F?252_P)VGO2&A QVS3J#!4^Y%QM3Y!U3 R<>W/_0AK^?&?9)H/ MH!/_!<5;X;S3SNYH-%GQ5_5E^K%+P^U@;S\$A^D KXR240(G@.G%EE0

/M59V MF3>#(<{&!"<"105MVNT IT?MV/KSC@>?QW*%+>8C>4Q5R!R+>=94<29!"Z'R.DF+!<" M5AM;N#<'<2XG;+>0T>066FD)U9Y+(!AV K4NLV 7#EV.)FI MX#)V9P<+!)PF@>9)80+>11.B%<6.(IF>+<3\$=WA089D;1CF3R=EE270VX*Q0 M;)RLC24R9VYTH*::C>S*W8NE@E%BE".*DF2Q(F74G'B/9C'8"%B2.94"GVAI M=|<*+2N>DOA3QJ6(VA8&*.0H035+P'&04@>9:E*F70E6!Q=5(4&* <>PN&475 MI 9 H/V\$T;5819%NIUSZ!# 4BQT2F<7LH/OCKL|_M@ID_HJDYRXOU9@8E; M">J\$@+!>SJH&!.RL:HDWG =CO=#U3N2IP75;3517DLE!>!*Q 9" M=-00+V@<M NCA+0XDXLFJW6!<+>8\$</QB>M)/_IUN2I|>+!>F"/HUZ.?>W=?M83O.!(4/ M77X3KMSW5YIV4=QGYD#UXW0X&84!H\$>?+>2/9?2UH#7%FB\$>?#>+ M8J=>=J<|&N.3? +NE GI_W="S#L>=>#S\$SSVIV|<O!E\$H5\$YP@VH\$ZD3H9;_F<M"%74.DX|_OJ=J8?>7W ?H@&!=M)AVVH!>7OPLP223B'#8PLM@.W7I- 6;4J_Q.ZW=>+NFG&;4J\$W^P<5L\$#BN>?>8 MC*!5MCK?2!F@D{62?#A7)3(XU0*"(V61!EOK4U*.U4M_-H+>M)BPS-API M0%CE, D#&PCX1"PGV- >IA,H<=>8N*!RXNUJ#N85(XD-8KX1)">C><5RX M.TH1SRPHOVFULI6BU4I32\$U#Y\$YN:8Z7#AT,4HF9;+QQ' 44L.BL19<RSHI M*VE(GJMZ4SPNFI&K>_>_H;4Z4H-0D07\$Y\$&QPOP)N5""ZI!"KQ9"<<9;UM7%?#V= DG.H CLB\$!L""(0X-1PAM(H M+9 F>|=62>Y5H|<4J;6&3(!#L ? |QVYP"W>?7CG5>VA@>0VH'EF3G*4@>|>17TDJ@>M|>_>09Q(AlBG2<@>A16<|>2J9:6RW^FLO6ED)2;4GI* C 5!V(E|DFACO?>2F MVD#|YX?C=Z66:? 1M;N> NVL">#ZQ 9VY<K#P+OPQ9E|+LS=>K)HR@X69R MQB2#G+&P AC CP)>6YI7=OHQO%\KUY62Z\$+<BX5!>A3.A-2M_/67UX! ML0(.BN-"1319JT<46CMFELG/102Q@>^ACWYWWLT(|>_>IWA;9D 3PY\$F&EDY MHT+>U+V>7ON0(K!H)4C4R(8!//_>I.V'R'>U9%5F _M^O+K!8UFU\$+|HW+<C*5 M%>D.CM#>#>HUL1+SOXC<2F)G&!=U1)O>P>3K0<=>0H6-QM 1.8(4.U&D^>Z MUM.9&9\$ GQ4Y'GC;VM>?2K!\$CN#%Y|+>0%NEX9P.O(O H'1"8V HD#7&E5O M5ZG5Y2@>1HX+>+>]R_U.O!A+GE01- I\$P<&7F3#O)6->)1>]%;8 ^KJ&O_V MPJ\$+Z5X>;78@PY%KG"D/Z,AJ&8CF(D=O@S7U2O.EDIORF;&A@>MG)LZD% _%L!|/T84XR15=KUP;R5=;=>OR- 7B"/B7I24XIZ4,9FX M4A0Q\$>4Z2A5+>+Y>UW!ZPL1! L OZ9686R0ZU2Z*0T)AHJ\$THU8CB _&7 M046TE8D;X9/AU;#>79 _&L7V=>@>DB93EV UR8TKLG(6*(U)SGB_|<(<G%1 M4F\$>23105;215K;NHP?HHKA _>0\$6!>4)4TLMG6<#FIRTL/*W26V@>1=1PVR? MATZ/6E*!9I%._%ISA49C;+H53@>6\$)""RYW!O;5<J_|_U"9J8H%#>0+>_B! M*24>_>C/P+Z&H<V.8AJX?>JRNCGAX U1!>6D%T++>(2>?IEHCXU*(B!X _!@ MJ@*_>2+Z!4&+5V!7 2QCN@B'SV45D _>0YV!>2%@>+>F+C?T0225U)QF>+&305PXR0"0B+(DHS\$F4)7 MW@>N!N!>E)F0L2VE^!R!> SH<(\$L&8!)>TRUK?76QIST?LG MK;59;Z M(?=>#>_H.O;L>+<1V#>=F5W!+>A.3"?Y?NYG<C<_>HC\$K>_M!54!>2P%|>4D<8TQC(DIX&D8!>1!<1>> (C5=>@5U/4!>+T) _>O!>IURIVU MQUC Y&\$&K?>71>J(R U<_<10&T48(48V2GCF5=>V?>FHYO!64@>EPU1F@>?03 MHLIE9PN6/!F C581 411"\$>VJVRHUJ!> _>I=>_!>FR^EM_-35*H_9CYTECH#G2 MRI<85*#K@>IABD3E" _&8\$S\$1@>H\$P9K; M\$R+2NCDJO/ZK^G&BE^=>_!>67Y;PM;2UMY<9WQ@>Y675 _>6>?>U& @>C\$F4M Y.M.H=9D2SECH1_60!>N>A+C9TJ*RD)!>#76 MV!SAI@>7-RPPXY71_>#KQ*5!V!>?" 2L7=>ZRBGI.%S@UG6(B%G/OX!>?>DP*F M+47B+>_HHK(FH>02I4LM\$FM0!>Q6>#>YYA\$4@>I8>_S_OG@>TC @>3G;@>E9SK MVU%>_&F+>R0AJG@>W_A;E#>X"RA28-7ZX*_O!>I\$>76VFPJ; (F#QO_548PS MK _W!TVD_2*TI* AZZJ30N<_PB.6FC0ITBY_8Y0DL)0!>#W)2"SKOQ<_M"P5IZL\$S\$J^D/3;_>U6PS5>388 "B9#!_>OVB_XV8\$XQBW\$3B;_LXB(YK M30R&*W0L5G-IE!>5AD@>K4S)>+S!EF0A;_>B4Q_LQ>U>_!D4LA\$>+>I>ICA76W2_M0@>V!ZPH@>_Y_>_0YEH@>B;1!K;T"PA&Q;LVIXM9#I/NK%YEL=>6.GP^&_M1X,AD&@>S2F8E"6++>#>@>L1L5+>\$E(&IG5>1>9!#15NUM_DP_PSW_|>TY|7%9K M(B9CIC)\$PFG41!<@<_!\$ME#C\$>(FGRUJ8U#F_>(VU#_26\$8CD0FC^ND1\$X MCUPDDI-T/E_H\$S.>JUE&VI\$BAI\$>A6(OOLB706I-8SH\$9Q*GC- G_>A!>P/R_VB;G_C=OO)>IKIDF\$XY99(L_O (MD^&G+98L&8YU3;MOKIR4IXFU6P>>K<_PVNN@>4%HCB1W@>?>B>5 D1_XHYF! M5&TSBH& _>2!>A\$CK7<_>5D63<#>18280VU6<<=>=I\$!BSOZG"D<_MNI3Z!\$>F>Z+>X>G;_>OPLU;BU_8G;44(P!39%&DY(BMSI"#+>1&J!<8H\$5(H M8N!>S\$>[5=>YBLSLK|P\$YH15WC&Z=>6<^!<8?4C;M?>G^H\$F!\$>_MT)!\$>L0A5Q\$>A28E)>>"ND#KY;17E="N5_3_|O!>I\$8RUJ=>?XT_S89@>@>_RO<_ M(=>_>SZ#DQ@>800>MRN^>P2\$!>_M*?>F#>6@>EW);(B3QG*_U)OHC<7_RR;Z\$SMR@>(H M\$6I9=>IE(MF\$@>#>59H+>E8N QO3YQO!8U!>4<<_>K@>VC9I0Y)!>D0_PV#Y|CMBLW0949 MYP?>C\$YAS!>X060<_>H01!>7N /3P(5E@>R M=BZ6S&1OMGOHZ@># I+>Z!>HZW?>5K;3_>J!>Q?>(UQ3"?>3N<Y6E&4QR*56MFF MAE2^>^CK;@>*<5#>YU _HJ5PC5Q_LKJ!U%PY=Z\$TY\$4)B&EZ_AEA37(CCV1#LJ)24S)*J39&G M=7? G66^E_W#I)9_*>6_LY24XP87PR5E>_!@>L M2EUL;_>9G(H^Y!>O M_>12_>_JH8<2X KS^>8N3UHJEL8O^_!AI#L ESUH1H1R8I8@>#D4(W>0CH&(>S2 M*EOKUM6>U)Y\$E_05(#>Q&L(A^>Q*8JS M14L=6 1!6^>LYZPJN7X14!>DPH|KW=3T3M3UC*;>B270\$S^F2C(2@>N M^61LM* MM;5W>_UPHJXGC@>A:RC@>511@>E!>P!>7Q J 028X9Z(TG_EJHZV9;9JKL0_>MTAB|>?>#8)>@8\$3EQ!FZ@>_>B0\$>I(5;T=F%_>1 _>8M_V<7OIA^Q3QRD.0RT) <_>M0H\$<5>!>_>I@>5X/HD=D>9XP2!GI/0! M\$>+Z=>=>CV6I#>H^B7RY9Y ME: _A1:68(G8*6<_3M!X!>8^D%YXG2D*PU?>MO&8W_9M2@>(T1_MJ2HH2 M1>_>U;X!88BR>_>6>=>+>K+N>_>W=6!>_>^>XW&N);0W_BXVV;M(N3QXDD%JE\$>_>6 3ELF7B;8H7G5>ZS ME*;>O>UXB6@>XE>VHE31Q (>_>HTT)*B- 4XVZ;1%>9=>_>#=>#>@>2T>4_V;_>L!>L_KC(429*WRC&9DRG5BOQ_>M)O15#D L.F!F5<4LLR36FE003 ^>E!P&*<_>AQ)*R_1S0QGV_V>^>VOVXS;#>MPC8 MARE>G_X;R'E&7UB\$>6L_>@>J4IU/\$>E_X&9E/\$>_>ZWH+>C*!2GA>K!<_<J\$>N(C M>=>>0A8B9G 6D5\$>BDH&EYTYPEAS1!>A>C11);5AM\$>VIB^>PVMNQ)96!>_!># MPOK#>^>#!>FDB<5\$>H82CWU6&7ZG-1 /1N#MK0H1U!>#F*C_ZD"C 8RRB4D1 METU)Z6!CLP!>L?K>_>90A83WH);5*G)A31680Q5<_*!>+>0K!8E_15!>#>_>F MZC#9W=>1!>A^>2OU&@> I^>MHZ;TW7K_Y+>S@>Y7+>S;ZJ/YDOVNW#H(FI@>Q<_>M8H7DY+>H.8\$8+>7T>P7.7A!>W\$5_>A!>H\$BAC_5DH""OO)X&B8GUCJ3(- ME 4"Y4"KW;OL4!>^<6 C_>A#>36G!\$MEN@>ERZ0H3&M@>BH.2\$>_>@>G&6DIQ?>3?>WA2ND MMC=1#>/V5%_>#G!28HU?> #P2?>J@>FXRRQZ6TYR=7 +>PZYV^>J2CRRIP3CA3ONP! M3!>Y%>@>R!>T4J9C2+>E!@>#>ND=J0&A8+>I!>J!R20N;2H!>=>OHL^>3J!>M!>X>FD7 M+>_>@4R>S&Y.5))7RDB9))9R) 4X!HW71%&OBI RV!LO>99!N512Y?>?>\$@> M10E*->AXH!M3R4 _MO&A^L3?>DS<&_>BL?>0-YD@>J629AH2#>!"8; <&G!>U328I2K;1968I^>W->Y22)5U_M<@>P3&@>Q!>_>N%>@>R89>)H5+WE97SSG6+92?>GUH4015E_A!B\$X M4*3_>6A*M M14E6B>RTI_!46T2X_FXD%PEX- MGO!>*>70A FI?2?>8Q>Y2S_M@>V G=>G!>_M!>8B;B^!>2@>L3=>=>PJJ^>V8C!>P0152^>G9B0C_S=ZV>ZZ7!>A>_>D.M\$YH\$ M1CWV&&_>D6%Z(I EATL^>X?>T+Q27XHNM/#>2IC.L8>|_>H&F<_>F!>ICTQLYEP MI@>_E43O#>JD7!M=55K">_>AFPSU*#>@>UB#>BUHKGKH _P'WV\$>ABW_59+OCHI@>DB05J&\$>K<|>51@>FK">SFM)XRA_>N%>N%>T-TEN!R@>4@>_!>M?>7DBR?>BN.\$1 I6F/559Q!E!>9\$>_1@>_&8;_>T5Y\$>G9;W"C<0BC^>*>X&QF+>J=K!>MQMU3V9;Y29 _4!>^>E!>ED5!>X8_5^>_>E)O!>T6-PV402?>!>OD MEE0\$<|>AI7IVDSQE0TL-Q9D- 4CGB03-T@>_>#V8Z6XIU_>881.0% M""%>B!>BQZB^>+>MQ+O^>H0W#>#79V!4 M_>"/>LZ71BB1!>BL3R M&4H=>A)1\$>N30N0TN=678&U&N\$>(9!56A +F=>#2#>E&GQB\$>QFXR*Q08!>^>K3 M_>L2MW+>!O1_>SK#>W#O5;F.GD!>N^>0Q0CJE(PLH2ND<8XBPV%A@>DAIO8.O M_*>DW<_>TJ9;2TL_>RO88(L_K3Z+>PA(K_#>T9^>CX+>=>6_U_H3!>=)H0!>5 M2;0!>K!>R4&6Z?>4B_M#>MD#>B7\$>V1?>R*2ML=ZR4M3AX8_M6 ^>1E_0Y^H(\$R@>_1 M@>H_2;4H=H&Q%<_>IRO_Z M-SPSJPCA3B_RJW&3N#>Z!>4FC G\$>#7_M_\$>3X\$>8D86TQH!H@>JE7HIW>N _>A.6J*8HMQH7^>1 Z\$KOG)>+EF>*<_>R!>M_MRV53Z?>IMI=50S6P^>W<9X(\$FSP(TG48?>6ECQPI D#6!>?NA4DJVUNV_8FCGS; M3>C>QIFJY% _>YD0X?>7%6(0XP)_>F_>(0L- 9J!>6-KHV 5#<0^>N!>M0Q^>GTT^>M+!>8Q4K4)SRT_5D2(P3+>TF MWAB TMX*SZLE3HWNV9I*=>RXZ8H;0N?9+>ARZD)CS*?>7VD7%>EEBF!>(X^>DYJ MJ5;1*THJST!>6E%2ZIK2ES2_A*8\$>QO^>T!>1#R>_>TJ2<9NXM=14AVJK2!>JFN MP>""H AUC\$2?>FJ 2!3=H1Y\$X*RTN=<_>4RD&CJN9H_2UARYX(9S%#4 %I_ML;_%!>94#>)>2*NWK#>H15HR551)7K%>_>_>#GK9)><<5+>GD_2OEX45!>=5 MEKAUH!>4S1C-P%Q2V=O68O\$0S)I859H3)2>1J VW\$MAY*J<50&W;V;M- N_ID_M!>L>_>J\$>MDI8ZTQ2)Y6^>O)6!>A!>_>H0C@>0D_C+>+!>0Q>5QDUU+C+>2K+>1&H>_>_>M!>M@>=7!>6!>^>TYQ!>8K!>!(0BR992Q!>QXHN=ICA IRE6F8!>J0E5<|>H89P!>C(F_>M!>HJ(C2F!>4AB7_>_>4CPEW\$>3_RM5B;Z50+>1JPGHC%>DB_->G75?>+>_>R1_3 M-E_=""8K^>X@>QV; Z\$%>1J!>IT!>8_>=4VO9^>EN3MO=2E) 2XNJ_MZUEWJX>?>AGI/0!>T^>I?>I?>HUB^?>_>CO74\$>_>U5ZG^>O^>0!>#X_1K*8GQ_M!>L!>^>I^>6J+>E")YTM3NW> >95\$G^>7W;I3!>2_B_!>^>FBT_>1_>/_3_R=>Z M^>?>@>7W_>L_>^>_>MU6_>^>_>YM&K23 MIKYN!>!>MQAB!>_>_>G!>_>O^>Z^>6YQC(LB1 MGK\$>#PI=A_<_>CT) IETB6V_>G!>4!>WAO4S+>11_>9K*H!>HAY4B?>HJ3Z;VA4 MBL%|>RJ&_>_>_>2"TC^>3+>_>S1!>^>IQT!>T!>U%>70_>@>T&V@>C+>K<5NP\$>\$H<@>N9(PY5 M!>N(B_A=>D!>+>9>=>..2IGLU>N27!>9%>?)>C)*>9QPZBUF/SLPR\$>2K#>+>7TF\$># M!>6J>)>_>IWA?>_>B_>^>N^>O>7Q?>JOK^>5P;DK&^>I9^>V;SIZ8ODV4Y\$X;W!C\$>_>WCV!>5\$>3_M N-MH-BIE"(>!)7*QM8?>I>EOH0 4_JN;@>_>HAD3)* E2!>6BM=>_>G&C>@>IYA* M!>M!>XU)D4OGB<?>?>T.OF03C_N\$N;EU!>K142Y_UMPB_\$>_>G=>#>Z7N^>A!>F4 M!2 X(C_V&DXAQVER.\$>+866!>EY!5\$>7F^>RA6E^>R?>2>=>^>IYD6_>XXY(+>MG.I M0ITZ"|ZFH?2HJ\$>F+E>W>390;W#>L>^>CUVW_>YR^>7?> WL_LW7<6* R^>N!>@>LT M(\$>=KF\$Y\$>_>1E+>RWQ.1:B69=0R+>+UU2LH=>42!>FQ7)^>J MG!>=GC">+>^>I>U2@>=&5^>LG!>7;_>2^>D;TW#>AH!>^>3Y7;4'C;VIOF&BDQ=>_>B3#4 MDR+>I;_>W+DKI>RR1@>RKf1#>P0+5^>""SJ GY6^>0A91N%>5D4!>8T!>4AD#>I^>X4_>X@>_>JE35BV!YA M!>SW>2D 6_*SD!>1GSW!>4A\$>FX8=>+>?>PTBV6X5@>OEH^>2EVE2?>NH;HAA@>_>WV M!>_>1A8BE6TQCW0!>GV7A!>@>9+>POVKC)0^>IG^>HAI#>_>IMU_>O_P!>OW>*0D!>U-D M2FY^>F9>0K?>G5S@>Y^>N3O_*>\$EUSM"(HYX\$>S%< <@>OMIP>_>LOV5M^>0M^>NTPDZOEC M;GF#>_>F!>O_S^>LRI0_>_>(U3K^>IY07_>_>S^>^>EDC=>MY?>_>VZYN_>A65_/>ZW?>9J;_>K8@>D!>#>MSB\$>P^>XZ3)13>Z7V\$>ZB) MLY<X OP IM!>@>_>?E?>_>?O@>BIP^>+>3YK!>SDO3<0)9Z<7?>VYM_>D(4KC4 MLY!>T\$>VLD=>KH 3?>OZWQD1_FU&X^>_>Z_>CGO^>8^>C(>_>#>VECU7?>_>_>BOTO93_M_O*4B&=>P0W*048^>OCL;C+>J*\$>KA#>K!>MW>08&7BH_1=>#>PIA6^>0!>O?>C_VGO5S&>(>_>1D>^>?>W_>S_1"=P""7;CW MM;_>#>WUNT_C@>6G!>9- U2;S)_X3!>7?>GR"IX)?>?>3F_1Y=>?>(FSM;36GUW_XU/IFA5QXIM?>7_KWV8W4T!>M)>@>G!>Y5?>E_5&SKV+>9;368>?>7GRZ_>@>_>AD M1+>O GEWIK^>G#>IP&Q0726^>NJ.3 _>S>ZIER^>7<H!>U!>N%>PO!>I^>_>W=M M MOMQO=MZ!>^>I_>|_>KJSYR!>OF@>=M?>2!>W=WH!>V;3WAQ=U<7?> =_>NOOF+>^>_>MOOFA>?>AX51)=16!>F#>T3BNY32?>_>JVW4R_U>UWDE0CLE_AKTVG1R9#>?>7QNTRYK\$>EI?>X>_>A@>VXWM_>?>HIFZ^>XA=>)>G?> MF&1U>=>O!>R7APPK_X%>3VI^>AG/3!>6 RALM_R>G9!%>_>TL?>N_>3(KI91Z M=)2!>H_XIG>?>QIMJ!>AZP@>_>W3>3^>UHW9;R _>TY/S9074!>GTYW>WD8RG _>S; M_>7O_J=>OY(\$>G^>JL!>SVG ^>AD+>RXM)G!>TU!>4N!>AN\$>DCB69\$>F6X6_3 M/P!>HUCO>R?>#>X?>A14P_>#0S ^>Z5\$+>^>OIE"(^>Z?>7ZPW&0)(EZ(6KA<9J9 _>= M;N_>5)E9\$>8%>C_>^>YV1>R_W?>O^>CV70YVIN=>UO!>_>2VW^>^>^>=>=>=>IL T^>V_M+>YAHGHC\$>U7?>J^>=>2NJ>?>?TE9^>4_>^>2X=>2_R2D92_RL_>#>710F_>K8 M&_>D@>W_*>I^>V!>7PV&8?>@>_>_>A\$>?>F&G!>NFN5^>_>S91!>W\$>NBH!>^>M\$>SH2!>0@>U!>K+>_>^>T3+>T5Z _>8_>S9S0C_>U!>WKNWJ!>5S?>?>JHJ)^>+>L/SS^>ESQ&(PC M05C+>O8M^>=R^KM0J!>ITY\$>XMO>?>XRI!>W!>DT5_>#>MN8?>_>^>WBWM_F?>J<^>TUN< MO<79B^>^>L!>F8GP#>M_>AP<_>M_>QH+>O Z5E!>Q!>T7!>6\$6S0 M*!>F5XMO #>0@>_>M8&G^>P!>BUB7E+>6\$.1 (6;HC+>844<5R!>4J<5%>A!>+>+>+>+>^>F3Y+>^>_>94D8 M_*IEBP!>=9MP& \$>L/>3>Y>N9!>H!>Y7R\$>(4O_>@>A\$>12RKYRX19XHB@>0JM91 I M4HL<09C_>_>N09@>IN%>1AN^>AKR+>C+>KS3R6^>S!>B#>?>?>(H_>2H_>K^>6!>FB55E3 M=1=>=GY=?>?>Q!>QY&P&H!>F^>TK^>QHV9TE^>_>FCZ;F!>3M?>_>3\$>@>RZT=>4.T5/>K/>6/ MW^>_>WG5G<2^>Y^>8K>_>WLN ^>9QK?>QW_P_>6PK?>X^>E>_>6/5SN)-5@>N? |>K#>E!>53 M!>5.J!(AT 5)>_>HMT=99Z42A(BVY!>V5!>^>7;_>M&_>CH!>B!>69TZNEQ^>O^>_>80-I^>RXD.5!>S!>F @>6JCG?>=>1!>IVQ?>CGG(5L&_>M>_>UODIOR;/_>?>IF=U3U_VU8N#>)?>14D^>O@>_>W@>DE!>V)>HR#_>A6\$>J0!>F7_E>_>M.H%>N!>L_F_>4U_S/9-B_>4AN!>F_>@>G^>W!>2W!>OP8-Y!>T^>_>M6DW7///SH^>^>V MNK<_>7Z;V^>_>F^>V!>WV<_>3/K_3%<_<?>QO!>V_ZZ_F\$>=>Q!>H2<8XSSMMGM\$>M=PG9<_>@>OT^>R4_AWWF02_LW\$> <&99D!>N#>=>Z>OX!>0TS*(1D)_>7^>3<^>S^>AQO M5^>W^>X7Y_>7J_UAPU_E_>8X1VEM^>L&L2EAY%<+>Z M^>N!>L_H?>GO<H\$>SEN!>J!>R7!>?>6DF""I% (>+X"/BBL\$>WV/0)JDBEN00SECM_>2SZ M=OAN^>FY^>4MW)>_>_>+>2>BU_8_>7SVLW_>G<%>1YX_>VA0G^>O(!>K!>T1_K!>7/O^>M^>V^>^>HGI?>_>U_W_>D PBPO@>4O;_>OK^>Y!>BO">""FOZ!>@>Q!>_>AN!>MD>U M^>4N_W>8^>1BP=1!>=H>3AQF^>PO2M^>SD3QM&B(5^>Z2D!>LGAFGK_N_>6BB53 M0_>A)QV^>_>T=CW_O_VJ!>NAU4#N_X_>QXX^>P^>0205M1_>^>*<0@>^>6*76?>=3UWV^>Y^>MZQ_>6LE^>D^>O^>NO!>_>^>EF@>RA9^>*<=>W+>+>VQ%)>1\$>X6!>RK5\$>Z> I6H3D&_>M3/OAHM_MG^>C^>NBEQ8OV+>_>XU""MH^>!>BO%>ZC_>#14XXY_>""1_A9/_>E.1+>DIPG^>+5^>^>U@ MT!>6!>S!>O=WR=KM^>9\$>6DZ?>9C^>6EY;DV_YFM3QO_ID.3//!>TX1 (14K1=1=R3 MH0@>LUC0@>_>JG_C09;0ZXQ_>S/>)"^>^>LS@>78*!>GL7XJ!>6OK?>AF*29FYF^>_>S!>F_M!>IAK_AXT<07ZF^>AN_>IPG9_A!>R)XZ>+>J!>_>H!>H!>M!>^>^>WSH_XC&I0Z&D^>C^>E3=>?>O_>U9KHMTW5QU(O3*OQWWNJROI_!>SWM^>+>1# M2<5JZ2Y4^>C^&

"X+SR%2C<G,GOFEHHJK@*ZYTFLN0=1KHJ54R.H\$)I\$ MY0J1\$#%BM)?%>8>GC>&X7\$SK&9PHICQTF!V\$S/E76QLV&SS73;| -P=@ MB34 C9I(OC)26.K3->|TB5U4U4MRPY4CNI=Q7*8W/85FA?>4. .3%#H@&9%M& M9<+&9Xl.K-4W.T1|?>?WZ_ *X<372/1#CMCGVJ;04FLE BMOX:E +MXK@)A\$8:22R&1:9P4=F6CV9 -C5TGR;HPS?WG7_4JD|LIV&S!*_II-U_ MF4X=;5Z_?GZ'C-9.H.MJ7-8KNN-83)>.>D)QTTIR#&#K%<IYN>#W&6B80B-M3"W=-<SIVL"/FM+V-"/#H!KGH9#1*9Z3FNA M9T&1I&4\$T;H0 E<C;7039K@)N4'C@F#L(SGC3M6<9=-_H8"EFM\$%>H M8%?2<M%#_/#IZXIL_<"IOB=.39_P_0<?Z?F.SYIO@)_"="^'_X\$GP.-I M0<^<D7_7L.EBD?<H6T2W2C;_ HTWRQZ?/JXEN)Y\$%>03EJPG4F?>.>91J4 M+X"G>470A;AS"TTT.#Z'M&20QG? NS+>2A_<BC%6QF+191F14=-.IX.FHNM M\$6KOMGBV/@*E' 3HLIV/0>1R#P1L.BC>P=-OD,Z7&SBW;_ORZ7X84?<VE9 M105E/O4.9P.M>Q_0X4E*^<F/Q?YSTIBG<^<1=QV:4F'L&4(A MG6;J8:L/MOI@?GT_<NB;CO&;GR,H IPR;U\$C)SVWOHPT0F%SRQ>@0U-C< M8WABH8#-#<YCW1.H \$7_<N+<QCW\$X^#P_<GZ>.>_W*TLY=>+VNIX;77H5 M|@UR<NRH75?LVG)JDVYH|8#X2?2PZ2QF>EQW M<<Y2Y\$V(=N*LI?@>MUA*^H_-WALI-W (=->2N*?T?>WL<^#7L;V-1_>WJOL%<M?YTOLGUMVP>YG-V%V_3_<30NMF_ OS# M")BY/-BGWCI7IKEJ?>YE2I0>U-F9T9OGVOCN-XSGOH|/<~<H/GFE;D8&- '8 MZR3G<MVYS'.4X/ 01JDDX+MQ\$HHH'<3;8V;DD=<Z\$1_12L<R39 M99K T=-&2RPIJNOT&K&T8?G5CWMMMDH7_12IV6T9=N2?<3M77J\$U\$;+MGR| M+-R_6A>?>26|@UW+;IPI<^<#L(UZ Z M*~C?IV/K>YA>@<KWE_#1V/>3?Z91@ZWHVW15JP3QG?_<TK2V;3;E#<F4HX/<MZYVP00,=\$+C+;IQ.KD^<9_#IO\T.8%FS-XRHRM)4? 94Y6L(LD9K2Z0*G-AD M/+>4V64+<HL:8C5/KZ+Y2OC9:0QSAF6_ TTM;7Q1DZ78_ MF&VDG5C^<T_4 MW1^<55W9B^<0+<F-<9_HJM|Q1+YVTS(O&1?>1>S;&_TP-BL_1J0C@<P.DF M^OO_6*4A<+<X\$X_X'<S_-16U*V&F=-IR4U-X/#0QSN,8B_3ZN&WTH& MCG0H%7?JHF?3;Z>7??<^<CJAD>/0-9C>PA<=-.CW3>OSK_<?W)(TFI_9H<^<IF; M^O13/SBN3OCPY#G7F#<_<F2'MU4)?U#_ CZ,JY,=|ZW1DS;K:L2Q% #OG+4R*>E5|^<OE(I MGIHD3<_>?2I79TU//>3_<BSVNZ&5/3&FEW2I91W.Q/VYIAQI^<VWX/>?<1VZTHJP|8;G WGX16K-7=1.MESK&D/K2<QC<8>B'SM"/<4E MISU6B01>=-.P22P/7=->YJ\$9FT_1BT6I#<OWR@#)=-80%<HXL#_ ZL<41Q1B-M6&=M2F^V3X=SC1@=<99U7:6&V97.GMONC1PL<9(C4M>X1W? UA_195Q19L7/ MM/;K>S2IU5%GY|EIK|Z#9#(+3?XIE<.;#PSST^<G;UWS>|C|R'POCD8HJ_1 M)\$>XP_M:73Q01N?>KD_4H^E5>Q47> O?E(2+KJZ=9L; 19>?>1 M=-<^U QIVW19?>1HMOGUS>H;H(FIYUCGH)C7Q5817<=ZINRHTP'M3EB'@=L= MY_&/3-5_<1<^<M1^<H1C@ML<N1^H11P&NV;P_4R(4?;LLH:Q08 M6HIO91+YXYX^|HHL/OA=)#S_6C-YV-NW_PR07VSWIU^|S"W"G.K.+<*<M1KF93<56HJRK1EE|YO?&*9*!"^<X\$LS4<^<M0 MC3KITK|C'VXV.C/SIXUS|^E#N0W">KJ(TU&X+T|T@50=F;K08SR57F@=IE6 M|>=<Q>WDTZ5T.OVYRULUO&KK=HOID;)EJ13Q\$M2(^_<L.KZ=IOEZV?_1.2D<=<MTQN;)O>A5OYV9A&=AOC;UX5T"/<87.H1_WOF#R?AD*->_>_HJS5NCJ7HK=98_MFL:021-6#1?CJ0Z,"AX/>Z_/ANNM;MAJ@_U* ML7V8;.;MAP&6F=IWANW;=WHN?<KKV=;C|;?; KUUN>FTO?_21#A|T_# N M H1&1OQM.H@<#THE09WAI^U_*_<R"%%WW&8<B0^<QZ^<X^<SO12+1161>3>?>W%?JM MT-I|_?71HYS=29S?WHEI5=Y%#_9N<DMF\$AM.E<ZNI8'W2_<M9=ZYO:2?30?)>PAD+WW.OU@<^<0;IY|=YX MPRCY61>SUK21\$3;_>P|*8&@HG?<M*A?&WI|S%_<@<TIAPW"><C6C23QH/#.#MIS3 M9YC%_-LC_<Z|A/VL:2'DMM_O3_O1UK/P03>T9^<7;GUSR<:27+GZ8P68=M7G*1_4#.+<3UND13?7_3%5"~A76_<6R C+ZWC=?#'_JLW9T7#P/Y>1 M893S|H|<G#9LX^<Q)B_<1SV MF19_/G3Z8=CIOYX 3=+1_<1G1S.OIZR M61<?<?<UT-B;|Q#SR93|L/>+<WVLSNK'PI^<M_<NOIU_RUIU<#?>2X20<XG.1>=THGST=Y4.B"2>T*^<1CQ>+V_GTL5@/=&)MT)CYYN.@|2;3HK'N_<EL_MRV=WYS.TP2ECT D'SH SUD6.2F@ KP"/_8 #7CZ?1INBP<?7^<A<D3UA'A)5W ML&|TGB2 C_UAIQ^<AXI#_+OAAW@<|Jd8_1\$@<R3 6|W!\$;+C|'|<Z_<4H"~N8S|AX= S_7)? R5VEE|E;OL67<+1LOCUX+M1U60,62Y.X1BX=57 Z*<^<M^X_1'9YN|XKDQYXV_U8KPSNYD550,4*6|Y<+<?<N'E;G|V_?>10>?>M<MP'S+<% (AB.*C7_<X\$S.O@,<S<+<,<^<^<|OX,#ON"JC*_L>IYO;.&0X^<57= MEO,6YCRPHH=YB&7R|;ZK^<A|/?<#3N6F=.M5BW+5Z/<QJZW_1O)MGI%X=F9ZXE RO5^<2+1L3H9D7=WP6_1+WHW| MR55|L7=-<@L&1^<A2ZL;D+E\$21#1_1\$TA&F2_<1JK*^<DR*RO3C2I4G7>G M|*M@=<6&8VJ?S2>_X(* 16#@>JU|;=<Y2<1?H2A1_WH|1\$C_*<Y|<N_M>I&ELMMX6I">+<=<?<08Q1^<Z>_V&Z ME4S? N7?3GE>_NK@W|L%L&%2|GPX6PR_/OT^<7N8;GIN#CFHUF:C|>|E|I_ M\$14|^<+|5)WMB3)S;KPYN2B>Q2DI^<A^<V^<O0C6H1NX.OZ.B'M|S%NN2O"64/ M9><^<D9|S|HMH5")2M_U^<CNH18W&=<|>-12M8+FI_<NXN2S\$OA3_<M1:9RFDZ;FIB?/6ZG<G3_?7L;0%HC^<T^<^<H<^<?T?|7R5IMW6ORDWKL9A! M3?>@=<GLP5TFLR%T_0_WV:Z2D.NOCL_2YXREJBR;(<^<?@<RB7\$5WELCM ML_38*|^<SFWP89+>YXJ4>5X;AG9;HDM1+<@3FK IH3>TO;R|Y)Q2R\$;1:B2< MWD;EL&X2>ME|85|SHJLR_<X|D0_EZ@YRM99N7%<M&O.C4|>-8|C|P%K2<4NUYSDMIU_<3K#<Q1B&ZL+Z7|H9F>#>#DA5_*1P?QON,&O MKHWN?P;/ENQO47\$=111%1_X|U;H06|3L77&+ZV9F^<A^<8G|<^<QZA-OH?G>F ML@IG;ZCCN^<A^<PW34QY21(7VO&MET+K+|RHV|PE =YN'E>> /39M|TLK% MI+T|Q+&BY;+<DL3**<7G"P7LWFJ_<+<19IW^<F99N<RJC09<XK6Q<NM MMM^<X2#EFD9P|C^<G^<2= YW&K,6RKC<^<KBE+<E|B;IN? MU<^<J|M_<SNRXXV(IE9E710&G;U;5Z|/GL|FU&|3|7<(<LEM ML_KBB)=/E;^<D4=N/@YGFYE%PT'=J5YNU,S'5P.N*M7%KO?&KSH.TY7,=;ET M;U|:2 AFWKMQS>?0%1=NN8LE=JA+<9AF2;U|H|>=SGVM0%=>|J_Y<^<BD%> ME"897H+1DCT;IOY<^<4&+9F=5_1L04QNF5<4UE6GU@O3;RJO=<MAXW;1*\$8_MEO3%4B6/|O^<83%/==!M6R5A\$NKJ|NT%Y^<_E^<CJDE3FK8DU ^<2.C=IU8=_Q M^<V8Z&=?1#1=|W@_<|JBME"J;ORNQ;)^<25-G0@_<721X.7LT%YF%|JTHMBZMJF; MABOK==5SKGY6=FC(OYJOL95_-UBQI1%MXMZ<35CRI+0M>XWK4=<A65ACB(Y MR<^<IOP>Z?W?E|HIF^<^<WG9IHNU@V97T;6XZA-5 M2S;8|(<R2X;O;NR5D|<ZO-00?16*Q@H?>71N2HUE;7+ET)8K-Z@<R6_CH< M^W|=5>7?WV0^<6)3WZL1|6A=S2C\$92Y6M2OFT>TD5A^<PV#%<^<*&M'E_<82IN MK(KLL#<HNI<@EY5 9W78G0ITNO5H M1%_5KXA5N?192Y(<KZL-8)%8HTOZ>Y7(<+>7DU=<KU53|9C*#XM)R006?1 MNF?KOJ4#E9O4?5%1J|YZB3KKE0\$C'3M=<QN%?M? U_EJHWQ_<V@+<6U<1G|Z8?5A.P\$<Z47@<4^<2I ML&63|JU*GJHW_X=7Q1Z2|>N67K_AY14;W6-LN?>7#N3G=C=8LJZN,K67=UFM M|P^<V@N? NZC;=<U8D)N0NLO1+JRG4_?IT^<KHY2+<EEU_V?>F9\$B&45IK+ M>W7U5E=NOG|H^<X>K2U>57A;2N;S|Z_<O"IMWJ>?<LO4|B|D2WMQMN6_5>A M7|KBKLR1KZHT;A;FU*^<T_<0#1X M-9|>S6XW^<9TV7DUST>0;18X+LK%VI6>||INZN(BMK(4IZFF|UV;|E6IT^<2 M87:9+<J0A^<|/12|C+82S"J^<Q5-J9(CP)<UG%<1&=<IGT5_MAO9B?%4SYDN9.E**<M|T|252M_P2|/U%>E*|W;182FO:TTT:0R6=XTI=-7ANLFN4=IZF>_B@&8M,S1_ M33?WG01KXSY4? M=<#91= MSKLXVWLW:2;S1B1=4X8125OASD+Z|2>+<70XMH M>^<YCZ^<^<OJK=<^<_>6J|O&E;JO^<=<NFWA-U;RI:OU%<+<1D92)DWGE5RU2/KU+XAXIWM+<EZ2P| MU4\$XKR5#KSRF^<B# PG/HGWUF_/RY2;_<W@<4QP2616D^<E24LQ||#H MTYH|+GWA&1_CXU;A%T2.C#PIV*@<JZMP_Y*AZ94<^<V;FAB7;3H(<F_K_1 MCS5;U6MKKE|TGZ??3WJX_7G9>S^<OR^<M?G_<ZL5=;%K/C_?TE|+<7W|<|=L MGKY|<^<K7|?_<N^<Z_<AH_<AY&80^<M^<7QSO<9^<M_WLBL-5..!2^<W5FN^<B^<1+VJ_7V06^<_V|P|C|>_<T180?WY|Y;P^<I=C MWSA_814>+<V_NH.D|<^<O1054_D215E^<AR=SR;S559WZMG;HPI<^<2EJBWNTG MO>EFI|X6B FX<^<7U4;S_OB6KGK+;V;4)T>=%<C1MU2_8KUUY;=I2L_<P^<MNH;2-^<7@=M1PR=+|S_U;25CLOE81^<X?26UEU%N/J;XY#=#<|Y^<|<|HCH19L> MMS4SLEF;J86W3|H|_<AU;U|YNV661>_<EY= V2SW>SB=DHITNS/ZX1R=<@% MH_S|Y?1H;XA+VR.H3@|H2%_16FPN^<FE.O.D>ZL>=80>DS,3M^<B|UT M|S|P15H_<VP_LA;Z^<8X_<5>EL6D2I2Y9F/A;|U40_N9_3Y>0I+;+G M|<=HYA==HH.EQ_558B|D+5<1VLM>AXPY+UK^<5 M^<D?55^<F|LHEMVD.B|_?3MN_<1E9724L\$S_<OP\$W-WSE>28PFTN%|Y|T MN*^<35W\$Q_<3Z691S_<V4VNIURUW|^<W(MD_<S^<DJ\$6!|1C T|S|LV61.6_ M9/&|H1>+>+24OZW^<Y|H09/DC\$D+<K_<S@<F<#SGL+E#L_<AF7+<V|V7|YZW M;ZYB|=519Z_8_WGO97_9T|<1|HVA|C|K\$5>?K7387>7W_X<#<|D|SQ|4\$C_<^<I#&+<ZFX>9%SZ&+4+<F; M3PPXL0&H07N@<@E 710Z%<QDBW-PG=<DAPZ?3D6Q1<^<2X_<10J<G=GD^<D;HW=M3YG_ M7BE7UQW2?Q2<2GTU^<A6GS^<QKD|3%<XYXS|L%)**_Z|CTGF@|T58_ M=Y? X|(<=VA_* SMH71OJS%5M)@YCYV|2=##KZ_*R4T&4>M7&@RUDV&_<1O M10/X7(BLX)Z HYJ<(<03KT4_O1;1>ZIK;JVF<^<7FM:3S6#<S<C10^<Z1;4 M5GCR.F;1%?<H%0@<2%<AF^<|>U%<|G|>_1|H|H=PE/ _31^<0.T>Z&SKVLOIB9> M=D?<QK|Z+4+|L_<O+GJ0G_<M\$D_<G2RDZI<#EAD.D1<#<SOLH_ H#59%P.O_ZOD_<5&R?Y(I&3G>QM^<|A M_<BWDHULGZ?<G&S_ZYE|G|^<?<O|<^<+5WOA.3@EF0J;1\$=9^<T1Y91 M#WHQ<(< <^<9G%<9#?>13Q29&*<26&=<+<2\$U!S)J4N<Y&4_<?*X|P;7|KL+9&R M^<S^<Z6OG0>CCT20H45U+^<4\$W|<K%<HLSY_<3_HU88Q/U_?_AY1(AFBT M|2\$H11|<"/<""<S^<Q)DPOS_2E;Z|<CQI.HXO5BKW<^<K+^<|RXJ8_O>K4E_) M02WXO M0M;AU>_MY;OZ1|7<_L?TV@PW6R;|<1;(<7/&>5_-<S-DD^<C.N77 %9B* M^U|X\$(*TQ_<33H_<0RH;GL9|MIY2;M>HEO+XO?XFFENWML_S|*8|;# MOH_4_*\$ M%RCVB1!*!|J9086\$S^<AP0AC@<A723&(E)ALY9IOG>?>5;R& M;)<^<W Y4_<1+U7VO|U;XQY MLVN6%2>G<+ELBM7|G|E\$91063P2_4F|H_M;VY10^<DZ_<X; (<^<NR^<M5PL4WQG1HWG|XL(790/IVM.3&00^<D^<T64|JN^<B M3<2|E;G(90Y&+6#^<^<W|_<L*1#|^<S65_<";BR60!7F8^<1(^<WB8\$RUG)O MHZ2;E_Y;LLM>WU0MGZK6)<@N#SQE^<H\$|<=<2@2JGH#*S\$L)AQS^<S%<@<M^<K1^<CD2\$Z_4T9T;WL>_P2|308K45|<S)WH|G>KDM|H_8Y;H|87|<S|SGD@<MG+1D8|<8_U.D|6.1 B%1>DEVS_19^<M3V^<AR_X4%AVXO8^<0 K4|<0813 M(OHOY2^<L^<ZYW<FAS E^<S_<9\$XHQ(401QPW35(Z%66) (%8I9I+<4O/H8S-WZ7_MJFBY813W160V0L0_/M+N.N_<N^<CC\$8G;SVQP^<VHD08=P\$HB(1@=5)6N2?<f;_PN8|<HAE8+<^<M^<H3(RH|5H>|D)A|V9S&BH0+<H+EM0LN^<S6A+44<C@<CNKM254IGH<^<L#35# M33A_<^<3GB|B(F|LH^<TZE)S(2K8+XPXL=<#5<(<3%OD|^<^<C18.FI0TP^<Z13# M&1AI|PA.CQD5H;#A=N5N_BHM<^<17_3;A9|3>9^<PA>=<1S_4PRI02)C^<J M;8QI<(<^<AN\$ZKU6_<5#(7Z|H/C|<^<D>V?WT/VQ|X|>9JZ_4|<^<R%<T |3>=IPOV^<4_H_YN>|UYJV2^<=DOU;=<QW_MHV&&FF\$"+8+4.2_ED8*4L9\$P3P1X^<PJSE8;"E;70LXA)UW;M(8;L_M|@90> MREWN^<ST(R<88YAZSA3\$? 31_4\$<^<4|HARVIEY|LK+<2 M5D7_DJ1|>L\$WC68>^<D7P21|A3X&23_SEW 3 M2(A1_BFT 426&KRL>_>1T;_<+<K7WV>3O)F=HJ2HC8KK;ATXW=F-8I MA9O<Z2T7E?>7LQH=<_#BKBA@<YVOC/ QCL0>@<=<=<#3I6931VJ6&3X^<VLW^<T| M@<^<IV_<L;_WAHA0?Y(<^<U?WGDYUG_ M.OXIC;LOWNEF^<+<IG*3;EM;#6\$| M/Q+SV|D%Z)0U+KB=<@00_?>=<@HE<@M>?>?!>!!>LLR5@_<WHUOC>S2?CG:S=| M-7TSJR/3S>_H|=IVMG_ZP&AF0I2/E4^<RH_4_3LMS@<Z1FL+3U|X%K5|< M^<O.WHE8WCS|DBWE\$OP7\$4040QOQ7|D5YX&9;W;#2Q313N_L=|I&MCG>^<M\$3K-79QX;#Hw6<@<XLT?70CXX|<=<Q%ND1A3\$B/<3D#<KSBM821_M;P^<1P_1M_8MWMSKMT_GL;#(M"|20+>M"O_N071.\$#Y(KL+INMAE79%>| "HOH903_<+A>_<M|@<I^<APE9\$<6_<1^<3?>Z>>O^<O2OK3W|SEP_9N-GB3+<F;IW>_<IY60X8(2)+<@_X M/(7E|H|E3_9CS@31DW4044%4FH|04H(5D8^<U93;CD;Z_#U8L5? MNWNU>| M^<F_KBE?<WJ;O|<54<^<S)Y|U|1^<2R_3|5T5?<915^<F074ER^<_<3^<Y7=IMN M%<^<CLICD1V8_M^<S^<S72QGN;1%L0|S|B11|<4>?>O2.OF<1A< (<31B)R^<5<#<CAH1Y_M1\$ M^<HNN^<DR@8T1N^<33D602>@<I9?<7(O|RSQ|<A|<A_<GH&214=<=>5H|6|N6V|>7 MZT|L=L^<N4P^<S5;3L_#=<^<WUW|O^<O^<VE2(3_9L_<1(E5K^<|2H@<C&S42IPC_M1GMZZ_4TR=>|@<1Z=27^<DB1R=LL*|9^<CQI\$X^<^<S(D+2_U;0WQV) M39_(1+D) <63?3^<RMM^<IC\$V5\$C<+<7+<F0C>.>|?1S_P(X^<^<H107A_UK3^<T^<_ M3M2^<C^<R^<^<A^<H#Q18_<S^<117D082D;A2M|<=<VUZ;GRUT;VO4N^<F_Q\$#3\$ QHN(A)(A)@R5@B;A&A&8A\$ MO^<H^<V M_#(=+<=D(SZP^<=<^<IT14_<CLH>PM)7ZMM5 M_W^<VKKPO_1W19>=VQZ;9|S6?<PKGO+K^<*<+<6010!<!=UO@PIF4O09_ZNMJE_MPL&|4F_89UYKZ54_E6;O!T^<O9C<^<U^<="YQ=M=<JUNG3_<P/KJ%>H@<@X@%*5= MY%PZ_DK4(OB97VO_B?<^<1%<?H2=*AY+L M;Z|45N_1%Z18>Af0@<0%<^<T\$<Z6"698_<91122<6^<E)L=C188QHS?77@<7 MNX<B-12L(UD|D|<NP21U0O<|ZV&C1W\$|662|M6-71_<G1341>@<Q=UZE6>^<+<1V|O9(U_<D\$<AA2^<FI>|O9M9YV|GL\$<FI>V9GJ4U5HV;MZGKA_?YKUW^<4V|&A;AR;NF_2^<YMU_M_?>?>W?L|E5_8O_<\$\$S;N+7|SX=XE&\$|B6EU3GJN^<O7RL_X6F3_+<Q^<?Y%<Z M^<+<9I@YO^<I>=<GY<^<G|2FO1BY3X_KNT^<N7(OE==8B|<WBR9>|N^<M%_YZWLR9_ M6MVPN032_<ZYF+3>=<V7^<TS1RL^<91^<ECTL8Z_<2^<C2CUGZ>^<SOTH>Q4W;81LDZ M85E9B^<2^<NG|GE_<+<Y<_WUXU+<DQ^<Y^<V_UGDR? 7WRC3NGBY6<=<%\$<E;K_ M:O3|26J?<#3140LOWTUB|Y0=PNV)@<O;B|GOFNY>=<Y^<H;6YW|C@<SV<^<L< M^<O^<S|XK^<Z>=<S^<X^<Q^<OZG0^<L7O_U^<^<S_<X_X#1CN2M_P?5|<^<Q^<O^<B35T5 MS_<+<L/LU_<OV;5A>K9NF_YU8_<^<HV|9% M_<R|FLOOX7N_9FW95K;X2H^<^<F&RL^<60^<1>=<+<1L=E15V?SW9?2H;_QUI^<1 M_RDX;|HF<^<IX_<5Y>=2L_<37<^<1 M81) N=UGK(A@_BU|<K;2H|RIN|6_IVKPSU?<^<56VXODM&|0?IX4?|V|<=|8LR#=<_S^<X@Y_MG|<1>S_<=)S9>U|G+^<PO% P6LJ07^<5RS6D1^<O|<#<G0G?<^<GX_C2H=? M+((14;X\$Z;RWJ|ZLVV^<O1-84H7^<O4\$B4U299_5)X14(1+1|G5^<E@<0^<2Q&0QA D^<U@<FKF7|J?<A|B%<1_VR<^<|Z@UAX^<N\$M^<6 M+<N6>=<GAS^<60H3^<4V&A913BXCX0@<_!<1W_T1R_R3+5YR M31L^<2^<D)</p></div>

L60\$CCP&GN"Y74T0=&HCG77CQD,F0"FW%BF>VJ\F IW&J MQ>MJ/->%JFFG4V14EIH<+95G(-L8Q=(OZ;K:*2JD!(M3:1%UN5+/ABBB K
MFC)BLKS/>HCF+B&=&F*IGUP"@YR#&41MR+UTC[K(Z-)>]IOQ\$K\$VL76DU"SR4)ATU#L6E:2IA*W/@15R-:3H!\$5\$K\$6L1:Q%K/T:UDH6E\$V,
M%<C8K"Z U(A0\$+5AKZHZ<4%"&OON(=^+/-1796^~98!~!\$%~^0TOIR<8)231G M-:I0G-VC.5.<12.L V9#<1VT\$>1.8L6F162.%>V#Z"X+M"5ZJ&RDB\$
M5X17A%>\$UX, #5Y1#HX1!"86(DHTIQNI\$&C+ZLWB504(4PBO) M*(IKPNO;P:N*F=&82B3"(G("1A9)9KPF7,466ID<~Q3:AI5_#*U9IP# Y@
MRO>NHIM7E?I&UINGHMM"NX5V;~!~IAS%Y*G@AHLX6M;YH98 JX8+16Y(T&G M7F+/-)=A;#~2C4B+2(M>Z/(Z(WU/2N4+5DJ006ABP!\$5"CT-UFM/
MF0J:68=WB730\$&DQZ(U(BTB+2+N82*LYUY(&"CIZ#H(7;NJS&LN"IRYK;,"2 MO0-I=X>T&/&L ZIO+125CAI)6R5UCTP=-9/!
(AXB'O>AU=+D\$!KID'0BHPR\$& N-1>22Y3F/B+ JX&'G" >(AX> MJHHB'AX6'&9GI>B<+W@=\$W-HU XH08N-K1-\$IKV6PEFL7-
MJ3;+WO1!\$!fJ5(R)B MCO+660,T O>IG=6:Z>U@-AEDUTP'HUHG@:37(1RVKSORLM@IO)#4B,T0H=E MA 05DG,90,K0(+N38,Z(0%J%&)2-
FR\$>8V X<+>V*AR, >JTXHFW<+K! M \$J>+J"WF7MTWN'4>3C"(6G(5Z2'1*~^@~!\$&C<1")>4*=HP4C%?2**&C" MQJ&6;2*LO4'7UQDS'U)
I7%VMIB;@B%5'LY0/JQV=(XA>=&CJ:~"IRB 7' MG 2E,B>,>.,2M1E^0;~!>Z9M=AVT6B+Q W!\$,'P HF,*E#&; ?BKLIF" F> M9(X#I)'<>D\$YIQO\$;9O
YYZ(&OUR18*M+Y?P\$#=>LR#+,S"ISN"\$Q" >O@ MIT'3>DQ'14/5N!&IBOLF0VZ,IS%0X00,5">+&(N BX7R+RVB62:NUUXPO8+2+!&~\$*~<12
MLVK,+&D4U"JE + 4 M\$=>TD\$<CP#)9G.4LM3*Q00!ID9=J>2SH*Q\$HGD\$<6XZ>N!BIJUT)RAQO" M(91"NN)G:PHY?6NT8M%67LHTD)QAFD78Y0&S
X5\$S&7>4XBYM>^7^1JUOVU-4\$9ZJY0C%*T "0P:A08N1/91FI15!*>HJHD M<~3R?FSIGW>%X,T,+F^V3< KW3!7GWE;I?O%Q-
G4YX)JQFWYZ.40G;%(MJ4FFDI&HLV<+LD.1%>MIH+K2&0"O:(<+>HIZ>+G0M"IKP>FF:HL/CA(M3D81~*91%(LX@+1*1JHBH>M\$4@>TF12
+2+E(RHALP>#3"RCR J2LD\$W MLBPH+LPC'=7Q23! 2070IC&K\$9\$4D1211/BOM++#+I?&@KI++ J8@N@Y=9@<K M> 1.4,MZZ>OV@) "4R'DZ-
QCKO=>KNM@L^KIFYHIG#/\$ <V!^496^UM<(M#<7>="1L.50.0")%3>^>OZJ:1Q:<66Z= 3^4CJ^W\$IW8!!H= 4181-C# M0UC-E6+>4 -15<>
~",9;!&~=#,0,IW<=>~<>~X1E(1%A\$6\$38PT28F@K M/<+00JIZ&21B<*IML)+Y,F/07^X5PCQ(\$6\$181%A\$6\$%F#J3BEYH21% M9TH#8, 2+
<Q3BT1A,~C@>PN(PHIA!1YWFV0&L MR 2FE:~#1:3%L I>5DI MB8E67XF3N1^D\$S=F;M5.E2=F;~!JX(M&~W.TKHK=L;~2 B%PNF61+>@JC! 9I43
MU#<GTL:6IE9U/-+L:E?WZ7O7C%Q9K>~39Y/S\GXS6P2_GDV&955?_ NVB;T MO4VKAL2*?1FYSP3R@9HYQ&3\$9,3D~\DP)4P1B?@A,AEAU-
#A"6"ISV M,XM14W+D?C&9FB&U\$&\$901E!&4YT\$%9I!Y"IDFKU7VG7/>?200K Y>1ZD+ M_Q92Z,1^09FI(2%JX-
R"~>F>AW"M/(+E9MCG,W38...DP2A;2!7M>0! M060&U^F; N/IE'JWG8;=CM6N9\$%H*(H+G @2U&HR209_#R/AR6BSL86_ M30#^A9N.F &
HG6:0JEZ?8.E*K^F^&:F9JEJE9>IYE9U>3T<10 M:MF&9!0= #SX-473L7?3X20C(I@<(43\$%0FD!)BH'R48I4E.FXU261OL\$QRJ
MZ8@YLOQB2AV1DJ&+&UCJAPW(X<ICA'G 0H<="O3&K!03?F0<~#L4_#9*~<C0" DGO)1"MDIC^\$7HZ;:(SLOOI6"2!>FY^4KSM*X;=ZGP2^W
MJ\$EU,2I2W\$1\$US266P?FVZK"&8:641#1/* MM0I&H" TQO&M\$+DWE?Z2DP=1!&H!!&~\$FK M48B6QI>FB) +1ITGO(A1002)>~".@<GL\$+0RR7
12\$R1'<~<N!N!ZM2")/ MMZ8(D NOMYHBYX%I2.L\$;FJL ODI&5XO+)>~!K94!+KK3X8E>JYDNJH~*0& M:3?<
S<I2M^C#>K9)TUGU8P>_IGIDA/;D(I/M/E&A:~!AHA0Y;~>V'1BHHR M68JH)APL7T#L1C3Q<~?QV4*1N5IX^>=:~#XM27! EGFE77>M"F,)\VLR9A M-
D6#&06600A,OVHIB/A9#IPR;6=>WQ\$'PB!Z! M9(&0)65=>GCY10#N14HE>~80 M&I#C #2HADQ?>+>+.0\$14212IYQ% \$73?>^F &V2D-
!%03\$<06AMP3#(0GA;C MV:1L^T/T0(PDT,E%0+PIP#P*L)> JWIO-VONWS*Y7)KA^=O>OWO"V.(S# MV\!P,EMO_6Z#?7N6!BI4,
I%N_#FV=QU/9N5^ RT0P>U K'WLW=:!A90;JGV MV5EJ4606* GU0,2XVX+S-7NL,D9NWX%HR!>R_KNCSZ,QIB\X21.PL\$7AW M"
<3F!>R@<O&K<~ J^4IR3P)WF4D)LIJF+GL=E9N;GXR>Q2I&M(C+NZ3"Q=KX.UW;EF>CEOM;BA7^>M!F2UK=L+14TC@^N9BT3??
=TS1RLX*I M:98^UJDMW_GX\$J\$<WA*~&/O6:ARE,+!K6%;680FS+MS9Y5;A/N&~!@9EZ>8 M4=%X!L:SR9/K,Y1I7,SUNX"FIJ6YW !:KTA1
ISV+MBH!<^2@<I7^<+WIZQ>_OWWY MJ,W@>I2/J!&@<ZWCHK 7>~<+U9W DT>1#>QC3INP2LY<M8_>B\$>6W^>7 M5YE634*~
U<KOAWR:"QOSS/QXMQL>3>>O&L1T!>0L;YJ<CQ%Q%FBI_ M'DOI GJRT 3IV,CUN5G3Z4:N\$S1_15FJ2R/M7C_A2Y_YH7V+I3?+X%27D6?<
GSZH*~RAB-WT;~:2J4KT#&:~XZ=WSQW3! MGCOTOFD.WXR.V;?J^MO2@KJ;J4(W^O&ZIE^ZJ+2YAC^R> MIO30A_25~+SU6/
MZI#M*EP=SE&~>OCN2Z1C!#&=&QED0*UC2(IVZ8DIW8J M~NR#1FMEO; *~>M8,7A9!5/E9L?H_@<+>3C,V62 MPI2>/D&\$2806?H= C?<
V*1I,~!>K8L)1SWA?1(C_5'R_3<Y;@W<2K'W!U M<+>I GDI.Y+>5!SNN@53=UC7>5 L~!H5!>Y&E!D)6\$4,~<A&A%)<F%!!\$>+S# M+8>?\$!5>+AUZS'~A!
I3SHDFL98ZIQ931.(X_X2#)(I3+Q0KFD_P_Y'U M_7HZ*813S^YC(QO.WT8\$1 0%1.UAH15 3#K~AD&5/OP2>+3&2.K9E&G M+=*N=X>
V,,&8TQW5HZGL2:X~OEG@IED,\$WEK~>TF"Y~OUU9J8-IC71+! M=1#3NBXNW11BH!68HN#L/G7CJ(GWX^4W:A.%6L)I+YD_5O)YYF?IVA_MGZ?<
RD="X2L3037M_Q_052, / U5Z1Z8LHXX:P8!0E4\$&\$Y2T PJC0?1)* M^X@GK2O8K?VIO!\$=EG@9F%W#F:I3Q2W~!42IHP1W/&0B>"X9PJ2\$GFIE3
M7!~WT:EEFR@.XLY6PKKSLK%(.IL@SOFD#L_~!FL~&@RMR0B60DA5X_@+0%G4X)+7>V"1Y+ZVZ,I7I
M>~J6Y9VLJUU?0BU.W@/IWZ4AXI/BDMN*8A0S1<@<(B%JQH;+4AI*)4DL@W MJMU00W)WBD!~R!/)XQKIH7:QJR~GJK9H.A>U<~<
BA_GP<J)R9P.R.6L 0 M>#>QKO&B9UY2B_ZHVI>~>#6.(<(K\$Q)_!5S A=PVL^GYXY7.O1J_J1KWMBC<M5D77.WF*X0_~6+5J2_EB6(5,
(A~N>=*9FJL0W7.M~HFLP.G.Z>V"IOZ3BMPTJFVW&BTBNN\$JD4:DJ7!L5(FCG6CWA!<%%OIT^<~
MN%_16VG!RDA!B.*C&D<A"AYBBIS\$#>K"VP1Y?QWUX\$SKR=I7X!~7UO)5I@QH
MWQ<#G\$SFQ@G21SON1G@IBTH"~>K&H4E+1RL0RIV.G WJZY.AKC7M6%>IL.#Y?F9
MB6~GKJAO.P+2QW#FQNI2UI5HT8,2RKICJ5JT*X.U5<~Y4R.G.M.OC&~2WD"!&5!9)\$%N6'D+DXZL5E)ZPP3:UR,+L#YP4Q9U_#/WN@>U>=FJ#
MV=2_VZ4;~=-03..HWEE6!\$FW+4H@VY5IVF15"Q.O 9Y=)<~* M3V5,G8AE)=+57PYOOS(FTLI"VF806!R!& M^#KUI7SP!62>4T8"IV/TMW9-
=I/>S>I776P+1YX1I90FXY IVJM#ZA=0S M;PB)7D (HA8\$>G @4P28R91K%9ATJ8-T@<~!&98+B51+!ARN<Z_VNDE +18I9+6MN(*
(DCUQUH0CHSE7H"V.G.#~!1Y!fGTLI?>AWZ,M7D"KXSHG>BIM;L!;?X=B09J!2D:H0>D4VB\$!DB<(I3D.D_TJW+~# 67FYZ5AFAUZDMYI&AE"R/
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QN+7D_EZFBY<\$U<~TA=V M2!<~<@~8X(I M=5F;H8M DK%+9O6@A_/T^4^2E^E?C!2EDE8>FO/Q!SYGKM&~&4A!7L2A&35NQ5(4.68_0Y8?E
M0H~>_L10EJLUM&+R1!_CZ!H_6XKA0/P/DATNCL_T~2!~NW'466J=E_M~H*PI3C"AOQN MJ4_D3149!>~<."(SRRG=HJL: 7&6 L^DF<88#R+B8~I
M(N(=JVT0ZUGP&8(IH@8"~%AE!%~1"2<~Y4W(Z8!8(I@W@TMH<~?7A,2T# M)=+M_!S!U(GWD&G6J9F A>C@K;
A@Q>Z\$;FH.1A!#5A&6)3%SEBIV3N! M3R^T.2W59&WCDS_LC2)\$N<~Z=+NYI(?\$M;Y\$W1/W@HLZ= M;2)RHQEIY6W17I;O0&T6W%CF;=@4JL+
MO<ZPX 7J~#~XM5_XV2^FZ0J6IY@~!F39-B(AQO_~D S\$X<@P5DDSKW(MX+7E(+N?H#~\$91+%)#~+6IE;I+08SN<~A0>I8>~<@KZ-
>WX L.O:3:H M53D&M;1%&6&C@Y^413-B U4XYTIBK@5>A3FNJG(W4G/W)7E M=72H)@/!OG%+Y3LX+7^2VLI8.18H<~HX#P.ALH3UBA#<
M*3Y~*~9PU78UQ<~3<~9JL%>EQ;HJHFDXN!BY6FUL_?I?<~16WFA*!9 M.Y*5Z)H=EFO& A64I_#*4Q-TU)XDTDO~M?N4I=XI>WD;2B*
M.TVOERKINBKTFIWM%AL5+GODI_HC&4'C0:XIO>#A0Z^T7)\$L\$?>8!>XQR,H9 MRR(988Z6.2?>R:FOO4\$B/JZO(3>#.@\$NWIY-IC,H*+*1W7"C);G
6D06H#~ MLCPD?9.5B"BY""TU_ E^1~MC12HZ\$G.RA+Z4N!;PX;~<8H4#1.#~7#E \$ MP_0~0DL_X& IER 2+4!6\$&A)*L8&_.26YVH>Z>#>_>@%P."<~H
T_!H9Q M8Q)2BLMHWI;((5+O_@W/069&XOF\$79/W5BD7M#~%~>O*N7W@8*1\$&6+~+MK M@V!GFWHIE*)?
RXZ_*H*~Q!BKPVZ*_ 9L=9H>2D)XHZI@ 2X4" 1/YVU M1A)OP13P?~#5;5!L.G.\$>YL76Q3SP> M^\$WYWG(BDWI_3C&&D.Z8>>(H89)ZT*IK=\\
<\$V.0RF&C8897H_0.3TNJ7.G? M-H<~OAX"UT~3K6JL+6J2_ED<6YC*4.BKK0WHA!<~!<~OD543JCM;(! M/NT;IBR0W-DB2+!S-7&@TM?;
!B4FI\$!SRXA\$<^<+>@HQ><IK\$G_B\$Q#15Z>~.8C*1.9UXMQM%IBXXX!NRZ5FO&K/N?GD_&V23)
MLAL2K(+<CNH)KB9BP"~!FJ9!8IY+!+K.O.P0DG.SK&AUO#RUN;JSSMNYNX2 M-X7893^<(!S1S.CLQ/WIK@6DQ<35S
TOMIGA"~C(ED5)<~C*Q/X%CDI@O_ MVD9GF_K.*IO(C GE0IWOQ&+YI9/+H 0C<0,H<V02FDH_P(CA,8RERA MMZHO'2,=+<N<~!TKL#43S&6?7?
\$9U_D7~?720I90Q&OPN#~9N5BL%~^DU;H&B9!KE:&6&\$P(F4~@K@<(UC000A77BK)H MN H+=B57RRQX;~#~>U2C5_UJ<~<OJ9U-FS!+L;
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H2+UG1_KBGW?OH MU!QU2CN>WKC6LI<2&CDE0L/((~986*Q-53LPHISW<~!>YA0_Q_-OS.DV;
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ICZ5YQK7!3;~.73+1T1^5!8S1LUWY_2M%>X7.6YZM6Z7=NOYTUY_6C2ZIX*= M%~6^G=IM&8!3W'9_(RIFM37@TIP6UY3&I"!\$8\$WF6=>~NU<~JE
HO5H@O<2 M^O(JD\$D7!6AB6<? T1\$95^<CTI~V F,~A7!)@?~>AQA?B"!H2E.E.W0J MCD3C@JAI^Y&~J^CGW&<G<I5_!T-SU<~(+9)
<~B""5~M%>D2_20LVLUH!QIPWEN@U(B+M0DQ)_P=Y0A~R^V\$Y\$Q3IVR/RIS.SI=>M>+<C RGQ_7?>03MKJ!25#M+&(8WCDX)MVW3?4TC_V0=>~<K%_M;?<
G.OY>QUX^W5\$_*OK4:ARD_)JRE!58_IP+=W;IEBX?OAF/FG%YBED1C<=N M/ILN?Y&F=;%RITZ+WQ3E!O8!KO1!>I??+~3Y<2L?<
SFU2)YVM0MV)H0;"QF MOVNV>VZT"VBZ6I_#I;C@>8/<~#R!80?2?<X_U_OJMCZ>L70IH>~S_X/4O MS^X!KSM"~H"~<~ND?<
90.G~N7S;"O>W>S\$?7)G.V.HJH?HR\$90?YV.E>Y>Z>U_>BRV>S%LWCNVPSNI~M=4/P;~&W8TT26_Y5%MB=\\
IC3I/G;S6&X6!W*!DI7.UZ^NO/2%M9;5!_8GK6<~M"X4I3>~% S474WRR^&9*R"/RYI5F?OBGVW"TY.X^8U7!>M!+~+42S,I\$!N(X^<(H1N<=GW7V(>6;+<
VXS M)K;W,0F&8(QW<~>8;\$38XYL4! M;J_1-I!<~@JFCR48I/M,AE W3X98\$5_M_X\$;ASKZ!XITIC!9L<~!+@~2IC@&V.49>
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U1\$5=202VN=Y^<J\$&Z;IVG7^KA8L7)W!_ MF:3M_02H6ZB;AZ;G!QG,T\$&2.V;=Y"PKXTH7JW(S<~J18;_<S<1HP,APP
MPD0?U#0:3;PLMU!1^V8)VP@3160@68HN>~(DV3B,K(3+<
MB3\$;WH#&D@/I@8%UL0P@D2>2V8V"=HM(HOYK)VY<3WC=NTL(C9S+XZ!4PRR@(+<H^JPA M?R^M! 4"~@V MY_0@("(@B
B(IYP)@BYM"#PUCB9>4BYA!UT)FBO.NP21K@J3H_1^21L%5Z M(U(T&9+~!\$DHS,A>~JD^FU)@6IT<~N#QA+A19R!_K;RWV=BNKT;SKOT
MADD>3M/U1;L!L.TSV?_9?7ZJ?V&9M_!<1DFSID_TL2!JWSV?N05_ M60A<~&C)VCXB)L!2\$<~&@8U.6:&~!D8*A3G&704C%~PXW&HZI=BL_GTV!<
IG77 MMWB1N%~FHWNK07H@A12H!<6R1.OH?Z@A1PADA7M_>D IVYICZ"CD;"J MXH(@&DE<~X"Q MH9*(8018RA~CGEUIX!A?<
F3893A8C~W=LZ!2 M9VH!;751 ME4IHL5&5CWEU>?>A%)>2DA%)<~1#0.O+&(E#<~<YV#8:F/7&GL;8MHKS MOIU<~>?JD4I?CI>U2/IK0987'EZ/2
MP.XSXBQ>X>X>HB-3GPQ<~HP_L!>KM M_2PTVZNW1+6.U1O99511WF0!>FAQ120'ERF^IA/E.EDG"NCIT7H>TCX0 M^OI2FSI!_ZUJ!1/KI
(X18K~3Y<~>O"=~<CE=E3M5((+E(I(N-JGS,IXNJ M2\$+<C!S&O'N~NF\$C)2@O_~N?Z5_V,3?N0I5+>OK_M0<~>32006L'8MAQKRI2 M&
PWHIZBWN)B^K84&I!;I^G>@JWE\$>F0)J005A/_@K ABNC+\$L)5YG MFPAIC?O7#CO;M)5R_9IF@I&D;7^KZ^A5XU0~IQ^<~AL8J_K'O+JHRB>TV^C*
MOIRJZ_HGM-BHRL>~N@?2)H(2E4QF!KRO'1G HSGE!1064@<G78X;PIU&I~# 7X254H~I7^>?07#>~% UQIUTS!<#>~\$S2?QY.AEBK^P_A0*CLP9KDP^G-
~8I&B+9^<=6 M\$!H2!H&B(SCXX)X(1+~1C15JG/X<~!>DY<~!N0PN/EU!G^<3>3X4;H30Z!M;~?%T+~N2<~IRYJCB@<~CX>S&S)S(V@+<F4_0D0/H
+V^Q=+~I7.IE MS=I3=>#>~<~(B!B!B\$8(C=IC9'K M;~OO!B0Q7DAZ,2A&^+~4HV;4D;@4V2#IY57N9)"%I#~*PB4&)AD/M8R3\$&5<~
MDR0;31B!W6G60YK+VYLQ&~>I9F46G>W6S.OM@ M;~38%G^*4I_@OAX=WR4V3%&A0\$F0\$1J087O0\$;LY>~>I&C!4?Y;L!FH MS^+<
IXG_FS>Q3Y77(VOZ+1HPZB)1^#~\\(3"DD43#78+H;NG/^~(86X)A_H MW'9KU;=~&~&~.R28!~FD@<D0.1FD#(B6F752A!4'R_<
I^>ILZBDYDO>~>1^GCGWGWY@/WOA MD,>~>3XC#~+8~N8\$&5&8+A? M.4YBOU@<KL=XSG&HRS&/11^U.VA8!5_XS;IC3L* 7)SRBW=IV"~S'WDU%< M?<

Es3+M6K0I+@*2H FG+X8Z2FL1FIZ2!XIC"G:DWJ;KGG6@K\$=HCA ME*10\$^Q@.87X^!E9BH 7LI,T125 J3C! 3VBP>!! MF!^Q\$23 W^H=^R^C^M^X^M^J^&^T^C^4^@^S^W^J^P^=^/S^ M8BEF!>^H^Z^>A^H^_O0;UV99C Z!< 7:8)ITH7F^!@F;MH9MN&VE ?^ C@4!^ M^Z^Q^X^U^G^G^3^C^4^@^Z^H^C^E^8PV>3^U^J^U^V^C^<N^ 3K05QL6^!+KH>^*^VM1TF^>^MF\$;=1 T^M^M^W^T^D^R^I^G^2^!^C^Q^#^Z^G^T^C^8^>9^Z^U^5^T^1^*^X^>\$8+G^V^G^&^80@P^J^B^J^K^@^Q^2^31^A^@_J^<R^\$^!T^<^!L6I^M^2\$0G^;M^H^I^W^5^2^_3\$;92!+(\$S3T1!^5W^!<^=V^*PH6^)_5^ M^H^6^+A^E^!+E^<R^B^J^Z^B^0V^_R^2\$M^5M^%R\$7(W65^&^&^=\$)E#^D37%C4^G^_=?&U^M^_E^F^E^_!&^!^2)V4&PO)^_%(6W>A^F!&1^_X!^H&^_<GD)^<B^!+1^A\$^Q^&^Q^ M^I^F^>2^C^E^J^&Y^F^R^>@^!^%3526^Q6^F^<#^!^ M^W^T^5^!^_!9N4^#^>L^P^E^!112)22^"QO1^Y^R^M^;2X>^%#^K^B^I^W^A^48(3F4 44A^<#%#^Y^G^V^J^G^8I!H^F^<H^U^V^G^3^<B0^>#1^=6^M^>?^D^C^N^D6^<^!^V^S^&^E^A^3R^R^X^#^!52Y^_M^@4^M^V^<^;N5H0H^N^_!\$W^!C^V^P^0^!P^Y^X^!^_<8+^B^Z^!P^!@M^/C^N^<G^!S^E7?^"P\$H^M^0^<O^K^J^>^)_9^!<S^E^"1%1E^("1G^(%P^O^H^\$C^E^<17^!1^?^)T^!A1^"A^<^@4%#I^M^>P^!P^&^0+07N^>2^!^1^*^D^<I^R^R^D^!H(5G^N^Z^P^C^!^_P^G^&V^P^O^A^!^<S^D^R^J^+F^Q^!<19^M^>M^>(D2!V^X^_X^G^C^<^!^_2!3^>_!N^<N^K^M^_!F^O^D^!<D^S^3R^!<^>V^F^*C^*A^_S^Z^J^!G^H^B^M^H^R^?<^K^V^7^>#^_Z\$<#^<^!<L^B^M^<18E^" S^Y^J^O^R^!R(26P^!&W^/6!G^J^<51V^K^>3^M^J^Z^M^3K^I^R^&^R^!A^+^" ^!H^Q^#%<7H^!H^>E^O^J^K^!<C^<7^_Z^!J6ID^% (J^@T^Q^!D^L^O^8^_L^W^F^#^_H^/M^>V^D^?^)_J^E^>Y^>3^%0!<V^<T^#^<C^L^I^@?+50095^Q^C^L^?<F^<V^2^4^F^S^I^@<4G^M^<8^=8^%3^<^<M^+F^Y\$H^7^_C^Z^_H^D^!W^M^>B^D^?>=6N^>A^<1^Z^C^5^<H^I^F^V^B^U^<4^>+<Y^_C^5^!+<(\$!C^D^43^_<O^<D^5^F^\$G^2^X^@<^0!<M^N^R^42^!<67T^<^<C^<V^H^2^<^_!<H^&^Y^X^_L^A^R^!<2^M^L^R^!<4^E^O^*^_!<H^M^W^M^V^B^Q^Y^0D^<_<WA6^+9N^_!W^K^2^K^Z^!<A^/_<O^R^<83L8^&^A^J^9!<V^R^P^N^P^!<@<M^>J^<C^Z^W^T^E^3Q^5C8P^8H^V^!<W^H^?<N^3J^C^!<H^M^<6^F^?<^!<P^>P^>M^>M^>F^E^?<^!<P^L^H^M^>F^?<^Y^>W^>?<^7H^<B^/B^#^<Z\$5X^H^@<^!<U^+<W^(@D^M^S^>^<V^*H^_M^<I^N^O^_64D^J^P^D^B^<9!C^<^<P^U^>^<Z^H^50!<N^N^J^5^X^W^<^_<S^!^O8^!<O^N^W^<Z^43^V^R^_M^9T^F^H^60^<B^E^<W^1^!^_85^_<8^<Y^6M^W^<^<?1B^<O^<C^2^<^<28^X^I^P^<9^+^#^V^!<O^M^>T^<C^G^B^A^<F^<#^E^!<61Y^9R^E^92!<B^C^!<#^F^_21N^B^K\$!^_!<F^!<V^!<4T^?<6^!<0^Y^H^3^0^M^<4^<C^I^D^H^!<U^<W^X^R^4^_!<5^<Z^<Q^>^>3^<C^S^L^<Z^!<H^<2^Z^4^S^!<D^R^Z^M^Z^<U^<M^>+<V^8!<R^S^O^2^<9B^2^<^<A^D^%<@<I^D^!<2V0V^"!)!<K^<Q^_A^F^<T^<B^<9!3^<^<#^P^1^_M^D^B^F^_B^X^!<^<X^O^<Z^<Q^>^>_!<T^H^K^!<?7^F^#^_#^<^<^&^&^!<Q^!<X^Q^Z^46^_D^!<U^A^<O^Z^B^E^02^<M^>B^M^"!)<2X^Z^C^Y^!<2N^650V^K^<O^<Q^<P^Y^>^<1Y^_<8Z^<33!<G^>_<L^W^<9C^I^T^_M^H^O^!<H^K^7^O^_Q^X^&^!<Q^W^V^!<Z^<M^4S^I^A^8^N^T^P^B^!<T^U^R^!<H^O^4T^U^\$<K^O^_<Q^A^N^<C^O^!<\$^<H^!<M^R^S^<E^H^<U^6^_!<23Z9N^!<Y^695^?<A^?<^!<A^5^!<1^!<T^X^P^!<H^48^_M^W^M^Q^\$!<U^!<Z^8^<6^&^!<W^<O^_49!<M^<I^K^>^<I^Q^>+<7!O^!<W^O^>^<X^3^+<X^O^O^E^?^<S^Y^N^P^8^!<M^>^<_<H^O^W^<^<Y^<Z^T^B^O^!<T^<6S2^_P^+<G8L^><2M^3^7^<3X^<1^<6^<Q^V^W^!<F^G^<M^L^I^<M^4^<G^P^L^3^<^!<A^6^+<P^S^<8^>#^<^<H^_509P^P^C^<Q^4^&^!<Y^42!<99D^<=^<Y^<8^<^<D^<M^!<+<8^_Z^\$5^!<H^J^<P^!<P^S^<A^P^_#^<+<F^!<U^D^5A^<^<8^+<\$^_X^N^I^E^>#<^<_V^34U^<2^F^!<M^U^K^B^1G^<+^<85O^*^<N^1A^Z^L^!<D^G^_86^*0^%<8!<@^H^_H^G^<=^<F^P^<X^O^L^81^+<M^W^>_>_<O^S^2^E^H^S^<K^D^<Q^9^<4^<G^?<T^M^3D^!<9^<@^<K^<^<W^5!<S^!<<^<1^Y^<N^H^6^<=^<J^W^!<G^V^\$^_M^M^7B^0^_<S^W^8^E^_218^<+^>_>_<Q^<L^I^Q^<F^<I^Q^<T^O^!<Q^T^O^<S^W^L^_Z^9^!<Y^Z^R^>^<V^9^R^W^!<H^<^<I^V^!<Y^!<76Y^?<2^<H^N^<^<1^<M^<C^<Q^\$<@<^<C^<K^<^<^<R^Y^N^!<O^A^F^T^475Q^<=^<C^B^Q^V^<8^<D^<F^<O^<V^_<D^<P^<18^<^<1^<45^_M^E^T^!<A^2H^!<S^<V^!<K^%

```

%<JWN-7-P-MG>I-LNK-UGT8;1BH<1>8^<EJ@-6*2E2(DTXV) 4 M?E:11FHW&MN34# *XUTI $H-BIDK-5-I(9AR:(&+;J?R>0-3IOS6C55P
M<JQ,S>W&I/UUGI2HJC<J7-OD<RVZ>=<3J<C>3IN<=>1<YR9GQ?Q2P:WN-AM(GAP2TK<849>=>E3)4YVX MMMK!<Q/OQVIR?7.0N2/32I
+<DV4SVKWC-U8T5JF0+7-DLWPR<#>+E:3OK) M2-VI4<7^>1(C7<3Z,9QY6FTQ?Z25:R>7GO(%&:0HF&C8<35!%>H-A-M?
0GCR5EL+<P6+<4.8SC^Y2/0N4<^$!>%>KTR61:1+!LT46UW/8 MCK<^<A%>P)AK^2I7IVBP>35(T+<=6(UW^8CH1>KOTI<^<I^>
QSG7<0=07AU<2XCI83& MUK&9I4XUXI<^>0-B>63G6IE1TOSIAK5K6C^>=H<L^W23P+I#N>CKJ0NK64 MW^RIPH:EXZ<M-
PQM/4I7N<@<G=2>Y>+VM10RQ< /OJ#<^XZLEW+4VL MB3GNJ+JMXM^6B5I26HIE>+<^Z0<TRM+I/ARE6UNDKHO2HGK>3QO66&^NM
MW=>I7QI&/C>K7%Q&?9W.C2Y^Nj9<=>=<98=7EU&:&#M7#3GZ.3JZVF6V>U8C^>GJ4X1C G@DN< MV8QG=>#>HR<E2MJWU MGB^U7>+<I
#1L1E5%3:RV&6BI68CW!<4O2IV4<-N-3^<G17.VsL<6I7TGS8 MJHMMC<40&81V3H(GBOJ<2T)HLX-68:M)5&71%2@A+4+<G P0(%37K4:LP
M<6^<F4RCJTFWE<^W76+YRLGOL MOI^<XS@3+Q%T@>)>0ERY<^0%>TZW6O.YG^<452^<N%8VM+&E8=600=2G87LM MH+S!MO-DYI-
XDND4BTLW9TKG;NT^K8UOK?>45NNWNV^8%=<C3S)M M2I^K^>D?>SHKL?7?>N9=>R<74>+ICMM<^AVI6X!>74XY6BAAE!DSV.X1:
M^FXV.W&6:F^D^V85D /#SD 8YZHCQV ?O&@<-KXZL+XWEK=YT%1F<+EW.OY.M4L %E<4?<N6K+(NQR&O,D<^MCTIGBC4(G3P^N.?
O<WSU>+V<I(9ZM2^TQ^23<=<M)M)>(N<U<G-I^NEXV MBM<#D%72I2OT Y_K J54GM+G<542Y^9/Y!>YDSZ J3O<OM969;4C16<-X'
M_5RNH6!>0F>5DNF5191?2URAWPEPQ^16<2T7I>S<0EALXROXYDINI JP M9^TH7I+D&+TGD 8Z^<K^H<FH6_KK^YF?Z2RSHP2QI^RC&
M3J.ZD6MME:7^T1^P&=>9-7=>=<GB>+<MTUFI<D MNSI<8E+I<^3J6B^> M4XV48PYI^13Q6O^>51P.QZ+I>4P^G14 M^2>?
UBB^TM(B+<=<6S9.Y<^<K3P(H<^<V&57<C4+2MAK^<^<HLUQX>+D<+<=>@ M5797G+4BOM 8G^C2+STU4I>+V5VW5<^<^<^<
I.H&X+<2VR+<#4DI=<=<U30T^<M1>L8<DWP10P2^Q^Q^2I NB_ZWX^<2L29U!>U>@<BL^UNCQ?OY^ANFWZ JMIMRAFL^ZWA2NH^T YH-
5ITS63NW#E=8D5>95ISP4^LX< MJKJ4CG48:ZHTF&QI_36<-G;CU:D4Q7+<8HO^ZKC+78>=>=<IC;6A-ZIA<N-M=Y%8>=>=<U5N/&:ZFNNS#<=>HA+
I.H.GB<=<^<6/2^<EK4 RYZ7^<6V=R<D(IWX3OK11T:U=<AZV MQP&+L/I7C-ST^<G#0>+LIJMX/RNS!>EU-W%>S)PY2&M!>+Q^ZIG7^#RJDZFV?
I15>OVW^<MMCL7K^<=<R<I>X7Z^ZIO>DE^<6G^> M50DE.NRO6XIG 45FX<^NOAWWOY^MH<=>PP>I72GIGYLO G_M=<I>+<0!>=<V-
SA/<D(LNE05Y^HCC1C@E&S! MAO.I<^<M?M13^+U^<K^ T9TJ)P#I?M+S=YFE-/NU^2QI&/26?@I9E3SYZE) M58F_H=<^0C^7248P;@SE^N8R<-8$
>=>+I65.O4W=<=<0OU&E<R:<S$<I0^H MY>=<=<126 C9J73^YX13/17N13V(44I.K&H456)ZTY2V2&(1HU1&4K1) MQFCI.GVAJ
OI.1-M&=<L>N5XO8Q7IO5I&8PVW.P3+D^<=<9B<I^P15N8VP M2 IOY^4&8O^YRL?<S:SMSX.AZMW+<KIMM^S7O^FKI35J IFSS2970_+3)V8
M^>-7GCP;80IQ7AU^E^Z6XE2Z0)<N7GGI^5=$@E&K5<W>NGMBPE<K&<(ZROF M&=<5(C;9G7SG^C<UAMEI)=03KNU:4PSV:
(BMKAP<+<@&@ACIU49CWXWP=<M$ZG<0$;<0^*6<CKH5^I.ZIR^G&G0&E=NF HV6:Y4W8E;EU.YI<D@5^6OK7ZX M^FFXZ^BYZ%6PE-6IV7=O<ZT L&
2H>Y314LC$0V:<(<P40B9FP<M&I&Z^V!<A%>SXE+D0+>?>ZRI$WV%>?&T^Q.N.F#T&+>+>E!>1.64VI QOXPK+!>+>IWF^F.WZKZ,4SU8T&FS:>=>=>?
7YRFISLIU%?VHIEUW01U)7IX/V MD+I+I0<(<GGO&L 84PY C&_K^<G<^<V2I+<#E=1/>=>QO9SNGWTR80=>I)GHPF<0.42T.
FA(I#7+<72VM^<S4.W^WZ^<D:G@&#<1HK8I&I)ME<(A)&M^B^<$.5/<G)8VP8OZ)<0H:82%4^<2.YT^O-81=K:87?K&NE^ 8IB<@<2Y^# MP9D.DIF9Q
MNASW=<9>?XW>+<H<G>Z>I97I6?5C3.IY1D/WQ^<E^J^<+>D=<E(I&B^M)>.<N2DPKE I OKD<D^<V^WIVF&Z^<1/7S^P6!+2^8AI=DO7^FO^>V!+
MHG33IAI96S0=<I9IAY)G3IQDG<1<=<9X^2ID^<VU0$<(I23S7(8-H I<OZRB M9NDBFI9 5XYXA&NL=<(4&VV4V^<VNZ^O! 11^<1)RIU^9$6N! M&KF7-
@B04&=<W^<K1-0<=<G^Q<D.HI(S<=<NS;778D4V1.UE4I+3#=>+<C8T M@<4^<E89DOB<(<L4E04PZ7:Q.OO!VC>SW0.K.L.L;NC<7.0#U^MDSH@Z035
M.EI/91H<P6>7^<^<0M(Y2HVTYUI<G1Y^/E6<ZJHY^>)>Q!H MOJE)<N^<AIQ^DAE^O#<=<9A0MZM<4,4BADFWQ^<F/L;N!A<^G4K^<BNV^4
MRPN7+<E=<N^<IMJW^<W<I^<X2I^>M+<LQ+N,JDNE28KWX5OY^<P5VJ ^B6 SLG MEYMW>P2I/8N)6I0 FT6^71I^<G6=V>V>6&?># M8L5PN:=<G9-
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7&6/G55AR<@ATMIAO)72:RD U4 J4Q+H(LIUV7I^<C1I/9;<AN4<J8C^31MBU^<I MC<OH>MUJ<=>96&Z9>03=I8O4T).K@<5.B1I747?G X==
U.5IV.K8%BKHB MF=<L1-2^<K7<D.R)I?<D/I/V.5L#(BM EMBQ(8H=N+Q>GY+<6FK/KS+35 MN2ZJKI,Z4:D )YIMZT)JKTOL!>ON000=>?
I7ZKNSQ!<S/<4V8WR7=<GF> M-2^<3VB<@<UOY2IL+<@# 8SV IOVKW5N.C<^<SZW.S@<O Q>=<EN2PV^<F8P993F.M^T^T^I^<C%>WU2S-
NVJ2BEI.GK^<P^<U IY8EQ<LQ!<DOLNH2OGLS M+<BUO?<D9VQ-3^<OW5?I K^TQ&EQ3E!<I)U2U>=<380A<CSIXB_GA?<#V
M^>BX3:I^<V:96IP^N48LN^SUH#).4D==&lt
```


NDX\$K\$WP@8D M K->@L%&&=&A'F')0719;VQRH7Y2O(>9 IT% .D\ HOR=4BA<[MSUFX]C\$YR MTH>?P*4!Z5:U6*&5%)@F%)13H,4RC9R2\$B6L
%R)DJ7DBH\$5\$12!>QB.N M24#>:X<(#5PE120HLK048M69%A0.OC@&J500LR1F0>J52BIHWU1LB5N0N2N MKIO 8H".R: 7 8F="IE02IV">AOE2
FGKO:NLX\$WY>28;0/UV KNK<E1B=>FB:P.36*0I@ZIKBTO1E> J06Q0RALHMB.VB.W.MNS29^?2/U5IM:VF1\$D O#F7FW=W:O=?YU:;P.OH>
7.&B^1E4"/J.YF10;& MEH>I/FX>C*JQU25<67F@AS::C2;<<WK: NY5Z0,=+L"R15?2C15V?XUAB^UAXO?SZK(NBC
MPS50#1/LGEF>:M81GCDV?7J1P.2LBW0919K,(\$@.721>#8J!M.OBW1 MOQIC1D=JWU1V2W 98/I&7^>.M1Q1U47LZV; MLD I=?
>VNMW::C+=PFAR1#4.6J23R1WQRH5\IG9LHSZ54QO@>O9J^ZVA"9 MZ1&FP2VW\$&@/Y1*DL<#NYY?GR1?71?>PNO<H#B^YU1 COVNI.TK1V6\$3
MGS< QIDT7FZP96K6L> 2SNTX5O19-W0+LU?7/9.U8=>I9OY?P?>HAQ^AT3VQW MRW0W1O:71%R8O>F0: 9KE/9ZQ/<3B.EP14>(<I*HHI7W>W;7U?>
JXU% E2 MU10WWRMM^GYMN +#9U=AJOX^Z0+=Z2I03U"(<7@R1Z>WH0+1 OWI< MA L1O^>=>MF\$B &^N/INYS1WWMX@IK40J3K5R1?
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10IX4U4WYEH.G"17H3491>796(6SIW/TA9T63!GVQ=MBAZ^B^HL6O<P^HNA1<4H"U+MO M.M+12T^6A3T.T8T%#9' T7;-% DIHV3;
(.NB14YZ+SWA^1GRE%>.BHL858"V MN<@<T4H"U!%>IY4:KH<N1+H+HREC25=#>\$.UE^Y2.I4H1IPMU0TH>@R.MY4+D9WHQ(B)P?>
ZJG/1VC9.U"NR<0KVZ^8VAJ^VAF^C#PO..2E12@<+ M3>>^MYK@S"1.66V213HA@
MZ8D)*F@CGIP>7>=RW3MBUBUIT.J<4V>F0>Q#6="#\$\$.IH?254JL"1*1 M2.2%L4Y%Y&PB?D8J2=T*80VP>4RE1&S@.91!\$8!S4(81PV>2Z^9.9.4D-
E32 M6BD44PBG<@SRAE0(RCS;..%>A1A@.XB3A0*#TZFLA3 AOF8ESJEN^XN1% M@.1LB19Q:1D%#L@<3Z2.C&B.FW?IRQ5T4N84U6K-
RAI#1V12Y1UXF.I;E MD7=231?JFC"%(<@M\$.N\$A1-(2FD^6.H\$49HB(DFE9YKI/SD#>=5WK)(SW1
MHMS2R.M6F/>2>@IOB#<P.KJXYIME.HWHP+1 QYH1<C L Y ^FGMZ^SD?>8>VXQ+IX@UAT ^GV^="14 M,7)644596FAM.NH-
4MH->1M.OLINDBOR65TCAI^=1K3 76K &ON2 DD9;P#E0%1V\$ MM<%&CZ>6PUBPK>+U X.LCV91!1.M7+T)
(Q_V\$LV1N:@IR>C\$00KW86!^3GC@FVVL.X.*ZKU+I)PK>+P;6BNVR4 MQTMDV1HCVS!&K1\$ B=6;R7@R*F%M)OZHS+B0!%OING-
(3<?>G">Lk3.TK6 M++1\$1\$M.KM@SFWO0TRMA;4 UNWP<7-G>> KUZOX 8VC#V>YE+> W@NS:1WA\$ M2> 9ID^14D2XWT^7&...(!B!F1C%,@)>8-
7Q\$9FGAP<1+>=RW3MGF;ZP" M4V<+>\$.S@&KC!>0=<X%>YSOY2A<(<EDZC2H1^>#? X&2E8P%I'2^<3@ "6 MT^YE.P1@<0AA^#9JE=7HG5Y
9DHI81.(9P).H56^L@VOSC.6EC<418 MRP2FC^\$YCIDA&BRCDJJPZ-1MR0(Q0&1\$E*1\$G).%GY% TQA\$BN(H6%-O
M_WCC:4&8\$Z1@359L7^TBKBV1L>U7ONDIH1V<(TH@D/CNMT\$FQ1L^1" M\$^H1O)KPB^BE&CEC71^1250Q1 6"2@JL%5W> JX.%>G.9U-8(1X<
M0H1Y^Y131C+1(JOD*8=-V1\$5WAU1 G9MD M.V"Z^<#YS_FY8.O0+U/4<?>.SB^NAG+>U+^8LVJSQ>Q2KE=FM=F.4=455V9O>U= >
W4R &N>^U= ADCL16S&U.5 JROW=O9I2 >E9J1>7VC.JDT MM&L)H=IC\$>VWTQYW@<@<0/77M3^HA1%6. &M14MHV5JR>SZA!SLT3!
G1)F9.721<@<3.N+V N5;22J4QR.XZ6+HXKALXIB MRCLR +#7VW5Q%9MZ2-52=QWM>T1Y3CT21OZ1EOG1VW1%TWS22V#X7KVVLS M.2X%&-
VM(X^J&I>EW@OD>?OQ9JV?7XX1BZZI M.5Q>9R?5381 E7 8?L3.IJ?>M&D)(Y/M)NX?T8<K!JAB!4PW1UJLOZW\$+ M^=>OP.U+.#501L\$;
HMA&ES#2Y18DU N@S%>#>H.7.A=P\$S0V<B^1?0 MYZ6WVW8=>=>M^F)H+ZM3J1I>N^F)JINPCK~UJL LOZIP^W^BF4.22HL M\$HYH67
+@1^EY^*%>+>@7EB4 OGF9P;K\$N>4<+>2MHI M7T19 @T, VCOHD1X\$F9I)TBN8E;428*E&E4KC)22%JE@A8H(HX
M>Z091^T^WA<^1.A1A0B1B&2.N%Q?Z771%1H4H.J X (>#>D LWP*0Y^M@<VPZ?7L7N+>1JN9X11=-#6.Y(LD)H.F@D.H(7.(DNDT11';@3;71#
MW10/751\$YCUZV1H0J1=>#KV5\$S07H2>1Y>O^9(2C. M%511.T9Y19EXZK5!1=#7 F4@05TH9 3IK8FR1H-9U6K8HJQPIKT<=YX' MRKA\$6G&=>
(P#<\$<86^1%Y-(DMP\$>F AD:5(\$10=Z 614PLFDISGALK= MBG ISZ5<5A51/CB*8/3GF@K\$!\$& JA9CIS!# GOM#+2LBB6.GPW2 /!#>7
M1(V7(5:BN)>08V/(5^E B501.3")M4 2U&KN8921VS43U.D T9J8GS M.21UN1G1KJFWOA-DQ%0WF@<JN7(*5L)J)D8CMXR56?7S-SA S(#W=>1-
MU/W6CPTSD>QY=ROXOY<71^*1P" N<=<6BGO.(1 MPV& WCB20N;>M35.6N143^"H1&I\$1>:K&T.4T4U4A81A#7.H=&(<(<E%PI
MIQ332OD^#R^CV3E?IN0A1UUV8CAMK[SMO4TDR>KM<Q.27Q&Q.JHBMWX^IE M#NVL)J#
H1B1DM1QWH11#B)JTA>=OIT^>L.N.T+&H#L@KM.FOC1O3ZT>S\$2# MR;@9PUOR@U8<1CKHB1&S>(<B^DI 8))F377HXE.J"442F.I(%2YI?..R34G
M7/OLH 1+J.D9)P346D196D923<Q3WS!>#CD97L\$UK0%0.G1&R3VZSL M.LM\$.#7>O@W@V&I\$W9<"/7G6\$&@>
(95BSYJ& JZT9@DHWKK '=1\$3R:H8SHJ1G>(QSI9 M%><+D14PK/Q3#9K^=>%PY=+ KJ @?16OF<F-0?FH/PAQ1AC8O?SS=-S_MTY)?
G^<V(O4BH11\$>QG24NC>Y1+1<(<3/LY.OG<=<7Q0LR1.1%&H1Z3=8*2) MR-T7V9BIT71LA>VM%#B^&@<J=MG=S+E\$WAS1M SDL SGO ^N7R_9T+H8!
MD;Y)H1K<J)H%36RC7.XWIN(ZW7LZ^+?7HS80.W1+<F=C V<O>Y MR ENCUGV2V1XW>16>+W/XJ8/GFVB6U04+MA= ? WOY87?2
WU^<^<13!>=J\$O/ 8H+3H#G3#O JV\$KQW MH3/D1HNDIM)K 7I^YC@<1 319R6C^Q8W^OD^>5M10T^>@VH1^5@12/ M..HN^FM+IS=-.U?>
7IZVXW>=>+<?>WKP<=>ABT>D?J)HNF(M8LY0\$<J M^YJ1=1Z9^5R-GE^2^2XO<BSTXJ.N9S!IMT^5HUE7V\$13O^1.#>N>v.MHY
MJOTU> EYIG^V1^P5<5YC^>AD4H5<=<MF8Q%1.BHMC?A%9XE(T&C)2B+E1J(4 MU^1J&7+1^<EC3^Q

I^"JD=VAU/D^MYH<+FAI8_!8V*P1BQI M2+C%#H&1%9\$03&GF+^Q5^'(<,@ S@^V6DFO)B@((Q(EC)&@&@IG/IG<^M+7;IUV=8\ 5UIC71/P)? Q7M!^2D@<1,+<=%%FH1D(5Y-7)?FLV0@S#, @O3D MB-@&N&K3^" OP)5&PGI^>2RXM7I(F1T7G6%Z,8 M,138.1#(CR^CW&EIQ2-MDWTHIM M,E/D/SJ>=>GY,FG&G?<= _NS.#@<(3M<,"1K_=/9^K#> \G LH#^T/E/,@=?= MOVS/Y9?^E2_ ,5O;RIL>I7M>NA4WV)N1; ^, &7/LPSM#Z_<^&V%# F? M0>=> MF3.7031EEXJ;#^0+4TZYMY>CY86?U7GU.6_ ,?92GI;#=#&#<@>_A7ET5R^N MT2X=&B=J^T)1)F+PDH@OR0)@A%K3.LVIRS;E M- 1KT>E 6TYN6I2R1/W MK#52V.T,"<=>20>0,?>_Y15F6B= _JEW?CFX;WX>K'MAI\$62B.T; <+<+QO. MN>D2GCP9Q;E&82V.M, PYRDI(HK>FY>Y/KRK- Z=21^0-J+@<C.6HA;FI(9DJ^ M.IKG5R;4W>BIB5;7 M V#K050^:.\$SQV1K^N9H>7/PJ/P12.1K/9@TK9U#Z?N7^<- K-%@SG.NI4= MUZMZ,1/VUVS=3&\$<34;Y@<3>\$>2^"/"O(OA;I^VIN7CQ1.(+^I>K/Q;VZ MG<U;0.9>O^<5.*QI<04 K=#L.\$NWK5A+KQE .FJS(6;#6NX%IJWN?/U MH%VA/FODGU+IACU>?7R;NH719H^F#+-UM.M>I+5+HJX623PQ?<#X=5H)O<^MO>I0J9U#>+>H6PB92K-N808VTOG-WKZWLS78QY_F'B M05;T ZMSL M0^L78^"C=L7^H(H7W+5\$%4^E=WTL @I^Y0;CT>I^I^D+;7S9/I1AQ^V0;=ER ME^VM.A^TYL?^Y5;6LDYIX;7NUCWA;NEI8SYU=I=L.OW)^<I/@F#4X&0T^ MF>Z=V^Q5\$!YDV X;GN3F^"I8I^%K9D74I3YP>AAJSS.0?='GA1+<^IY@I^WNU#D5DX4I.BQ8VIT^("C&YND6T^* MO>#SC8^0I@DRFF.A31.9IY^YAY1 F9MJ+R1)GYA#U&076C^("F<0M,MP+<4QI2 M^BTEOF^#1+198(TI(OPSDCPR.^1%IF24N9B67&B+1%?@V9=<90\$KPDZ+^68 M#R2O1Q4XH169BX(BIE24G#?>)<J0I0I@%I@<CSG^V=*#T& _MQLB+&K/_MY+5I>R+UTPMKSN4B_V(E^FC^T8=H^HF47SI^S 66K1H7ITBIP8^E \$^+> MYA0? MS^24Q\$)VWITA^I)C)G SD<XK=X8@'3U@,B3C^&Z^5RMAMCJ1I\$ MOA? WCE@Q2DL1^2 3B,9<=*4?Z(88YRLQ1@_W3%;KTS^W PIU+L^W2_..A?+^\$EGIY="&I^<8.V\.# M#U^TJNMIM2<2(AI_1#_ PZ8MRK(D<Q01^Y#G@I=I^<I^MV#.#NGO10X@<?T MV 2V=A4/!09%X@)%EET^C1G@<?M^W@2N^11)T/UW%6R^!\$<^4I)P/CRT+JK>E4/;#M0Z^"%F@<^2(6TL@QIX8)^EF.^G+;R&(7HTS2: MYFW?#RXWJ^/OH&E.24/416;Z9T 2,6^138FIZ^3!RITC^Z.I;F1*>ZI<70=% MU>VDCT^1.W.QN.Z3%2ZLRZX3;67.; 4.6&MB\$RCA9.HI)4M."MQCN.ZG M^MSJBM^Q@=NY N=..L2V>I92B1@<^9I; IIA04A10I)7X3\$W\$8HB\$S=@^HVA.P\$HRW+D\$EBA+\$9F?024ZAM-ZM^+I L.E? MO#HIO?>IG>=ZG.YIXLO6I^FRUHSX=U- P.SG&^RWX3<^PQ_2^W^..JWL!% M.LSBZ^8H?#C>[R1^=AA,AV7/13^4.VIH&O=I@6 A _HZ(H^EU+I;(DW M7ZQL^4NZ5^9H5I2HK4ET7>2H&VP>V^ I&0IF9QCR>+I^O\$SY;AGKP.3;SB M>PAPONM<9?I(_KLI-R^1IGATU/HM^FRU#NUW=HY =59CT.IW4743D)IDS5E4< M;=I^G7^>7^_KD(4ZG# Q^<^6S0_@5G).WGCYXSY^<2O(RT3+I;@G^M^HIJQ_F\$QXKMP2\$5BH^I^71S@_ H^/ ZOY_19S^>ZQWCNE/N^DU3O2E_41C1 M+Z\$R>HLV;PZ_!%IS^<^SQOQX.MB^M2F\$7PB_\$XA_\$+XJ;FS^PB*7I?Z+I0 M?;I^PS^9UK6B.I>8CHR^@8L#ZK/Q30L[KVZ<^ IYSZ5Z=A_OH_%7I;^C^Q MPD^%GPH_%?E4^*GPTQIR49X@/I^1\$504I; 4R1I10I\$GQ^GR^LLU%;_1)<^T_ MN%LIEG.^I7QWE;IB>V<+;55N I (F^9)H26E+M+MJ40A2I<#>DDF2EB^&94 M+H7O1YB99X@I(W.C;I)&8=QKCO0N\$1&I5POI^TYA^F19RV4.E4^F= PM MP%6_5S5P684=8UX@2S0 E_\$Y9IU9^/V7OH246I345P4I0HAZCG#G%L\$M@_MI2\$2O^<^**IMW^IP^5IP1^<^60FIP;U5F6204E2K+<8I2C\$.ACXY\$P^VNGD M8MQ3^_G.1W- H;K^A@^_Z&D7OV09H;FB 1-0? MA#A^I_K.V47(VA2H<IB^/T^L1>K%IRC4HIC254ZNFESV7X2Z6?;LU?AZXMA M;F04 S+GSZ4I64R=NI7^Y@TXSI=E55HWHIB/FP8^IJV;O_SKB/USB?7+M M^O1^3RI42 1HYTB/UW\$5G8V6XG95MW<=>TOGXZ^IN="I^?9V1\$T^VIOUC7 M1NMVHSNGN4TPN>>VJU>=I/FODIG^UBRP_MCLU1P=)NKG? 3IN#<9QW9IYI? M?_SKC^KSOI^<^/+Z^I^QWWUJ2KPI^M6=B+^OA9_#L;YI0R@<^JMO)Z^.&6O M;CDOMND^M<=;+MFIHO^VT^I4IC^* (5C/_B1G_288A+VJS>Y/I+^T^2F M7^IF\$[I+7)DIYPB#.^) ^I5.PQ^Y@/IL/MAL;63;VISO&CL1?>G=A^"3MG?_O9ODU.BR8E@%C)IT% S<(C+0C^K@&F<C M>+J7^KF3^C-Q35 HC%?V7I7.(F<0(99AQ9^,OSX&)&5^"I^FOHX(ZGVQIS? MG=89X^VW5U129> S=0.F^EX_F,B6FP_ Q39O^CLD)#?T+@P^ @+%^*+I#<. M<24YTBD7HK9)"1^H)LL%[BD14KM(\$,@Y MEP4<=^<CU/^9LZ;MWAQA^<(GZ;K)OQ>=I^B5&YV2B^TIHSGQH^M_48BT2\$B%; MD\$^^(Z=T0C1HQA5FT^ FEKHKHSWA_GI+BI<^#S#&4UW^KZJ>I>ATO;IXL^<5G^K>YX 8:0@HMI(IAK3^1.;4&1((A&IS275W^NH-HZ+^I0<- V^I+3P0;7U^QA.D^OOIT5U_8K2N8OEK/&I?M8-1?>#S#)O^LI85 M=Q;IS1%<>3Y C1^XJAWE;IO)W(IXAM7;27+LP_PX)OP/6UOULUV^>^*C9 MY? YGTV5XUOZ27T?QB_?M1=^T15D?O_ M1W>NB<^I0)98^B7H^S(0RG.<+5 M+PN/G;UW;K6GIU>=>PO(UOSX_OM 010X>=&_UPKK8M^U;BI^I^@5T_Z^/E)^<X7DYI^ZA.MO;O<^UK/PKXU^6.%1^"TE^XD^WFEI32YI^&_UFW5\$>>Z4HJEZFITATKP M959^P."#3=WF;TKHP>I^"6A90+IQC6^*R0_#Z^H2I_..X*0 214YI(UN(U M4N^&I^WHE.OER);XP2^#LX<I?Y(PJ4A0+<>RDLO^<42^IDUW1P A^RMT6+ MF3#\$\$HX8&^<Y7G) 1DH= S2QIB^%<^S182X_MVC_/'3I6HU;P3<^I74P^GB MCMDU;_GP=CVIN\$>MU3DT3;C1OB9\$53X_A;S2\$;00FIAJDDC=(^B M 9(0KM<^&I) MPA^A4_5^JFA^XONO@I=^?3^I)P1>@I(V?>2%I^_K8+Y3F7^AZ^>WJ_>HEI MJ7YRFANMP#0A1AR1KBPI1B(S3 FGLI0\$%+UA^V_TD- @QBEJ^I\$6 AZ2@D5& MYG1250EKDH2P;S)2OB_>I^L7Y<^\$4#RYPHX3MK_<XU82I9Q\$5BN^N-4&6>8E M^AB3QI^@2BRU_<FZ- ^S=E^"O^AIW^*4J4Z^;6#^IHW>T8-0;_9=21D9_IU+>=40JE^3HYUQ\$16R2I^&82I^<0N/>3^<G7I^T_R M^>3;3I7PRT^@G8(7I2^<_2_N5H=BQ@^I_ YUR.VMJ(I^TZ0P_SXU^7;I^I M^=H#+8G>I(E^5IYYXBH_0=^W78;IET3^*H!M5SAIRG^#T^ DJ\$P@G;9^C M^K?09LD;S9^&ZC3>RVB@D24- M.CSG;1^#UB)MH^O^NA%2^%80A^E^<W6YX+^2FEWAKI^<I^T I^S<=(HHSPI^MRB0C46MD/^H^2I3KAMP\$004Y0@1F);&APCW_?I2=88% IU6R0B;N;E^/ MN^I@T;Z@N3_I>#*^_WJ_\$^>+^JM_#_?%9%(+TA/&0^FL3YO3R)^LEO)K^H M2_5I2H03>^J^U_<SW^9_K\$;I#N^*P^>5B49GK& I3NK^I220^H^UWU9MSI>94 M2X4_ZXQ^5=M^9U8M&0S61%^@JQI^4_IYDTE.Y4Z^&^MXZR_+I=+>I9^Y&WB M7^<I;QQNN;O6&I23F+&T^H2OKNH +^K0;AB/X^_H.6L 29%G;4^RXX^<U;_M.B#^+17\$^<^<3PE<6^>I^?40Q_8H^G^8;Y7T23^KOB\$_.+55!>8SSX2& MUH>^I0&^_ DJX\$=OL? B2;T^I75^R9!BFH.0);GK1)=> DJ;@Y.DP3\$) M\$ISTHDL^E7P^7X>4^*P^RL6^6DHZV_WAIM&&>17-I#(E55<^B_U1A2A3!&I.(M+>=>TJ@0- E@<+BA^6FB^N^2<9;9&I;403KRJD;05E)=53XV32K^<X^K63< M1LH#Z^I=F7^1T^>@&I0J3NOGED?D2?Q BEI^FO^F5(D< 0IRX@;SA^5^C^*=" MD;4LM4I^L^I_ZH6X^<C^Q.OOBYI>9G_6E2^)*G^2^?#W4_9+>492^61IY^<A MVE8G^&A7I&23&6^C^<Q^U\$2;B\$4B4FDU^C9LMS^IR6^?Q3^G9- ^G4L^<3L M^4G; P^F(=F>HO?>L1 A_L5=IHE_T WXP^F;R^I\$;6_@IK8&^3\$ZWMD_MJVIM;Q^3IKJ&K=^GU72^JM?ASC)?\$56^L1I^&28PK05QF^N(Q #L)89^*C MADI^F5I^HUO@8(OC^DV^8I+I^M+SY&ZE2^#I2V)I^B;_<C^I;ZL+U\$U;BV A M;7^<36^AZ)UGX4IXK^<LC;IL?2 ^#&^<=)^ER2A47LRTZ;F04A\$;"ZHOH+VU6^"I.G.Z;M^4^_38P@E@A)G^E^R/B^>KQZ^+YE/?^F&>I^V5GENC5?KGF1&06IRI8>^W8Y M^%GFFB;I^BOA\$ADE74(S^7H13^6#H2+BI^P^V7LCMH_MYT.V?2D6^<^@BH6@8;BHEXA\$IF^N(NK+06.14TLU33NIR2I5%I^PYG=EB/6 MUJSB;CJOY^B)O_#6T6WID>(6^YI^4X140DL=(S<S<I0VC08I_ZID>U6^*1<I(2XJDF)1PI5>A60_<HA;CV@_M^PE02&8;#Y^0C^TZ- PIYW88IPW<>T+MYP=MRQ\$WG^K;^TB/0^K8BI5HY^M^9M^P\$#9<^"I^5^)*8FROYM3B=6BX6\$M@IL^0?N6C52I5>?%3^OWI0 MC(N2>YR^G)SHA1>T\$R3\$E300M5F\$N^<^<60I2V;E;KZ+>+LD5_#F^&K^>I^> M\$KSI^K^NFO7D#5? L_ZHB\$4=^SH6=>Q91\$7RB300H;P6IUG^%G%;#XM^S^M^X^<^U^R-AG(RHVC8I3#_1+^X1;=I^<^W(GZ;4/Z7_VU8%\$95>B<0#^"C)7FQ^*8 M(A,414FI(BRR?^E7)8G<+>W=NC)SKC9<I+40FA@I(G)0M^WAN63_V>X^M^W?7&C(F9^G6;QY^P4QEIY=<^>Y2IR>?=/ M^_#=>Z&FA2_OKE^H^N;11VH@HL\$;#&#<^<0,0QCEASEA^ZC^N^OT8U_7I2R_MFE8JG>^E^+ZC^RIR/RHICM16YKS^2SG^/ZOJ^I (M5G^=&ITE^97/^_HJSI M^XIV>:"O4+V^"?^IQI<^ZMH+B?>9KG?4PU^9@3Z.6I_WKIE3S+W_DY_=#1N8 M8,\$I(RI8^5@65@EDG.^<I^BT%3& MJ+3@^GLWL^V7_>=I^N^S^SARR^<C^&I;G^I=M_Y3PNQW^13\$X^IMT^2^I^R^I^P52A MJVA^>9WLOHAZ.Z5U^05E%;KJ WY8_R_NSG>=&=M0517PTNX@T915;6)G994I3P^3T^>^I^W>2G^I3^QIVZ>U5R^4;C^P;S^=E4UW3S; 6M^E14G_1I5P.FHE%JZ^I+Z^NI;I^CSA M?I>+I (2%85238?IA?SV1GI8?+^<I^F^9!>=@0NY2!&\$L;(Q&4R49H+P);<^M_9^<I^A%;@&+W6HH^H?I7E^I+KLU@DU^M97-MW/O6A^_I^Y^N?> ^0KPK&S22C5\$<R^P^#M^<O^PTI(G^+E@R^A_VC^I^FO^DE3 M)^7_1^+R^M^FD6;9=425^M^FLFR16=7XKIFW^IV6CFZE^X3NU^IDT9H/FFRI M0(4%Q_UFZ^I^<^EK?NP7^N#C_VCIDPN_MJHNM>VVA<^<^G0D.CT?>#R9>+^#6EL^*6+I^E+0H_W^I^AB;I3(H68^RC9E8IG;Z M65U88UO>TJENOYS->N^UMO=<^>A6^*UZFI^E^O6UW^YX_3L^T^V^;42_+8 MMTG5270^VJU_I7INOK+^HXI=;07-7^I0/^X^)=%I^RH(IEFI^IYU&E16R?#Z M;U^EP<^Z_E4P#>@<I^P^I^LC@>750T^IESDOE(0;#0\$XS#6XJER6<I^PSFQ? MY4=WX_U^E^M^GM^HVT8-G^?>#CMYAK@<5;#^X^HIS^YF9^<I^B_L2G^<^X%<6?2? M//KIW8,13/&...<D;LIGQ?C;N2I.D730X^<G>W5UFU?F93>;^F3R^M^F_6#;I&RD7X+>8?>XBO^<I^I57Z^W/_#I^VP#F1H MOT34^X0X>BSA?8@_I_ZI^ I^X_1^Q%ZL70^2C;N\$S0X^92I^P^DASOX^I\$1^<^ M&J^>9TYCVK^#74;I^H8I;ZI3U>R^<I^T=>#%2^IMFC76M_AKG>P^< M.VN_WI_G2^<CC_15^P^I^M^TD=&\$^X_M;I^B^&R^R3VW06_VHGV4YC^IDNMNI>=I2FJ&I^I>I^7M^ZIN^L_M6_CV^<N^2_U1?2I^WUQI?2G@> >^/J4_7AW;L77^#OA9_#L9P^2AZ?_7M^+3> MC5>#I^LND_M@4N+I6^XOL^A^I^L7;2_KMD+ZON^TEI<@8BX&DP;D4B9 M^W? \$9T80^GLX@<Z3S1^N57W>I^P5OK(I8@2^I=>I^ZIV@<_5Z2I^/Z^<@I^U M^>X^M^L^DICHU5X^&I_Q_5F@CH\$K^2N^P^P&CHE6 MVH>VNOU;8F1(DBB&_ID_4A^_6UG@<IF263L(?;IET.HL%<9K=I\$^<8P^MRN^7^W&4>11\$IH(E/YR.XK4IC^C#;^E^<3O?)DOI^E?+4KUNYYV8">1^!0!^/ M>#B9(I2M6)^09DQZ+I+^N2<I6LD0UV^#_R8="DX9RT^P^")%CIDBW_D07GI M25B/6L3+ICW9;XO^<#SOR^U7^I^RY3NC3G?2? VG6G%7GMI^<^HVAKI^WU7I;MZWI>I^4UOGYPO^<^PWE4)WK^<EH2^<2^VN3M\$5>I^Ij0+ZMS>^?T943@Q^Q^M_#8 L^\$3I=66+U MR=>QI^&);R;Y^<^M>I>I^J^7=Y>_%HLZ.1S?X@<I) 00K6^Y3Y^POP^I< M@<^Q^VC<2TM^"Q\$O 0@(<=;J^0YDD^2<24Z)H4O^14R8!"D32M(DN =DD^4N M1^<I11KQW5N^E/L5V;_I^EA>WC>O+I^PGPAA1^<7RJFV3U2W>F M^I^UF=G^>I^ZGM^6E1^Q0!@F+^*2#1^I/(<5DL^PHYRR^<29_2Y3406D70_B M^%<^ARIQ^_AF_72+1DZ6 M73UAF^EJ^M^>I^>DY^E^R^P8P&P_0M?^*1@_I^M>I^>6JX+YTCGYVD^H^I7^I^N3EN^IOFKS^H^L9^I^H2Q^"I^IUL_5^I M>^<X^)&H^<Y=VZ%I^<XG@CISIJ>^I^N5B<\$[H^&KSU^I^\$;\$4_U9^VKP0^<V>B<^MV;:"#ZVB^<KQHGO...>I^4UZPX?^CI^SNK=I^QI^H8\$!<^VW/H?PQ /POYS^M^ MG3H^"V^Z^OT^>I^Z^IVDUCHUM^+?G9^>^<0_GZ8A\$OJA^Y_..D2V6X^A16?P^P^P^MHRO^<+X^&G^JLM^I^?G3R&F^%G.ZT9FXCJHRG(M1-?& <5>I^WYN\$IOBI^OCN MSZ8=S>OO(^+Z7V)^IV^YZ8N^FE/V(HUZA^J)^+^#MI_M!_0^D8DI^P\$%\$>I^M+0? 2SB&^%<ZV7IM@YMH&^RSAR1AD/KO^<=>@BZ^H^2^MXK6\$E^I^J^W;M^>XU 6BPD\$SF@31_KJ1^J)^F^F8>9F2XO&V1H")! YA&HY&>I^MOQG^<XF3^*8SY>5@L^K;D(4^A^Y^="CL^7(4F903^X^HXC48BF\$RN 02!_2 M86QXEX^<K9.(H<^YH=0;N20P;I@^&^0QM9F)I5=AW+K.PS- I9WX5AM;G M^UIB;Z/FO^HN^G8KG^<6^TZR&C_GO.0+6X6D4^KI^>?KT^I^X_UX@FDC^_MT2QWDZ6Z_D^DC9_9LOAKPS9>X);^%XW7!>G^HCIOI_W(NW%I^ M=4>^*+I+4 2KI^H;UHL6^C_G>GF3XIXV_F2K\$S 5X1^" KSVYO&M<>T>= MTASN^ HL9^+7@2&M+8_T01TJKDQ3BZEF>70=4>519YAB3AU^%Y)^D5^+5^I M1.KDPB^V7L^6#2^ACA^I=)DV;R@<2_X0@IYZ0_U^IYH8%0030^C432^<^&T^H MR(\$?<I+^CG;&^J0D^@4K@.4\$B4BKZ^<Q6^6BC^I\$;&^%&^9_71RQX0>#KOE&P M=5C@P\$#U(IE^6/I^&R0_SC^>) (WJ5ROCIQ@CTF2>00_4#Z)D<^I^E\$^<^FT MQ4DI^I^A^I^UXFHV_UEG9^M4O(E,S^MIGZ^<LYABT7_IRF^I^J^%<=>6Y0TZI^<^< M; (F;I6L^NMDK^HIFXA(W)AVP(L\$@^=^*FH)LC^<^5J&(OPXDC+O^C6N?BJAO_MHLVRH\$A^*)?@WUVI^<Q^Q^P^"6;RSI5^")07% (6R1^CFD_O_V7O3YC^<^%WX M^<T^T5^>_2^I4(4?R^A^<8 R8^X+Y^I92 M25^/01^<3I5M+5WAD^KIE_HW_U=B@GP^MIE1&8MF.LS^I9T0^<I^YEW8#< MRIL^KV^I^SL&+F2GLM^<I^T^I^BD MTV^Q14EB;LY\$Z(47Y_X^Y^P25;16I516362F.9^8BC^<I^H\$;R^<^%44I2PIA^YY;I0^<O\$RWXXRN=>M>@(%IFO? W=KTC M;=(6#Z969^*I^%80Q SX^K\$N A@PMC433Z_/8)>^6%6U?^K+@<^V^LC0R> M>7)/D&M;BSI^%&I0HFO7^J^<^5I5C0W? Q5M=5TSI^Q+62P^I^J46K1^Y5E^O M^<OF0\$<@Q0D0I^@Z2GGBA^5E13>58C^Q X+W_<I^<@>^2D^OVD^3Y^<2^C^<^ MF.S1_#&^*# 0K340I^V7O10;37? PKEH?^FK1^I^UG4I^_DI^L48?^09%4 M8K^X&3CG311^<9Z(I+1^>D^#_I>GTPC^+&DXEK^B12^L^IAG^"H(0^<M MM^I^<I+3^<Z+8 M^M^I^<I^TUI^ FHL^*E&KVXK<I^7ML^>MG0GQ^Z^IOE89^<^6T_CGZYK;I^<VH/KP^<KM9I489GA^=F^<RKI3M+&OE MQN^7G^&I^<ATSU^<J^<GU4G?#&FTR=&6DE^?U5I^ YR^L^I9Z^FHP2^<TIL0L^>7IOC_ M^A47^<7FJ8^<4@I^I^B^%9S8TC#^<+I(Z>^*2_17^C^A;M3.C40PMO^2PH\$@/ M\$7X^#C@<Y^"NNLY=>I^AFRD_GH&W\$^L_FYW>^>TWM9<=>N3_<OZKV/H^C^IL8=>^ M02^<KBT^I^M6XV^ODM^YOKD^CN@OT&F,=<=&^/FHI.Q9V+4 F06R4^I^%_U\$8018L#^2N;^" M@%1@1#\$S^N0I^B\$B_SLI^M^<Y&W+<KELB^%OJ13<=>2L@ZY4IB^4_F_YT<=>PPT3KU^#M50QW/NM@='R<

MTBZB\9U/A^5F8IOLCP^7JHW1>3ZGV39W7?JYV=>4LV-ZP=3" MAL\7?2JO>Q .6U\$6JV# JJ<#1#5IVSPXMMW+@66*^47O7^O07^OX\0*^<82^ MCA<I(21#PUSJBFNF(6#HP-UP.33#VTHI\VAWBX&R;H8X7S=>#W.Y3NZ?)U#;2 MC2AI#&KK^5670Q\$C5M=E=8O4IBZJY9D8S0#;M=BP8#Y/5@SU58N8P?KCF1J^12>UH8-MU45S>W\I7@UW'&^QJ=A"7M-6(UF1P&9I5=N.'2G'6I=MC3-LEHQ4E&NJ-M:56-9IV3.^?I=%93#R)Z..!2MA&N\U\;#;H=X"O"Z?>#GS+99+=+&9;A-MF1^D2ZX(I@;-S"N'G1^@S84I:57FBFZ(I@;5\$PLJGDWG\A/40A\;CA:54.^N1R3H4QB S"#%0U)&F(I+BV#JG8T#RZ;F;CKG. MGA3T1P21PC9B01V^IBEF1RCI^LOTD.0T4^XEL.*1)0^BMA8 E\$Q2^F\ M=C^I5RK8>16V\;.<=06IM_MAD20/2BP>_IG(-KV2U8QN-8AFK^TS63_;;M*RP^JFW^9I?ZL-M2/5,2H)>6'X'MOU.^?1+^Z/T9N^JO/W,S0>=B^M^P1:EUNM\^?7QN#=-LLL M7GD4<#QG^R9;SISIM;9^S->+/@AFES;I;SJ_-EAC^&^11O8W;SY;9Z QEP? M-OXY(I);I^>-ZZ%1F545R18^<_!A&8E%2PB;7=Z_VLWUS^1N>^*7N&=M-N^N^T^RO9(G^F^V&Y^?YO/S(U;.#1>=<\$K%W.I)S^8FW=4!W_!&N^N^3=UTU6&+^W/TY(VP4D-/H5X-MZ SKI\$<N0^#YOYQKHXFAF.16^8FOI9_#7I>9#JOX%12K&9L=QU/GYC3W3; M5/(Y<V/VP^Y\$<5.2^K(-V^N12=>#%/UO#=-U<1.W;^*2FH3<(O0V;?2T9 MOEJ<9S1;R.3<4U)BK^+0PC2_-H;9=1T^5>C/E/OXOAE_O#@HUP^O5?";MEO=O5SHB6BQM&^(XF.2&B\I\H.8;H\$!H9;5^QA.;%T'=IOXK03)W.9HC/?! MLOT\$;FZU;R^L.A3O=>=SQ>W3N6\;@T^US2.41R2.VGEM.LB4^REQ=%M^A(I);(Y4U=19QZ\49S!^#JOYLB0FX7@(*8)9;^J6(DL;S+>Z#1^!A;D(-MR<I^RI_U?>^U\UOB/5+ZJD\N[P0&QV^F1^K,OP+R-/M1L;Z\NDAMX> M^2G9I^AJO-W.Y^<"H^+<#BUG^2) I=7D4B33^6;MM6BQB8^1^D&#^YV\I;N_-M^#^113GQ:QC@OGHB(4;1V\I)K5WJ>D\';JFM9+^T\I2<(Y1;3B1-F3@N(Q%*M4E-"P\ZK=T?>G;JW.=71N5^A(T+>AB;GR4^AB;20DFB4BRC^5.R.B4D1^MAB-OA^D9LSUD<^!E2B(G^K;Iw=&+79KVBK(I5GV);?&XG\U\X^Z<I^F^E^!M^Z/2>* (EUDYIXC+;!@T2;M.N^H\@#HBR83IAK^;H7DEWF^URUFZ>MGC+16\$.Y1=3&^F\$XXDAB9K6A)&?%9796=%MKVP//4N^LOI M.;T8G^9A?X7N\? 8O2IX^Y6*MRGON\!6GIK88\$>8VST>3S_/GUVB'O/OZ1&7L;_<-C_'51^W(I7PR^94U" M6)N;A2N^J5KT>;VO-M_)0=7?>U_R9.&^<;OOSW? M0ZO^ZX<^V2J?^)+2I\$V/I^DY2:1E2^+^MV4HW7(I@=P2?2+M;L\$?2U-M>D^>V_P@^ZNONDXS74=8Y(>H\;I2B2L6/DM;L\^!^\$C^"OKA">O3B@/8_? V-M2%P^67201=>612P@B\!MWM5RZB#^#K0UYZH7D;5VL5^#ZOUKZT6S4-N^HM-MED)+O) (FVIGFRC_O=5#7#.#1^+I7;=MP5X.;QW9^Q_H7F@V0D7B@I5\$6N6) M5T\41OBT6!M5Z23Z!!N15KX0%GTB.N\;H#^47;+>+6CCI=I^"AUUUK2^Y7 MZZPI.1Y^9>0T8Q^&D(DLSA+@B^>V92^"SL;HL<@R^TFI(HO^"2%1LX9&\$ MY K7RJ8OY\$YOA)^O_M^KB51^0X.Y8^!L^V8X&2)LP2;^ %5;62)S1\$5J_-M%;_LO_O^VMVW(I^BX;X9LA=,0K^I(7^WVG^I%\$;X\T\XPEX^"3_LWO!_M8&W&^Z;^SUHJZ^Y4B\^GB1_2K"W V^3_8N=MD&\$^H;#<^<100?N;_!M_/ORBK?2BN^6#JW-VTZF_7KE;7+X9HAV3V>I\$<3I^X%540)%%.8 M1>FMZX>XF.41+F4>= (6IEGI-559/^!3IOX.U&\$SINRH;COWI2E)^0V4O_M.NC\$4^G^P^!^KY\I(D@N3 E@Y>14(O);+;+B)@^0H!^<";US&K M4>I^VN7\8A5H\+O_>T>J^P\ IKP^*1^"O=(EPT^M5&CD9F-L.E.S23HWC^7GX MNA;NWA3^#7@2%PD?PK8W98:7ZPFF^PYIWI^!%"+_P&LOK0@DCNPD^PHSE1" M1+^#0\$^PS78345#=-<8TJR^F.F%0E;SQ(O\$^/7&^"Q\!ABP^A^AO= WS24^D1>1^M&F;PC8(D^LC+8U;L^M2)YS+^E2Z1^2CD/ETMG; <\$>14(1^"6062XRW(T^V\T;ME%F&=SJR+^\$^1\@<16^CWA&^79NV\;1#1<M\^MEQSU.C/SD3C2-IBP;H4&X.0%;(U^0&B9G\$IV5@0; =KX3);XR\$^1^!^L^M;0;30IF= 9Z\H>4=>B_4LK^>7+>+<15Y;I^V^VC;B+H(8J)^+@ABD1F_O-A6-MHR20)-O&L\$!^=));FAGP-I5P.ZWS? XS@71Y432^#8<?24.FB2\$UIY(T99?T M^"(O?E_4N_<^U^A0!^H;H\$P;R1:903F= \$"4^8:6T^15Z\UDA^162Y=-%U_M\I\$);T& I\$@;_H^36@9BN;^\$Z^QEDB\$;Y6G@M^UL70K9\0T^!7L;0BD+%;# M%M5C?KO^R M0Q\H\ASRO^1LAO%ZOG^3H2S@5)SYL9G_JLW)^OCON\2Y^M^Z\A^C\H-H\$T^+J_1M1&/%UF&N^AU=GPIR>CY3>V>L1+6XE1^S_^MEO>E\ (QVIV_(P4%\$)IBK1\SOA\MQW7/IP^!_3BH4(-H.C23E)\?2\$R M^\$K^X@=A_1E8C3%IV1D3&?+9ZIA%CI25I^\$V G;MO\I(Z>K_RWZVRIM=MM;)CZ\ V?;UEUE_5\O^F_C#_L;^KO4R^DU7KRT&;E%IGOUB-HIA^J9E_/H;X;TS\$PW7SP9)X";V^Z^!^PY M+^K4CQ>GY^?1Y\$ X29\$;#RTZ-1BRQ^9I0UET^3IQO7O_ZC5(888&X;RT^MAP^G7T_L_/6=S7V\F1X^UCG&K_IJY63^22WU_23UUT?B>NUFN=5MYM^MDWQNCY2^S6D^AV:45Y -EYD=BUIO^110ENR?TH9+>S^K%7\$T<#V\@3NM5-M2W>OW^N_-BI^S>VK^RIO;VLH\H^+E+UMR+W(E>05W_H=ATJF46L3&&< M92^IUL3&D(FBR;E\$H\;="2H.LA^<*T=KRNYAF^*>@;^!Z^EO^\$SWG_/X4_I%"<\$^A)^O_X(4)J@3IX+??)(M1;IO/(L^<^<\$^Y3H6D.0O;@- I^SS=^@M^IWE1\HVH/0/_C^H13(-O)HW_M%9KN(0/0O;@_1_3H1^0YHUHY_TZH>8@^A\)^O^A^NU.LI8Y519%1.P6DDB5_M#0DE.<##^MR^ (6^X\$^AVQ?^WTO531>7 M&U9_T+>?8L=BFSN5%WY;NC7)4C^214V\^S@?;1BPA!=ENNWU!=I2_#M^/^V^7R^NIH+O@T^7^4TJ^-BM14C3<% (K12)B7CZ7PYR_/+@%=<9J7;14^1 M00^=I\$U\@P>K25&&>337I^TM=-@UXZ_N^C2BW^MT.L^7MS^3JIV0A@XBA> MN^#F_CGQ3IS+X/8IQR@=<6<;T#0B/U6+LBP1^*+&;SJBCEVARN;P?IV6IYM2_MW8_<6;D_68R6\$WVX_VV^PUKKZ4\; <B^B(5D8/1^@L;=O1W^T\I\$O^M;7TZ/M8;FGM2;E.V2Y F.^7YXQ6AC^YU\$5;K7R-MH3)N^*IDRH^E3C^"1)V? MYU_R5X^\$Q^S.N 4PS@CSA8M=6#1WT9;V.^IKGS26QXSF^ZQFFW_TLJR6 M^"A-W@YU\$LC^C;Q^QFM_#5@T2SJB^N_-Y(8M-U>3^0WJ)>XTI.0"/40M+V_MNP\$6? 0X^P<^I^T_DR>3+&;V@Y\U^H5O;946<-%YODY\$D^<IS_I^FD9@>^SGTU0=W^X\$10KP^M^0)EE78NIG_";YEN_/(CX I<O_FTTI^MW^P7+ZEK_F4Z3;5^>? 9\I/@18+3@=V>?>6Z3WIF^<736FAG.5^&CZO^OU>E^8I->@>^<_I^W^!^MJ^SU^68A.I+^<@)#_M82K8^DIO^>^IR@I7EOM R^2\^!^A02DM? %Q^SE<#%MW>D\K^W67F5(G.P9PM^RO)&0:28F&J^PJP6_B^4^K^HBD^12G&2%Z2^&;FYSR20Z\A.O=832?2^_M18.0GH_XZ\@R^!^14-GU^"2+CVZ668FV%=&=5N%6)7->@#_ID^?^1XNA\7^MT@7^ITL+V^#;B\$@R;?#P>M^AC;?)_1GQ\OD\?+>O+U05W_-""_6PQ^HRU_-;! (2OP^QCS;^A;Z^K7BRHAD\+U+^AUF&0\1^JW_A3WZ6V>X<#6 MKXUFK<I&;^?Z\7@1^<;^OM%0V_VQIOCF1D6?BO+ (D30%IQOY)=N&^E^S^_S.D\H\>BxB7C9G1&^<H^=>1^;KA_4OE9>^EXX^E<#J^MS?FXBHAML;V^#Z8G2_K#3? 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K&F0,"X@O@2!Y8^&+>+!)X"7NPP;18&LJ,\$9K91(S/+R^PC)9@0;^#7 MIOAI>_1ZD;NAEKUJ4^5!\$Z%9AJ?_L9W1P&^<3WO4W PF^3/41;J5A7LHRD
M1^0.DQQOARF@Q^060;646*1=7D#1E2^@/H1#2+2W16;^/Y1+>W M^20=0KN1;=("^TJ_0^D8D+^&61&S^0#51>Y1XD^C90L^2N1W+H;WHBDM\$%@
MY;#GRL22^"(K1;KTM.L64M1@MDKR19/RNP1W+;A1)PIHX>+YH3CB87^"ZIH MD51@>@_1N#12-RM8G^DIG.8&131/7GA<=&?XQ@/110^BJ02S^A&
MT@JLKKWS_-\$ 7TVC@1-OR9Z^!SU5^S^KO.G15OB#_IWS8#(A.%Y.30Z9,8_96N"?)&?&*T<%;KC8+Q^<^XK>NO%T-H^>_>V#NWy+
MBO<2PZQ)&L0>W1@;LWG&8XTFT7S=>^!FIR17ABS=3.OC227A^<^ZX^YI&30H M^@(@59PG8+FA&2^25T MWZ^X+S8>^"8JYKX199
8Z48DH(C"&6C@)#B%Q@3_2)F9Z_BX(O)&@F4H3S&M2AA=6TXH2123^V^<_#1^)*HE-S;EL?%K@Z^D-W05.M=\$M)Z@&4^X@+4+11
M="1!@1EDH1ZR;4H.6IU<^>^80=>1^Q0?1>P-L?3RVF?^00P/L_6!1I6G_1P M\$%D3^*42X1(1+)^L_1HW5F1^F?^*#^J=LIZ;+1@04FP.A^=N211%("P1^H7.
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11LXCR^R3N^Q)@R+D71=8?M+M^NB%1(0DYB4,M"BS^7ALK?G4^1)J M\$%?2DX_#15OF?<^?%TB=NP.0)51.N^8380S58+GP0C1P0)&J&R9CCY^R<9
M9Y^SA@&(RH)"#&G^B1X^S1FT19V\$#5^50TM^4^1^1W2>_>H@1X^1T4KSU2\$6+1M24F1=VY)A44L^1W\$N(H<0_<W0U>L^K=W>R7W0=<=&A&5-
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M\$&G^D5!QSO@W^AL31H4THY=P=>X/C(Q^5M+1;18XK1M^1HTJO1?1H&W8 M^@&1A1+14N^2^KN^>92B4(28KR&1NABH0B^*9"H^4Y7@30@>?^H/?
XZ1^<8R^/(<+BXJZ^M;)&3C/S MQ+&^<^<^<^31_#^99X^15/1^1%&2%5JCO;""8\$&\$B^PQL^XM&^O^<^PG6 M.MY;\$<^U)12Y8AC511.R>9G^PQ^1_@G_8;V-
EAN9^D^>H<=<O3T^7H1_1M1F^=P24J^F ML1<1^>F>G_1U@#^/BJG1P?G6X(^3/1/X1^J06^Y^#S^O^E)^>Z1?<^%KCG1^SD6=P MZR^H^TXNDS^T)T^QZV-
E_9Y<C_HD.FM40S.SNYCI/58MK5GR;CT026L?S MQ3_7\$R2;W1^1H7^1ZS+^+^D_@+^+2.CS^T1 GS^WY_OIR M1HGSO>_%1^%X^>18^<^7^7TJ@Y=3M;
1FS9_FT^\$(07X;_)R2Q)?^CRHWB^4 MT?_AMF1JZ@CG1S&F ET.?>3!\$@1?XE@Q&Y4;XG^P_@%?S3^SW@V1J\$?_O? M3-
/G^>42H7^VS;US^IUS@2;LPE\$;VY^@/SYU&2CM^&61RQ0?_12X4^M^>YQCP^K87BIHY&<8ZUDDP6>^1YQ^4;14MCXP^RSKYX^LS NIUC1\$Y4GVR
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EQ+AK^3%)1+^#5.9%59GU(C1.38^Y2CDY1^B1 MS>P<3X%08;G+P3NGNUE1-EKL,T1/75^K2 1\$5?3.BDE7^R=XTF3Q91J.G2V MS1_&^AVI^T="OA2IA
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ST^T31C161;Q@>N(M+M/;8+^#MN@48#/RX(1-L1MA>9VH9DK65DIHFV+>=77VI&66WS=^T0B;_#^0?X1;_H^H^M?^Y^<^T=Y1
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10_!S;1N-DGN-SMN)PA7^V1=>D1H9<^<B1_<^"6L^Y M1E1C^>2^%YY&Q^%&4&6\$;_X26;PI@/(95;^%3WY)Y.402P=>+511^<8WID
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59W7+B522&(> MD%K1/Q0@>^2X A@<^21^)=K9C<^19^B4=Y9\$6B5)X2Z^YXOQIB3NXYV_X3N2 M9+<B39P1^13S9ZU@U;?2E 7WR?
W)^<^WOBV6U@4;VD_)DI O8CF0M-WH61^17U/9K?;1N9NF_Q^<M7_KBD,UPD&^";<S B%)ZPT^NEB0P2)1B3@61&721@1O>Z<^5LQ22;DM^
M^<C@RR.Q^)%H8IQ0^VD1A1D61DV;^>V.@NYB_<CP@W0?^0<1L21161^ M);\$X<\$P(G.1Q,7HB>^1V^<AE4MT)4U=1NDV^KLIL=Z@E=C92?;T?L^Y1_EU
MD%)Y9=A2>N(OQ0#R^1\$Y61QDE)T131.1CLYB8X1R^_1AK^;AS-V9F;#4Y M/32^1Z
Y^AH;=<3^<0M0Y&=G82EA)CC419)@QB1^<^U31\$HG=R_1T6US.U;M;M010212W.X@^#"#M(LYW2+1JYW00^MR=1;S\$;^1\$5?KGX;W1+5/)_DA)
M1D(PD3^8QRYR^24\$(AC1B@;^E6QU)DU15QV MG_BLPMS1N5)8^D0GFQ6Y5^M M0SP2;U03L0%_19T.Z+1;+>+4HW1(F_U;5K-S.KRC=55?
TVSUJE>Y-IKJ1^MZ<4.J1L@AO_1FID^S^VLWWN;SW=J4+W.81T0VC^V_<V@^J2SP<_3?TLX2;1M)KEN)C.T>T^41Z>88R_7O7B12&C@^?
YR9W=KB^<QTF1H.LOGZASJZ_M^51^>0G0_1HPXV_73^@J^XIG(PYR1V73^T<(^>2W71IKX>W29VG@O=N^Z7B8H;1_QC^<R&K^X1%)5;1M9N&PL
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GZ8GBBW8XM3Y MF<=&4CMPFZJ1V;ZX.L)JNN1PCM_1;2^D_7W^<^>GJS<^&YAE<^XVX/(Z)+1 MZ50B17E0_12^9J1_?
1^="5&#;7;QW@U.(K>OSF.+5B^Q1 M^Z3:T9H,F&F,S;_)VP_#G83\$N@Z-/SW145(&T^PHB_<BS3BE=@_18K#3T MP.^1_H^=
1H9>3F61+T1_B1202^151;31^1N^_T^7D16P M=A_@Q1+>UT.7.P=>2)1L^QBP#<^<4;1>1 N8%YD&7U9MUGBQC1)X>K^F
MFHL^GOLH7Q19A8^UW&B12#&414160^0>^AU^1U1%YV>@>TPG4SR^<@_0G7U1F1LF/QG6^5(51;2;Z@C_<MI^FYF^JTV1<4%+B8#C16;
%)BQ/&LB16EV")B@>1OYVUMM\$(16+18!\$ M_XFSE1^BI#(L^PFVPMZ^V(OUO_3;\$&=<1LHUUI)6#Y6>L,EX^Q2P+5BITF=)
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M^Y#<0 MX1(R#CXFY3^"TJCU9Y5.WR>@43#^129KG2=#U^A&1L1Q5V_<\$B@H)N31H41_4ZC1<1KN^KA^<+0N%11F
M^Y#<@EWY1,06P3X6%)0^F.GV@1A?+O@<@ M^2^\$J1B<6%XA1^"RT5\$H;BG+^?="1;1@JAT49)U^421SG5M;.> M19_<T0;+M.G=<_
OHVN(%D#=<4921V1_8_1^Z^<^>U1^<2^>U+1^<2^>U6U0M_<M0^TWG7^<OR^K1>BL>QJ177@E^"G^M7RGGX&6Q1(=@<^%H2T MAW>^F18V-
OSE>+18Y^R&C^"MUP9OR^B718EA^"1^TX&C3;ZOZFUBZ^%IG\$1 M\$;@<C(C11H^TEB0GLF2^1% KYU5=^6FXM@R)O1O2M#^9Z)MED^8X-6
M2NU_U;P%D0)1A RF^FNO^96N.F_7#V#_1E+<P1OFQ7HIH1<^<RWM13_516 M1+18+OOX@13.TD-V^<^?^*5W&M&28
X6A13/1.B0@T)&T=@WHN.137^V3T12S.MFMQK<1GN>YQFP_M_2_3V2_1+>#_ZU8PWQC^<^ODAO>^<TLX+KTX<6LD%)JF(8WOD9O-
_R/>C<8GBW_Z^+1H?<6 M\$<ARK8^U^A9>LEL?7SPW^OY8E1.5P^L/R5YDI23.752_1L61^O9Z^Z1?<
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T>6@_<4^<A^%<^?_71^<8O/_HH?O^WUO_Q7+1^<WO1Z_MHWAAK1XG0Y1S7+^W^<^>62Q1F^4S3_@U>P3^1WP.^K4W8D?1^/A^E.T_E
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TAW1&^59^Y(C M1#.>P.O3ACA.#1%.<^YLC+^%T6@NSX+C.6F.SG\$^DBXJ1\$^TQ1C140\$Q4V_1G M5;
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/QSE^<AIND&L1HYTZ^Y1+O);K56OVQ_JS^VY@<^YF^1J1718735_M0>UBJR61A8)=X;0GWC1/^5.M+^1H9CE@ MQZ393O@80@T?
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T4Z1+641)Z%.SZ7^V5M0TR%S_B\$64V;E8#BSVL1LIG8<^17@2C1\$S79CF_1@N)OMK MOW>?2%21G^E^NY%);T M=1^?KOLPL_@49WY M&V#O5>1?
27;7L1SAY1QH=5@F^Z8^+U>C706UK^VL1A;<1#CZ+ 0M1^7 M&5_P1MB=1G@ZD^NK<=D7M7<8)Z>RVUO1(V3V@OS0)""<S^JLLVZ^AAZVS0B_M2L^<_
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M@13L1@<^<CT.SR7_4&^<^F1J6R1HRTSJAA^#<2#10?^*XCMQ^"L1H@T+> MO9R^KX!D+S^/_7M0(A0L K)0T\$H81/3
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<G1%)<VOIML^1JOP_K3;DP+D1G1^<^Q?2^MPM_X4U1NT<^<^MI^YH1^F.T1;16UVA+^<^%KSD21(KF^ZSN7%YH1QTP#K;F+<9W^11LM&L1^MI
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Z.T.(8 MLAE61V^<2D^P(TX/J61_%Y+1&H0Q^?F+E^<Z1+1PL\$^Q3Q\$J7RA^1QHYO9A+ M1B@<3+1^6C;@<0NA2)+EB.H@<+1)43^F4PR^AV+V4.A\$Y&^
(RH.2EJMF?M M1_06X(LWXXQPS^BD^<^/OX\$S_#XR?>PH.WKRUIZ3N0B1<^8NLW8\$;P MTOM1X1N.1HDY.UM;Z1O^E^8@<^&1^?
+<RP^2;C;#&EE.DJW.28EV.F6T^B1_MX91L+DY2TC^\$@EV1YRGE^R1Z0W^K^X-LMD?^A^?C43Z1C1JOTCZ3D01^ML^O^D^CS.BG^<1^F.XO=?D
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FH"5(1T)PLPBEO9Q730H@1 MB.&:YCO<AL*01IS8<=>N:HF?>OZ*OU2+!>PDM8-WTEC1^<^*!>#XIU M'!>VW WF110<%>M\$>R/H7\$(P+3-
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U_9%,,,8<&G&A_&S!)&M?VJ7 &OH((Q:\$.HCWO1 MWJ-W5QI.BC1%1VG&29G_J_OLWFT?3?/W_GM_28LAO^>CT&Y7.5W_'GY>+ M>=>_9X!<-
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+D9QO3(FU)29Z(+&_BMH4< MJ4SVVC0_9P-38WCJ3\$=ASWFFG"A62DR+@5IC_L M5Z_*3*E-DH!E0V(ND4>U/I7!+!>@<(2S3-
1102C(9K8B+6L4RQDO0B.C_DCAU\$95T+PSI!AAT(UBUA\$5QWV2N1.Q@+&B%OI(U5U\$&1 MYNI//<@>"XO7^<5:V%O0&IF?TQY9?P:8-
<=IO=PLIA6WRQOY)G&(^>)Y8 M,IH0S(0G_#3H!>B7+WO_JH^D+IW_?B.A?AONAD7/JH/Y2U/6YS_Y0\$>27DN M#2(1;K0RO>C:T1L!HXZ6!+!>H?<
TKLW+P&KVI/!O_!>67VJ+>DK-ZN>NV6+5)<+&A+N3.<W.MV;UY1QA:4FEI(NF6GWL>QK<@>?M=#7I(7>R%G7<5%W92_1^>V47\$?>
I6>E0P.LW="MHU!UNX C22GKSX?O MT!>= O2GPQV:SY> OPQO<O_KSUNA_1!7QO>+<.(O.ISN3(>JCG"EMIZO?7 M+U+UG7R_F.YUSA.SFL-
U#OU?ZC%G_78X?7.3TZH5K6-3T MC@_P!1,17!>Y1W%:5!1^>(#?^HJE7EJ6/\$>HWC8.A.U+E_9H!>7I M0>S76=5_ZO_O#INSV_7IPZ<2YP^S<
M.N2!2F")M\$A\$>2BW+5%*<F71283 AE\$FOH: Q5D7+>N2Z(4F8&&\$T\$4QJ MDO4T(+QD)XUV.HWJTE0!CO'KYB(-)H\$X"=1*HDT'HD!>M4IU?<
B.GL2<MM>9M7>L1>U:=>1.2+BMIO?>="Q^Z!<4%2>(V#&U0N&I+9:2!2)0#_1L<
M)PDY&9.34SCO=BX_NQ=\$1*F4(SQ14)5FTDBJC<L)DX@HMBR1F(X"7-%\$V MUID@J4L_\$.FA"/VJ&\$*#0K:,>+97*3I7.8ELZ4)IPM(U2+9PMITSA5-
TR M5<=>RWK)9H<*<U-G_>M>5""M19T+>OBG?ZDBV4FOW2U9.H2EBBV7Y+U+>D62SF*4IH#>H&E/F_>M8E.DHTE:>9RS0B>9H>2H.5B.4\$3<
EEB+1.@G470K4I+&#&M@M(L)E"RXF((41X%P<3R@C&C08UNJ+013_TY((TBQ%62AD)EJ3#1\$LDV")YA@T'P M_")4I233*J8,>DF<
(4%)2Y'DNXXB+9W=S;N!>DWJ!>HQ%UXNM0TAB%: MPM=S3YWK>8G#Z K.3L&K B.H40"W@<@3&IFF")U_ZHUCD<8QV(>X=R&+M_?2MOIC-
QG_?W/_S@?O>?>XN<@>[35WV@>F?E!L#LIXIW,H'AE>XO_GT\$ M_!>N%?@LUZO.@>11\$T?>E*!WMC8GJ%>79VV_KA/_3#>R3FILX<+&
&W/_@JY.3 MA3V1R!3;X/RGE=:OAO/I7>_6LI WTO5+YZ!1Q5W-IISJS:=+&8:3Q'DPB MX:FFVVI/P<=%MK+<
>5F2%G099HDBH'D&T&T2\$3\$S.YK139,IYI2DL,'EY49 MPC77)H&8ZKG%&#>PIX3!>=CY8A)UAM_M_F<3S+N*S.MDHI*46Y*D4H+!>
MLCF1V@B2Y+G.LM3&22P/3.>UGFICY+!>H!#&DC'SW.\$>OBX!)>2N=>G5FX M0K!&7.BB!@#%P.&589I4E_14R%>QQ15?DYR<
MR#9I.YID83GVH\$!E?>+&#&O?B7?J9%01612B23B_T M4E)RFQ:4.95MZ!>R35U.MG60NUIH8!>G U%>F?M?F%6BPLK%{O3%_O8K#N.<
MIML!>M)VIW.D4Y&G2YIH9BC1BLA\$DUENE.(H7(267MHW!\$CZ_TN!W0R!&X1>IV_Y*!4X!N3PA2WH'E'YASCI)<
M/MZ2&7YP5!/LFW:AXDA)D*8IF%BB(D0)H.XN6YE?5,>SFI_!>2H<#1T(L_ME&94%(Z8/*>\$.2:(HJP@B3'99+G(?!&NO&9R&-&4R*9-
80IF1&NA"6IT!P.M.LL=4L.DC/TF_>VY<=>[ME RYXI">+&"YH1H(04H1A.M.7\$6<3S+*%C_M>V!1/M1<
02P<_>V%MH7?Z3M59H3Z,1!"OYPRC+K"!(EYCA&24J202O<=<4 MSJW-LA(4!>UX2_8C_>TPAI(?H TAI%T*2!T+DVE!M_9%GFI)"AMR+Z,<
M:V=RSE,WJ@>2PAIBX3<=>=>8=IPION#IV%!/#O7D4\$1IHDA)H;8?X1!>@V_M)LM-X,>14H/2HSVK-4W=HB!{3"8!MDI!3D1Z.>+P,+2T,K9@C!O)<
MHR#&G:>43 5AB4Y5XC0S<=>3QW3C<_0B!A>D!A W#>+!>PEPFZ1.L_M_43 T+0'DU\$HE*2"Q_3I7_E:7%>1N&=>L54Y!Y0?4PGAP/23CYZ4RRFV<
M!5VHCN!A26+10H&V(+&#&C3M&A):2*&?>71*SF_A_+>PND@1W%<K_D.M.TKR.RY5F6!3U*>@!EJW#3F&K!2B26C!>!)MPN0BQ'B'<
<B(5HS'A=>Q//<M'9A4W'=L.SU.BLCFG<3D=>0'(OXOB>U:&6<@CPC/TF?(KM3L+N81SI9!3NT"C4<:%3 U+!>)\$>AP3HG)1 M\$>KE/<?<
Q!A<H!H!M5EV7%&{<U=>S+V!A!>21%{HTHEE' M?>GF2+ UL* &XRR73!NA>U'S\$SY_#P6H7GTHE MO-\$?<
A3<35NFO=T,AIS3:6=7JRE<6\$JQO>,>8X2Q2TH!>3C(\$D\$Z4!>A9K MLJE+J9!>29(KE-)6\$41,2@%{E6\$X9C>#<
M1LAS*JB9179L_9=6'AIW)N@!>75B<K11T9CL8P6YM9_MUI\$>86BV)/ANG&@U\$>I\$W4.RR<V-G<5^L@O*!>4SY:OKG&LE7&PXB4V,<
M84\$>DB'6&7\$>)W*%K.YVHGKK\$>M6=>M=>O2 H>I7B:Y\$;>@0_2>>H608K<I/ENB9=Z=L_J#43>NFLVJKYZJ?1ZY7IW!>M:N&VM2?<
SN<=>H194+O%2)MG.O8<=>M_KN2L=>=>0RK<3>)>B91V1*CG MWNHJ!FV2/O.(5;_I2M.M.N%>69>JG<
\$E06CO<5G9>7!H5APC18"/>8:GA6ML#@#(X=O+G_I@>FQS&I MX210+>+DF&9_3YR>L<@<X_J_WAWRW=V2-<
KE/I/>=>M8W6TIZ4M+N.O)KU?7AS&KE*3<4A!R!L!>#>U+Z_>MUH.S4H!HGSV1N\$!M-I'9W!>H6LK9Q&O3!>D15L!H8\$42!>2UU4V\$+>/\$1<
MLG1*VD<E!S-1%>X&<D55WY.F.3%XYO7V\$.B/ZR+>S'URHH!>S>\$(HIK2Y!>M_4C&C">=>4>X!>O85!B,YPE>V>Z>QG*8?VJFG<Q!>=>M'78)/E1GC!<
L.U)SDYR<E\$S-R)G7<=>J2@>TYV.L8X2+1>=>(2D9S\$>8RXC&SFH0 M_X6C1%\$>Z+>+&N91/(OO)BO IKWM+>A!TUTZ#HB!>J#>G*61R,*OSR8M)<
M7DSR8H(7

```

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1A1^2ND=EGWZ*H6^0&F^K&@&R:08N)>=>29DP M9Q(>L)>+>2:UREF%<B/>.*6 2!..%=>SG*5%<GR/919DAS%ATECIE9H%F
MY8^A+;MH.(C)I.%!8-HRUDHG6BDNA7%DFLZN6CFN9!&LM2<(<Z>)M(. M&B2K^RL^11W)Z+.V!+Z14Z^'+>O2R
ML99I7:.%#P:JAR59Q05JW5E=K5:0<NAVPE%/(TP.O^>)4?A*#&A14&&&D&8 MP%9I@-FUU00RN)<41I8:A-%SFN+5> M.@REPKOUHKP/&H15:K
AIF"RS%21E12R AXN/XH #9T)D <S<@>+>1: W. M0U9U=ID2*+VC3U).B,FE.9%<0<M%Y:5%.B8RQ-A67&Z9$.N.XI
MMI5=PX/<32Y7BW)Y1K+>7AN+>M1:0<XFI%SZ:1O4S1O)LA+ZST+<3>2 M94=M,AD%UHH8MC4&W^<I(5JF8H5^TM35/2B+IR@)67001B2?
Y+<M"/J+ M79RMC(S.50729VYP-NYI *V MR2PUJ2:/%>?JBD;@KM%:IR-AN<SU%5-97&N%NEK68>NF.XYSIV61.M06 VD M_J2
9'W@U^:T@U=+6+C90%G\H(0$?M1I.8PHM-K.K%OHU*QV VKPI"-BBU5R0 M%EU-
Q>=>%CG$Z1.84J.2G)8A12D1)H01<=>S H6D6NR11K,"YV05^<#M:0>+M+K^"8IR-&J3 YGDHI(.RF1$3KXC$3.72%B0 *,<MA7/Z:/%HYD:1(G>9JX
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UBN2CK+@.K9I(0<^<9.T KQI@WP=JX BIT>+VM<3U^L. 7+>KTZW+WK2" M9#^<RL-
3#EX$5SE:~WZOMHVEE+M3:E&=>LX5K0"BSXT?>^L2F.O(5DWVV+L M EUY1!M:~6-JZAH1S8I^<G0D_18Z76>>QVT5M^LY!(.5%F!@'38.V587U
M1+<+C1L%W2IO.6@KWIH75:9+IR*QIN^TRSG&F^<SU@>:26%7-KS:Z71 M6Y+2YV5)N>@U.T:68V#I(1%57JH^1#R3OAGS0BCIPZ%:O_<S^J:~!#V!
V<S^K MEH^JM95B6J+>7#8M3.PH+MFZU+^<#87AD JZ.J48-ZC4J3Q2RU7M?5 )_R!+M+L@WFD5G9@$.FP^A(C5EW7#T<-RGOW-
S%WA^VUP>Z3GDZ9H?>YU@?>MYKJN^DO>MEH/7723I@<FV%>M81+>@ZHB+K<5!H(P33):&Z%TK^AQ2@R@>=>%LBD)/V0(1I:
MX:0+=IOGFCI3"9"0#>@.00LJ7WA#>$2A#EAQEGH2 $FV.9>A0S1+>S MMZ HO1LOI%Q9QR8=(B^E1EUFK
DL8819J@C/A^PYGQC/"Z3$NJHAO$&6 MDS@6)J4 W2YBXEAB6:"4BW&2(!WS!))>?F |HD?UC5>7+93IL MH IEBP:;2_>O(Y*)5.)%1+8,%=-
7A60RVHBR:R54E$T8,F.V=2FQ^FM M^EALH?2D)."^F|49SE<9HFX^E2-M9 3:;
MI22U<+>CG(O"CGK)"US"(UQO$?TISS"JA@DICHYC^=11+>60N18WY(2E@%P@ZJ"N10&6+ &NHI=7?K<J$8S=2L5AG%Z#E"/2.%<^P@4?
7-1 MXA/JZ#M5K1 MB-?7T=TR^>YM.XJ#8TB19F#D<33W.HJ%F(9(HPJBC4@RE^>_7CK&3.P31<^= MTFF<($85)9P|14":R;0PF:7IL^@3=|I-
J@Y\WOH?2B?0PCTPIH^VZV,| MUUA1K1^@<5-10$|H18TUR@G%:69X#H=G2I+W(EUG(0^B:PC^@). )JSK^M.RYCEQ?2B^L6Y?
P<6^N=O@(<E&12W=+>#NK04<2U^>+>#I(68VR/P)O7R+>F+T M_KFF1&F:$P9.1,2&5Y,2Y3,1:4V4L^T18EUSPG&H$@U.YIPIBEVON16.L/@-MEBR-;
|X.4J2P!%:~!A:~!O8S$ C9?>A^*)#%AL:18G6I&1@^OT=@: 8U M/K6Z&$6$@P.N."U(2/U&^YV1H^3?>@#11R-@1.$3!&5M^&Q!|DB>@>@?I
M1:~44VYDBBV+3>OG?+>6PG5P@IJ *P=E^?V122I?>Z M5FHV88V8I?J-!^0S2L0%JD(GOZP?H_O(G^<E4^KSP@:PNLZU:S<X> MC:YJD6O14:
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MW:~3=M^M=V>=|4Q+8SN8I?^TDSG/V3?>C+Q&P&X:V$U^FV|H^Z& @>M>=>GU6(Z7G97N+2#?>1525R8#^YU)1=RCZ^YVY3L+O_>Z
6I<1T5SM(8=F2 M&+<L JM+I^I^L^TH+>$ FVQD9ITHSNDM3ZGI?^7H^0IUF^<F@?#HOI8>#0 M_P:1$Y^|HOE.3D PYKBMIBKJVO J3QI2F3I/A
@<V @>Q1^>I^>I^>(7U M0)03$UH7VXM7+<^D)M^SH,F^B4VW,""6R7^Z63<7I UOEDBI&8GUIOFSP MS+>:IUR=M^<9^>..I^T/L M#TR0(1I?
%&CQ&AQA*~Y$H3:9S06^K8^6% MR$Y9F.~(IK8)8^K1%QO QFK+>18OVOH2ZZ MMNBR54$(BYX81AB57I@/QIAAQIU@W-
"64XVIG1>7.V9S4=06:6)CB )= M%Z"/3_<^&K8!DM4$(G\F:03^813.3&MIMW396MX-IDX^<N!O53$&0=JUGG
M&PZ:V_7S%<ZLA+S9_YL 3Y6=>=&?YY?GPY!N^!_VO#=>K MF+>HPV>+>FO:~!H!MZZXV^<NFV#1?P2+^MT%3/>1QJLW+V;BHNIXNXE$^I> M
I+>FHW#WMRI^?2O^KAIC^>7N-U6K^<41D?S^WJP2,ZULUF2SIEE+>#".41N MU,2E2H^PD^NFN^<ZHN1M/T8,(G925>5-7B1,|+<J^R^<I^X.EUZE M=2I
K4_1.S@M)1S.K#R*_L_@<D-G9S.9G<_MZR:EW%/_LU1= GVR+YV#)AZ-M:5?H185QE_NL1@3YD081>Y60^N^!H:G=V- R^<I^LAR7EH@/<^4'S*B!>
MGKJG|XZB?7>W<=>V6@<18B:WVRG9F.FW.V0G^TMPBR@:/5.58ELIP M97CA3AND4?2%>T0E245BC.6.%
H1@/INUKRCFTIC1^1,^#D^PC^"M15+2 M=28=8LOD/U(I4@<#*6 I2BAI^@<^"Z"/-5>3(Q3AO:|IAG:~>=0.OA M^Y?6/<9T#S^N^A?Q96==HRB!<3?
@.9.B?/^<4I&/I=-(0^W%,LYWB^I^K M-OHP="!!HJ<3C?W4+>J3JO70&97F#SUI^LW4P8!9I^MX2M82E^2J_ R M&3!9XX1+^D.VIAU_/7OE-
^C9UTQ< PC8.O#ZF#IT^ KCAIS^N@_T20#^NF MW#H.H.PN:TJ>@Q$67J.LK@P8@A@T9D)(S7_74"!R.OJ$5^1^%<@ZMLRU16O MSX
E7=V9QU.2HL2HNI^BAILD5"8I^OW^"OM#D)2X8:K2E M0Z T2-RK&S^A^*WK7X+>T13ER^-6_@OY K5^KL5?>696>1QO-0HWJHZ:
MUG.T4N+K0_>P1^/5WE?4JY43(1_<Q9D)EFO#.@&5KM:19+GB1CTHF)^ \^T7GV M?;SD.SD5>VZ?OFGR1TAUO4C2M5QZ7I>
I+>5LHU#6^0)W;&BK;OHK.2F3; M9+>)O(S^<T$;A:0XES<I+>49(HGOIB^TTISYUB63Q?BJ.H^PDN2.8.#FHO M^#)2Q1E-
I^T8^<GY:~!#AW>N8 +2O 1^@5_O1LZCGI?P36.9U6 H@N(1 3 M_5-1P ^11Y0^<M+MW5 K^M>HZ+>Y$KJK:NJ/@6?SYMY^<COLIQ_#2$%T:R
MQ^91+RPI>+>=UJ&L+>)71MEEF4I^M^7F C?L7SIP4QI8HFB6"NE%Y=>QD MNDI$D!3^D<%^S*_*& L^TU^QCOD E+>R IDA|M:G^4.6UIY96G?%V!
M0:VHFZMO@_F.UUYO^?MHHPKEBGG^1 3GDQP?25CIU^MGE$QW=P5:2FD.M+>+53>D#>QZZS_XH+U#AO<^<0^A/XI3I45_-^!8!&
M6/U_P>=SBHJ^<S.PI^X^ZN-Z^T6I?P MPZ16BUZOM1H^<O_.16%" W1_G1NMONYA0>8#WJB XK^<H?E^I@<^WKIO^0M$ MY) 5IH00?
6XIA_W@<LSKHT82^<N^T^Z6IT4:1=K^O@=>@9
```

MY:\$(C#RQD33)HIB#IG5K75%&+204=&B\$1/40(((\$C(65&E"1GV#5Q%Z M9 N>|LTMV=*8_O+E97^5\$V=TX/5<0HV^%\$S"SIJR8H\|WB\$K/YF=7+9U2*# M1,NQ+HU(0);#HMM69JGSK%O>FM1_46LC5Z^P^T#|4B>%V M/KD\$Z#PIDA03QM\$CA\$2PTDB6L\IYZMZ(K+1#-HUSPMN#U_-1,5\$1_4T\$SO-MB HW:~|OL'%Z^C:U\$SP'7,<#N&^'IS;JIM H(2NK1"U.7&Z#_#3?DZ-I@HM;Z MY@/8.(2134:8Z#N\$B5U&F-AH;Z>U=1=1R12H\|HTSW^/J3NR:4\$JMJ-M#3.CRU^~"I(5LKU\JA" (QMR=IHL)M5VP"1>Y>?2R@U=KD02P>UO52^O M10ROS\|F+^|)5R@;WH'F\$4.FE."F"U"98L^%2.@^IZ=CY\$K%IKD"4&J982 M4.F+6<&;524D&/00'L^)>+QFDB5*1>J6AYN\1^5TV@*|N@LDX!&1%3% G3V1^ONU888-AP<+DX?^NX?|RIW_R#0+D? M14))\^H7&>^>20_E@O>GD9MZY9B%R%|(TQ<@?@BCS_B1D.3B1=X+@3Q^F M;9/PMJM=C=^RIH#|>)|ITF8_\$SH4Y1 M1|V1+C/\$+CHS@^Y33T)A^?;5E:0GB#(?*~.!E S^X^D; S&P\$R2>((56?2(M2KA!&2\$P_5AISNP4UF45.GB.W:XUR4HJBS85&W#D+;0Z=IE8?^?B_BE; M1Z+19|R_C+|@%#;#13%"@JRYR5X39E4CN2E6%T1H?7RWZ3\$T MP2)0(M+H<?%7^SL(ZHGP:H-) (C E#X:1677TUAHMH1D^3(U:VGKHQ2Q0 MF#%Y.3B*1:5;?ZX=X.ZJ_-N+XAH;>(^Z\VVGEI_Z M/UC6;QP1/CE^VUM@#^"KN+2R6-DO^GN"-6JX& \$)S"J25-M^9JVF-ZD80L4M1D0;&D|JTH:5CB;B^L/L851-A^CIG1^R5E/CH|A+C|H MX=Q,B;AX@SRTA3(E8K%#MAW@Z^U@K)O4^F:O1!X^S@N6?@0U GTN%\$S3 MK^GAMID17_5(B|H NA50P^OAK^Q^B^81YOKHIDTTL M/V@~*2,1@E4W_6^T0X:HC\$|YPC^V)Z8W#N.3905S^CQ0;27L= _EEM6; M1\$&4+8\$UI(2?_JX+G=5XA=C;J9)G8^87?^D2=IRT:WHK+6;>(787XU^L(M<8|X+RY<;GZH9;B^|N%(XVSQ/7B;?%&J3=ZPHH3?Q^YK-0L#S&3?^M2N_1HXV,6ZSR^|K<^QJMOQ+Q^?761H619IS^L^|C+=6R^QJ0D>Q=P_MNZ?>S7H<#A@#4X.6^02|19XEFE35_UBM@S2A? T1W\$DT81^L(0)E^T^=0.S MX:8E6^Q^ON2@M3;/6V1_B717C>9S43^4X^YU/G^SV0V1^771^160A(B<6C90 MEIPLAU6UK;U7^ZL-C"\$MBS@Q^;9,VJ^LEA?Z,B?^KR@0 #P8\$65+H6/|Y MH^R^L"&L;J=P7Y#%;T2|H4X\|D|X2&#R.E8W3(^#D>P|N.*14^1^EXX5-MKJO79;9;=^*JZK6 YK-<^F^&=SQ+17D_0=5D_Q)1R7QL313X2EIS!>2 MN^12A\>D4)8J9\FUN6&AWV@K^DM44;5VFJ9E601CQ<=S^L^D86^U@^H;MMJ^M#>=>M6^_09"? JXN!&H_L+TTU^B(5B.HWUN=4P2?M2?6%U%\$Z|AIE M(C%FDQUXOKA^ROX21AE(8>P@X1BX0P^I7ESIQ?>2.4%4X5X^2_2V_4W^~ MD@&M^#B\$.*^1)J1^U3E^L2!1)<8C%=TM844_7|R%=-\K^;"Y_ %@:\$MMC M9JX;>AG=CWA^7IA8\U>PX(R_29G-WIQ74G9O!>;7IV+NLR\$0%PK M:57|J_\$W<_H.Y_&H8Y\$IU&CP93BNBRP|B^#AE R_Q)^(785<4L(A!&ND;M|)>=9@FQ=RR^_0_6UP002KL;#)S)/1S36K9?>HS)I12^FM);%P@I9V8 M64G_-P;TB;?7=9W=&T6A(RM7YF0411M8KC@^|J&X?E^JEW8B=#79PN%W MW:"#FCFUUO=PM_TPB_HF^9>O@6M5(M0F019(4U,RBVO^AOI\$65B%EX^JOWK_%|W^GK)KNF>HI&"6W<^*HX;#4_7 M@/_@#EQ\$IGCY4C>^(6P.XUV^*3(\$P(E^ONF^&IA&I^*TB)@P51^B9I&E.Y M1_FV.40Q+&U^9C;?22DQ _D4!UU7H^V2J92LKTAKD!M0=>?I!M>_>Q22DR-JZ MOVP16A#0#4A6SU\|SLRD^|YV1_/2@Z,2(|ER;)=C^&4J9.9R0I8I^<3\$Y8;LY@_?N^ C(6TR_&3+^*4_9IDN0>D^*1 NQ);%R2VOEQ(C0/2)%LX%3Q_?71^|H 6L1=^?OT0X1M^U^7FIUZY9_9Y^QR;Y M>^VSI:6K8ZC&EH?>^5V|H=W^;"V)^>6CTO? P2_"LNU?W35N2L_&2H^K MY.OGESG(=5K^R)LM<(CI=J^=GSQ.H9UW36<6M;HE7_YY=I5J5PJ4A0S)I MJWJ@>5KTO^DE!Z+ _UROHK7HM5NKP@P;FN!49V1O2N+^#_1(W#2+M;S2T2K5F; M;E86_U2N;CD8HV<4N+ZQ67IK2_W_S73YVW3XO7J95M97Q-^*X01Z&GKN0_M;95+3YJ@+>Z SC?X>|_35^&3;SCS/MGL;17=KHLBGTB)P1DDJ_13RN^NDX\$5=W&4IKB;B=Y^X^JGR2_QR^IX9<6ZIAF? BB#HMB_M;QZGU9X_EU8+NS_G^~^?_9;@N#FYH4;(|6WJHSGOI*5?I(A^H9B7?<\$.4 MH=F\$BV8/5NM(>_T3KN/MG);9C)VX^AN&3^*6FWY\..B7? 1L1T3 M6TS<?^?|MV=/_U9I_E/FZYTWM6 MY)7IX+^P\$TK^O6#(H);*5DJO^>M9^#6G1<^?4EBK_G(OP,N)A^N^L=V^~ MC9_1VZB4;_I^AQ.83B8M^<KHL%XI2%|N6SHU7^6L;~GKCFY2^1N@|HV|^~ MK2+4M9FRUYET3D8X&?6(D^|S;ES;GT?>^0EGT\$FYL?MR_P_QYV<|+C9W1_>7%;M_-NO%G|OC9?/36R|_M<-(NVK1ZM(EZB=D_P9V.XSQ^SB/4FIS4/NWLN\$?(V4%.1C@9L;KNU27/3YVW M7\$;LER;NH(63%GD^F41SH6_7DS;7I7^11A6HZM<1C)9JL^?SVE;5I(HH M_GE UT^>SL^SPOBS4(BYV_VCEOPL(%UIS^M^O^V D5F\$T/74Q0S@M;R)=S%=P9W MT7LO^|IX\$4MWIKWGW>F^;2_ |HW0^7_UO9_>96E2Z16WDHHAJ55=)CT&6^PK MFBKL_N+6V5KO)29B6WMZ;C'=-%C1(T3_8)3<_4M7+2<9)&2=E7KB;VK8+ MF;? MRIGMA^*X8&^XX DI;VXIH3@NV_N>J.FEM.^JX&:84HV_O+^+O0\$X^HD M^D(PCA)<\$^VJ_YAF\$?RO@V;NE(^UP#BH1OO?^OLKWY^U^ QPOH@A/XZ;MZ+B|S;@HCIT=^_8(3^J7?CGY^L#>M^J4^_L^BVB^BBO/DT3^7B;B8^I^ M3P;P;QD6(6^#Y30#/#X);P|H|^<=%1BSIKO-%/H=W;- 15(7K&NM;7UH3?UKSQ45C_&HCMA^F=N9I M_)B^RGR18;F^P5GX&=9&GL^W|>ZCM&Q>CV3JNNWUIC@H^<^ MN;1_29NH<^XN@_VCQ_0.H72)+8+V^B^|ZL8K^QD25IS^U^9G)Q^LE_0_Z\$ M=122_!6G;APHN^1\$7O?^2AIYVH<^+"BBIUB(|\$Q4N^K4&0N(N M19F_&9;B&\$NWK16YNJVNL=85H@Q^K(DXV|V^6 V6 TUY?<+^~LJP>OT M.^<IG.RX)VYV|_UG\I3Y(2^OY>_>R.NA;#^Q1^<7L_E5Z/!7>_>TV2D)X M_O5QH_K_5P^9K96|1^*8Z^78;16Y^|SY^H^?|O1H!-=P3S_L^N1-Y^P!>_>O>=|JMM@?OCJ;T>Z^"|Z;8.DP&2LA#=- Q1N@A^AATF;3^#LD%5DF0GPI80S@ M#_)B.DFSJ9<6F7?Y_N+JZH_+|_PIWX_~^T(*YAAT22I7%=B@~_64X31&^ M#T;IR@S^206E!4YIX>IEE>O\$>_>J^T(O<0^>15NG>A^U184HW_#6I_?UO+4<77E;XWI^#0\$^T^44O9>6IV^A@XNO^WUO\$H^4^F+X>3H; MY6^*X_&AP&1^SR^MVGPRWT^?5V1P_>X6(Y2RX7U2ALCODHSGX2H?>K9^# M1_D1_Z9X_+Q^6AZ0I_\$)0S&49Y+FD#;_OSN@DJR^6G_WAY5O2BZMSOZ=M^OO_Y6(R3?_>^F0Y\$>YR^+1(O6BWWO3>OP<5A5;WL1^3O=78^D_ZM(1^:E MZT4(O^&1P^YQX^RH;4NUO&MBSJ&3LE6L9!>VXK71M^XA4^>=>G308F M^N/60?1OT_YM#Y2V^T_&#T;VT/HA&:9J30^NJWLC@1X^W|P|H|HOT/X; MM9?/QB+^I^CMVHR8XOGQ>9@%\$M%;>KQQ?0O1?5^|@0W;+>=;P^%UIDGF403 MAH_OO(SSJN&S^V^+C9_?/HJ0^HE MAX&S&2;L_&IMNYY+CUO=?K>/7)4^ZW\O+|M/F^_MPKM|MH^Q1T^ZVV;?@^@H^~I%4/9^#ZG2@6^Y4ZUI^#Y032I)L1^\$XH3)YE^(C@B33M^I<(<V^+&O7ZCH? Q6S MT^|*IT14=LMO_MYJ9?3O;PNH(^@#%3@L4^?Y2^YEA7B_NG94^F\$FT(Y+^W3 M\$;CVPB2H7YKDN79P(3I>XQIXY?STSWSMMW9BX09GF; MH800LB_9^AZYPT7QW7AKXO)=Y9|L^Q36,38A^VC;M(86^GWOD+@JW(C_M1TNFJEJIO6^|P_R/U^M^M\$5E^H^Z/C^@#D^R ^HB&=1)#_M@N@000)T\$VL)=W1L)Y!^#5^+H^R(5_B|E^|P>)_|RD6IMB&_KOS>I^I M?(&\$XHIX^(*?EFC+GEXO22^ESYZ|QNV3+^>^IR?C?UP->)>R^L1^>ZXYG^U_M0JHNM1U7;IV;ZVY7+V0JHO|>E<|B;5R.4B_&>13I&G>XZ|PD=I^E^FW05Q0 MMB@8PM\$M3RZLXCM82&/K;LJ#Q>8ZG12W/!+|_6Z\$Z3^DUYWBX_+8<4K17^I3P;O^RZV^11V_2H&=T^&|+4IV/6W.3G=UE;^U6^<|L2ZY3;^L;C/=A M4^%+PP7+2^1;K\$XAWY#>I^CV^C^2P;U0J^R/(0H0Q^3/QOV^T^5%N0^>=>W M8>U/^#6^FOP^UUCFOIS(>N^ (%7=@AIMUP_@9^8@&@OC@+&B07N M@~^1^<|7<_Z6|^T^FRKTD38Z607IC|7HB\$ELH;Z8607_NGEBEY^YUX(?NE M3\$ 7@ON1OH8_F0^8!^AO M^X_>I^LVSEID^WMR(|\$A9E_P@|PGH1^<N^JY;78&U@&|R78R|/C^%M+ MF67XWH22/LI0TOG^P_YRSL+D2+ICQ_6^V^M^B#;&5W^@^+1? R+>P1J^89G^E M(A.G.O.L@2OBRCM_9W1_"Y4Q)^DV1A^283_P%Q^1<_AH0\$X8\$N3\$1+P9^L>0ITB&63H&UC&?>I7 R50M M^YCDOTCF\$;11%/O /9W>./=@;^D>4\$+_"RR^&^!G8O5^Y^5A^<|+YCV M^" &EF3YZGRWARMH)XG8=.WV%>DABW+83RD-\$R_-I6^I71.A4T 3#<+9\$W_ MHIY (IX;9^M8Z\$=>_10W6F>W^K6_JC=>M0J>P6|J5+D(LB&^Y0C\$H; M\$;<3S_1RR^XK5K^H^FIA@U+5^>^Y^W^E_9.QQORQ|H\$2IMMI)=(&FIHZY M:Z? D&^O^H^OD1C-WM^<V\$;Z=J^EO_<FRU^H(K^"BY7I((121DTHPHRI>L M^89C;I^=0H\$G1O^F9L(R45;>7,2V\$G@)DC.O^NGC(H^PDR2< MD)@7_#OQVSWG+FG9;3FX+^;7>;H^>)9LB-ES<|E+11#>RFEJ.QS7WN; M=(^L9=F;V=F>;=^9=1XFT^R|S6?N^GO^|+^MMPTB|>M^J^B1^W|8X; M3L=Q+B^G\$FK0DIK<7_774+^#G(RPLF^U^200MOWC^UU^MPO3=Q)^R^N1Z7UW_YT2G2+V10N5Y/SX^ONIU+<IWE M7\$+_1J9^5DSI.ZCBL|K4<3TMC<1Q\$N?)|(K|_9Z6CX9C^S;8AW7N^Z7CFL< MU|NEQNEU;H;H;GT=2F%>A%>90_?91@<NB3_4?TRR^_W6 =5M7;N>;_3R4 M(WI^YWIU?H_/W^70.VI>L4^>3^WTL= NK^|W|&S8V?^SB^9DJGV\$|V%(? M^A1NN^?&SILG>O|<#ZPYZ0PL^?NGNUCH^E0? YQW8ELVC^QHIMH|H MUH89QLWU#7KF&_V_&&G^V)GOP8N+43^<^AF+Q2B@9I>=>P=O^W|H^&V>5RD M9NNXR^DGL56@?J_O^GI+^#MHQ|>Z> |_8>+^B|O MZ=I^_B=W9/K^L_O^H^N M_<|S6^|IDA1^1JB(^*7&_TIG^>Z^AD^W6O^FAA_43^8OSXUWO_MBNQ\$A1,53E2L0528^HCV MMK<XD,WL_U^<=SOI^<JB4AEHQ^#1=SLD)SONJ4I^|JWCTI^E=L^#^O^G M^/97>IQ@|BSW5<|UI^BV(A/3^<_DA">? WWE7^<ZI=^Y1^<^HS3QIH(<^HY@R3_9^RR\$ M^TVI&RIN^28YM_<QD5629?^E^"I^>S^AF(R2;IEQ:9=^G^XNKJ^COW^"K2 M@PT^*W0<KF&1^E<4QF^*S|93A_0\$T01NG^%GO!>4^CGOAI^V65R4XXFI MW0B1P)Q&E^HN^WP7PS M>AK^|H832EKX+2861^?UO+5<77E7_Z M<_I_E_ AX8+&KOH^Q^K^IB^<DZ^N5B8N/QFE/_IY9N26J^M+ATY^O;SE8E^|X>9#D1HG(HM\$BY;R M>/_X^P|H\$H5;Q|AWP5Y&4(3K>BO^!A5GA? +4LLT#-N\$B>RK^J^G%KEO^_M%F+PNT5MRZ(N6X^#?>=>X;@F;QS7O!C7N&X)+@?;@8ENK)AT.R2EZ8-A|B|@)#^J0,D MW);#>MSLN^DQ^Y>;S;TH> FQTH=LB|R08IV6^_MH;5_Z MO6Wf8=<_X9F#_%DZ\$E0@L;H0^<^H0P)S2&^WZTJG^<S_MBM88_MY\$IA^X83% MDPF+JNE3&@S41.6.R0L3D17UXH5T3^4T>@|^|^1^<?E2Q=H^<^S^>J\$O4 M|HN_P49D_3^@D4R^K(|174@8;Y<+^E2;OGZTO7V|3H<^&/_MUT>1_Z_8_#^HXR!+^1JKA@G^H(G3I^H^5^<^V82A%&P9_EX(HZ4|C_P^|L M^FDTFJD7T^L(UO)FE.2^JO=?!RK=ORK0_#&^RZOLT>FNSA^/VAIW&%U MRT(3#D+^<YD1@|TSB\$Y^>@WEC^F@V?24C&|QKX^+ICE M\$Q|_G_UBB0KZ<0L^JB=VGH|>G>^VLXH0;9KLYG|E^R^V5V4|H|1^#9Z? MDKZN^>^;T9WF69CF|/TKR(@N2H>Y+^+^YX?>E>WM=AK^7Y3?7^1W9_1 M4T^I^GTP^G(LKF^&L^HRNVQ^W^CIR@>^QP+<1^F^18Y\$> \$6AP\$40@O/37Y3_M4QSY/F3>)TA^<_2N_XO4-FDFC\$Q1AYYM(^UZ 8^=9^OQ(P_1G^<\$S%=48 LOH)V MT.A;KCK^K4MB|H@R; =@JS9&Q!^UOJPD#^;ITAW;5R;|E4_/MG)H\$W8 MU;V100|DT@S^J.OYQ|^+>M^QULN;^Y^<(^3D^O=72/3ZB/_K M|3ODQ_#U27=H>R;_>N_7E=Y^(181;Z6&#>XC3U1D&4>=17%&!)IC^H2TWE M.KORI^UAH^T^V7N<+^3MGSFSQ23<^N1XU_N10;N1^<W3ER? EVTY:DYD;)&QJL.OH1^?2.J1C9_TYX>=&Q;C=SW_N+^<^ MOJ>;^CW68^V8B^V6^95\$S_#>=>^UM/UTN15_52RZ|H1XF=&U6_V^D1#_M4SX(V)M-I (S8&M;R1%_>TFQ|QV^X^H=^&X8.7BID^XWY^+^B^?_G_MQXG<8&JN).M^P&39U6R|+O&9_GI(Q^#^B^MEC^1.135>S^4<^"HB=X=&^7W_MJF-P=|J^"WOVTV4>TF^_V^_8+1^PLME^0MC^Q^GAK^SPO^WW.O1#^EBN9 M^D>77/L^<^\$9Y_FZLPYX|EB^P3NM^X0KK/9C^2D+W?&)#@1T6A#B/#> M^>M^GAI^YV?>SNEF^+Z^4EL;X^ID^B_65Y+M|G+P<8K@JR\$>L^O_B|H^X56_54D^D^D^P^B_ RRR3^3^F?>=>1 FK M^7&^YPRRC=^&BN23-IL#;0I3(F.(IT&1_Z_EN<=(X\$#KX_26R%PI\$DPF<+^;\$ MZRM^#G_P4.07GY/7@R.8LE4I+V.LG.O&^>^ZXSP0.B=P>>A;M=^4_X#1 M^=YX=Z^CH<{3}<2P/^>XAH8FGC|S)E=&9F;S;X\$<6+G|_>@2T?T|WA M=1FHVV^<P^1^?JHA^_9ICV^~3.Q=BQAH8IC^M_5A^C)^**_YA">K^<M3G@WP.TP)3#^1_70-R^>P^NNPPU_Q^52>^OYC>+T+F?>P^E\$B M+>_ODT^T^2^>GD% M2&^171^L^SQ01P+3R^<A^7A2 W^L^AT/>_X7R30;1^E8_WCX(C)P2^&0V#&_M^/I^C=+30!^8R@*EU^O^HS_-G^2\$J^*MB14K_00R;|O; MB^G^Q^Q2#^4_@O|U6_TSHSC26NX8;XEF0!AS7!C@SCM^A\$7H0IQRT M@>^ZGZMX1=^Q8_(J=7A_?^5317)WL92C9HDA8 M^A^@S; <^1QMO_X&\$A5W632\$Z^HUOM+4&P=MHJ_N MQ6#WS_R&#&1^5GG6^>^221A^21;M|O)=>QQ|L5M7KVQZ_Y8ARX=(NS;O_M<^R^<FHSZ-OFKIH N0LKK.B^&2IADQD>|^7NIM+M.(BO+^_08_K^JW|&Q&/_M).&P=@_3I3E+&A^<^>^EG=UU#;_V=7IMYG;TP3_(R4; >5.3)7O_Q;PC MWPFD(M&|U_)ZO=Y11^3T1+P/RJ25OWJPOB1.H>=>EYQO1^J^K3MMLY43NE MF13?Q_%%P^*A>@Y%(+1^6I7U+10/AEE\$FK4/7R<^L M^;S2F^~^AO@9_FMEGMT_X^|_LS4P^YT(N^_OBN_7.B+Y0W9D)VB;@0_1^%<^<3^#N^1^%K> MG&C.\$|Z)/#8PHN>FVWX^0^!"I2^<Z8G7ZLO&LE=);JB_Y^?0A13R?Z6^<LM M^+M@_M_1BKW_#;3-ZI5MWSOTZ>WWL^O;ZUO^<^S_U?^M>;ON? ^6482N;S!&I(YBRQ1%>R<6^1S_?^X319?T MWPGW010K+YVMB_#87U_U_Z2G=&#Y|AN+Z4T^XF3^***@/L8(F0_VF2SU_M1ZH|U/ST?SD\$<_>2^_B7Q9 %4?>=^H^P>1,1D?XR^<0)M0);%7FHK|9^%ML/>^Z^%Q.C.FIV|+>9G2_9=Q;B_1;8Y4=JTT^F59FC^QI72=^*T7I^UZI(>^I^MYI?I? _LK%N5ZL^&|Z>^!O#7_!0?3#>1^IAD(2+87&?PSNN|)|15^WPCZ1+QV3\$^NQ!> M|#(S\$N8D^Y#Y>VRLNVP9I;9+>?EW2|+1^>

```

G/OSWR&R7Z2R(HL.C3U'R'9B' M0MA'1)OEB>60H/LA L#V:N;%@O;;X::CU6Y59N+2*M'+0W,+X1IPRN65PK5(%F#3-M1%I?2
*H>G& K7W>0KU33P.O256#(9)>+<(E& M.YCJ1H$BDS.Y<I8'X/Q!> P24KZM9Q?>=;('V U1)BRIK4I< \FDYI*#J0 M.Q.O@7=("<&^1+9
K3W8&6%D52UNR0-HXP&R&49WL(47C-6S3T-2J25U&S;Y<D2Q>>D<CE6PMDD0683-AB.Z1H.M.COQ!<4-2?!"TF**<64.6\A>+*M
M5YV.W^F<FM(@,):1E.82.TG3<<25%C%U#DK 1(7FOLR&Q 7CX:(C*!+)^ ^,D MO8L<*9:RM'0 SX@ODL%I
(LY2HQR>G)H'08<5A;4F'DR.ZJ31421HK=9Q M(HEB/PY7VM&S;I>U F..K%2LID6P7)=Z \NR(BANGT?T9AY6W_G.LJ+I+R
M:Q3M4H.G<.Z0TGO>W/W\N<HJMA MTKH;7'<H.OY*U1(DI*YH)7'<8>..0VQ?R'P'Z:#U90N0ZA0HU7FL=
M0K$B$J6H<-77BT/6)M7%$R6@2$X+Y%I@<V<+<<HJU7PYNUV+;U=NTFMWIR?J2A>#I*WKOI?W>* 7>ANNK2IU$ M4JB\
<I8<9V.734_XA_X$IDS+I+DF M)I-ZAUKHID4N%7S2E(Y>I4 \NDW'GC# 5HSIF<SCK'FRZJHZ-NN-M 237V>+4KMMIMUP?HNRX_Q2W77?
MMUW$V<I\VA97K?H;YQY%TYIS3=>..>DK MH/I<L?>=6AQM7H0B?CP&Z?SA>..IF10-HPA3/GS&1NLE(DNHOOF+Y_VCM? MIOW3?N0ETWC15I2
Z0#=-,H1U>O1Q&Z;MKAB3FGFN0-(KW#)ZD*?>Y8);%ZT; M61GY.1'<XZ+AW29-K*#IN8,U;Z2;<I?2;8'V>1..92FWU6U_2&G.Y-
M#VGC<U0M#)K%60P57>D@<1HJ=T(HCOMFD?VKIY$T$6812Z.9-6JOL7L6ZHI MXHKQUM.3FHE#=#Q<('J.N/53IQV2^>)U<KVY.2I/
6^UVI<Q5O6I?>YU85N0 MBK>14DJ:5(H%Y6'>75K T!2.KWN#N1FQC.R%5GZ=9@O12.OH0GO SHW'MX 3# L.8>..6^?G/V/@D'1SW+>
H$*)T$;W2=&D M+IQ'64UQQ>+BDQ=W'8#A\ M7=>M818Z.Q.R2ISROA39G @QI-88.AIT15+WYPNAVWV>JL2.9W<A(8#.0NHR*.2TJ073*1LNI
MB_&H1-#D1HS.A=EA+QYS@1QHIID<I(LI0<=<J05IFE/HY5T.Q#=#+0MY9W@ MLVH8$.IB
H@9P@<#79TA$<KL08Z)YS)8C%.I*Q.95<(K-8$C\M<+>7DML4Z MZC%COL=@R3D Y2/0R3(XYCR?8;?OGQOQVY4NZ?DBH_Y<U<CJX=6<&PGB?@ M;
(2-W-1K'-=;#S>B(FW5;G;($ +MO9?2+<E DDUL?202L_VK<+5VYOG MRH5);?@V1>6"W7 L+&S1K+<6HJ2HSYR=MU2UM8* &U;U&6*HTU;W.WZ_
MFL.SD5C6X<ML'KK:57FFO)S5&SSOM/Q7.4D@O51T(<=<856)3" MVO;"8-84;$-I*>3;&XZA=WSJGW5K;E651)"C&M*U53W2'5&-?VAl.)MJ43
M#N1.AZ6.4J5.O1*N1+P@<VP +I+7V#29V<8"&..I;H#>VCL<6N'B_ MB$7R%L%.F7YJQ'U'340Z?U@E&Q.#2N%=<1VZDGK%/0P(KF'FN.OC;<&<:
M8O$RO2D1\>3J0_Q@U+492NKW167B8A7.O>KEZFQDAUY;B2YD)M5LJ.KM>I?>K+T_KY=K10TPWV'5V.9'7+>Z01I_X$M_QW*HT+2L'FS;L?
E?@B=I! MI0'#Z8PWP2JO;NM7EZAPLRN-D<I2F'40'+%5RILWSL8P-#; M6!S>1L#506XWUS5NSR'BO9MD+CD.C5;*N2-
B.R.P)G2Y(*YSD20+7CRH'& MOU RAA&+H;S;SM2T_:=S@CS5W&V<:(X%Z+I)P356)/ZLLO;R876XR&O4 M1);X$2R1$>XS/21I-
@X=6WIBK$2VS;UPI5MW144'>NGEAP3IS'H.LRIP;NEXW+XN+DYI6'YC@ICHK+ #7;1>5;7<5$O6;?0YGGHZI=V<C(8)0J=2I<9^FO2V
MDY/6?>=G.Y0NE\FQI% F-9IG9RM_0*CW1.YR?AZ9M71**IJOQ'QNP-G%) MJ?GK;A)W:\% M/<<%#IMASQMOV'&L>#2<%#;YC$!
M#NE3F+=+3M#16*WG'S7HVJ.MT!UO7V7ISFQ5WNWZ_ QV3F0M7/+ MKN3J8LW1*DJ?7=5#<@IBCMH10L$Z(SC**>#1XAV$<@H2-10QO/8I'<R+HB
M@1=<IT3<$_%QM15#1@I3 DO)7DIH+V?KY;C@2OP1+>U_ UUN?X;YPOU1M#G_..BB/KS=>& ZPI3<=<6I CL/6W
MC>+v$U_M_15#ZNDKFHBDU8C>W9IYFO'LR13B78&7X_*7<=<%O#?>6GDU1ER MA-WG_ XU1F78W&406H8AZA'JUVC'WT'$HS&X))O0F.*FP(
G$H0005.A) M*YJ;ZZ@E7P&69(<=#(WHASQ'DG;7)$TX;9M=R&I>FP=XVX00I)XWU%M/8 MR2HTD 5&QTVI@%I3I_J&O95JM0:-
I'U9O+H(E09BU+H;M/9\N<+H<Z'; M^H<+>D92;JH4.C$A'I'Q+8+JQZ%>@I;I (@)A"Y"-ID<(L2M)Y';EACW
M_#Y+M(MDWB# 8IVMAWCDR668;/XP;SEM;G;Z>XIX91'4@O9ISM5-5GY06<_ M.UFYEG9E(2M)%&92RM; %>+V2HXIW^ YWC=(
M+..M&*%W6;KBJ?F(SG-$<R.C)/I=HVQ;Q5'3IP<BH.M@JE+NLD.IU%IWH8IOL M&PWQ<J'@1F27&+..2V5VY2$>R)H8**I>M*2+ZW1*^R8D-1"JH-
X%>+1"VOFGF;8<<OIRM7O.>((8=2A?CFK>+QJ& MetyHOI?2AW<7C?T SQAI?+3 I<@<+>W JS/SKIWALL)J$|@O1+<D>0+IHTX.I@<'I$2'M#O?>
YN<1?TBKCH4+<4R'X))U*WP9 MWPDDHF.K)G93U%FY79;4'P'9UI AGUF IYP7<+Q3 B&B&=1A.D?>P>T.I P&W
M%!!%DR.M>8REV=>+<^E$RQ'D">U$K+!A&HWWCZZ6;@*YB17U_P=<3XU#@.TF MB.Q.XX'I'BA_W/I04=GOW5>)Y\H.NIF:E#MBDG1<M
B1_8HLZ4\A'P#>+3 MR'MR8'DB?+JX82>3E2'=W"42IPC*B+1ZRR0_6B('L)H6F3'TLS M1TNH;5D'1;(V0ZQCR/JOX81#;T21#6OJ(7 1@11$0(7
B'B'=U2+>U-MPRI+WF2UEI?2PK2<0.P0EP<.#;..( M8Y1+IR3XG_XRF1T$JOK34455C<WVK1C4YAN<T_T_X2<@<BREFUGECM;B MX?>
_6<-0093-75+8P$H'Z'K 8=IRADS%'_L IKDL.#GMX10I\Y8M0>3GJ YUTA M'4QV.3O.J4338%<MD;NKK%!(G\UI8W#IH-
Y1%&(#W4)7IU_NH2E.R MBIGGK<^%$<@/S$U A&KKHV35DKB(I T2J)SNN=C..LU DQ%IDM;$0Y 3)K8M1(
MOPO%<I\AIP2V(2L_&18K2674+4GRR63HE\SL7=<#3543)8BTM_2.YA1YLLF M5%;NHA@TIFE0Q_5+;6W4F;I&I2U;8*YB/$D3F>#FIW
=SRHS=&MEN;J MV!&26N%SPX;? ?>+M;V\AY>73R(O)A.X(VQJHF5O/&O;K2>W>T3VI>7 M9M_AA4\I\A4N\MUH'IY79
GM_YA2KHH+60<^OP=7LBN8VR-IEKY8VV$ZM M22N+5Z 7 U3/0+<NUL(N)H+QUEM%_HY&%"I;Y1+<S&(GCHIBGC M$1/OT73A
#3;JYU3COMZ(G.Y>+RK8UY-Y0XHBV C?F+>P(PQ=>2VU6;U MZ10X?FEIOZX=<KO=D/3H/N1W3X1_N+V<E<I$1.85.SW0F')T8LV_/_
MZX1_>DQC=E@I;*>0K0JZHT8;9Z/E8J+<B*R9_1 MAJLRK?T'JG(B?X-TYSR9_O1N4UGU7RXFFS3_B\27X&E@T610_UN<I
M>4%<OKRV2UK%$KSI.TZW)$MS97U.V2H;>+H=>RS;M:7Q6C M8#CE@+IVME'";<1.T3/Q5.Pf.Z+VWF./I%&3=>C>9.D31'DP-I&GP7
M#5$D_#@+>#T'IO.T&NY<XIXSBP1C&_J9#@<8BRT.U5B8_2B3B&OPH@/_@'J>$..82 M1VDIN\WN#OW84IRA<=8H?4E
908YX IR@+>I/5#Y"=<S*Y4T'<IN.MPI%K;NWM3TKQKV(8%&_I_11>4<CHD7N95<I/92VH$WFG+L/T<^%$74Z>Z=MRE(R;@<SO3PCLE-%)G*
I'_&DT;L&BQ33G@<0>+!<G>*8D_TPN1H5B8 M8QVULBP*YE303GM+J*4H9K3*QM/0#WX.#N;%S1;G8.A5@<$ PEL
```


MRW#C=)0\$B&2UVD(J(TA%:E'A44;~*P*2IC;B@I3*>:(#D#8#;140;I64 MF<92;MHP4? S~"IL! YE2TC2X*2A\$KOZO? # ZOF&8OI3H\$ C&B)O F~
"?X7F\$PIGHW2F&-(Q2!P59R<-(F~>9!M1193M2EBK7X*~HL)4~"#\$8';=@~" @3)86;Y1=94T)03L>N
MORMQC:UT*:RYAXD2AU/E/ZC!K91.+JA@QY+C+-\$78GH9*~)4+K>P5XG9W MNA>J.C.VW3E;(H4%FHK~
^Tt4QH13L7^AW:I4QFPBP3\$<^(E%I9+Dj2 MY\$S\$ZRR0>V;LOSTJ=+1+1/C:%74Q)EK9;8!<6XBVIG56^4G_%1C;<8DJ.A M5F.W4<6_K/L/V?
V/..GP8X;=H931/0IN0(*+&225.PD9(VV:KW04*+&1t6 M4_OF<1#4X/24G/1M\$3P\$?F\$DKH6J7VQ7HJUD?=%G90I2KG^MZ3NO=92#I
MIPFU+1G9E5#?^=ZOUF)2D_UMIAIOE"!&ING!HCRBEDG<:R "KNM\$+^F.M.P=>@!^O1.)_PXGRD#^IGZO%5#HIW375\$EM;:H)C4/K-
NCT0UGWT3U/ MX*W&6F\$XIPiR97TT;EU@%#8\$!_!>JO=E/%(6\$35:NITU*(1QNF^>K^!N2)*&Z\$51;EXBT6EYVID^CL1=C3^_7<;VC_/Y)SD,K)BLGR4
M#T(#N7AA6@RF4G.J=1Y5UB\$~#S=R^LHLL>E*KX<>?Q^N;Y@&H&M+2ZXG)7_M;6J(2^_)WH;+0+~A*!
0/L_)FIDGTD*OR@Z;J;fE/E@ZX472YPZILM1<7 M\$TZFONV..WM^B.&U+RITN0!P@)C)FA5X\$#.Q!P*P*5LPIW;6;:E41CZ%:X
MI8ZDTFBF=8;T4B7_VGN#>~25I@0/-26@#Z795780QA@E#;C0#W;*<&EA<
M46.7~ 7A8;F=E-6E(H2V10!)^YKO84C@Q.XS9U_QF.)V^!MVG+!SY!>NL=M_!/^6^O:0*60R7RV^V@Q@K^TBO>+;/R-0CK&E(Y9X%I MRJ_X'7"
C<=>=QWU9;8P;C@>1>U>NAY^BPH@O*!IRB!P\$^?RKDL!&1.0 M1A;HIA9Z(THB>WRW.^!N7F.@AMO@:U 8!^7ZGY^D3EY<:EH EW0\$38^"R53D);
D51%!/6@<\$D2N5H_M2DYA_R/OTS!(9%:_AJA@#1\$~51+FA!&M9:E)O=4>O93M878.IGU?96(O\$~M\$+I2XE-B5B2V#2\$QQ\$%#SHU^M.=5'5'6)D!-
^3WN00Q^6U!64I4ABBG^+M;L3;#<@Y3^+>N18-0+OT7L@&DRG^NL>Y5G!>D>3>WQJN>@ULR=M_-ZN3 MC1>)>=%8G/
@-15=PK3!HLP6C3JE44_4GU?>1 L&F\$@2UK4_LSNM8ZU_M/GT?N!>(RB7VIGWQKQ\$~M;2UW\$&ICRA6P\$3ESB.PL.YS9P2R060>)%H(U((F
+>1+E(2%#~VJ4=C;M4DB,+)&5\$?K\$)8ZS-(TNPZ2^!~#FAR!7B*^!N+;#(L0EBR/?^!8#/(C MK^_FR2B/4!^L3+21/^J-FD?N:@2178,?
=C36E^R^2"H;IJG04!9M!JU MY,E(C!RJM^XJ_3:~\$S.7%KESPHF7@N_1#*%6IC;2^_Z(4%6^X#>I!P MCU_!03!W^VI@!>6D7IY+<(^7^Rf:?!9;4+3-
~42!W38?> FA_7V!36!M1^!3!+H!>1C1C3^<(^Y!+!>7OZ)32F15+H4M^3F3CHT^?26.\$IG0%~O M!X\$!50.O%~#Y!MWWDF&F>
MH^%HG!U@D0SXUKU_!A(T==? MYE=178>\$1ZGP^43"V>4^>Q7D)FG^S_2<9H!ITYNM:"^4\$#3@;JU9^!\$ MZOR&
!Y@00IS5YF<\$!(<#HRT>1+17^IS^SZ M^VMVJ73U!)T+AQ_?25QCDT4!>V%>?2I89@Q@8SNB^WSVZSC@7Z;LT?^% MH%<"Z5_01OU6=H+P-
(\$6N0=0/1ZPJX+1/#~NWJPHEGLYRCH;FESIFENAIQ.C.Y8=~%H9YIH M-6B_IH4+LB^Z045YCSM4?LYJZCIC MDU?8MN4.38A!C JS>(7N(110\$^GW!
MAA(C_T%);=YN+!;@>YB.!^VVE)F^4&6!)!<5*JT/2(G^4H<9!C92*\$@&J_-F%1187XH.NU E5M+/DfT^N
ML^M1YZT6^OAZS#TS_LGJZ1_HF>.L02VP90!XKCH^N9>MNL;F7>K8K^U8!<@Z MW45G=~!CE7?L TOSR^ONIQV!;
HUYIU.L^GSCZTA3(K^RF#>?>0%>RTHWHNEKGA ML=5M M^9!7SK<~9E(#UUF^V.=FVYFOJ>^92;~^JT68K;5~.U.JZ4G5\$4N\$CS;4IS5;\$&5U=
H2+;+2&_BG^~MS9.E_FJD^Z&>JRD=(7^B1+<^425IG^<C^C4O.T22.OH3BUA2+/D\$WUY^
M.B1UGP0!4QFE>S9D5TDG+!W>4K;8>4D0P5@)3(OEM@7NBDXYVRT^<^>8SL_MZ.MUW50J8=(^9^*DVF^D!>Y13<)==\
M.BGB8^6PVP~6376A!VD_4FH\$GASV2.3CE3;(NZ\$!H/ HK)9^=S=01E?^!&D)Z2 M\$+8!F&HOK;M>X! @>2>R!_AB_B^86^KFG;ID_=+
(YR2X98S(VQ04Y!^TM(MICAN\$HUXF176PU@*^!R;D)D=7TT L^Q@_MEKD@E!P!#D(9TA&_7V/W#3!KJ460.J!<~ OY1R==PZ!7<I
MIVR\$M6=J2!7N=ME9MWNB#3/+ML47=IKMGRNCOHO**7+845(IW+!^3;^<VTA3X23\$P2;A%)V8HJ0#R3#;#)A*OWR=9E;"P5YTG&&"(?
V!+QQ=>WH>G/I>EY7P+!W2 MWG<XWCF67AF;=>X(T^AJN3@<8&4!ZZ>A+/UOC^02J@!>4IRC;#<2RH M>PY^<0~P&M!C(
EPF9RHQB4GX1!>EUD81&KT!@<^3HC0^&#)BJR M!M^?ZFU!@<=RE(Y!>=>94JH^>)2BC5:4^4\$1!^ATD@ MI\$8N@TB4N&?U+^CY^F&5MG^E3%
!Z@AH&*>19\$J.V)2?);H22N<2E!28H M~!LDD!/&+*2A"U!"OAK?H%=%+R#M;X_L2/F!/\$@E9!LE@F>OP_ZH4 U68 M%*KO&L2XGV0P:C21-
EA\$5!Y15/6&L2M;~2L&E^/V16!&5BGO=^FEG/U2DHF_1^9B0=(# \$!14>19%93!1!5\$~J&C^7Y+>C#E<2^M3~N^!U1AD5L#&C;0R;J/G&4_2&1%);
@!P\$4<^20%2!H5+G1WF2LRW!MQ@/=&F\$;H>10K!>+!T3EHS^WC^>Q9M;H^!L6813:L^B6J80!>2!P\$X^>MPW^6<(^113D#1!(1T?
BY/836+RKT7E!^V14&S!J7_3&2:X6?@U=FR=>4Y^*O<IS3!#!_M50MTXSU!KIV!28NL!>@5BMU!5V4MMA<IVBC//\$PY%\$A774AUBB<7%+L.K!Z!
M2OG:E?2\$S^R4+@EP:1N.W^)+W.NUW N!*>UR=6_ZL_4QRG;QREG#~!IRIC MMJ@8D^34.U)9S4_O"\$1X@L1XKHND^A1)K(^&&:E&DSOF4;
<+7^"VG<=&\$DC MTL<1J?30EQ13JS^N)ZUTAT+84!7A G2N/W64:FCFL=1*7=(^2323!C-MPC.N5CMC81Q^Y!0LFRZEM/7G
9!&O=E!FE,TD1L)#&53WE N^FD^>U61 MQU..EO.5F@NB_+W(MA-A5H)0<C9!PRP;R0X@>ID>+D5%W4\$9
_CJ^!W^CFFP1WP^X>REP5_XF?S1+E^B M^J^S2!WKOR#KS<^PU6M\$X@_*D13X8%;WD6BD!W=U-8ZFU^6/Y#1(ZZ!U;0L MWM\$OR!
(_!WPR#O(M;C6!3!9E@;&6NS&=E/!J!O.LKF&8\$H>?39U(3^XM!H4Z.NIZ^N3-QA&#3!^MJS;LZNS&QDW6.M=M% C^*E_PF ME\$1^
L.HX5%>CN;G!DMRWK^E!HZ(6/H\$8>U!&OM9D^!P^R!JL M+3M;34;H^B6H;GN^3 Q&7 C&\$~#J2!KYVIV)K;B^4&5&3;3!5^X5A>\$5F\$0
M30&AC29338>7!8!#P^C%9C/#@.3THWO#40B1M\$+ZL#G;Y>D)JUCR!O(C MW^*DBZX^Y^B)Z^Z#8M@T*(CMH-B<%
_VX>DIZ54HQCHQG.6%Q6>IS1E~MHZE2X!ZEG8!J8LF WU_2L0YP_L!A=93\$&+03Y0_NNRYIC4V\$BC;J_
M)&50XP9@>YJS&O.G0:S3EX#CIBG\$7%DVCK!NOQ!\$!L2^XCO^!J!^0V3KG2 M!J00AC403!Z;9#?PPGR59J!>N/(B_5<80+RHO99%1JL
PB(<%9!\$<&^4) M7WT?2XYB+AZ!%D)!P^A^C;RWSJE&8(D>WDIOJ^!P!1+1)ZM.5^A^YT^!PMKW95O8<&W;7S+FYD78.29H_@V!>9XT/(>T.A
M.LY80VC8<3<&4!X2IRFK(152@H_FDS^4EDF+&#)197AD Z7XQHGL)U<_MOB+L9DIT(C!^62O(HUC2-XF!>2!<G@>@-DS^X+ZGR*5\$2D;JA^T-
C1=2WJ/@4 JAVR2YDPXB2D MOSZ_7^1^0+G\$X;#D3@>7:0+D&8R!ALP^J5!Q@^!DDG32J2Q!&07!<B=9>A_-M(4W8+G3!H!3W^!_U2_H\$
>U!V^%Q1CO_#@60@K.O51%-B!^P/LD>10? MR!_)SPH!IF^<_IR+5_H/DE^@L!%A!EY8H!47^%>Q7F#?/D(>(4I=XU?X M_<47:X\$O^S5HHUD?GY=ICJ?
GXWV/^T^PND_PVA^U(^04P=4N=W17^+&8;2 M@_DOU^AD^&ZXO=C_Y^"G40)1LXH60M^AZB=_%>#G7M\$N^>Y%>4U?BY6M&6!8Q0?7)H!&R-
Y&O M8D<#~9K@V1_Z!>+TU^4+>FV.CXNB!H#W\$&GAKH276!7.N5)H^FVR@&C4%BP3M(C-S M_5B8!1U!>56HLV_3^RMV!56H!U!<0945)
M%\$S;R X;J+X!NQ H-EF7Y^"E<SL)NQMP//^5^<O!BZ^N/R M?27S&=>10KHMKO?_EP9PUX&7NM4_?4C2E!5K<^AFH.8BZVXM8H3@PJXB MM5L!^2-
ZD6Q3%P!#>L_2@.0#V&T!>~225\$<^NRM^WIE#H?8^M1Q<>^XZB M?UO2SKG\$;6D#_2H(\$VX0V/7_4&9!ZQO^KSMN0(4!+E39.7+4)MXUR)TR^
MD>X#=(TBAFL^1ZE9Z&BX!U=;>^DW&QR:QOTC&\$Y^?7%W!HVR^8)IS^C@!Z^M~"S8J.8@&HG-P)MB#(^N8!)J(G_0!0_6B34U^Y<^?7
Q?F5/@73@E.X4!JF MCX!4F=*O(^%M8D51BXS4!&9MZ8T@<(C_FW<^G&Z;QUQH^!D#0H9WH 6 M(B2!H!H^ZUY?2!F(C\$5Y!6V!\$!E-
%66&234@>=A7_YXUH*=R@XPTDTTR:7N-MDX4D&2)5IH#WKK!_5=ABXS_A?_Z_LY=53=13RH_S1^V_H(OTNS_M+3_(5(OOY2!L-EH3&!W?>~
&_9\$)5(>8!2!A;W!&N8K8Z0K=^AD=ZKB_Q2 MOF.N.49+P!E#>+IZ/IFYM^?1174!0=OWH4S2Q45FJS_2M\$GWY^!URS;=<=U
MC<^ZTT^!NOEDKQ7R<10%>=FX0_135Q(8MPNZNQD2P5Q25N!&2!)^&S!V7 MYKRUIS#6.05D;X!M^!&1&YS5\$)Q!P_8!^HR\$7J!@RZS^O3^
MK0%0L=1/5-E%0;760E!;Q5@J8= MO<^B\$2!#& GY3;RH92DGA\$PNO>I3#&A!A^*.0.@LQ2^F3>YX=W%YQ^KY MP@>Z^1TW\$).HO
N8X7#9!>?>0VZ\$M^J_29+3=>+!TTI^ND4QO4FS2+IT M@<@<V.OC@+A.YZ^PN!>2_4%M<9\$&>ED<^BVJ2^!Z8X\$X_ZX!4633G^&BM M%U\$!A04B^?
VNI#0TFY;94HJ2M^1^>F>R0?6KDC+18GJP;V54(O<^&@<(\$O M!LOQ^U^"N9^W2/5C!P(R5^XQO,UO19<=&\$S^XYZI>4_C80MD!6^!!U&H!L MM;%4)?
WGG033E0C!%;MY!PIFM,099+3 !G3G7!9+*_\$Y\$0P)UTRJ6^NC6F M>VM!8K+(>GQ+USZ!(OE2EEYJ MSI>YD9J4<16 IX1LD9>*2!^LN;H!0P9
M&SQM5A<^<(N)21LHT.T6V(04;H!\$=>@!JF)E9;SG9!>1YU M!PO!5)8!S#E&2!Z(ZHE.24^>)08!19MX\$40^>D^BQ5W:52#^"F^EY1529H M)
(OTCS@<S#J505!HB!E2^#2^1^>(<MF^BYGE^>B22P^M@M6U;3VL MQ1.LUHR;0N>P30ZKT8J;AT8?>H4E2X9V>?>K(C\$5Y!6W!20%&H57PH9
M_<7\$XE@DE^F%2XEQCNOZG7_M.V6#VB+!B^S=(EPRIFEPO+CNL%/39S8^J M!<W7K HTD3EEC!5=,\$>D!4;VM)PO?J!A(>QZPB9! M9\$H/59.H-8&
(ZDWS;L!T4W_B!R#>=>K&U8ED34PW !^L!8/F&OXZ;M^>^8!<^>?Y%Y>+TMC57_T6W^T_Z&&_M0Z0W-
&3=2LL\$=(#^<^<C2@YRZ.6H\$3)JH!H87T^X\$G?KW6_EJ!S9G_OX@M>2%>9)9@<^H&8XQ5=9.W/A!Z!OM^0LDQ MAO_9>_OGN)\$C6_1?
Z=AGWRM^0+0HS>=>O(QW0;F6VK4!>M+8!_!JG97_V&A M\$@;3(0^7SUIZ^25%5A8)F4K^U@AAARV2W4^AD)65E7GRG\$SM^?)#P/4X^VL_
M8:P/HF>!@4_#NO94^6U2?%KY!4PK0!)%+LGS\$>=&G^*XB#Z!_BX^>(5 M9Q!_0@=&_E8MGG4&_2WF0#2.54E&PDH!1/U(5.2M)+%R1MZ+%
(Y<^<W+T MVLPI_7WQ;W+1/WOY!O7CK!<OP?>F?;D_MSG75< MXP_GF8!LFL#HX!\$5^K@5!>L8W8@6S^<Q3A0JGP_GYV3G4!K>3;W_~Z^XW
M!A!BD1&=>K!2<?%GW%>@^TU+!WHHBKV# M8+!LT^YPUY^T>_#LB>D!L^YR#E;G10^&5%&&6\$._5H5>1FX2L?&M&X^S/2
M;D.D^55C!X^Z5Y_%T!D!Z!>KT@O=RI/R_2P2XQ^>^G7N?7WEHJ;H0W06! MUPP+!P.L^ZMB?X3!U#<^6!S#<Q.S!LO5!#>GS^..0_RY!^Q\$G)
MQEG8AHN1:8Q3_X9F4 DG2DNC>@#EL*=40QZ\$XGE:P\$3V_N@>1^NX93^3!M^>.FMD6!>R93&8O\$!8!^?22^KYB/D_66!0(NPCL? ?
T>X^&ECNRN^ES!_MZV^Y>JH!O+>!DMOG@P;0).5/Q^V^<^VW!+OSRQA039) X^YW7+!3L MBV!H!2ECAFJW;X;8=RM8D!>?OCH0K>USY@>9Q
+NK;6&^M^/R#W^6OF M=I8C^+RFT^>P;1<#>@#T/B@M@V6^*TLY^*0F0DRS)+4/D^6N>(^YH;S=M_#
X!97^HDQD<<L^F^0S_C!LEK2!99^O5KC4).NPSPIM<=<C!>#Q%IS0Z^U!N^P M;F;U^M^<1>K?_4Y^!Z/!V^N?>H7^!H^!V!<86!26(>Z=@.X^BY;LY+I
M2\$!HJZG<#+Z\$!8!>^&OT_>1@ADWB+H)~6BL;20%#H6N^<Q^20SC^F2^MWA\$Y715@<^BH^9Q8?^0?>)VUBKH-
)5QD6!3OM1D^CH6+J<+>+!O<#(42>O;E=TM@4^*Y!4!Z!>-TY!6H;.6&A7;DV<OT%+O...T M7WM^9)OK(ZC.OVJT^H^!&0P6PBOCD=JLNV%
MTJ+R!CPIH2 QEFMSA/51^!O2RE@>=&6)-.26R G+!&M87=>IDU/5H!H/3 MRF!W>EZQ)V&D!&4+7^Z_GE^<^U^/KLFN!&G^!VHW=
<^!XN_2G!>882 MCF#9E=6E#853!N!DH(G;V;#>^!B_01^%T_ZK0_5<&<7_GUQJ?H2?<^%<^MR^7!4L?_0!>MZ^!T=>=&G^&V!N^A.T%+
(EE.*2IGCPPM^4H6S8@ZB MK=0^S(H!%#S+!>VC/B5!^P4#7C0XW<28?Z(B.EE7XV^?<X;&L;K&?Z:=/J(M7@9N^A0XOHYAT(?IX1 M^\$8^K6#17^LFR!
,6!8&!/>A@5S:1U4A2!9&>X%~3CTG?H!R(8TQ;IP^WM# M!KLKBWBI^YVNGOH!G(U;KEO)Q^&V+HG+LU>#B^N5C^XRO^>P8&.*=F4UHP M?
L66A>L81T=7U@+XNN0#JTON;#M+QIS^<4)XB/GR1>><^>=>=>FZW?X!\$ M<0/0?F?ZLQ(YQG/V3>2^>=>2&A!H!B24+>RKS5A5D0#)C^XC^U^I-C
Z! M;5W%>@UJL!>DN&O2Z>=&#&L!H7MTD31>R9_J_1HNWx3_@U!407+O S(Q;P.M.OCGK.EF>(2K0^33HN3@I5)_CY#_+T<^1
Y;#UADV_7W!1^FN7_V_T!OHE M%!(^N\$!LM^FEN:6Q!0_~%W^1V0KWH@!N^G;#>+!H!HT_7COAD?>MEX?_5\$P3)>_O^!7%1)&UN.B7ENR8;W(H2
!XN/DO^8^B#(?!5M3FV M!4N>:SJO&OKBY6XV!M!IU M\$F;R#%1!NFGIZ \$?%1_9^GV!@T=>B.8X M!GW=H!>+W.E!W0!ZMA>L;U\$@v;
!6=>^PV5Y^P4B2^L!U)4T^SK_Z<6^&_M28(^FY^8!BWKEPKH^A+>O!X!HBGES3Z25%>QD3AR+>#Z9^2!B\$V!SQ0!60S..!GSHM!ZM336+!P3G-
H0Q^!<^MD!H!PH8!<_D8/L^!GE!W^K_>GOT1^/_@O<^G7!AS!Q;Z;&8=IP@D^M^!Z&1HU4>4ME9);7.M65.!8T;L.HW^PW.H56F>!>_0BB?
-8GZ\$^X!GPH(O M-Z^>HZ!1+>57PY^S!_W&V=VU_ZYG.N@FAP=N;5<@&_K3FOCHB0C^CYH+AQ M^E#_7!W3=^#N)+N_.ZT_PXLTB6GNFNKA
8=QR4>3^%P3,&>(<1(OH\$ WA MU^E)F!>+2%USR^OAH>FOT_ZG^>3Z3^X8_8N#C;_J^#>^BY^H7)OPQ0 MDTB^C
PZ@.AO!&8^G#MK!M0R%T1^BHJ2C==Z<9THY?UI@(<_KA5^YOL188E? M!VQ&HEC,Y52C@GC4F&DX=9WD6A^7HJ(HS^F^=GC0.E@_B\$0^
_LX6GD0 MA2^U^%098;KGC)<1^D.UYWAN!>(>#5M\$+EE@Z1^0E32^!AN;9!RL5^! M1^!A0YQW/X7?H!>QV;E9^>1G9^"YLA^OK=
SP9Q2<_WU;~@(<N.GQ3H M^<B=3)_#O@>~9!M!>23Q.H!866E^>B1D5^!VW_MP;IRNY^<^O^57QW/S5NBA)K&K^/SN?
OBP8%G7W.%D^?/GWTY^NOO_IV MRX><(!MD^)=>R-R2BB.5O)%M^_G#^<^/9XY^LE:S\$LMY>@.7)B>2;R5(MF4A#7J_
BRURDTA!0K5TV!1WP!0@4B+9U.304Y4L!2.T!M29ZTEZB MK=2<=&6?2^8!DXD)GAY2<@>^6S0+>GV.MN9X182^52!TU^<^DQ!^?<6
MK+2^21\$7WH26YV53HGTJHPWQO^B^0BAH_1XA0.EDRU^W!<A_ AOQ!N M^FSGSL^T2H25U2!M2H!V!Q56U^>M^D9B.L!>K.LZW_OMT>65/G>L
M)/2=U6^>2HT^R8S!_XP=>+F3!O^>+HJ!@<Y-Z_N01=9%+H69VFI^D-G\$ M3DFA^=Z*(^E^M@<^LG^WAC5/46#DA1TL(G0!89-
GF_N#>WKG09;^>)Z;H8.M/0W..OFKR S*>_P(BH%SCG_6%ID7WSI37^<S6/OCH?^2R/7WN=)>@S^TO MZY7AYU/60A6F9J7EREF4S2"\$P8^6H&5&-
\$!O>^K_0B_L^<^<7SS\$4VVI MY!8S14>??/GW^T!E!H;F-J B#5Y^65W!#;XO6EHY.%DYX MY^P^/!^WK^+Z:L+Z\$54S

IS RZB,(C+^)\H4;I\^,(<LE&F^NZM(2*B)J5,Q\$B#42F^ F4MMU8G1 ME(!-!&VAP-)XPW678ZC>1(30A)?E>:-
D#>12:03)@LP>13)>3>UE@(&H\$1,0R9R^X7KY M=7@|BZ|R@> WCU^XL^!L4MD=%+B,+5G^ 176OGJ:90L(G,(>62\$WFGJ5MQ M\$ 3
/0LL29QSDAUK1Q-7U "M*:XLS6!|WV(T^S:BO1O 4HR-3U+)(6-/6 Z M1YSU):U;(")N)W-^ M6JHC(^|BIN|55+8VK\I DP2E:ZAF9YF_5^<1.7HJH
M#>G|HJ,X,SZQ<^,E/V)1^1 MZTA^N4:O,D+>C81KA?50^0#^T#80I7<B,V%5E14^D0^QK>,U+X 6-ORBZ M7ZB5ZF464!12% 1H5GP3 _O+ED/U
/X!>=&J=&WQ^IZV:35T6L:8^ MY&A16^ \I(=?8#13US:I93R^P B+1^!Q@=#?=>G\U1.G=1^ 2!+MK>^6UW ML:MZ?^ 8MBZ4H
M#|Z|L^0ITC^VX_?0K0EIX6T=^/LER.7>^"ET=>@B|ZRV2V0(F4=^VDC3^M^|O38<^ "\$95,P#)^*^1ME6FH4^*@Y&3#*2,J^M%/F/KS6+|F#|V_ M0%0?^YPO4E!
IE%RM)IR:2>|/L:ID#^X4+^,E2V7X6?2< MUPIUVUJYIK<@J0^3W=^|HW)YPSU^P_?^>9B@>4SCJUDD_WJ5\3^R4Z_M@2K: M>5Y,6=0!#>#>D|JRZ^|,H,E-
S4D/O\X^BX^Y8@>_H1: ^\$YM40(C>Y1H_ MOW^P!M:P%HR&NTL+|ISO83G99|I3S>^S)O6^J^X L\$FZP MP.L4726^QOP0+L LMDID7N:Q,H=^ *X+0V-
YT07I994!L^ND>LR9>5B1>2% MK7 IV8C:PB5I617R+^*Q&:EE4N4:~*Z>&S#(^Y47.X>O712<5:~|PY^ MJO&2^|JZ=|^D 4!EP>R:OHIO2IOV9_5?<
4Q+0*B V7|V|Y>>DR:C@>CH8PAFOE(2F EXGKOFHNGND0:XP^K5?> D^E:M0\$)UZI7J6_M;#BC)X+\$\$X L&J<8WIR<?>P6Y0M^|TV=\$R9Z5^R-
IAM75MP^P04+!O=CH M^?VOM:RHI_A?>_11ZTV049^7%B4;&9^BBV7^0!6=AM\$|L|O|1Q028Q7|D@>M+FO_VQ<=4D0%)PI
5IVX#4<IAI2\$@SW(V3+>13UFWA&& MML)R34:YE6\$>K KKB6!|O1E1F+HHC)K\$ _U+ WDD20:Y/V<2&>+W^K|32PKE)|:Q0MLSX9
MEY+4.I^HJP-OG%=PF4*6NH)ISZ735J_9E:(|:9E.%!X%>C|X.BX@>HA MU:\$EC)\$3E(L0=MS_X12IQZ#^Z!>F_O=S|ZT73?
&L5:OVD>M7|WK=|YCVSWPK MN#^+>0Y85V:1=655W_V D9>2^110WG^|J^>=>LCKE0WHNZ^|>6N M+ZJV<@>R5^MFIZUS#W\ L7SAX
(@<4^ 1!R#2)7+ 4:G9I+0%#^!P50) M,N3C3Q M>26N9IMY:86I&H?>12,O(=F0)92L>P_<^#&K0K_D\$@>E_#6 UC M\ICWA&&2.C?5IFSQ3^F4>23-
MHLR7_#^>F)P^PO>|>SXRPPX^A~>891")%BB\$4=1QV:ZHEH+7R^ BBIH7B3_M^2OE+>^9PNMIMGCMWZ+|.(2WKC<8?>?>5F>#U/_Y#FL1>\$U_%
<2^>DC\$; M&C\$&J)%>H BYV\$>P_? M2GYF_E#F(TD\$48&BZ_NMR\X|)2DOT127Q)U:5_MEF^Q)HBM7T^8%*^LGMV@|>=YX
MBR607C@>|D/CBEM\$|232IHW^"|>_W|S^?>R^>=1B^F^V_U@PU#^!J#@>3^HREU&3O2>@>CTC^P^T_OEQXA^BTO00 M1:5X^K%9>8NGXEK)R
I>0MA1>66/OI<30?>\$^ILEOW^7 M!_))!AG2V7@EM^I<^:R49.SWO?3UW|Z^M.@>_RIOL_3/4+*T9.YX70&4+1 ML&T:DV9&EPU-
V(<=<4XK^>@>#R323P3C8J#)U|2|3GE7>36N+>1:4GQVA=M^M^Q^>@>T2_!0W@|WVTC&&^R^*5^T!^|4|>PWNJ4^U|U%>@2HX\$^L2B^P6KR\I
MHH^B(9&^673>Z4@>#2Y5<0%>A&0\$!H(@>C.P^RYG+P5>TQ^CD)8?C^2_M@|6KVR^J^ 3^>T^*#E:ER\$M^G^D3^K9PLZZIK<^|:WQFIRR8?O5+H1+>
M6DXBRF7\$O^*=W3E#4S_>D^PPYI2RIQ)U6D_8T^IUDX#B.J%#N=)MU|!>=K M_T\$0V\$S\$0@S>>22|FIF4KS?A0\$>PNOX^|GKU^?>=7/ 30
M;KA+H#4E.FQZEW7.C?2L57_B#A0CJY^U:ID#\$|J4HFAUY0(5IS@>@>O_F.N^M:~?71V+@|&8^Z%M@3EF4S,^YN_!80MUUYWL)0KT,^#>Y4E5/=(@%G
_<(" MXRK)SN6KJZ+E^P2.HMVV16I7,X31.4&QF@1\$;R+851015R&U_8ZIH_ZIV M#<
(R^>ANU9#^7XY.C.8UO2^H)IVULTF9(KQC9_>T.A^>#ZB(9W^#>=1^T^M(N|U^E(3)1^7=>^P%T(^@V5DF.LD^MF)9LT^A3:~%6D^L\$T)N8S86MKS^M|>
MY^F^"IB>S|5F^7W(A^>04T|_WOO?>_U.U|_8IH^22DE>^P.T.A:~T|H1:0_VYCGI8R7Y4_2_7I&C M|K<=&F8F@Y3:1.%&^>ZQ2_O.O_3/C\$R^I^&E8FVS
M|^~|6JN_>=I&^9_H=M^I=|<^KF2O!>|5^_J^V|X^UP/R>?|!>O^_IY,I M^D6A+|C.WN\$|^I_CG8|H X&A^EAM+>@|1_ORT^_!OZRR?G7W_SU1??/GGZ
M|1=2/ GRCH=U^V^H8S_LYGH15&>9^8(T)42^F.Y.XY^2HD_@>S^D6|_M_OCQ^W^M^T90I5Z>^/_.QJ72&AGP^C^U@>I^Z^LMV.I^DFA&K33N^&R\$^7J
M&#>):L2==^*X58BIKV0Z6BZYKI&PN5H:~D>4>+^H^8^M8F\$;47Y^ADV_1IU/<^<@0T:KQ_MJ|>^!%1=D3N^)_X6>^|LN;/E3EAN\$C|5AFF8#
|L<7.E%>=OX&H,SQ6RQ|A6^0^V4^?I#^*^FH1Z<5CLO^D28N.G3GWIR(^&^&DY0QLA^MEQ|Z|H3+NN6|DW>
|6S1(WBIRGFUVMM)FT4<@>D^*#NB^|>D@>#3^CY15#^1 M&K&STY86F.S^1^CQ:<%(F)D^#^M<=|>1\$>U.W0(B^&^\$KED^YK(!
M+GN2G_TLILV\X_KC&ZK|Z^_O^#MOW_K|+UJ_>O4C;^>Q_>I M<0D|>+>GJ+ZTODI^M5|_BB@>)MF19Z0>|4G^&J<^<1(L77?|&P^K=NZL2<
M^G|HWQ2CU|O^T^CN^1RD^HGAC^_HJGCSW7V@>+Q70Y%ZHW^%L^<#2W>=LM5:F
MTN^&K^PWE(SATO^GR^>C=>T^3A^O^B^&W74:S&5^YQ)U\$=>JH2^E_Y=HCP^GFB#(P#8TV:~RA(IU)>@>U|K^>2I&AS(2^*YRGB
MM\$^P#_627PTC)5HX/|?<^|X@V88Y|L.7^%\$;JCVOL3+>Q27+J&6|X_D_1Q_M:Q^/H9)T0?>HD3VZ>Z_9^9WI^#D7?>@>I3NB_L M+FW
1C8>24UK|3|U6\$>_>T^C^W@>I&I^NOZ@>V.762F5>Z^N^J1P<@>M|H|J<@>H0|H^O^/V^MVWL@>B8|I^F470:61P.T.R_4H^I2I30T^>R^Y|X^&V^6.Q
PO^>R4:DUX7Y_B_M+U_Z|4G|BE|J8CU&+X|>R6CT2N^I^HY^%>G0<9|G|G|^M^M^W+0MPC;^E#>(^C8&M^X_0)6T^Z^O)3CK6J^1XX#^V3^N&GUR^?<
A|T6MD@>M_)597K\$2H2C_3^>O^88USCZ|W_4C^?+1^/WA787+HQQH0?2I355?TRE2 MB2>RWBGBI73E>D=10:3+3X:90>3?<
UY/B82^L_DR_OPN=SB^Y|E0|Y4|E^M^C^>Q_>MO4^V4_%T^WQW>^1GW0:~M^C|LW_!A8^>F^FW|MECZ\$UA1_3&2^1U|2UO_M^O\$>L^ANF^R1.
(I@IB7B7CF&4^PI9<^FX^VW:N|C|VW_0M^>@>(\$#D_XA|8K^3 M9=>O>?7GX?#D.FIER!E:EUI:~SS.EF132_4J(194^I4/B&^&U^#^"U1ELC
M^>9^C@V#2^45S1^&V|>+>E:8LDC|V^O^MM->0@>O:HL(TDBAN|C23NN^N3|,ORB(3^C^CCGP+ S<^|A|AFU|TQ7E^VX_YN17
MZ>J2QZN+H<~8RXWC\$=R|TJF|H4|JB=X^|Y^>5|H:2_>F^&|Q|G: ^7CZ2-T M64^B^*(NW5+|9T.X0^>9EQXR:B(U3_R2_054#NQ<_G;<7I3)M5CL)^1%2?|
|MS|E>|>H^T2PM45^V>#ZR6D8A>BB^S^|WEY|L|F>+^YW4E:~99_Q+L_>+^M^|L<_0Z&?+>3:210^+T)0_!P^J^&<~
(\$^4A|JL:~9OU&^\$KAI>A^E^Q|T^M7G_J MN^0QO_C0L^Y^>T^C_Q=B^M9KI+YOB^Y=H^A^J3:~2LEJ1_0Y&C^AP3G4>R^>V
MEWLZ|R_X3G@+1^RGSTX:517_>A|H8|O6^B:1=%M8ZHNP|0\$SU3^A|U M7:E_YDP^V^A|H|BP^RU8TG|B\$K|B:Q%(\$^45^EE3WLFH5\$!+BB1@94|G?P! M
M:=5^")_Q^&C^W|>Z)PIX5420|Z|H|Y^E#^R^P\$>^IDM,ISM(Y|FY|P9YV:H_|L0^<^8H9OQ2>_6E674Q2ZEZ7S02W|L|CMH4)=24 M^#W|Y?U_X|H(+>I?<
_U^Q|Z^U|B^#YU4&_D5^0W\$>6T^Q0PQ:C3W^N|H|_M_V_>P^UBF^K|5A^>@W|3P^0MRVU^HB|YF_9QEG7WRRBY+^%2_C<87_B+X
M+AJ09(P_>Z3+|I:~7AYOSG45K^L^01W^JOM;+>W^1OL:~M|J^T^_9QA9V|2B_M=7|;,\$Y_Z,6_6^WF9?K+^#E;6^#D!#^2#N^)_M%\$P;+>
(\$|B|>^M^N^K\$VM^SV MH^00QH_|S0H| MX^E^2LADL^D3:Q5U^D@>:0HG^GL^QV_50^4+U8^N^2B^H2^XO|>F^E^>GN(>|>M0U34:IF1N^DH>T^T6Y^Y
R/+>O&(\$@U0|N4N>^>42&|JEK4_GK3_D\$>2^W M^0^2I0U|WGA1&J0^X^TUC^C8Z5F|>X<^<K^%1+>E^"DX&=>W&G&97H>+>
MDO3+R|SA^"O^ONTD^1>>^/N_N|ZH7^VX|Z^J3TGZ?7KQA+KDR^/"0^8 MBL(UM(IVCDLK)C^UMLT:7<2^P_>A^2M)=J|5|>^C\$B^7|H|
MZ|4V^Q5^B@MWJ^?H|H|H=|W&^_>Q^>HNEEP^QK|&^S|&^7TN5PUN^>W7^<^<B|2N^@4D_/A\$EC^P_>UO:|U70B|~I^2_M:Q|X&^?<
^#LPG_>O^<^DB<49^MFG.>^>P^T^N^F^J^O^HC^?0X7D^D|DK9<^>MY^UU9Q^6H<2^>UOKA#^5GA7^I0Y9V|66@>3W\$|H591&^>28B
M_Y9>P^ZU_FH2SHT^HL=VL>H+>DZKCO^M+E\$Q:>+2639F6|J|A:C|D.FE MHC/9>2JHHJCW(N^22G^N^B^KJ|H=86BA@>^YI#ISU?<
YCN:~&QS=VY^44A|L MP^#W^W_~*^|E92K_F2|8+>@1AEUO:~9^AY4@#H^M^Q|QM^X^M7^#C16BV=>^CA_|>U^K^YX|5_2 MN&G^I-
612:OS^R@0|FA\$^A|9F^>=!2^>0W_B_L=^IE5H4^>N_L_DW+K^F^M^Q| MBJMZ+|19|_K=>^>.&<T^SHTAQ(8\$^W2I63^LM+^>I^1|>W^F<^M^>@>
MIZC|5>=>|L|D|G|I>O^X(W|D9B9GRD937N>_T^EPXN MU&|O|H_6_4NI&|43Z^798|OY&Q;@J|BZ_7TA=^RDB+2GD(UAK|G^GL^>=&D|Z8
M^=|I^W\$YR|V>=>FMW_Q|>#T4A56N:6N0UU+T^>ND7^3TFX^|H|>V:8K5JPP6HV;R=OP=OK>VOAE_U96|3+2X9=LUR_6^JW2^B@_M9<_<
^>S^>X|OY^A:~NJRROX^?I_Q_?#W2^/LW_157#_BP?>2W|U4+>C:B^M^>640H|BG^L|I|K|5^2S4PVM^>SZ=TT^P^N^5:EPW=^AT^I)Z>9T(^Q7S0N^SD MM:
G\$|>M|H|MOB_P|L|UXFF^>M^D63^>@>MLKG^PH9A^FE^|H0|4|H^>+>30L+9X6<4^ZY|8_8_BB;22\$+7Y^G^M^T9Y+S^# M1&JUN)9#^3S|^>4
MNO8OT(X^MRZHIGTOT)?MAU\$Y8M_>M_>N=S^X=ATB;N.M|5<^>|P@>BHE9TF_M#3K.R@5;^UC2?|>#K|I).F7ME0INN^>K^>MW^GA1FKVA5_7H|I^<
|RE6|Z5_M_#B_5&^>C^&Y^>|ND^GUEQ(4V|L|H^C)5FXV5DEKZ;QQS90^O^U|UE8>+;5 M^>R^T-TSH^6K^O|5|H0R8TO^J26@>X;92DG>^Z4>=(!
(0WZW|H(Z^>X^A25_KG M^21^6KPY|8H^>3<+>0EC^5^W^|VU|H8Y|I^>+>S\$2C00^2D+018A^>M^BTA|H08|K&N3|&^JY(\$L^U^M|3^>XR?
KS:~\$>9&L>?XH_F1O/A:>XQW#^#9 ZBNJ^D+00^#518B|V^" ^F.P.M/+R#%>K0HFIQTSFPP^C;?>B#|I)+>TY3DBA_?>E^0CWF^X^U^K|^>9^X^9\$<
M8|0G4A3;W<SYKPI^74Y3Y^>N^>8Q6N^4+>M|H|3|97W^M|6Tz|G^R4#^E1&W|A|H^C|MLD|5Z\$Q00<^>#|B_R5N^D^D\$>#(4^?M#<
Y>ZV3OV4FGS(Q5OC^YD&F^>3\$05:9V|U_#D);T^E^|L^AE(UB|R^A|9V_M^3:VNOE^C\$C>@>L|XD^14MLHOLY7_A08!>(^UC3P|ME|Z|S^Q|FB#>^G|24KT:
M25_>3>Z|S|B(H+A_M<^>4(|>8P^>+^Y)B22P^NB^>@>6R>13_1#_M|J+D|6Y.Y&Q(5^81@PIE9_2I+R^M8V|FOW3Z;G|T+6K_>|NR#M@C|8T>#24-
UI&|H7|E|9#LKP=S#|)Y2Q>FU(P^MB&^YK3_XYQ^I^&R^>^<Q^O\$3PB=7>V^>^%1^*ZXY4P0UZ=O&+>6G_M^2%\$<
|7J|AE0)WX^=|^%>@>K_PV5>IMDQ|KJWN^>Y|L7Z6N^Z^*51_MZ)^M_Z|(^Z40V|>F0G1&6W.PKDBK^1+D.Th|4^>SZ+O8H5^!R?HR?KM|E_AT(^<
|R^|U|PIU|H^O^UON\$3^UE MBAE4H_UY>2&-CX54_M 23S|Q5K6|16R^X_T^I^V|E6^1^X&G^>S^9^L^B MS>^>=>5^>C^"WG^V|
U9)|^I^W^H^M^L&+^PWOE/QX@_T^A|>#^AKUU|DY3^XT^>H MM G>H_L^W969_Y54@P^G^K_Z|7UH4BN|K|~M_>E^V|H^V|LAVH|BF@>E>L^F4ZJB_M^>BU2U6?<
O4OWTT5^FBORX_1O=0WZQU^B.46W=G^<^C^VE|SN^=K^M^5^585 MLCV^Y@XVM^\$^>#A7^>B;V^V+9U.R^>M^V^V|>CF<7^MW|&S_<
H|N0W_S|<^>H|H@_T|U^>E^|H^NW0?>^>E^L^M>AG3MW MISDYWCY^7Y>O?>@>A0U6L N^>GN^H|B+>2QU|52N=3UD@OF^<^>C^DU%:6|<
M^>O|>9UB|L_R MPI<^>DP<^>S^EKN^R+>^9+H+>Z@>^*VLE>Y^*Q=V^?RID3.T9L8Z_M53@>+IWCX^#MQ>7>(>+>HLYY0N^Q\$6GW?<
QZLL^UG|RD^>Y|P4BDY^>BS_|L^M_05A.WBQ|O|H^>N9|NTCG90_>.&^|>85^>R4 MWZ|E^>_>DEF+A^#C_HZ>^J2>R43Y|B|~7I0&2WYKH?<
+022=8MB>A<^>I&K6^M|W^N_>L^J69;S8O(Y^H6_N^>M^#E9MM_>.&^>(D5E^>^<5MM@2P|D|7:~?2D%>=(! ME,2>+^H|Q|Z^>O^EJ|H^G<^G7?<
J4|JPI:SW3OE3:~*P??+A#^XRG^1T\$R^>M)&G|>@>R^8Y^>|>+OR@^>I.C23TX^IL3|&VIA+T9JEF|4.%X%&M.OP@S^>@B
M^>6(F^>L4T+9^F23Y^%661U^>O^Z7BQ^>^>CKOK^7K^XVAD^>V>2F^>O64YDM>|>W|>M^5^9RFD<6^M1^>@>CD3.C^D=JR9^*M#8)>Q.IO|>
(H6>)>5^4U_T^%R^V=CR@|X^M5637T^R^F22L|6^567^"Y^>Q^>G^>K65Y^W|2+OORC^M^>PH>#>F2|H|T^X^_U|T>PI^<
VSFTT_F^>069KT<4=)TB.ZOHL^>U|H|Q_4 M^>CZ58J3^>3|R=;N|_0D2291^%VOS|SP2|PYN^4|_H^YH^KMH&PF)|6/8Q
M6:WYH|H^M^>=>K67G|&^>00E0\$^AK)677REF|5+Z|(>@A=^>DQ|M;^>@>N|>+>BZT?>+^>02%>0^Y M&^>FHY|F^F99OH#^H7RXO&3HTBF9VF_>(^S7|_7D<
<|8+E^"=.WV|>|Y^7V_) MH3?>7^<Q^R0K2^>(&KTEE92;7_48I_6^AV>B^7OSH(3U)0^9E8Y^D.BB|T|3A+Q_M+>975ZVTCAM^>L|N^>J|2N-
EBO^XQ.GS:~\$|Q|U|LHTTL=IR>DL6|FZ1\$P^>M^>@>WC2SN^H^>=>WGC1^>KSC=X_7^"BUFHROD<^>K^>TJ_K7P0U85_C\$H|V^>K^>R^>M^>Z>
(27GM0+^>ISY7\$&2R>RW_8<^>I0R.G|L^T0GZ^H_S^C4_H.R+>8E|L:66:9Q_M|D4A_>J|D|G^_0|7_AO+8D6)^>V0X^>L0K^R^HJ2^1%>^>8^>81V1 X8);5_4^1M
M^>V\$A^>8.CB&^|>074&A7|S:BW|P,Z^FE^?@>Q^L|_Y|_3R|(>^>W6_>E^M4UIZ_9_7^GMM^>=A^>W^>N^>O^>H^>K?<
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L=I^%F|^>@G9U^>|WR^>|RM:P3X(JH^SMR^?U_M1C_#_3H_>@>I8B|_8OTC>Z^N^>4>^&78_DY|H0_Y^|VZ;G^>XY0|+Z=>SP^>V0Z/
M^>FW|W>V14Q_Z9&O^K^"IU^>#>1>5>D|PP^U_>H|H|B^>|^>N^>A|>QY|>=G7OT^>M@>|6|_H^T^V_>(^?ZU^U^T^A^\$>L^W|H^UDOW^R^Y^>_I^Z^OY|G3|H|H^>W^>^>/_
MGGR|XW|MI5_8^>R|2^>P^>#>Z^>A>^>^>(\$|S_>^>OWCPY.SKAH;2^>S^>AT^>HUK^Y^>MT_G94_I3N3>^>A|H|?<
6^>X^P^A^>WUCNOER>8OAM&L^TMUDL7ULOB3064K0^>S^MPC|>APMB0E2^>TN\$^>A^>I^KA38L7>|?>T@>|>WH3G5YUO3_B|DIV>40K_>^J^KQ|>L
M2^%\$>6WV|JQO_>|E^>WWA^>QK65TOBB^>9|3<_L6_B4.5@WY;1Q.F3|Z_X^M^>L^F|L8|8F(P7#^>PW=^>A|H^E^>A^>EP^>AM>_06|>^>Y^>A7^>3QJW106R^>|>N
M^>COE^>W5|IR2/R2P^>ISE^>L^>OJ6^>@>(<^>W^>|>T&^>=>6JW_MKZE0+>^>SMH(3&78|SLJ^>T^>X|K^>AGW0+L^>A|O^>3U^>|>I
MFGV2/3G_XL_LV6_@MN@>E^>H&S/^>J>>Z^>Y8.OV&P0|N_>S7_AJFU7ZAV|3ACI^M57O:WVX:GOC_?V7=>=>P_C_#05-T%6HD)|>C5J^<
(6!#>A^7^>5^>RX0:~>U^>T6&Z_MZ#_>|>+>W^>E^>W&8^>5+>A^>BZNZ|_>4A2Z^>H8.6+|>Q|V^2^>M^>H^>F5|>9)7C3TJE_M^>K9DW2^<
^417K^>R7Z|Y23<^>Q5T|_5LIR68B^KAV^>^>24R_>(ZQ^>MAEH|H^>XESQ5^>H^>E^>S^>2D+BF5^>Y^>7|H+>2%0S^>2Y4|2^>V5_7FL^>A|N^>M^>I^>M^>POIOF|1^>3Q+<
4|_I0F+H^>I5?M>8NQ^Y:QOD^>W&^>N=|^>H_>I7=^>H^>P^>TQ?>_>M^>AX9?^>59_>=1^>WE^>#8P>3>1GGC<^>|>DDC^>@>+>P^>Y6|H|O>^>(^>+>TUX|&^>|?I75C_M.Q|>#<
ZE^>J3Q_>K^>@>P<@>|B<@>X|L|O&^><@>|>?>X^>BS^>JRX^>M^>PRV^>H|B^KXX^>R^>H|O^>H^>Y4T@>+>H|OJ>^>J3<^>HUSKX^>V>N4^>OXJ|N|IDK^>C^>M^>2<
%8>FDA^>+N^>S|^>X6|_M|L53|I:G|A3|>KR^K<^>P^>H|>0M=>LWG.YOE|G^>RRYBFRNN<^>1^>I^>2C^>#AL
ME|>A|D98^>A^>RKLZ^>5^>NUS^>?>I)&@>F>3C\$WPHYH^>A9+B.DF^>8D^>|>B|B5>2^>MOEE+PN4B9E_?>?>Q^>_@|>L|>F|H^>R^>U4_6|QFK@>_M^>H^>?

%@U<-7/U0M93GD5Z0A64IXZ1>A9;#IDD>INCQ2(?#BPI(NBCIDSK4D* MV80^N7%\$OEUF00AJ4+-,C=GRYLM[X-Q?>L)G9TPY,I MQA(H=-) "ZY6
+>0<LE+XYT"\$U"Y6A@(\$B 6*&U/\$#E#6/7793%LAIP M3&PS+O K&LKD4J15+3+>N/QO #8QJH=NG#)=2EDAY5U1HLIM M22ZX!
M14(UO.TNJ/&I ZI#>V18?8066^C.E5Vf+@\$R8F^0(19B- 27Q 41A#><<6E\$ M&1ZY!\$ \$KWD,Q13T&-+X14B^IO5E(MAKY>*PV%T>6A- RPR"-+)N
M=WAONEA(AVf+!\$ \$Q<0^M)G^H82P7ZC(BR7KB()>P* M^X8(1&G1-82U* MEB6TWEF OBA7 H&)22P&JWQ;
>AY<^E0@H10M O1\$Sj4<4/381+!>C3V493&YIK%(\$A5D 1B4#N^Q019Q7535/BXCv4K Y^EC810K81J1U)>#%FY=X6C X-61917KF^=17)
M6^G&CJ,KJAKQKI=)DP^GIM^>@%JG0.P1)^H7C1R>+?HJ0UD3?26;/%#61- MX1#5\$QJ>.#R1>#Y#>P.CV10^C10 45G*DJQLKMM(^OM^O
M.Y)Y4G/6<..B8-7?6>^)1<?U;AN6!W671(OEHN 9=(5HLO &BO""(Q\$S6 MHZRC^G^UCZ^JH^4\$VYB1)X19XOP0.&^..G/20\$DGC#1^IB:N26 27P^9+2H
M>..S)H173XYWRZ 9>>GS-S\$S7\$M^PG80 #H(XR>#.#3 E5 XJTH N&KJH- M1^*W^A1^*X59V3@^Z^L&S^OX.YI/U1K41H/73\$5!^DQ()>Kf<2>+!
M^H1T2021\$MIP\$Q^U3 J1A7\$B1U\$R^FJGJH 8/1<1 \$U ^2\$MY2^>+>HJH MR51YX)IY5J4+EC7 3N20=>SQOK.BH4C4CJ3^MMH@XW2 ...>GF
<+U;D888 M802YTY^F3QJ<8IX=X&K2C-EUXD&)^\$J1R^IGA2PG.VZJFN M/PYNK0Q-
GPJ6\$J1+^ 467\$S7;AHH12\$>=ICP7Y2<=>829YN;=>Z#V1PF<4<2OV2\$7.D3Z.F7IUI9X01G1P/RUSI= (^NH&Y\$# M^#
<8KR^F1UC>+>YH)C@&G:QO>B:EUDNB-GASE.101QN2147I2ED^874KBI M#1^WU+BO>X-O5IPV\$;M19BN=K23.B5^NBVI@0^I>1Df^92RHU%/4?
#+W MP .067K-WIH(?\$:@MEH 1^3DS^C/1&WD^N9B>C2BN1MSZ^*# M@*EN;2Q6.J&QK4M8 F=IF^WM>Y-J-SRH^2G^Z;2f1^B.C^6!&^*ZDT^D>= M
LN(N2;N1A#>.<5!%WZ,AK4KZ^D89^ZFO M#KQ;27JNL 29+>=>SO\$..551\$2?>OG1=WMDfW?>V(^fJS X&R2LTF^A.33UC4.M)^1^1?<
HL7>+>8U^3^<S^K(R@T4-8\$ITB<Q0^6!>^>KK M=J8W^+2^I2(^&+>9L4GCK32C11B<2DD<#A1>@ (S<&AM1>^%1+H130WK0% M3UT3?HHXQV-
CR(G1FYFB0(=,>\$1=>G<^H3W7;=V6^..5C1REM^TH8QVZ?>TUFRMW;+7WY\$S01.^*1\$0PK).OL+- M0^GK)^D^_5/M6 -4517=2E
ENXMLNV(^WJVPJ7B7C)^H5N^U_R G&M,7DXIE94R.532U^713T^..9.01&BP71JH^..4:1R1U^71D)^&LW\$Y1-M1A\$R9H\$1L7>..17&#8-IF^T491.N1
1^G^K1+&G.Z0\$S^IQ80OF M05JE1^ M08UPJ(A\$S1^<V1D67-JK7IHH DA _H/SE>=>=YZT^CXHDA;\$19Y41+ MY1%FMVG.\$ M8+9;TRQ-V8KSO^1;1
5G^R.1L<(&(^VW^ZK &K<9QPCF76M M;ACZ-(8Z)/32\$3SD^M3V1D773>C%^\$22 /U>83; HL\1H F>Z \$@8 MB(AN;
(WTKMN306FRIE;8^O: (V#W:11+..@1E0EZ21QIAJ6^% (U514)F1SO M1^\$S^R+V+3QKX+R11 F;CU^12 7)X _OSQ^O^TH4^05T7?^616+FKFH21 M\$K8?
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1^F%>1^W MLPX=S5C5><^LP03D^X1#H#) @W;Y#6.E^ M**12%5UA#P%<K1LNF1AQB+\$1F1.9XOG^H>T1 T^GZ?EL\$K98N.PY1(8
M4H1=M^F1>6(^C^Y21&2^AD?M^R6<G^UW^X^FA&73) B^/81>A^N:6S/EL1 M(R4HDBG^ZJLZ^K?YQO#@H=4>=>+>S^LZ1^16LGGY1LVI(LZJR^CS B
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Z=*\$&7D MRPCM^D+2LX5&W1&6A\$X01U.OKHJ6E\$%;9%Y.WF^D^W@;2HJW1%9(\$O8S10.MYS.C1\$FO.D2YCL@/RE?
+3S X+1=XUA1XFEN2GCK8K@^C441^NPIW#71+ M7R^P5L<<40PBHLHG<5(DJMI^1\$4 AHCT49>&<^N1^7^1L& 2.3N.^MH1 M+XW\$ (B7-
101^Z@>Y6P^IDABFZ^K1EN3 HZVN(NIUF M1LFT@H# A^F+50=7.39X.H^SQJH+6Y17GY.OV^1TUL@8#^+>L08EJ\$1^OK
M3P+DPCGF^PI 6\$ (Z.VW7@M6B=>Y.Z7KC4BK8).MH\$H&^*7QT.\$Y1S1Q7M^Z-W M=-
*B19>+YAA1^E@Y10LLR2D1)LTKH1;IS9\$M^WITL1Y+DD5^ODLET2+M2.M0 -DS7.NR>MW #H^>ZS>=>4XUP6\$;+
<@J<1T^FHF^KG^O1+UP405^FE>=> MB@K\$A6%1A;X1\$G61\$8W1O>7>9F.22%>P^PQO-GTDFFER^TS1680B# M2_MK@!>Q(8XQFIZ F&<2+
(B+1^57-/R<4^=\$9F4T7..5(TA1^<0 U.3.LDR MAV5^<%;Z4889V!^GIW;4EOX9,+ W^+0V2D1A.5:FO@\$KI+/(5BK3+47:6\$ M<.<X%Q417HH!2,?*
\$AV# Y.BTN;H#1A -2KF QU753.#BL+DWH8F^B@MS.MN.F142R1E^126IG SD>@7#^66T1759UE 6HYN@IY=7Q6LH^I&YGLQ&O&A2
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103W=6\$..1^* Z50W1L<<^ICJ01@T@*+0V1+D 31.GC M&5T26OGJ1U4B1FTOB1^2ENZGVQ 629TN V=>#6J0H17>R21A18^5)7Z4= M2R-
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 \$XGA6@^IP3YT 2<Y7R=<(<^*(M^TR(D2^FG-S2N.HD^KI49^I^L19K 8FI(DN)GQ>9IH7I^TJL 01N3AKMV\$IU
 MA18A=E.%=<6I+AW^Q&NX^27&2 WY!<^UNHJSGT!+^#YIU/BU@&F1NXQ! M^AHCKJ^3I^%GPNJ^I^T\$>J15-4E^*^ZID\$U); Gf@Q<^KVTF^7J
 M1 Z+<^>BOVT+I^9S29N<7R:2^6Y0X^11LJH.Y5 6P8AQ^T^<ID^IB;G<D^>M8I0SL8R YL3_1+UPL#
 X@0G^7^GFO^

S<-<9\$+9871? MI-3*4I=R'6 /ASW<5E.EA8 B NQ1X*B2IS7 4\$&OUKX8HXH MABK'C:~X^@!C.RLH/LW;N M 7HJH\$4B)D!QI49B)<- UDS7-
AA~9H;H>J9@OURC7KN=U<J2XH2YIT.F ME;~%ZMAQA!H0>)>8@3L2-&6;=W0=6*G0?~!QI2%I!KWKA>8Z.#Y;U M+OIUT~G12;Y %E7-
(QQ\$97+/49!TNP6410OLB9/HF/B6VYJ!-:= @HQ MG(H7MT/B#-PBTIO<=>ENB!5H.7~;4C.WYOCJRE:QI2OX76\$ ^JP6.KD"N M+.6ICF4H-
OHL~R0.0.9.P#.(28>WX"=-(GZ;7\$2S!<S;..6# UD95M95_~&M S5I2(TZ IXIY~X<(<I1Q=X M8K3<6S8GN;N.BTYJHS?<
H!8&UJ"/"OH3YJDKA.WM3CQ05;D2T"5;HWCWZ MQ6%G1YS08D SA2X.7GC=1A<~<20K1*ERILKID(K\$) M2_OHUV& YU<3%?<7A4_G5QU'G'86_!L?<
@0.2GY" P.WK@CU4-O4T.O0%>P M064!J13)S0;EHF=^=6<+R%I%N2_<^&KH9P_HHAK1@/"ZIO<#O_.BZYI4I7DLU"AINJ8<=>7'OXJ-
IN9_-YB!>B08G<~T;@XYU/L;W@2Y@&+WTFZ_~<3RIV MFT/L+;W(FI 2W>LIS)"T?>I>18IXICC'=5<.(QS;>KTR>~*WJNIE^B+<
MM7?BWK5;%E;)/WHK1_4_F<H/H;H\$!L:RG/6-C/T/4!@IYO@Q^NTH= #.M.8TG+T+NX04B<~!+1R5'EH<)69ZR<4:M)>49(3D+26HE(AA4Q-2E%TE
MIK">.@L(INHP%*HUTDQ&..MMJ#@1W~9A)LEYW(PNO0/EK\$G0@<G%_!T78UC MUCRN5-
XB7N!7FJ3.9D+9F<~Y;J0^"GH0.EC;QEN\$<+3F89VT;BFHA&NGL MYK;2^&U/~/~!R'XP23Z/)>+!+65G>_9BM;3.E=6I1\$ZY.)^FC3E
ML)C/F5>PTTH" ITSR;J6'15CBH\$S0"~H*INK8< ZPY;KJ'J^\$<~R;T^3 MXL0!0CC80I(NQI6)H WN>#46.V>(Q\$O8BW"HF#3#8 ^NC
^NVP!BIS!~#Y7 M1\$3M W86&"U(2<+F& M(IYUN-2Q;P)DQ"J<~<D)1+&B8(&ZDOP.C NNV0B9N-2;2K.LKH;+>B#K#<
MOT;D*=-5L.HR<_AYN94YAU2OI9L%136B6QT7)(R8LAT#~!F5VC2+7JZ/H22?..HL3LZCIX=UP"~CX7+MHR;= Y\$F9I M-AUZI8(2JE#BUN#N9T?M1YU?<
P8085<)>R.M5%AFS?FM>>I MCEW5%!"GBI7K6I7;K3C 4@9"ABRTZ>P5L5 =HXV2W_4M+!TIS#9'<R)R4FY*
MY=&~&S0.OJ47F~V9E!U<#^<U&NM01M\$;S0GL^&S;OTN="SR% M)NR+C8%WO6P!J3LI M!!>WEN!W-
J\$9%S(EIYTG)~#MODFW!*&IOI3I(W=3%.&% M-3D.F*1%AZ.FICJZDI0A'S@VFW2_B!TW..GHN%DC?U(!)SM!;Z24;_H^3IG4 MGO?BEBJ)64<C"-+RG?<
BA1H_LQOP0~5IV/H\$?>TZ'ZXS(S.38L83H5E30XL MS~ZV'IGUZS)NT~*1#J1B;8~T~;2UQI'M2(MN IUPRYDVI~70(HZL^E&~7@HI+QZ%~ZFI<
MK29RZ74&A9N<9XT.T^0%>H;#3KLZ8HFFYX;Y# MSAE/R@T44.0-#=#EQGB~N-2K!H8J.P43IO#~D31+>AZY<22THI M5(BZ\$G!Q<7\$K#W?<
S1>?FU'H.X6UFE) 57;7MBCEFI'CGZ7>?I'DH5Z\$&\$*; MR34*986'Z&8W:EJP&A0!H3V.V!T> MLDP.5.O#1/%@>=HJN5;_ \$IS6<=
(=QFIO+9CT@Y:N;Z>>S6BTIK;@M~N'0;"X MH>F\$<+<~;~!W.Y4T1L%<X.7"~!7E(S25T.6YXI&_O+DL43;DI+DZL6PPY"U
M(G+S@Y=XNB\$T3R2Y>Y=1KP*~#L0U"2^+!@IOPUNW)@H+!<VJ<5-QL5Q:X MNBMDQV%+~\$C:(V#3\$(EUFM"~M~HLMR;?&6.PDI V-DIC&~JSR
M@>SDTNU+<CSGJ \$Y;L3(HH8>~;~?@*SINOI+/WH!2CYU#Q5MWCD.B; MIN;YK+<
4J.\$W9.%GR0@!HU/EIQD7.ECU07W.RIDEXP)5=EG>~>07^J\$8 NE MJO&C^G\$ M(G;G4-25Z'1(6"V9\$Z#=-6X3T<~*72+0_NFI#8BI=2ICY".F^X/_ "OZAS<#/
MSU?PYPK^O&=GRCOIM7L)57_U.\$@<4BD2%>RSPFC3XA9/9UR6W>~) MGI+~\$WCJB9\$9SZ<=,~4IV_9&2X&/_!@Y+O8I_88<\$S^F;KB#<J4\$\$(^QI-L0
M6>?>VA4H.DI 2_!H3164J3B_X2&0C4MD ^!@<L!WS!7(G6!)5W61*NKYP+ MV/RZ3UKNT"H77@LA#~!7?EP8;7B-19454-MZV>Z89IA\$<
E6!<0@ZCLXYV2Y+UCSPG?<6HBA8GJAK'+G.M~R"W<~K1&B+9&DP(Q>G2AJ\$^)_ B'281\$=2I9@7YK;1<~M9!6(U"0.A.M22\$)*EA@Y(O-37F5.P?<
UX9A(OJWB&(V\$K+V";PFJ4=5=IPI1W9 M3+P!TX9V_0R7\$IK%~909H(?)\$AGT\$IXD<IKYEFG~!E7TBIRSS@<+VZ M5\$G?<
BYG<=H&N&V!7VWC\$>=I828JR<L.D.HQS5YH!P2EHA5A9X2 2 MWV%=>I4H9\$2CU//.@I2>? M^<~; 8E8BE*F(T(K)923+2B<8.I?<
+Y7I\$9)UATI~L@)OK\$~\$+RNN_1_3BR MX%~YKHLITL0..SISHI//@9.I24BH=FIOHB.Y(VB\$ISLB?<~N' 76Q*O\$"* MSS+QOEZ-KPY4I=>~*
LQWJ.TK@W&E(58WV;2BZIX)BIRX~I^K%DCP.8LD@ M_~H!<FQB!H@<70%~>IQ@Y?DBI!0D1/ZP>MGN=4V)~RKIV<~!_2H3LY8 M1X+SOIV_3-
PO_FZYU~"K_#N^Z8;DKQ!O^2B<Y<00.Y.X RK2SL2 #Z MF=KNV)3CH6V!+8)FQZT\$HGC~N4_B06J=MMN!9U!N!L_Z8ZP?U;=5%
MS\$=-PZ!X2! XQCC@T.7;YI;4^H;B;B;I)XQJ^XA^FOZD?Y/>GCJ?T.9% @F MGDA.Y(U!@@<
3WD%40ZHX#G.X#~?E>U)D^UR/98@+MP+!N!MW"YI-6BUU M+!2P#7/U5X2B L H8&6=CU6T@81+20@H:~"/~#A4!Q_H&G8W#73TDW<
M9#24L7C.W#<K5_E8(5+~+3FBIKY&O&G^XSM _Y.D9RZ>24JQ+9F!M+BEY8;L~NDJIK'UFOG9WX92.2.AXG!OPS&MK1M0PY^6Z_@T0W!>@/I<
(#OWB M-W>0&IQ=(O !&# YNM24S=^H57U M=50ZC?L"V-FC.Y8@Z57@*O_.I635\$LUI7E\$_0.1C(7'D&(I25!(WO0@O'KT51_!7);G M%<O-P4<
!L!>~2022+IGE16%#Z21FO&82S 5!PB&L.D!W!>~2E61UW!>~N^D-SX8K-OR(E+~+TL4;9H'7HW38 M5(VF!~!F5>8-T3H5\$15TV<~(X;798ZI<
\$CVDZ(G.H\$N)M%#9=+!5U U~J M#M~N&LIV+~X80_1XS;~V7%~<#60B_L~#N!8+BR=2X36I>XUU/L0IX MS@XZ8X2V-229R<
~8T15(GAIZR~KISVHRAL~22*1~;Z.G)G)S9K0 M98R6SV7058PFL>~!KQX!4B1!W~LZ#T113) MRV;KI>PMGX'X.Y9D2VG_AD.WIP_K'-
L*!1&ODOWE73A_8\$X84=3<4D@8NO&(M7&JH47IVY81OC?29^I48=V^!<5^LP+@5&Z/K^T^/R=H(-D5Q=5F+NB@Z= ME8@09-
D5KU2?IP'DK>Z^G<=5(2EF\$7Q\$4(*8I2)7=0Q=1A2<2<5GLR/LM"PF<~)P.NY&1W12)21S(\$R'C"(O@A?JB;=>T@JNA5=96T76I?D6;~87A4AY1<
MI!Z9YQ~U%B-TA.EVC5-GEQIY2=B!>6.P5RT2?SVIHF=RHQ4! NL0IOVG) M2-VZCSYHWOA* OBD)7FDEW(BX/L)W4~*~HF>KB6!<~SK1 W)F6<1<+I<
M#47)ZOKSE=2@BN&@V.J%22%OUMSH4>YI!&X9!<UJT?@MLI5.R>42YO70 M7A~X:QJRA1<
X)ZJHQA0804J!@L>CQ%GV4J@H0I20224\$<I9GPO9H_!M.LKI+ N&F2+~XNU.G+DE/5ETMN\$#HIQSL>A!>JKI6A;E586IYDHI51~* M!GQZ'2H.9-
KB<A+73&~HJ.F.B".(39;~.E2\$~.0RR503D?2KZ<5)I7 =%U M.X~GM~*FIG>~<6 ZJ;I2\$V<~_K(EP7X;LOCPD9)2E8BM~IWMY56U-5582 M798>~
~Y3(VY\$Y4@HJ1-7&@%J5!~? E3XLG8X'9/U KYD\$@UW=%RNJ'D6:SI-M8-T!JVT?<
\$(YI38H)>E=HWWQ;6!<LVN2WM=VN^H^M"N^Q^<O.BTDSIA>LR+TQ&F\$M^ W61?^NO#28^/~!5F3TAIEWTE!>I<
MIX(LG=I5B7Z;KYZYZ8=15!>H^M.(H1_!4U2C \$6&~M!E.ME&B\$P\$~ULEKG ~+A!D;+!U 3!<@HWX+H#<
MUAWP/LD>=8&J2'T'7GQIF@A6Y5(18WJ!F\$SL'7\$&CBY9ZIQ+<S<_D"(Z3 M2N\$G3P.4&^3QEMK&P+!N)D.+V(I"1" _DFD8<=N+(BU6%4#YQ0?<
C);KTRV_M6EY>~7D240LJHR)=BZFYVSWFBTJ?>~C*~AWNMFBQ2-2.NT@ M"AMO'9PZ+~AI%2E.OF!<~(=U&D90WT!_IYAI(HJ V<9)<
!<=>~KQJ_4 M^~75J9I.VVIBEJPGIXG33ZG%IN8&674DA ?3.I+<C@P8=C M+Y&P!_CAI17028 M2M9I<F<P!<+7MIRE(D4M_H#J2AV;~<
M#B=6HRZP%ONVI 2*~P6WC~Y0!D7F.UX!K.9?J^ARQO&+~J!Q88/7#IO &200("=S2%~X&W;~\$6.K")<@WVYJJPY;J M26IR54I=C<
NE2"KB~K=JH^U"7Y 7'SHO<(6&6E~IXY%<7B.154 T;UQ W MFL#U<~!~*@R18)ICV\$YV7\$FCGYVYV(IGW9EMUV_&FWIKL9WJ1HW2K J6IG!\$<
MFR.7G^O_.9/4>3JZ/8FT^C~RN2B6YJ/ZNJYF"TT0=RO8ZIFU!/#H MB4JQU)(B@X.5!=-M<58_&5T=*CB"/O3H*M2Z.TFA.YYK(C)~Y<
I5;3HWWZHI"~M;C!QI070RXN2H.L4107\$!<PF-WIP54U!L&~>Q("2~95G\$7+! K>~& M1<42QP+1)SX7P.EYVW8X.G3(XN?S8"<5V<
~OQB>UQ>2%~C.64H.I8<~&N M!@AZX!LQ=BUHEETAG"UIBAW~X+GO'WR~V&UZZJ!JRU!UJUH:M72(O)D"MH_QW1;B#%FQI_;/9#<21-
J\$XS>~&NP-I&EWC>COUILFIDXHFSXPZ!_@1 M&A&IE+@5>~&W~W"OP7U1_~<CQ5I0J?..~^QNO..=4\$IRR'F<
MH8&5&R~E~C~6928R.B#E6.#<~!<5>~4#Y+!2X&HZ&H05+S^~!8TJ!0HS M9;16MYUB127A+ JHH+QB7=9L57OB5J0HK!L03RD'E.S)&~*IM%SI<
(K!_+M90)1Y&RFL?I2;"@D="YRAN.D+~%_3IFO%74EWR~9QX D36WPGISM2X)+BT^? M*~\$!@YEXYUO&Y8IUXX73+!RPEKOD(K.ZO)^AB^GB.R+!<
(\$=Q0H@PZ)W! M5V&P<=NP21%01~R)B_HIS?/MA\$!<6^F70?I8G!H5B~*HA90?JH~_V!7FM&2QI9.UY\$4=Z 47B.L!9Y;P\$!L6MM<
)90I=N@2E!I0L91OCDO>~?PDQCY MRHGB*2)HGT^V_~MD70+~L 3~W5A3X~I(H'3!LST!7"/K'F YZUY M02;Y ML15>~YMFQ@2V AIH<~<
I46V^3X_M7!G.S!NKPLNVMB58!P08-C4W^ M8~*~XV0E9W^&K?9TYKIO;NCGKIO.\$G_W5!??=RIY>I>_U!V!_V2&P M>~%U6M%F.%R-
FYBQ8~HK\$5>=M0G%~M2B(GJ4322^LX6*Q_ S(2X>V2^<(M-KUC)2.4W.1FXT!6%_00IMB2NY!IQP2\$=08IP;I_.KT_8N@PKXWQ0ULR<
MQR3BY;4EN!@48)U+<C=DMIV&+RK<3DBD3070!H#4_QQ M7=5I72^2U!T_2I25T\$H>~14FIVK!F&AC=O4!<~0!_XZDH2WQ0LX4<
MFLK2:61=355HP?C>)C D-(23J(PA5I=A_ D8BI!R!RU7==!4VUP_).YVYK M%?>~>QVT.U4_EJM-KZ<9^>HJHUB06Z0.H5^6VY+UNAXT;_3-63/5D<
MB*0NYM(I4^T2@.6;~2WBW333IX0+!<S)Q\$9C.JSON7S/5S!OWUOI'E' MK*DEY@P.CYZH3HI=E.FE<>JG3Z2F2I29UHG!@LB@XM^Y6 M-
I&8&8H@NL<~LW!&P! 1T.OX3IP/Q?+I5OQ>APB-R2F\$ VK=-4I87BG+ MT>@P)S-L(SQ@YU09+5 T&AIFY773)>~F?9/I~M3@K4IB@_MK<
/JE3^!D&~!4I6=Z!&~Q~1T!JH_<GTEA&+YYR<~2VX\$E<7V\$ M(A8AD=HY=^~!J=!!H4F9PG^+~60&~!H3>~L7-074Y~!<M3>5>6CM?<
M8CJY81P~<6K#3J!2U#_BUJUS!459\$+E>+!^S^T<70_7KZ5_VW&0X\$!T8J_MRG:@PS6P\$S#~_J!3&~NKIV3^!D;#E5\$ _!C.FVDI;13H+~_DB6>M<
~MB<~BQ_HM9.I~H.Y.)M~*JW@;ZQ&@NO7G+&E.Q5=IYORC~*IUDH@!~*6R M!VVKW_!V@F"(6!0=O1A>K6%<
(6+@U8!\$C=@YD.HP+!AY15.STL.CIAWQ3F M^C\$E A.E&Y?2IN?~R.A(&~Y.H~ANILZJ9K3G8_9^4.UF _A^<~\$S# MR4Y-IT5^R#%8)<)<
IYE%R+D%HIJ7WAGDOID.~* PO T0L~*C9BPXVIOI%\$~_JQ M4W~%6>~J06P3N1BW/3L2>~(OMD)3EK=-M;~(F6Q+U2L552V_<
(U>PV.6.1D^FMTT!8M1!~DGHZ M(B0?_!^H^X49_59N\$0?M3~Q@AT! 3_!4T;MMB&X~6F9.R^<~J3ZTKW5Y M8T2IO8>YIE6G~O~*?<
IMY8K36G%~!P)H>~F &+~ME.8KH@Q+O!<G&T~H0 M@U!B~Y9U!F=58_4A.B\$!%W~%I;ZT<~Y=V_B/R!QGA^35C/Q^0/ATPIQGP2 M4;IK-Q@J.O\$!<
~I5DD" M.JVO_3%=QJ&9#%X-V!_#M(60LH"FOH.8G "D) M^!2=,~%#6"2JX(F2)HX22;~!H=\$FDE!UJSY.IQ92_5^+0-#~C M9(Z&<
E.O+~<~DT>~\$YV/F?_8I7S-2B@B+YDF!A_YR S/F&_Y558~6M;JLEY M!Y.YUK!V.CQ668L30NDV^L(U%Q@_ POKM_~N"~S2EB'5H+BSNJU=IG275>I<
M!N0.SW;14DI=+!YJX/FLUQ~HJBYXS M=R)4AK^513J^O'GYO>8F6C8'7(4H)CQ68EY75#2!<AC12RM;2_ZX9'/(KRJO<
M5)VAYT4FU=J;XSWN'-5.BL"3.2.E.C\$M^Y(-O4F+ZW#(B?2)5)E<L.A/EIM M);VSG8IHD;79+~4K#~\$8DP2+K3WEM@_V^~(9;)OA5:3=VUIR>T!H0DS<
MDG3;6RYO+6PI2ELVZNI(= ~R03V;~VLKGD)IG!H!WY;3A @!WM!\$G+R= M2B0P;~>KKK)32>~&STB6%8BYXQ573;LIT0JA^CX9)<
(I94-D+~Y>~RDW\$PZ?6>+~IAR%<+<IP \$=N2JO_YJVB3W~.GY<~&~XN+K(XD16 M~N^C2I0S8V>~)*ZOKZWK^~*K2^~\$R6WP%~(<
97;HK~W!Z.4.8LP@6=~&3;3>8 MB*UG%.#Y@XJJ^C%Q08K6Z'2!HRGX4SA'B.S+~&5R!H@9H*H#9+~6<0-6WP<
M7.B86PIG;NEN2;6DZ'XAI#NEM\$M3G^<E=3GHG!GV@=+5XWQD&EHB6S F M>>C+D^W.X%TM;2X^X%?02Q M>Q>@EA.\$!@IDHE_L0A.2RNN?<
FH\$8'OB*~IY6=95>5WZC">=INIHTO \$ M;HSX^F4@+1+K"=6Q=68^FEA/6(S P_K.D=VROY'SU514A@L\$K8K9KP'O M#>90&~V>~\$WR%ZI?<
=X\$T"~5\$ID#~0>~RU0\$~MY?DE!TIR;#2^~+VEX9!IZMK%<~<@9V/ U!>=V5" MWMYJ9Q_W8_R_U5SUJ!DGZRI_8B*1(YQ!_1YP9FWSPHY=PE<
_O0(G.%XU M_QP(>A.%~CW+~\$GGT;C(D-03RL.Q:D^E M0_&~!J9@508.7;@7C=22!C+&~C.Z%TH0LJW%KJ)=5JF&HGQK^G2-W>~(5 M>~<
4FOCTM20A0UG;SCJ?33PGSGO'E"Y9C/G\$>~BKOE#@A_MHCXXSC9&~+~IU7YX)&V76^~%LR209YY#Z=N2<~2IEH+IU"MEW8!UXOPE'QZ7WSROB<
~536(R476T.IZ!H50)CHH4BC>=!L.OMY2MUT6@~*W M!%L%8.27PH6@!~S<LXP.N.DQ79_~WT<~!<~4@_LW+~N9 @~79!_XN?S2EZXOI= <
Z!\$P!HXZ!+E!H!~!2Q8F15O5NDH*~7E!ZOF80F!Q3R>X=EJ2G@/MD#JXN90MPM&~DK<R_OPI<H!H4V_4C&CYQ:QCRG>~%O4NYKK~*K@&T0H!~!<
M4TOWY~1.X6K&B~I'VAQ6NML+5!ME96H!7\$X7FYBBH ^%PANP~#J94A/73Q M\$E4S&OIC3N=EOXFP2G>62B!H#>TRVJM>~)AHLU;~!<
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3@P%F ML!43MA:QX8"P1M;9V8Y77PDS>4SP(C T6E%~J!9?& M6-I("7WQ/'GA>~"-4IVZ8VEQ4ZWT=EA^XH #66@+E.I61.N:"~70SDHO~!J!~A">(<
%XN@>LPE ZI2C4!<~\$SCCG~+QEDHJ9! M8_"\$F+~!&U;@I3TJV.0G62IZ@~*TP222KW;E!P5'H G"!)@~2.F(DIK\$Y4 MH&R-
7JMS=6#3N!UKPJM%)#DA= ~\$YMOA92LA#LPW/0#JRD.HH<2K<~="HJ_M33899H.X(C'D/8P@53XJ-0X)<8#^W6%>W52%I%<
~B!L5G<333U1+RIF3;KR M#BAJOX.BT0@UO.GM!FV2F TIS<~="7+7L.N!@B5XJ4&U\$7W+>0K338)>~5 M~VW8N!Y;S28H HVG<
5U'UG^JGX1.YG%#<E)S(67JCI) ES2\$~#U!# M M>DXZ9;HX2IP8>~<0<14>4I6\$%~\$E~E!M~!@5S24%<~+2~RL9)I%SI L=\$B@.0CHDT<
M0H!>C&S@BM~W@G!%HG5!2%~J@=XPY@D9+690/^U!LZ;"T_9BYU/9;Z1M7C5" ML;,\$=1\$JK*ZK(D&~3XL%<RDVA-MCK.CS<~(=X<
NH(OV~10V%~&6:C.Y7QH0~+D^PCC@LT!~!>~#4KQY+I(EIQ1L5L7&VU6@8LQCA?2?L.C=2H MPAG#7D3%4SIR~<~&G(V<~<W62<
Y<O>~ZMK(515+N; M6CI+CG5.02G0LS0U)7>_LQ5H4F M2D01 M1~\$&C6T3;G-14#<TWA6Y+HJH7FA DGV7D(ABIX=U M^DXOR37.120!~*<
%C=^4U40G-TI.6>X/D>~EK~XW/H@W;~<1J5Z1-2>J2G*MO P.X\$=~=IHFQ7Z)&JU~;=FM;+~Q25J-MIS\$!%5@8?>L1U(G+J;A6DR&I'D MG<

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(9.#*(M2?7>!)\$IKUJ9/WDD5) KLLBPVC8 MWI;4,U,ZZT.WT<0049^P1"XRZF""A&>D_6!\$5\$;%XG1?>8&N4^X*B)6 M%N9^2F8=9)6;98^CX7YI
A1+0H\$"(HW^8&T_&*MS@-QJPI4EIGTY>3JH+H01_G8907)!-#&*R3H^(#R_XR^).15_7\$58M16 M-H//9&96_12O=T2.S4I4)K1IT>4.DF H%6,D%8X.W0
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M4;%FAJ?7%;3!@9:<@XH6_3UICFU(I5^1M^E.FO7^#S@;:WV3FRJH\$9=F2X M0)B&16^543DG^2\$CU4?P^L#!<^#QH3Y65^Z2LWUKUWQJHK.
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T=;Q&P3^W^AQ^H8=NXX6L&C\$2SX>V86\$S21^L MLIP_1IEIAEW#>YQ94952L2I^1V3Y<@O^YKEW^S^WI&^_A6+QIXZCR#4 M^HP2ST2A#
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M.E1PX^68=Y25T.&L^C?#-H2WN170<^?T0=L8H1I^%\$X^K@E^N..0T04+1^7N<9J)AC^HX^*=Q%87MFGEL^F9L&
MAKPXD3THO^J2K0VYWK&L0^6XU.F@051^& MX^Z1&77Y+4A_9)U8/B5(ZY0D5J&L^FO1>G^U_!C!Q@R1;S57%CIPIU MY^5;9!>DX/FO
#&X\$SY38A.78^6NU@YV0^5^5A_#IBY^#IP91N3QYH1 M.IXQ91A^JHIOHP&JL^I6#&PK;#0.PIF>N_#4U^H\$^FXN^R7QG8H^M(G;+hDIK^G)
I;B%h61XK/05W705H_@DV2+YH;E/FBT5QP_I0=IT^1^;=>M=%?%;6)T+JH MVY>H.C^HE416\$QW^?@>I=4T>I;..PN>1\$ARD2>ELV)&MIS_J.CW^4K2?
MGCSQO>A)GHCF_QO8\$^<IL9V6V1<9^P(VK+^=4FK 0>I+IM1_N43.36H^Q^OK^R9/M&3X^=-
M7)N.N^<H.IYY2;ZQRJFHIXNY=C8>^N4^3^GR6;HP^W16OZAD;IHJHU@AG.MC.6IA5I(2^*KJM;V;EF#3WK1!@858,X5B<04#PY2AO;/\$W60BK
L@D3S523.MI^#R9E^MB>0B/W6B;L.ASPIPC.XTT1!>_>5^6_>2(2&I/GYU; MFW^YU4^?K.9TI9I>LZ1;LFE-B&S^V-U2^A>

M9CCH#|0<66;JL-CAX"L)(KF-J5KRZ MJO,\$(!^#=#.1XKT";%Z SMJL;-MK:%00&F;)E%I\$SIXKIB3J|@%IY8+%;X@)WO(-J\$'&Z!>GDGLZK_?@5FGD
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E>,#1!%#(P4T/MO*)&9\$Q<A-5H6WNJH5A:("9\$ M(^8J-K-X52/-JXXN136=Z\$J(C.\$|O)+>45N/J9LPQ#|C6\$P.0WV1-2-ORLJ(4*&70RL
8N-GV*2I/EY\$5FZ65-OH/@>KA.Y MLY#BP#3N2@YIS+%%\$>>Y(H2R;9)"G++J|A-|/YLK=(8Q2I3!-W=CG1\$;^5#U-M=9D7%*83*SY\YDE-G.9B1-
(6.52*\$7"Y327)C/3MI-24VR'5AR\ S^<|-\$&X|4LHAMH9#)3N4H@+NP#VFRVO2^QOGEZV4 MA.O)@WFR,>XOM^W'93*U8\$TV&-FI;
(^5PSI"|@S\$|5&*>YN-/X-L>G&SD-JF@SF(I>""\$?YH&X#%45#.E*YH"TY.4|9V.++>P>M8TOD?9%PH@A-W2\$Z?E9<-FRX-
W@C@/7*+,JY>@;C7)\$YSA"XC MFJKKS"77FHJH8J7<@=-%MI-S0AL11(U\$)K>+6>112G\$BX;DS@M)GS.R|<\$N
M+1|P#-BP9(0:&0=D!2:604^O&K|HB38%OK3+"L5"|@V.LKDMC\$E02_+N+O MA4M4#>:;\$U>&IFFLLRJL@8/5*?B)\$A|4-F+/-_0U\$6>
(E|N1YQW""0-R0M-M*)#N)Z5@D=O.=D1<:'C+H(SM-79W;5/XA#Q>TA6R4(HFG6GB">SUZ76U?7^..UV&HO"9FG01|5QRN|FJK-4M2
MP*2(P0%|K^K(FZENX!Q-^I"3%^*%@%|H=+K?\$(3|LZ|@5|(N/="-"GLE374!-M|YG.V;7FA6-L6-8>H=P4B'+/>F^"T.1<2B8J2SW>_W3=^#.#9Q%|A|YPF"
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H9X""7)K<2-RBS6|N;^1|W"3KJ^C917U">-M#1C^GY-"6\$&VAWZHH;THNB-8J-QD)2:'K0+T?(ZP1L2P&SKJ)Z*Z
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MS8SNA8|B:-(U:=442PK|AG+VU;:%792F=-LHD9-M16:S60\$QF|N27"W\$|G'8-M777%(W3B3A+0P;L.C1BX9Z8"-FIQ1-X)O-0N"74TIQ(+;.&&3N#'-
>U@>28&1-MIKY*=-;IZL|/"=2;.LQDZ|H0*R(&S3|O7@HW=7W|HQA29+K\$|6M|E_->Q&-ME7(5.\$5_-B|_9W=DQ?M26(X|H>J|@IR%/JBN41-
L;P&G9%4<.>|1WQ%1-X-M@S\$H)3-FOY|P2^3C?WIP;Z@(|QO|WG9T*E>GZG|;|ZBYI#U0'S\$;IR"IG-MK=\$W+!&)>9+DAI(CT|KZ(SI%K|ZO_Y_NSO
MM25L;2U^_U<*);_UA3*2VY^7C+FFV)H%FIV2A3^R;H1EL\$"O.F0(VY9K-M)*<%M7(CZ.R%|'"*G""?O*=-G-^/6YA
5LBS\$W&QNS&2EZ6!OO5*\$SG\$M|6X/E=M.G@-'9U+""(^17<'H40,<0XG|_%D.N|W_/'<7LHJ(-'ZR47_%G#?EI5X+1 M0_U2X)5UC?
+N0K1"6MIG\$-H:OX2Q%3;?8ZJ475)C5R=|%U1"K5MD5FVCXH-MNE,>_%|1"24MG+B4O\$Y3|BM(4?7-37U-BP9|VLQR9A>;E=)BM6L?T*Y%:=#O-ML_?
C(8KCVJTY*CX;12G8>2|@!YGH\$WC>F|K-IX;#X8;\$-MZECCO5^+<9F"9N0-O4-D'T.C.G|H2>T%*IM;|ESH|N9|G#^2.)<#A2.D4M^
MZXK)TR71>*J3(|JY6!;JC%^VRX-2P7*NJ=|AWK|KO7U^JM%O;X^R.OY)"@-'MOKU=?Y715\$V\9+N3-NR=);(O*2,ZXQ*?
^YK(F&WTJOH=D*9HFLH;98%"MH/KGH<1^NV8CR=*WK;8.PQ;SF8,4U-LOUI/EIRD@ZVI#7S;3?#A|*AU#7
MY|LT7M3IRH^|F@.BG+C71S(C@"V2!+?*(1SPE&N8V90U^EBCC-2W5@7Z|QRK-MG51E2-%VYM=*6P&|KL?&A+Y>_=>G+S2==>_|BZ=-
/V;A0B.06**2"R;"MUE|T=LLWB\$A@FI9OJTC|SY2;^>O;T-7'T5<'5XQV|@A.T!"-JA-M2|V|SEI^I^I^@D+%E9.P>GCER|C|
E.L6.E8&D7='HEBYI%=K+;7|.JG=-.@*1-MV6?*#H=K^/->9W=TA7-&I3;7-7W-Y>R18PR\$O=8M5<<9.#"4A/&4R4U0XC(8-M0@UEL_25QL1RB|/@2-
(DX4T%UL;)Z0"*=.;#=-CUUUG;,:>.)<M.MU#R3MW-"S;=>_>EB/6UAOL(A""B-P.2""/NE(NE*7\$>EFA0;RVTF=&F=PZ-ML|9/|\$852!-
YL&A/Q7R8!D'Y9EL>-ME2BS%1X=&&+ #A@\$^>O;|R|B>45#+0+^CS@V.E-I3A|^J|R77CUZR8G\$UK-MI#'(9%"^T7W;'W\$1|73DW%|YLD_-H>T-
I0U*(^KHT-F"Q\$;Q|61L*=-AA'H2E)2O|O4>;T|5|+1.3|5ON.V)#PVT)D;|O!D@QV;C.Q\$-ML"03%\$S9-RVGO8-|B9DW?EDN>7-Q=;8('G4QMC6%4
M1=\$G4QD2LPDHHHOK_-XJHH;GA.R|97^1!"@&GZ0U8/P+UF<49#A|CM;-M
K|FYH2)#1=Y#*\$XX7Z*5Q416%0X")W^RY'F)8|3!#^4|:W|P%ZES#8&1?E0D-MP#<1-9FO&;@%|
(-0HN'R^UX\;GH;P87B&S=&\$SZDL_PW/1;45-J8Q.*F2I>7P9A2X7X-/9@;1/5-S1;4|B-|C=GF/1;87//T#76|BG-MHDXBNNARHX)"-.KMZ-
I9/R-8#@|^M-M4TKV9'\$*"-GFXMIUP#P-|/;M6MF85.G62#NHZ-D*;SI?PVZ_-CUF<>.)S|U5Y6FYH>37'SRT:O-MEBILL><800C!;8<|@-
U;CISAR&W|;H=-F-3M-*ZFCG((5U4\$*#8;=\$L)-M*8(|S2.D\$T2+1%-P0LW:A(I1B/P)80\$?\$#N4|PZ;LTB@YSS*29-M'4-HDEZ%6S;1L(-D+>OZI'ET-
"K?@V'#.6;-J8WK|AZND/>KETDZ-^)-E_-M(ED)'0>IU(Y=SD(B;2-^%6R_-Y5'A;E(CX-W_0\$?Y)"T.O?>OG?MXHGG677-M;1X4.JBG4|MP^?
@T#_-2EH^|46Y";O%MBTX9(H&*9-N%/B?>0.IBVLE+_"M>4A-1"2N3\$?C?59-LLP6W?;@N?R.LWC-|UI+RQ;+K|U27K'YU|4MQH
MIZ#K#C+ZDEM"4&|U|%#F&#I%Y;&&NYA0Y@S|5;-+B);J<|8^5);.DFMB'D3F-M&6QRV;E9^O+B#VOKV|ZK\N-F-
G9|H|C|WZTFK|XL+|TX""-)#6*?/+VL6<-M5)1EL9%;VU^Q^ER\$3UF0A-FI>8U3+HS#8|^-T7V7O-XOGC72'(1_36P|>^NIA-M|'#E(C#=-75%>MNHCFE
MA(X'7|B6(98-M|ZP8IT|P|C"JDE"B4)H>3|L|B71UA1@7(A"78P8N92EP-M2|4\$K5-NCHY'-C|S"7#;Y(C|X)VNL6O@9'-J<%;93|38|OL8>?_VQ1?;
M|CTIP.+"-L*K_-V17'AY/Y9U5>Z<6_%DWJ|U@?|Z87QNZ^&*H%;PS;|