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Â 3 Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 Â FORM 10-Q Â (Mark One) â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended September 30, 2024 OR â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from _____ to _____ Commission File Number: 000-5734 Â AGILSYS, INC. (Exact Name of Registrant as Specified in its Charter) Â Â Delaware 34-0907152 (State or other jurisdiction ofincorporation or organization) (I.R.S. EmployerIdentification No.) 3655 Brookside Parkway, Suite 300Alpharetta, Georgia 30022 (Address of principal executive offices) (Zip Code) Registrantâ€™s telephone number, including area code: (770) 810-7800 Â Securities registered pursuant to Section 12(b) of the Act: Â Title of each class Â TradingSymbol(s) Â Name of each exchange on which registered Common Stock, without par value Â AGYS Â NasdaqÂ Global Select Market 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 â˜’ No â˜ 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 (Â§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 â˜’ No â˜ 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 â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Large Accelerated filer Â â˜’ Â Accelerated filer Â â˜ Non-Accelerated filer Â â˜ Smaller reporting company Â â˜ Emerging growth company Â â˜ Â Â Â Â 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. â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ As of October 18, 2024, the registrant had 27,950,510 shares of common stock outstanding. Â Â 1 Â AGILSYS, INC. TABLE OF CONTENTS Â Â Â Â Part I. Financial Information Â Â Â Â Item 1 Financial Statements (Unaudited) 3 Â Â Â Â Â Condensed Consolidated Balance Sheets â€“ September 30, 2024 (Unaudited) and March 31, 2024 3 Â Â Â Â Â Condensed Consolidated Statements of Operations (Unaudited) â€“ Six Months Ended September 30, 2024 and September 30, 2023 4 Â Â Â Â Â Condensed Consolidated Statements of Comprehensive Income (Unaudited) â€“ Six Months Ended September 30, 2024 and September 30, 2023 5 Â Â Â Â Â Condensed Consolidated Statements of Cash Flows (Unaudited) â€“ Six Months Ended September 30, 2024 and September 30, 2024 6 Â Â Â Â Â Condensed Consolidated Statements of Shareholders' Equity (Unaudited) â€“ Six Months Ended September 30, 2024 and September 30, 2023 7 Â Â Â Â Â Notes to Condensed Consolidated Financial Statements (Unaudited) 8 Â Â Â Â Item 2 Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 20 Â Â Â Â Item 3 Quantitative and Qualitative Disclosures About Market Risk 29 Â Â Â Â Item 4 Controls and Procedures 29 Â Â Â Â Part II. Other Information Â Â Â Â Item 1 Legal Proceedings 31 Â Â Â Â Item 1A Risk Factors 31 Â Â Â Â Item 2 Unregistered Sales of Equity Securities and Use of Proceeds 31 Â Â Â Â Item 3 Defaults Upon Senior Securities 31 Â Â Â Â Item 4 Mine Safety Disclosures 31 Â Â Â Â Item 5 Other Information 31 Â Â Â Â Item 6 Exhibits 32 Â Â Â Â Signatures Â Â 33 Â 2 Â AGILSYS, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands, except share data) Â September 30, 2024 (Unaudited) Â Â March 31,2024 Â ASSETS Â Â Â Â Â Current assets: Â Â Â Â Â Cash and cash equivalents Â $ 54,888 Â Â $ 144,891 Â Accounts receivable, net of allowance for expected credit lossesÂ Â Â of $755Â and $974, respectively Â Â 31,614 Â Â Â 29,441 Â Contract assets Â Â 4,537 Â Â Â 2,287 Â Inventories Â Â 6,446 Â Â Â 4,587 Â Prepaid expenses and other current assets Â Â 11,216 Â Â Â 7,731 Â Total current assets Â Â 108,701 Â Â Â 188,937 Â Property and equipment, net Â Â 17,538 Â Â Â 17,930 Â Operating lease right-of-use assets Â Â 18,120 Â Â Â 18,384 Â Goodwill Â Â 135,426 Â Â Â 32,791 Â Intangible assets, net Â Â 79,018 Â Â Â 16,952 Â Deferred income taxes, non-current Â Â 74,898 Â Â Â 67,373 Â Other non-current assets Â Â 8,309 Â Â Â 8,063 Â Total assets Â $ 442,010 Â Â $ 350,430 Â LIABILITIES AND SHAREHOLDERS' EQUITY Â Â Â Â Â Current liabilities: Â Â Â Â Â Accounts payable Â $ 12,746 Â Â $ 9,422 Â Contract liabilities Â Â 55,355 Â Â Â 56,148 Â Accrued liabilities Â Â 22,315 Â Â Â 19,522 Â Operating lease liabilities, current Â Â 5,473 Â Â Â 4,279 Â Total current liabilities Â Â 95,889 Â Â Â 89,371 Â Deferred income taxes, non-current Â Â 12,269 Â Â Â 554 Â Operating lease liabilities, non-current Â Â 18,662 Â Â Â 19,613 Â Debt, non-current Â Â 50,000 Â Â Â â€” Â Other non-current liabilities Â Â 4,928 Â Â Â 4,415 Â Commitments and contingencies Â Â Â Â Â Shareholders' equity: Â Â Â Â Â Common shares, without par value, at $0.30Â stated value; 80,000,000Â Â Â shares authorized; 33,342,288Â shares issued; and 27,940,004Â Â Â and 27,376,862Â shares outstanding at September 30, 2024Â Â Â and March 31, 2024, respectively Â Â 10,003 Â Â Â 10,003 Â Treasury shares, 5,402,284Â and 5,965,426Â at September 30, 2024Â Â Â and March 31, 2024, respectively Â Â (1,622) Â Â (1,791) Capital in excess of stated value Â Â 102,275 Â Â Â 94,680 Â Retained earnings Â Â 153,225 Â Â Â 137,755 Â Accumulated other comprehensive loss Â Â (3,619) Â Â (4,170) Total shareholders' equity Â Â 260,262 Â Â Â 236,477 Â Total liabilities and shareholders' equity Â $ 442,010 Â Â $ 350,430 Â See accompanying notes to unaudited condensed consolidated financial statements. 3 Â AGILSYS, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) Â Â Three Months EndedSeptember 30, Â Â Six Months EndedSeptember 30, Â (In thousands, except per share data) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net revenue: Â Â Â Â Â Â Â Â Â Â Â Â Products Â $ 10,525 Â Â $ 12,640 Â Â $ 20,400 Â Â $ 25,422 Â Subscription and maintenance Â Â 41,432 Â Â Â 34,248 Â Â Â 79,474 Â Â Â 66,373 Â Professional services Â Â 16,322 Â Â Â 11,728 Â Â Â 31,917 Â Â Â 22,881 Â Total net revenue Â Â 68,279 Â Â Â 58,616 Â Â Â 131,791 Â Â Â 114,676 Â Cost of goods sold: Â Â Â Â Â Â Â Â Â Â Â Â Products Â Â 5,206 Â Â Â 6,751 Â Â Â 10,432 Â Â Â 13,317 Â Subscription and maintenance Â Â 8,827 Â Â Â 7,804 Â Â Â 16,935 Â Â Â 15,441 Â Professional services Â Â 11,032 Â Â Â 8,965 Â Â Â 21,342 Â Â Â 17,764 Â Total cost of goods sold Â Â 25,065 Â Â Â 23,520 Â Â Â 48,709 Â Â Â 46,522 Â Gross profit Â Â 43,214 Â Â Â 35,096 Â Â Â 83,082 Â Â Â 68,154 Â Gross profit margin Â Â 63.3 % Â Â 59.9 % Â Â 63.0 % Â Â 59.4 % Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Product development Â Â 16,172 Â Â Â 14,583 Â Â Â 30,892 Â Â Â 27,904 Â Sales and marketing Â Â 8,794 Â Â Â 6,400 Â Â Â 15,808 Â Â Â 13,701 Â General and administrative Â Â 10,162 Â Â Â 8,785 Â Â Â 20,645 Â Â Â 18,150 Â Depreciation of fixed assets Â Â 915 Â Â Â 1,209 Â Â Â 1,752 Â Â Â 2,133 Â Amortization of internal-use software and intangibles Â Â 904 Â Â Â 347 Â Â Â 1,155 Â Â Â 776 Â Other charges, net Â Â 2,037 Â Â Â 210 Â Â Â 2,587 Â Â Â 969 Â Legal settlements Â Â 104 Â Â Â â€” Â Â Â 369 Â Â Â â€” Â Total operating expense Â Â 39,088 Â Â Â 31,534 Â Â Â 73,208 Â Â Â 63,633 Â Operating income Â Â 4,126 Â Â Â 3,562 Â Â Â 9,874 Â Â Â 4,521 Â Other income (expense): Â Â Â Â Â Â Â Â Â Â Â Â Interest income Â Â 1,095 Â Â Â 1,227 Â Â Â 2,877 Â Â Â 2,328 Â Interest expense Â Â (458) Â Â â€” Â Â (458) Â Â â€” Â Other income (expense), net Â Â 383 Â Â Â 51 Â Â Â 226 Â Â Â (109) Income before taxes Â Â 5,146 Â Â Â 4,840 Â Â Â 12,519 Â Â Â 6,740 Â Income tax (benefit) provision Â Â 3,782 Â Â Â 295 Â Â Â (2,951) Â Â 647 Â Net income Â $ 1,364 Â Â $ 4,545 Â Â $ 15,470 Â Â $ 6,093 Â Series A convertible preferred stock dividends Â Â â€” Â Â (459) Â Â â€” Â Â (918) Net income attributable to common shareholders Â $ 1,364 Â Â $ 4,086 Â Â $ 15,470 Â Â $ 5,175 Â Weighted average shares outstanding - basic Â Â 27,533 Â Â Â 25,022 Â Â Â 27,335 Â Â Â 24,979 Â Weighted average shares outstanding - diluted Â Â 28,257 Â Â Â 26,117 Â Â Â 28,202 Â Â Â 26,148 Â Net income per share - basic: Â $ 0.05 Â Â $ 0.16 Â Â $ 0.57 Â Â $ 0.21 Â Net income per share - diluted: Â $ 0.05 Â Â $ 0.16 Â Â $ 0.55 Â Â $ 0.20 Â See accompanying notes to unaudited condensed consolidated financial statements. 4 Â AGILSYS, INC. CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited) Â Â Three Months EndedSeptember 30, Â Â Six Months EndedSeptember 30, Â (In thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net income Â Â 1,364 Â Â $ 4,545 Â Â $ 15,470 Â Â $ 6,093 Â Other comprehensive income (loss): Â Â Â Â Â Â Â Â Â Â Â Â Unrealized foreign currency translation adjustments Â Â 709 Â Â Â (579) Â Â 551 Â Â Â (56) Total comprehensive income Â $ 2,073 Â Â $ 3,966 Â Â $ 16,021 Â Â $ 6,037 Â See accompanying notes to unaudited condensed consolidated financial statements. 5 Â AGILSYS, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) Â Â Six Months Ended Â Â September 30, Â (In thousands) Â 2024 Â Â 2023 Â Â Â Â Â Â Operating activities Â Â Â Â Â Net income Â $ 15,470 Â Â $ 6,093 Â Adjustments to reconcile net income to net cash provided by operating activities: Â Â Â Â Â Loss on asset disposals Â Â 21 Â Â Â â€” Â Depreciation of fixed assets Â Â 1,752 Â Â Â 2,133 Â Amortization of internal-use software and intangibles Â Â 1,155 Â Â Â 776 Â Deferred income taxes Â Â (7,634) Â Â (389) Share-based compensation Â Â 8,438 Â Â Â 5,851 Â Changes in operating assets and liabilities Â Â (11,514) Â Â (8,994) Net cash provided by operating activities Â Â 7,688 Â Â Â 5,470 Â Investing activities Â Â Â Â Â Cash paid for business combination, net of cash acquired Â Â (144,945) Â Â â€” Â Capital expenditures Â Â (1,520) Â Â (6,002) Additional investments in corporate-owned life insurance policies Â Â â€” Â Â (2) Net cash used in investing activities Â Â (146,465) Â Â (6,004) Financing activities Â Â Â Â Â Payment of preferred stock dividends Â Â â€” Â Â (918)

Debt proceeds, net of issuance costs Â Â 49,655 Â Â Â â€” Â Proceeds from Employee Stock Purchase Plan purchases Â Â 453 Â Â Â â€” Â Repurchase of common shares to satisfy employee tax withholding Â Â (1,428) Â Â (3,868) Principal payments under long-term obligations Â Â â€” Â Â Â (2) Net cash provided by (used in) financing activities Â Â 48,680 Â Â Â (4,788) Effect of exchange rate changes on cash Â Â 94 Â Â Â (107) Net decrease in cash and cash equivalents Â Â (90,003) Â Â (5,429) Cash and cash equivalents at beginning of period Â Â 144,891 Â Â Â 112,842 Â Cash and cash equivalents at end of period Â $ 54,888 Â Â $ 107,413 Â See accompanying notes to unaudited condensed consolidated financial statements. 6 Â AGILYSYS, INC. CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Unaudited) Â Â Three Months Ended September 30, 2024 Â Â Â Common Shares Â Â Â Â Â Â Â Â Â Â Â Â Â Â Issued Â Â In Treasury Â Â Capital inexcess of Â Â Â Â Â Accumulatedother Â Â Â Â (In thousands, except share data) Â Shares Â Â Statedvalue Â Â Shares Â Â Statedvalue Â Â Retainedearnings Â Â comprehensiveincome (loss) Â Â Total Â Balance at June 30, 2024 Â Â 33,342 Â Â $ 10,003 Â Â Â (5,470) Â $ (1,642) Â $ 98,277 Â Â $ 151,861 Â Â $ (4,328) Â $ 254,171 Â Share-based compensation Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 3,877 Â Â Â â€” Â Â Â â€” Â Â Â 3,877 Â Shares issued upon exercise of SSARs Â Â â€” Â Â Â â€” Â Â Â 47 Â Â Â 14 Â Â Â (14) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Shares withheld for taxes uponÂ Â Â exercise of SSARs or vesting Â Â Â of other grants Â Â â€” Â Â Â â€” Â Â Â (2) Â Â Â (1) Â Â Â (311) Â Â Â â€” Â Â Â Â â€” Â Â Â (312) Other common stock issuances, net Â Â â€” Â Â Â â€” Â Â Â 23 Â Â Â 7 Â Â Â 446 Â Â Â â€” Â Â Â â€” Â Â Â 453 Â Net income Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 1,364 Â Â Â â€” Â Â Â 1,364 Â Unrealized translation adjustments Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 709 Â Â Â 709 Â Balance at September 30, 2024 Â Â 33,342 Â Â $ 10,003 Â Â Â (5,402) Â $ (1,622) Â $ 102,275 Â Â $ 153,225 Â Â $ (3,619) Â $ 260,262 Â Three Months Ended September 30, 2023 Â Â Â Common Shares Â Â Â Â Â Â Â Â Â Â Â Â Â Â Issued Â Â In Treasury Â Â Capital inexcess of Â Â Â Â Â Accumulatedother Â Â Â Â (In thousands, except share data) Â Shares Â Â Statedvalue Â Â Shares Â Â Statedvalue Â Â Retainedearnings Â Â comprehensiveincome (loss) Â Â Total Â Balance at June 30, 2023 Â Â 31,607 Â Â $ 9,482 Â Â Â (6,255) Â $ (1,877) Â $ 53,735 Â Â $ 53,853 Â Â $ (3,507) Â $ 111,686 Â Share-based compensation Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 2,534 Â Â Â â€” Â Â Â â€” Â Â Â 2,534 Â Shares issued upon exercise of SSARs Â Â â€” Â Â Â â€” Â Â Â 40 Â Â Â 12 Â Â Â (12) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Shares withheld for taxes uponÂ Â Â exercise of SSARs or vesting Â Â Â of other grants Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (13) Â Â Â (4) Â Â Â (1,105) Â Â Â â€” Â Â Â â€” Â Â Â (1,109) Other common stock issuances, net Â Â â€” Â Â Â â€” Â Â Â (8) Â Â Â (2) Â Â Â 2 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Net income Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 4,545 Â Â Â â€” Â Â Â 4,545 Â Series A convertible preferred stock dividends Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (459) Â Â â€” Â Â Â (459) Unrealized translation adjustments Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (579) Â Â Â (579) Balance at September 30, 2023 Â Â 31,607 Â Â $ 9,482 Â Â Â (6,236) Â $ (1,871) Â $ 55,154 Â Â $ 57,939 Â Â $ (4,086) Â $ 116,618 Â Six Months Ended September 30, 2024 Â Â Â Common Shares Â Â Â Â Â Â Â Â Â Â Â Â Â Â Issued Â Â In Treasury Â Â Capital inexcess of Â Â Â Â Â Accumulatedother Â Â Â Â (In thousands, except share data) Â Shares Â Â Statedvalue Â Â Shares Â Â Statedvalue Â Â Retainedearnings Â Â comprehensiveincome (loss) Â Â Total Â Balance at March 31, 2024 Â Â 33,342 Â Â $ 10,003 Â Â Â (5,965) Â $ (1,791) Â $ 94,680 Â Â $ 137,755 Â Â $ (4,170) Â $ 236,477 Â Share-based compensation Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 8,727 Â Â Â â€” Â Â Â â€” Â Â Â 8,727 Â Shares issued upon exercise of SSARs Â Â â€” Â Â Â â€” Â Â Â 545 Â Â Â 164 Â Â Â (164) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Shares withheld for taxes uponÂ Â Â exercise of SSARs or vesting Â Â Â of other grants Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (16) Â Â Â (5) Â Â Â (1,411) Â Â Â â€” Â Â Â â€” Â Â Â (1,416) Other common stock issuances, net Â Â â€” Â Â Â â€” Â Â Â 34 Â Â Â 10 Â Â Â 443 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 453 Â Net income Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 15,470 Â Â Â â€” Â Â Â 15,470 Â Unrealized translation adjustments Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 551 Â Â Â 551 Â Balance at September 30, 2024 Â Â 33,342 Â Â $ 10,003 Â Â Â (5,402) Â $ (1,622) Â $ 102,275 Â Â $ 153,225 Â Â $ (3,619) Â $ 260,262 Â Six Months Ended September 30, 2023 Â Â Â Common Shares Â Â Â Â Â Â Â Â Â Â Â Â Â Â Issued Â Â In Treasury Â Â Capital inexcess of Â Â Â Â Â Accumulatedother Â Â Â Â (In thousands, except share data) Â Shares Â Â Statedvalue Â Â Shares Â Â Statedvalue Â Â Statedvalue Â Â Retainedearnings Â Â comprehensiveincome (loss) Â Â Total Â Balance at March 31, 2023 Â Â 31,607 Â Â $ 9,482 Â Â Â 6,280) Â $ (1,884) Â $ 52,978 Â Â $ 52,764 Â Â $ (4,030) Â $ 109,310 Â Share-based compensation Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 5,911 Â Â Â â€” Â Â Â â€” Â Â Â 5,911 Â Shares issued upon exercise of SSARs Â Â â€” Â Â Â â€” Â Â Â 90 Â Â Â 27 Â Â Â (27) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Shares withheld for taxes uponÂ Â Â exercise of SSARs or vesting Â Â Â of other grants Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (50) Â Â Â (15) Â Â Â (3,707) Â Â Â â€” Â Â Â â€” Â Â Â (3,722) Other common stock issuances, net Â Â â€” Â Â Â â€” Â Â Â 4 Â Â Â 1 Â Â Â (1) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Net income Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 6,093 Â Â Â â€” Â Â Â 6,093 Â Series A convertible preferred stock dividends Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (918) Â Â â€” Â Â Â (918) Unrealized translation adjustments Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (56) Â Â Â (56) Balance at September 30, 2023 Â Â 31,607 Â Â $ 9,482 Â Â Â (6,236) Â $ (1,871) Â $ 55,154 Â Â $ 57,939 Â Â $ (4,086) Â $ 116,618 Â See accompanying notes to unaudited condensed consolidated financial statements. 7 Â AGILYSYS, INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) Â 1. Nature of Operations and Financial Statement PresentationNature of OperationsAgilysys has been a leader in hospitality software for more than 45 years, delivering innovative cloud-native SaaS and on-premise solutions for hotels, resorts and cruise lines, casinos, corporate foodservice management, restaurants, universities, stadiums, and healthcare. The Companyâ€™s software solutions include point-of-sale (POS), property management (PMS), inventory and procurement, payments, and related applications that manage and enhance the entire guest journey. Agilysys also is known for its world-class customer-centric service. Many of the top hospitality companies around the world use Agilysys solutions to improve guest loyalty, drive revenue growth, and increase operational efficiencies. Agilysys operates across North America, Europe, the Middle East, Asia-Pacific, and India, with headquarters in Alpharetta, GA.The Company has just one reportable segment serving the global hospitality industry.Basis of PresentationThe accompanying unaudited Condensed Consolidated Financial Statements include our accounts consolidated with our wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Our fiscal year ends on March 31st. References to a particular year refer to the fiscal year ending in March of that year. For example, fiscal 2025 refers to the fiscal year ending March 31, 2025.Our unaudited interim financial statements are prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information, the instructions to the Quarterly Report on Form 10-Q (Quarterly Report) under the Securities Exchange Act of 1934, as amended (the Exchange Act), and Rule 10-01 of Regulation S-X under the Exchange Act. Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations relating to interim financial statements.The Condensed Consolidated Balance Sheet as of September 30, 2024, as well as the Condensed Consolidated Statements of Operations, Condensed Consolidated Statements of Comprehensive Income, Condensed Consolidated Statements of Cash Flows, and Condensed Consolidated Statements of Shareholdersâ€™ Equity for the three and six months ended September 30, 2024 and 2023, are unaudited. However, these financial statements have been prepared on the same basis as those in the audited annual financial statements. In the opinion of management, all adjustments of a recurring nature necessary to fairly state the results of operations, financial position, and cash flows have been made.These unaudited interim financial statements should be read together with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended March 31, 2024, filed with the Securities and Exchange Commission (SEC) on May 22, 2024.Use of estimatesPreparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported periods. Actual results could differ from those estimates. 2. Summary of Significant Accounting PoliciesA detailed description of our significant accounting policies can be found in the audited financial statements for the fiscal year ended March 31, 2024, included in our Annual Report on Form 10-K. There have been no material changes to our significant accounting policies from those disclosed therein.Recently Issued Accounting PronouncementsIn December 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) No. 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU 2023-09â€) to update income tax 8 Â disclosure requirements primarily by requiring specific categories and greater disaggregation within the rate reconciliation and disaggregation of income taxes paid by jurisdiction. The amendments in the ASU also remove disclosures related to certain unrecognized tax benefits and deferred taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, or our fiscal 2026. The amendments may be applied prospectively or retrospectively with early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.In November 2023, the FASB issued ASU No. 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€) to expand reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker (â€œCODMâ€), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. ASU 2023-07 applies to entities with a single reportable segment. Annual disclosures are required for fiscal years beginning after December 15, 2023 or our fiscal 2025. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, or our fiscal 2026. Retrospective application is required for all prior periods presented with early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures. 3. Revenue RecognitionOur customary business practice is to enter into legally enforceable written contracts with our customers. The majority of our contracts are governed by a master service agreement between us and the customer, which sets forth the general terms and conditions of any individual contract between the parties, which is then supplemented by a customer order to specify the different goods and services, the associated prices, and any additional terms for an individual contract. Performance obligations specific to each individual contract are defined within the terms of each order. Each performance obligation is identified based on the goods and services that will be transferred to our customer that are both capable of being distinct and are distinct within the context of the contract. The transaction price is determined based on the consideration to which we will be entitled and expect to receive in exchange for transferring goods or services to the customer. Typically, our contracts do not provide our customer with any right of return or refund; we do not constrain the contract price as it is probable that there will not be a significant revenue reversal due to a return or refund.Typically, our customer contracts contain one or more of the following goods or services which constitute performance obligations.Our proprietary software licenses typically provide for a perpetual right to use our software. Generally, our contracts do not provide significant services of integration and customization and installation services are not required to be purchased directly from us. The software is delivered before related services are provided and is functional without professional services, updates and technical support. We have concluded that the software license is distinct as the customer can benefit from the software on its own. Software revenue is typically recognized when the software is delivered or made available for download to the customer.We recognize revenue for hardware sales when the product is shipped to the customer and when obligations that affect the customerâ€™s final acceptance of the arrangement have been fulfilled. Hardware is purchased from suppliers and provided to the end-user customers via drop-ship or from inventory. We are responsible for negotiating price both with the supplier and the customer, payment to the supplier, establishing payment terms and product returns with the customer, and we bear the credit risk if the customer does not pay for the goods. As the principal contact with the customer, we recognize revenue and cost of goods sold when we ship or are notified by the supplier that the product has been shipped. In certain limited instances, as shipping terms dictate, revenue is recognized upon receipt at the point of destination or upon installation at the customer site.Our subscription service revenue is comprised of fees for contracts that provide customers a right to access our software for a subscribed period. We do not provide the customer the contractual right to license the software at any time outside of the subscription period under these contracts. Our subscription service revenue is primarily based on rates per location, including rates per points of sale and per room. We recognize certain subscription service revenue on a per-transaction basis. The customer can only benefit from the software and software maintenance when provided the right to access the software. Accordingly, each of the rights to access the software, the maintenance services, any hosting services, and any transaction-based services is not considered a distinct performance obligation in the context of the contract and should be combined into a single performance obligation to be recognized over the contract period. The Company recognizes subscription revenue over a one-month period based on the typical monthly invoicing and renewal cycle in accordance with our customer agreement terms.We derive maintenance service revenue from providing unspecified updates, upgrades, bug fixes, and technical support services for our proprietary software. These services represent a stand-ready obligation that is concurrently delivered and 9 Â has the same pattern of transfer to the customer; we account for these maintenance services as a single performance obligation. Maintenance revenue includes the same services provided by third-parties for remarketed software. We recognize substantially all maintenance revenue over the contract period of the maintenance agreement. We also recognize certain maintenance service revenue based on the volume of payment transactions processed by third parties through access to our software.Professional services revenues primarily consist of fees for consulting, implementation, installation, integration, development and training and are generally recognized over time as the customer simultaneously receives and consumes the benefits of the professional services as the services are being performed. Certain professional development services are recognized upon delivery of the developed solutions to the customer. At the end of each reporting period, we recognize the most likely amount of variable consideration on any contract holdbacks we expect to bill for development services delivered. Professional services can be provided by internal or external providers, do not significantly affect the customerâ€™s ability to access or use other provided goods or services, and provide a measure of benefit beyond that of other promised goods or services in the contract. As a result, professional services are considered distinct in the context of the contract and represent a separate performance obligation. Professional services that are billed on a time and materials basis are recognized over time as the services are performed. For contracts billed on a fixed price basis, revenue is recognized over time using an input method based on labor hours expended to date relative to the total labor hours expected to be required to satisfy the related performance obligation.We use the market approach to derive standalone selling price (â€œSSPâ€) by maximizing observable data points (in the form of recently executed customer contracts) to determine the price customers are willing to pay for the goods and services transferred. If the contract contains a single performance obligation, the entire transaction price is allocated to that performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative SSP basis.Shipping and handling fees billed to customers are recognized as revenue and the related costs are recognized in cost of goods sold. Revenue is recorded net of any applicable taxes collected and remitted to governmental agencies.Disaggregation of RevenueWe derive and report our revenue from the sale of products (proprietary software licenses, third party hardware and operating systems), subscription and maintenance, and professional services. Products revenue recognized at a point in time totaled $10.5 million and $12.6 million, and $20.4 million and $25.4 million for the three and six months ended September 30, 2024 and 2023, respectively. Subscription, maintenance, and substantially all professional services revenue recognized over time totaled $57.8 million and $46.0 million, and $111.4 million and $89.3 million for the three and six months ended September 30, 2024 and 2023, respectively.Contract BalancesContract assets are rights to consideration in exchange for goods or services that we have transferred to a customer when that right is conditional on something other than the passage of time. The majority of our contract assets represent unbilled amounts related to products and professional services. We expect billing and collection of our contract assets to occur within the next twelve months. We receive payments from customers based upon contractual billing schedules and accounts receivable are recorded when the right to consideration becomes unconditional. Contract liabilities represent consideration received or consideration which is unconditionally due from customers prior to transferring goods or services to the customer under the terms of the contract.Revenue recognized from amounts included in contract liabilities at the beginning of the year was $12.7 million and $14.8 million for the three months ended September 30, 2024 and 2023, respectively, and $42.2 million and $36.9 million for the six months ended September 30, 2024, respectively. Because the right to the transaction became unconditional, we transferred to accounts receivable from contract assets at the beginning of the period, $0.3 million and $0.3 million for the three months ended September 30, 2024 and 2023, respectively, and $2.2 million and $1.9 million for the six months ended September 30, 2024, respectively.Substantially all of our arrangements are for a period of one year or less. As a result, unsatisfied performance obligations as of September 30, 2024 are expected to be satisfied and the allocated transaction price recognized in revenue within a period of 12 months or less.Assets Recognized from Costs to Obtain a ContractSales commission expenses that would not have occurred absent the customer

contracts are considered incremental costs to obtain a contract. We expense the incremental costs to obtain a contract as incurred when the expected benefit and amortization period is one year or less. For subscription contracts that are renewed monthly based on an agreement term, 10 Â we capitalize commission expenses and amortize as we satisfy the underlying performance obligations, generally based on the contract terms and anticipated renewals.We had $5.1 million and $4.1 million of capitalized sales incentive costs as of September 30, 2024 and 2023, respectively. These balances are included in other non-current assets on our condensed consolidated balance sheets. During the three and six months ended September 30, 2024, we expensed $0.9 million and $1.8 million, respectively, of sales commissions, which included amortization of capitalized amounts of $0.4 million and $0.9 million, respectively. During the comparable periods ending September 30, 2023, we expensed $0.9 million and $1.9 million, respectively, of sales commissions, which included amortization of capitalized amounts of $0.4 million and $0.8 million, respectively. These expenses are included in operating expenses â€“ sales and marketing in our condensed consolidated statement of operations. All other costs to obtain a contract are not considered incremental and therefore are expensed as incurred. 4. Additional Balance Sheet InformationAdditional information related to the condensed consolidated balance sheets is as follows:Â (In thousands) Â September 30, 2024 Â March 31, 2024 Â Prepaid expenses and other current assets: Â Prepaid expenses Â $ 9,153 Â $ 7,330 Â Other Â 2,063 Â 401 Â Total Â $ 11,216 Â $ 7,731 Â Accrued liabilities: Â Salaries, wages, employee benefits, and payroll taxes Â $ 12,973 Â $ 16,264 Â Income and indirect taxes payable Â 6,227 Â 1,684 Â Other Â 3,115 Â 1,574 Â Total Â $ 22,315 Â $ 19,522 Â 5. Supplemental Disclosures of Cash Flow InformationÂ Additional information related to the condensed consolidated statements of cash flows is as follows:Â Six Months EndedSeptember 30, Â (In thousands) Â 2024 Â 2023 Â Cash receipts for interest Â $ 2,852 Â $ 1,948 Â Cash payments for interest Â 299 Â â€” Â Cash payments for income tax, net Â 1,031 Â 900 Â Cash payments for operating leases Â 2,278 Â 2,376 Â Cash payments for finance leases Â â€” Â 3 Â Accrued capital expenditures Â 66 Â 227 Â 6. Income TaxesThe following table compares our income tax provision and effective tax rates for the three and six months ended September 30, 2024 and 2023:Â Three Months EndedSeptember 30, Â Six Months EndedSeptember 30, Â (In thousands) Â 2024 Â 2023 Â 2024 Â 2023 Â Income tax (benefit) provision Â $ 3,782 Â $ 295 Â $ (2,951) Â $ 647 Â Effective tax rate Â nm Â 6.1 % Â nm Â 9.6 % nm - not meaningful 11 Â For the three months ended September 30, 2024, income tax provision and the effective tax rate were primarily driven by activity in India and certain U.S. jurisdictions.For the six months ended September 30, 2024, income tax (benefit) and the effective tax rate were primarily driven by the impact of discrete excess tax benefits associated with Share-Based Compensation.For the three and six months ended September 30, 2023, income tax provision and the effective tax rate were primarily driven by activity within the foreign jurisdictions in which the company operates as valuation allowances were recorded against deferred tax assets in the U.S. and Canada. We released valuation allowances recorded against Canadian, U.S. Federal and certain state deferred tax assets in the period ending December 31, 2023.Our India subsidiary operates in a â€œSpecial Economic Zone (â€œSEZâ€)â€. One of the benefits associated with the SEZ is that the India subsidiary is not subject to regular India income taxes during its first five years of operations, which included fiscal 2018 through fiscal 2022. The India subsidiary is subject to 50% of regular India income taxes during its second five years of operations, which includes fiscal 2023 through fiscal 2027.We have recorded and maintain valuation allowances offsetting the Companyâ€™s deferred tax assets in certain U.S. States and foreign jurisdictions. The ultimate realization of deferred tax assets depends on various factors including the generation of future taxable income in the periods in which the underlying temporary differences are deductible. We maintain valuation allowances for deferred tax assets until we have sufficient evidence to support the reversal of all or some portion of the allowances. 7. Commitments and ContingenciesWe are involved in legal actions that arise in the ordinary course of business. It is the opinion of management that the resolution of any current pending litigation will not have a material adverse effect on our financial position or results of operations.As of September 30, 2024, we have an additional operating lease that has not yet commenced of approximately $0.9M. This operating lease will commence in fiscal year 2027 with a lease term of approximately 1.5 years. 8. Earnings per ShareThe following data shows the amounts used in computing earnings per share and the effect on earnings and the weighted average number of shares of dilutive potential common shares.Â Three Months EndedSeptember 30, Â Six Months EndedSeptember 30, Â (In thousands, except per share data) 2024 Â 2023 Â 2024 Â 2023 Â Numerator: Â Net income $ 1,364 Â $ 4,545 Â $ 15,470 Â $ 6,093 Â Series A convertible preferred stock dividends Â â€” Â (459) Â â€” Â (918) Net income attributable to common shareholders $ 1,364 Â $ 4,086 Â $ 15,470 Â $ 5,175 Â Denominator: Â Weighted average shares outstanding - basic Â 27,533 Â 25,022 Â 27,335 Â 24,979 Â Dilutive SSARs Â 432 Â 919 Â 571 Â 964 Â Dilutive unvested restricted shares Â 262 Â 171 Â 268 Â 201 Â Dilutive unvested restricted stock units Â 30 Â 5 Â 28 Â 4 Â Weighted average shares outstanding - diluted Â 28,257 Â 26,117 Â 28,202 Â 26,148 Â Income per share - basic: $ 0.05 Â $ 0.16 Â $ 0.57 Â $ 0.21 Â Income per share - diluted: $ 0.05 Â $ 0.16 Â $ 0.55 Â $ 0.20 Â Anti-dilutive SSARs, restricted shares,Â Â Â performance shares and preferred shares Â â€” Â 1,735 Â 24 Â 1,735 Â 12 Â Basic income per share is computed as net income attributable to common shareholders divided by the weighted average basic shares outstanding. The outstanding shares used to calculate the weighted average basic shares excludes 345,625 and 326,290 of restricted shares at September 30, 2024 and 2023, respectively, as these shares were issued but were not vested and therefore, not considered outstanding for purposes of computing basic income per share at the balance sheet dates.Diluted income per share includes the impact of all potentially dilutive securities on earnings per share. We have stock-settled appreciation rights (SSARs), restricted shares, restricted stock units, and preferred shares that are potentially dilutive securities. 9. Share-based CompensationWe may grant incentive stock options, non-qualified stock options, SSARs, restricted shares, restricted stock units, and performance shares under our shareholder-approved Amended and Restated 2024 Equity Incentive Plan (the 2024 Plan) for up to three million common shares, plus 237,080 common shares, the number of shares that were remaining for grant under the 2020 Equity Incentive Plan, as Amended and Restated (the 2020 Plan) as of the effective date of the 2024 Plan, plus the number of shares remaining for grant under the 2020 Plan that are forfeited, settled in cash, canceled or expired. The maximum aggregate number of common shares available for issuance under the 2024 Plan is 3.2 million. We may also grant shares under our shareholder-approved Employee Stock Purchase Plan (the ESPP) for up to 0.5 million common shares.We may distribute authorized but unissued shares or treasury shares to satisfy share option and SSAR exercises or grants of restricted shares, restricted stock units, performance shares, or ESPP shares.For SSARs, the exercise price must be set at least equal to the closing market price of our common shares on the date of grant. The maximum term of SSARs is seven years from the date of grant. The Compensation Committee of the Board of Directors establishes the period over which SSARs subject to a service condition vest and the vesting criteria for SSARs subject to a market condition.Restricted shares and restricted stock units, whether time-vested or performance-based, may be issued at no cost or at a purchase price that may be below their fair market value, but are subject to forfeiture and restrictions on their sale or other transfer. Performance-based grants may be conditioned upon the attainment of specified performance objectives and other conditions, restrictions, and contingencies. Restricted shares have the right to receive dividends, if any, upon vesting, subject to the same forfeiture provisions that apply to the underlying grants.We record compensation expense related to SSARs, restricted shares, restricted stock units, performance shares, and ESPP shares granted to certain employees and non-employee directors based on the fair value of the awards on the grant date. The fair value of restricted stock unit and restricted share grants subject only to a service condition is based on the closing price of our common shares on the grant date. For stock option and SSAR grants subject only to a service condition, we estimate the fair value on the grant date using the Black-Scholes-Merton option pricing model with inputs including the closing market price at grant date, exercise price and assumptions regarding the risk-free interest rate, expected volatility of our common shares based on historical volatility, and expected term as estimated using the simplified method. We use the simplified method for SSAR grants because we believe historical exercise data does not provide a reasonable basis upon which to estimate the expected term. For restricted stock unit, restricted share, and SSAR grants subject to a market condition, we estimate the fair value on the grant date through a lattice option pricing model that utilizes a Monte Carlo analysis with inputs including the closing market price at grant date, share price threshold, performance period term and assumptions regarding the risk-free interest rate and expected volatility of our common shares based on historical volatility. Inputs for SSAR grants subject to a market condition also include exercise price, remaining contractual term, and suboptimal exercise factor.We record compensation expense for restricted stock units, restricted shares, and SSAR grants subject to a service condition using the graded vesting method. We record compensation expense for ESPP shares on a straight-line basis over the applicable offering period. We record compensation expense for SSAR grants subject only to a market condition over the derived service period, which is an output of the lattice option pricing model. Under the 2020 Plan, the fair value of performance shares is based on the closing price of our common shares on the settlement date of the performance award, for which we record compensation expense over the service period consistent with our annual bonus incentive plan as approved by the Compensation Committee of the Board of Directors. 13 Â The following table summarizes the share-based compensation expense for restricted and performance grants included in the condensed consolidated statements of operations: Â Three Months EndedSeptember 30, Â Six Months EndedSeptember 30, Â (In thousands) 2024 Â 2023 Â 2024 Â 2023 Â Product development Â 2,271 Â 1,239 Â 4,907 Â 2,865 Â Sales and marketing Â 243 Â 94 Â 574 Â 259 Â General and administrative Â 1,495 Â 1,351 Â 2,957 Â 2,727 Â Total share-based compensation expense Â 4,009 Â 2,684 Â 8,438 Â 5,851 Â Stock-Settled Appreciation RightsSSARs are rights granted to an employee to receive value equal to the difference between the price of our common shares on the date of exercise and the exercise price. The value is settled in common shares of Agilysys, Inc.We use a Black-Scholes-Merton option pricing model to estimate the fair value of service condition SSARs and a lattice option pricing model to estimate the fair value of market condition SSARs. There were no SSARs granted during the six months ended September 30, 2024 and 2023.The following table summarizes the activity during the six months ended September 30, 2024 for SSARs awarded under the 2020 and 2016 Plans: (In thousands, except share and per share data) Â Number ofRights Â Weighted-Average Exercise Price Â RemainingContractualTerm Â AggregateIntrinsicValue Â (per right) Â (in years) Â Outstanding at April 1, 2024 Â 1,297,339 Â $ 27.63 Â Granted Â â€” Â Exercised Â (794,931) Â 32.51 Â Forfeited Â â€” Â â€” Â Expired Â â€” Â â€” Â Outstanding at September 30, 2024 Â 502,408 Â $ 19.92 Â 3.0 Â $ 44,740 Â Exercisable at September 30, 2024 Â 502,408 Â $ 19.92 Â 3.0 Â $ 44,740 Â Vested and expected to vest at September 30, 2024 Â 502,408 Â $ 19.92 Â 3.0 Â $ 44,740 Â As of September 30, 2024, there was no unrecognized share-based compensation expense related to SSARs.Restricted SharesWe granted shares to certain of our Directors, executives and key employees, the vesting of which is service-based. Certain restricted shares are also subject to a market condition. The following table summarizes the activity during the six months ended September 30, 2024 for restricted shares granted under the 2020 Plan: Â Number of Shares Â Weighted-AverageGrant-DateFair Value Â (per share) Â Outstanding at April 1, 2024 Â 436,177 Â $ 65.52 Â Granted Â 37,349 Â 106.81 Â Vested Â (118,920) Â 48.02 Â Forfeited Â (8,981) Â 73.88 Â Outstanding at September 30, 2024 Â 345,625 Â $ 75.75 Â The weighted-average grant date fair value of the restricted shares includes grants subject only to a service condition and certain grants subject to both a service condition and a market condition. As of September 30, 2024, total unrecognized share-based compensation expense related to unvested restricted shares was $11.6 million, which is expected to be recognized over a weighted-average vesting period of 2.0 years. 14 Â Restricted Stock UnitsWe granted restricted stock units to our Chief Executive Officer, the vesting of which is service-based. Certain restricted stock units are also subject to a market condition. The following table summarizes the activity during six months ended September 30, 2024 for restricted stock units awarded under the 2020 Plan: Â Number of Shares Â Weighted-Average Grant-Date Fair Value Â (per share) Â Outstanding at April 1, 2024 Â 56,547 Â $ 70.03 Â Granted Â â€” Â â€” Â Vested Â â€” Â â€” Â Forfeited Â â€” Â â€” Â Outstanding at September 30, 2024 Â 56,547 Â $ 70.03 Â As of September 30, 2024, total unrecognized share-based compensation expense related to non-vested restricted stock units was $1.7 million, which is expected to be recognized over the weighted-average vesting period of 1.5 years.Performance SharesUpon approval of the Compensation Committee of our Board of Directors, after achieving the performance conditions associated with our annual bonus plan, we granted 6,098 common shares to our Chief Executive Officer in May 2024 that vested immediately for a total value of $0.6 million.Employee Stock Purchase Plan SharesThe ESPP permits participants to purchase common stock through regular payroll deductions, up to a specified percentage of their eligible compensation. The ESPP is compensatory because, among other provisions, it currently allows participants to purchase stock at up to a 15% discount from the lower of the closing price of a share of our common stock on the first or last trading day of the ESPP offering period. We measure share-based compensation expense for the ESPP based on the fair value of the ESPP grant at the beginning of the offering period. The fair value includes the value of the discount and the value associated with the call and put options that take advantage of the variability in the common stock price during the offering period. We estimate the value of the call and put options using the Black-Scholes-Merton option pricing model with inputs including the closing market price of our common stock on the first date of the offering period and assumptions regarding the risk-free interest rate, expected term, and expected volatility of our common shares over the offering period based on historical volatility. Â Offering Period Ended Â Offering Period Ending Â June 30, 2024 Â December 31, 2024 Â Grant date fair value Â $ 81.60 Â $ 103.43 Â Risk-free interest rate over contractual term Â 5.36 % Â 4.91 % Expected term (in years) Â 0.41 Â 0.50 Â Expected volatility Â 47.41 % Â 40.93 % The risk-free interest rate is based on the yield of a zero coupon U.S. Treasury bond whose maturity period approximates the expected term of the ESPP shares. The expected term is the offering period, which is typically six months.We record amounts withheld from participants during each offering period in accrued salaries, wages and related benefits in the consolidated balance sheets until such shares are purchased. Amounts withheld from participants for the offering period ending December 31, 2024 totaled $0.2 million as of September 30, 2024.As of September 30, 2024, there was $0.1 million in unrecognized share-based compensation expense related of the offering period ending December 31, 2024. 15 Â 10. DebtRevolving Credit FacilityOn August 16, 2024 (the â€œCredit Agreement Closing Dateâ€), we entered into a credit agreement (the â€œCredit Agreementâ€) with the lenders party thereto and Bank of America, N.A., as lender and administrative agent (in such capacity, the â€œAgentâ€). The Credit Agreement provides for a revolving credit facility in the initial maximum aggregate principal amount of $75 million (the â€œRevolving Facilityâ€). The Revolving Facility includes the ability for the Company to request an increase to the commitments under the Revolving Facility by an additional aggregate principal amount of up to $25 million. On the Credit Agreement Closing Date, the Company drew $50 million on the Revolving Facility (the â€œInitial Revolving Loanâ€), the proceeds of which we used to fund the Business Combination as described in Note 11 below. We repaid $12 million of the principal balance in October 2024.The Revolving Facility matures on August 16, 2027, the three-year anniversary of the Credit Agreement Closing Date, at which time any and all outstanding principal balance will be due and payable. The Company may voluntarily repay outstanding loans and terminate commitments under the Revolving Facility at any time without premium or penalty. There are no repayments required before August 16, 2027. Debt issuance costs relating to the Revolving Facility of $0.3 million, included in other non-current assets on our condensed consolidated balance sheet, amortize into interest expense over the three-year life of the Credit Agreement.Our obligations under the Revolving Facility are guaranteed by certain of the Companyâ€™s subsidiaries (the â€œSubsidiary Guarantorsâ€), subject to certain customary exceptions and limitations. Pursuant to a security and pledge agreement, dated as of the Credit Agreement Closing Date, among the Company, the Subsidiary Guarantors and the Agent, the Revolving Facility is secured by a first-priority lien on substantially all of the Companyâ€™s and the Subsidiary Guarantorsâ€™ present and future personal assets and intangible assets and the outstanding capital stock of the Companyâ€™s subsidiaries owned by the Company or any Subsidiary Guarantor, in each case, subject to certain customary exceptions and limitations.The Initial Revolving Loan bears interest at the SOFR Daily Floating Rate (as defined in the Credit Agreement), plus an initial margin of 1.625%, which is subject to adjustment as of each fiscal quarter end within the ranges set forth in the Credit Agreement. We are to pay a commitment fee under the Revolving Facility in respect of any unutilized commitments thereunder, which is determined on a leverage-based sliding scale ranging from 0.225% to 0.325% per annum. The initial commitment fee is 0.275% subject to quarterly adjustment beginning with the fiscal quarter ending December 31, 2024. We record the commitment fee as a component of interest expense. Interest and commitment fees are payable quarterly.The Credit Agreement contains certain restrictive covenants, including financial covenants that require the Company to maintain a consolidated interest coverage ratio and a consolidated leverage ratio determined at the end of each fiscal quarter as defined in the Credit Agreement. 16 Â 11. Business CombinationOn August 20, 2024 (the "Acquisition Date"), we acquired all the issued and outstanding shares of Book4Time Parent, Inc. (â€œBook4Timeâ€), a hospitality software company based in Canada. Book4Time is now a wholly-owned subsidiary of Agilysys, Inc. The consolidated financial statements include the results of Book4Timeâ€™s operations since the Acquisition Date. The acquisition expands the opportunity to increase our solutions-per-customer globally.The purchase price consisted of $147.2 million of cash paid at closing, funded from cash on hand and the proceeds of the Initial Revolving Loan, partially offset

by $2.3 million of Book4Timeâ€™s cash received in the acquisition resulting in net cash consideration of $144.9 million. We allocated the purchase price for Book4Time to the intangible and certain tangible assets acquired and certain liabilities assumed based on their estimated fair values on the Acquisition Date, with the remaining unallocated purchase price recorded as goodwill. We determined the fair values assigned to identifiable intangible assets acquired primarily by using the income approach, which discounts the expected future cash flows to present value using estimates and assumptions determined by management.The following table sets forth the components and the allocation of the purchase price for our acquisition of Book4Time: (In thousands) Â Total Â Components of Purchase Price: Â Â Â Cash Â $ 147,181 Â Total Purchase Price Â $ 147,181 Â Â Â Â Â Allocation of Purchase Price: Â Â Â Accounts receivable, net Â $ 1,623 Â Other current assets, including cash acquired Â Â 4,390 Â Other assets Â Â 623 Â Current and other liabilities Â Â (3,018) Deferred tax liabilities Â Â (11,825) Contract liabilities Â Â (9,324) Net tangible assets (liabilities) Â Â (17,531) Identifiable intangible assets: Â Â Â Customer relationships Â Â 35,000 Â Non-competition agreements Â Â 8,100 Â Developed technology Â Â 2,600 Â Trade name Â Â 17,100 Â Total identifiable intangible assets Â Â 62,800 Â Goodwill Â Â 101,912 Â Total purchase price allocation Â $ 147,181 Â We assigned the acquired customer relationships, non-competition agreements, developed technology, and trade name estimated useful lives of 20 years, three years, five years, and 15 years, respectively, with a weighted average useful life of approximately 15.8 years. The identifiable intangible assets acquired amortize on a straight-line basis, which we believe approximates the pattern in which the assets are utilized, over their estimated useful lives.The goodwill recognized in the Book4Time purchase price allocation is attributable to synergies in products and technologies to serve a broader customer base, and the addition of a skilled, assembled workforce, which is not separable from goodwill under FASB Accounting Standards Codification 805. As part of the acquisition, the Company acquired fully trained personnel thereby avoiding the expenditure that would have been required to hire and train equivalent personnel. We considered the replacement cost method as most appropriate for the assembled workforce valuation. We valued the assembled workforce included in goodwill at $1.5 million. The total goodwill recognized in the acquisition amounted to $101.9 million, which is not deductible for income tax purposes.As of the Acquisition Date, we recorded current liabilities of $1.5 million for uncertain tax positions, including estimated penalties and interest, we identified during the acquisition. We recorded a related indemnification asset of $1.5 million in current assets covered by funds held in escrow under the terms of the share purchase agreement and escrow agreement we entered into with the sellers of Book4Time.We have prepared the Book4Time purchase price allocation on a preliminary basis. Changes to the allocation may occur as additional information becomes available during the measurement period (up to one year from the Acquisition Date). The 17 Â primary areas that remain preliminary include, but are not limited to, intangible assets including the initial assumptions used in their estimates of fair values and their respective estimated useful lives, income taxes, and residual goodwill.The Company recognized acquisition costs of $2.0 million related to the acquisition of Book4Time, consisting primarily of professional fees, during the three months ended September 30, 2024. The consolidated statement of operations includes these costs in other charges.Revenue attributable to Book4Time included in our condensed consolidated statement of operations for the three months ended September 30, 2024 was $2.2 million. Net income (loss) was not material.Unaudited Pro-Forma InformationThe financial information in the table below summarizes the combined results of operations of Agilysys and Book4Time, on a pro forma basis, as though the companies had been combined as of the beginning of the periods presented. The pro forma financial information is presented for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place on April 1, 2023 or of results that may occur in the future.The following unaudited pro forma financial information for the three- and six-month periods ended September 30, 2024 and September 30, 2023, combines the historical results of Agilysys and of Book4Time, as converted to U.S. GAAP, for the respective periods: Â Three Months EndedSeptember 30, Â Â Six Months EndedSeptember 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â (In thousands) Pro Forma Â Â Pro Forma Â Â Pro Forma Â Â Pro Forma Â Revenue $ 70,783 Â Â $ 62,484 Â Â $ 138,737 Â Â $ 122,229 Â Â Net income (loss) $ 1,551 Â Â $ 2,168 Â Â $ 12,758 Â Â $ (1,235) We based the foregoing pro forma results on estimates and assumptions that we believe are reasonable. The pro forma results include adjustments primarily related to purchase accounting. We included acquisition costs and other non-recurring charges incurred in the earliest period presented. 12. Preferred StockSeries A Convertible Preferred StockOn May 22, 2020, we completed the sale of 1,735,457 shares of our preferred stock, without par value, designated as â€œSeries A Convertible Preferred Stockâ€ (the â€œConvertible Preferred Stockâ€) to MAK Capital Fund L.P. and MAK Capital Distressed Debt Fund I, LP (the â€œHoldersâ€) each, in its capacity as a designee of MAK Capital One LLC (the â€œPurchaserâ€), pursuant to the terms of the Investment Agreement, dated as of May 11, 2020, between the Company and the Purchaser, for an aggregate purchase price of $35 million. We incurred issuance costs of $1.0 million. We added all issuance costs that were netted against the proceeds upon issuance of the Convertible Preferred Stock to its redemption value. As disclosed in our Annual Report for the fiscal year ended March 31, 2021, Michael Kaufman, the Chairman of the Companyâ€™s Board of Directors, is the Chief Executive Officer of MAK Capital One LLC.ConversionOn November 24, 2023, at our option, we required conversion of all the outstanding shares of Convertible Preferred Stock to common stock. On November 27, 2023, we filed a Certificate of Elimination with the Secretary of State of the State of Delaware with respect to the Convertible Preferred Stock pursuant to which the Convertible Preferred Stock was eliminated and returned to the status of authorized and unissued preferred shares of the Company. Following the mandatory conversion of the outstanding shares of the Convertible Preferred Stock on November 24, 2023, there were no outstanding shares of the Convertible Preferred Stock. Accordingly, we removed the Series A convertible preferred stock, no par value from temporary equity on our consolidated balance sheet and recorded the associated increase of common shares at $0.30 stated value and capital in excess of stated value further reflected in our consolidated statement of shareholders' equity.Dividends 18 Â Prior to the conversion on November 24, 2023, the Holders were entitled to dividends on the Liquidation Preference at the rate of 5.25% per annum, payable semi-annually either (i) 50% in cash and 50% in kind as an increase in the then-current Liquidation Preference or (ii) 100% in cash, at the option of the Company. We paid dividends in the same period as declared by the Companyâ€™s Board of Directors.Accounting PolicyPrior to the conversion on November 24, 2023, we classified convertible preferred stock as temporary equity in the consolidated balance sheets due to certain contingent redemption clauses that were at the election of the Holders. We increased the carrying value of the convertible preferred stock to its redemption value for all undeclared dividends using the interest method.Â 19 Â Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations In â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ (â€œMD&Aâ€), management explains the general financial condition and results of operations for Agilysys and subsidiaries including: â€” what factors affect our business; â€” what our earnings and costs were; â€” why those earnings and costs were different from the year before; â€” where the earnings came from; â€” how our financial condition was affected; and â€” where the cash will come from to fund future operations. The MD&A analyzes changes in specific line items in the Condensed Consolidated Statements of Operations and Condensed Consolidated Statements of Cash Flows and provides information that management believes is important to assessing and understanding our consolidated financial condition and results of operations. This Quarterly Report on Form 10-Q updates information included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2024, filed with the Securities and Exchange Commission (SEC). This discussion should be read in conjunction with the Condensed Consolidated Financial Statements and related Notes that appear in Item 1 of this Quarterly Report as well as our Annual Report for the year ended March 31, 2024. Information provided in the MD&A may include forward-looking statements that involve risks and uncertainties. Many factors could cause actual results to be materially different from those contained in the forward-looking statements. See â€œForward-Looking Informationâ€ on page 29 of this Quarterly Report, Item 1A "Risk Factors" in Part II of this Quarterly Report, and Item 1A â€œRisk Factorsâ€ in Part I of our Annual Report for the fiscal year ended March 31, 2024 for additional information concerning these items. Management believes that this information, discussion, and disclosure is important in making decisions about investing in Agilysys. Overview Recent Developments Macroeconomic Conditions During the three and six months ended September 30, 2024, global macroeconomic conditions were, and continue to be, influenced by a number of factors, including, but not limited to, political unrest, armed conflicts, labor shortages and natural disasters. We believe such conditions are impacting customer spending and provider pricing decisions resulting in decreased demand, increased costs, and reduced margins particularly in areas outside of the United States. Book4Time On August 20, 2024, we acquired Book4Time Parent, Inc. (â€œBook4Timeâ€), the global leader in spa management SaaS software, as further described in Note 11, â€œBusiness Combinationâ€, to our condensed consolidated financial statements included under Part I, Item 1 of this quarterly report. The cash consideration for the acquisition totaled $147.2 million of net cash, partially funded by a credit agreement (the â€œCredit Agreementâ€) we entered into on August 16, 2024 (the â€œCredit Agreement Closing Dateâ€), with the lenders party thereto and Bank of America, N.A., as lender and administrative agent, as further described in Note 10, â€œDebtâ€, to our condensed consolidated financial statements included under Part I, Item 1 of this quarterly report. Our Business Agilysys has been a leader in hospitality software for more than 45 years, delivering innovative cloud-native SaaS and on-premise solutions for hotels, resorts and cruise lines, casinos, corporate foodservice management, restaurants, universities, stadiums, and healthcare. The Companyâ€™s software solutions include point-of-sale (POS), property management (PMS), inventory and procurement, payments, and related applications that manage and enhance the entire guest journey. Agilysys also is known for its world-class customer-centric service. Many of the top hospitality companies around the world use Agilysys solutions to improve guest loyalty, drive revenue growth, and increase operational efficiencies. The Company has just one reportable segment serving the global hospitality industry. Agilysys operates across North America, Europe, the Middle East, Asia-Pacific and India with headquarters located in Alpharetta, Georgia. 20 Â Our top priority is increasing shareholder value by improving operating and financial performance and profitably growing the business through superior products and services. To that end, we expect to invest a certain portion of our cash on hand to fund enhancements to existing software products, to develop and market new software products, and to expand our customer breadth, both vertically and geographically. Our strategic plan specifically focuses on: â€¢Putting the customer first â€¢Focusing on product innovation and development â€¢Improving our liquidity â€¢Increasing organizational efficiency and teamwork â€¢Developing our employees and leaders â€¢Growing revenue by improving the breadth and depth of our product set across both point-of-sale and property management applications â€¢Growing revenue through international expansion The primary objective of our ongoing strategic planning process is to create shareholder value by capitalizing on growth opportunities, increasing profitability and strengthening our competitive position within the specific technology solutions and end markets we serve. Profitability and industry-leading growth will be achieved through tighter management of operating expenses and sharpening the focus of our investments to concentrate on growth opportunities that offer the highest returns. Revenue - Defined As required by the SEC, we separately present revenue earned as products revenue, subscription and maintenance revenue or professional services revenue in our condensed consolidated statements of operations. In addition to the SEC requirements, we may, at times, also refer to revenue as defined below. The terminology, definitions, and applications of terms we use to describe our revenue may be different from those used by other companies and caution should be used when comparing these financial measures to those of other companies. We use the following terms to describe revenue: â€¢Revenue â€“ We present revenue net of sales returns and allowances. â€¢Products revenue â€“ Revenue earned from the sales of software licenses, third party hardware and operating systems. â€¢Subscription and maintenance revenue â€“ Revenue earned from the ongoing delivery of software updates, upgrades, bug fixes, technical support, and transaction-based fees over the period covered by subscription or maintenance agreements with our customers for both proprietary and remarketed solutions. â€¢Professional services revenue â€“ Revenue earned from the delivery of implementation, integration, development and installation services for proprietary and remarketed products. 21 Â Results of Operations Second Fiscal Quarter 2025 Compared to Second Fiscal Quarter 2024 Net Revenue and Operating Income The following table presents our consolidated revenue and operating results for the three months ended September 30, 2024 and 2023: Â Â Â Three Months EndedSeptember 30, Â Â Increase (decrease) Â (In thousands) Â Â 2024 Â Â Â 2023 Â Â $ Â Â % Â Net revenue: Â Â Â Â Â Â Â Â Â Â Â Products Â $ 10,525 Â Â $ 12,640 Â Â $ (2,115) Â Â (16.7)% Subscription and maintenance Â Â 41,432 Â Â Â 34,248 Â Â Â 7,184 Â Â Â 21.0 % Professional services Â Â 16,322 Â Â Â 11,728 Â Â Â 4,594 Â Â Â 39.2 % Total net revenue Â Â 68,279 Â Â Â 58,616 Â Â Â 9,663 Â Â Â 16.5 % Cost of goods sold: Â Â Â Â Â Â Â Â Â Â Â Products Â Â 5,206 Â Â Â 6,751 Â Â Â (1,545) Â Â (22.9)% Subscription and maintenance Â Â 8,827 Â Â Â 7,804 Â Â Â 1,023 Â Â Â 13.1 % Professional services Â Â 11,032 Â Â Â 8,965 Â Â Â 2,067 Â Â Â 23.1 % Total cost of goods sold Â Â 25,065 Â Â Â 23,520 Â Â Â 1,545 Â Â Â 6.6 % Gross profit Â $ 43,214 Â Â $ 35,096 Â Â $ 8,118 Â Â Â 23.1 % Gross profit margin Â Â 63.3 % Â Â 59.9 % Â Â Â Â Â Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Product development Â $ 16,172 Â Â $ 14,583 Â Â $ 1,589 Â Â Â 10.9 % Sales and marketing Â Â 8,794 Â Â Â 6,400 Â Â Â 2,394 Â Â Â 37.4 % General and administrative Â Â 10,162 Â Â Â 8,785 Â Â Â 1,377 Â Â Â 15.7 % Depreciation of fixed assets Â Â 915 Â Â Â 1,209 Â Â Â (294) Â nm Â Amortization of internal-use software and intangibles Â Â 904 Â Â Â 347 Â Â Â 557 Â Â Â 160.5 % Other charges, net Â Â 2,037 Â Â Â 210 Â Â Â 1,827 Â Â nm Â Legal settlements Â Â 104 Â Â Â â€” Â Â Â 104 Â Â nm Â Operating income Â $ 4,126 Â Â $ 3,562 Â Â $ 564 Â Â Â 15.8 % Operating income percentage Â Â 6.0 % Â Â 6.1 % Â Â Â Â Â Â nm - not meaningful 22 Â The following table presents the percentage relationship of our condensed consolidated statement of operations line items to our consolidated net revenues for the periods presented: Â Â Â Three Months EndedSeptember 30, Â Â Â 2024 Â Â Â 2023 Â Net revenue: Â Â Â Â Â Â Products Â Â 15.4 % Â Â 21.6 % Subscription and maintenance Â Â 60.7 Â Â Â 58.4 Â Professional services Â Â 23.9 Â Â Â 20.0 Â Total net revenue Â Â 100.0 % Â Â 100.0 % Cost of goods sold: Â Â Â Â Â Â Products Â Â 7.6 % Â Â 11.5 % Subscription and maintenance Â Â 12.9 Â Â Â 13.3 Â Professional services Â Â 16.2 Â Â Â 15.3 Â Total cost of goods sold Â Â 36.7 % Â Â 40.1 % Gross profit Â Â 63.3 % Â Â 59.9 % Operating expenses: Â Â Â Â Â Â Product development Â Â 23.7 % Â Â 24.9 % Sales and marketing Â Â 12.9 Â Â Â 10.9 Â General and administrative Â Â 14.9 Â Â Â 15.0 Â Depreciation of fixed assets Â Â 1.3 Â Â Â 2.1 Â Amortization of internal-use software and intangibles Â Â 1.3 Â Â Â 0.6 Â Other charges, net Â Â 3.0 Â Â Â 0.3 Â Legal settlements Â Â 0.2 Â Â Â â€” Â Operating income Â Â 6.0 % Â Â 6.1 % Â Net revenue. Total net revenue increased $9.7 million, or 16.5%, during the second quarter of fiscal 2025 compared to the second quarter of fiscal 2024. Products revenue decreased $2.1 million, or 16.7%, due to increasing customer preference for subscription-based software licenses instead of perpetual software licenses and to their decreasing need for hardware due to improvements we have made to our technology enabling more support for consumer grade devices our customers can source elsewhere. Subscription and maintenance revenue increased $7.2 million, or 21.0%, compared to the second quarter of fiscal 2024 driven by continued growth in subscription-based service revenue including $2.1 million in Book4Time subscription-based revenue. Total subscription revenue, including Book4Time subscription revenue, increased 36.6% during the second quarter of fiscal 2025 compared to the second quarter of fiscal 2024. Professional services revenue increased $4.6 million, or 39.2%, due to higher sales and service activity as our new and existing customers continue implementing technology to improve their operations. Gross profit and gross profit margin. Our total gross profit increased $8.1 million, or 23.1%, during the second quarter of fiscal 2025 and total gross profit margin increased from 59.9% to 63.3% compared to the second quarter of fiscal 2024 driven by changes in the composition of revenue by category. Products gross profit decreased $0.6 million, or 9.7%, and products gross profit margin increased from 46.6% to 50.5% due to the composition of hardware and proprietary software products delivered. Subscription and maintenance gross profit increased $6.2 million, or 23.3%, and gross profit margin increased from 77.2% to 78.7% as revenue increases outpaced variable costs as a result of certain cost control measures. Professional services gross profit increased $2.5 million, or 91.5%, and gross profit margin increased from 23.6% to 32.4% reflecting improved utilization rates from efficiency gains on multi-solution implementations and revenue associated with a large development service contract. Â Operating Expenses Operating expenses, excluding other charges, net and legal settlements, increased $5.6 million, or 18.0%, during the second quarter of fiscal 2025 compared with the second quarter of fiscal 2024. Product development. Product development increased $1.6 million, or 10.9%, in the second quarter of fiscal 2025 compared with the second quarter of fiscal 2024 due to hiring and increased salary, incentive and employee benefits rates across our development teams. 23 Â Sales and marketing. Sales and marketing increased $2.4 million, or 37.4%, in the second quarter of fiscal 2025 compared with the second quarter of fiscal 2024 due to hiring and increased compensation rates across our sales teams along with higher volume of marketing event and trade show activity. General and administrative. General and administrative increased $1.4 million, or 15.7%, in the second quarter of fiscal 2025 compared with the second quarter of fiscal 2024 due to investments in our information security and information technology infrastructure and increased compensation rates across our administrative teams. Depreciation of fixed assets. Depreciation of fixed assets decreased $0.3 million, or 24.3%, in the second quarter of fiscal 2025 compared with the second quarter of fiscal 2024 due to the timing of assets reaching their useful life. Amortization of internal-use software and intangibles. Amortization of internal-use software and intangibles increased $0.6 million, or 160.5%, in the second quarter of fiscal 2025 compared with the second quarter of fiscal 2024 due to the addition of certain intangible assets resulting from the Book4Time acquisition. Other charges, net. Other charges, net consist of losses on asset disposals, severance costs and acquisition costs related to business combinations. Legal settlements. Legal settlements consist of settlements of employment and other business-related matters. Other income (expense) Â Â Â Three Months EndedSeptember 30, Â Â Favorable (unfavorable) Â (In thousands) Â Â 2024 Â Â Â 2023 Â Â $ Â Â % Â Other income (expense): Â Â Â Â

Â Â Â

XBRL tags are embedded within the Inline XBRL document. Â Â Â 101.SCH Â Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents Â Â Â 104 Â Cover Page Interactive Data File (embedded within the Inline XBRL document) Â Â Â * Â Schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company hereby agrees to furnish supplementally a copy of any omitted schedule to the Securities and Exchange Commission upon request. Â 32 Â SIGNATURE Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Quarterly Report to be signed on its behalf by the undersigned thereunto duly authorized. AGILYSYS, INC. Â Date: October 28, 2024 /s/ William David Wood III William David Wood III Chief Financial Officer (Principal Financial Officer and Duly Authorized Officer) Â 33 EX-10.1 2 agys-ex10_1.htm EX-10.1 EX-10.1 Execution VersionÂ Â Â CREDIT AGREEMENT Dated as of August 16, 2024 among AGILYSYS, INC., as the Borrower, CERTAIN SUBSIDIARIES OF THE BORROWER PARTY HERETO, as the Guarantors, BANK OF AMERICA, N.A., as Administrative Agent, a Swingline Lender and L/C Issuer, Â and THE LENDERS PARTY HERETO Â BOFA SECURITIES, INC., as Sole Lead Arranger and Sole Bookrunner Â #505038234_11Â Â TABLE OF CONTENTSPage Article I DEFINITIONS AND ACCOUNTING TERMS 1 1.01 Defined Terms. 1 1.02 Other Interpretive Provisions. 33 1.03 Accounting Terms. 34 1.04 Rounding. 35 1.05 Times of Day. 35 1.06 Letter of Credit Amounts. 35 1.07 Interest Rates. 35 1.08 UCC Terms. 36 Article II COMMITMENTS AND CREDIT EXTENSIONS 36 2.01 Revolving Borrowings. 36 2.02 Borrowings, Conversions and Continuations of Loans. 36 2.03 Letters of Credit. 38 2.04 Swingline Loans. 46 2.05 Prepayments. 50 2.06 Termination or Reduction of Commitments. 51 2.07 Repayment of Loans. 51 2.08 Interest and Default Rate. 52 2.09 Fees. 53 2.10 Computation of Interest and Fees; 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Reinstatement. 114 10.07 Stay of Acceleration. 114 10.08 Condition of Borrower. 114 10.09 Appointment of Borrower. 114 10.10 Right of Contribution. 115 10.11 Keepwell. 115 Article XI MISCELLANEOUS 115 11.01 Amendments, Etc. 115 11.02 Notices; Effectiveness; Electronic Communications. 117 11.03 No Waiver; Cumulative Remedies; Enforcement. 120 11.04 Expenses; Indemnity; Damage Waiver. 120 11.05 Payments Set Aside. 122 11.06 Successors and Assigns. 122 11.07 Treatment of Certain Information; Confidentiality. 128 11.08 Right of Setoff. 129 11.09 Interest Rate Limitation. 130 11.10 Integration; Effectiveness. 130 11.11 Survival of Representations and Warranties. 130 iv Â TABLE OF CONTENTSPage 11.12 Severability. 131 11.13 Replacement of Lenders. 131 11.14 Governing Law; Jurisdiction; Etc. 132 11.15 Waiver of Jury Trial. 133 11.16 Subordination. 133 11.17 No Advisory or Fiduciary Responsibility. 134 11.18 Electronic Execution; Electronic Records; Counterparts. 134 11.19 USA Patriot Act Notice. 135 11.20 Acknowledgement and Consent to Bail-In of Affected Financial Institutions. 136 11.21 Acknowledgement Regarding Any Supported QFCs. 136 Â Â v Â BORROWER PREPARED SCHEDULES: Schedule 1.01(c) Responsible Officers Schedule 5.12 Pension Plans Schedule 5.20(a) Subsidiaries, Joint Ventures, Partnerships and Other Equity Investments Schedule 5.20(b) Loan Parties Schedule 5.21(b) Intellectual Property Schedule 5.21(c) Pledged Equity Interests Schedule 7.01 Existing Liens Schedule 7.02 Existing Indebtedness Schedule 7.03 Existing Investments Â ADMINISTRATIVE AGENT PREPARED SCHEDULES: Schedule 1.01(a) Certain Addresses for Notices Schedule 1.01(b) Initial Commitments and Applicable Percentages Â EXHIBITS: Exhibit A [Reserved] Exhibit B Form of Assignment and Assumption Exhibit C Form of Compliance Certificate Exhibit D Form of Joinder Agreement Exhibit E Form of Loan Notice Exhibit F Form of Permitted Acquisition Certificate Exhibit G Form of Revolving Note Exhibit H Form of Secured Party Designation Notice Exhibit I Form of Solvency Certificate Exhibit J Form of Swingline Loan Notice Exhibit L Form of Officerâ€™s Certificate iv Â TABLE OF CONTENTSPage Exhibit M Forms of U.S. Tax Compliance Certificates Exhibit N [Reserved] Exhibit O Form of Landlord Waiver Exhibit P Form of Financial Condition Certificate Exhibit Q Form of Authorization to Share Insurance Information Exhibit R Form of Notice of Loan Prepayment iii Â CREDIT AGREEMENT This CREDIT AGREEMENT is entered into as of August 16, 2024, among AGILYSYS, INC., a Delaware corporation (the â€œBorrowerâ€), the Guarantors (defined herein), the Lenders (defined herein), and BANK OF AMERICA, N.A., as Administrative Agent, a Swingline Lender and L/C Issuer. PRELIMINARY STATEMENTS: WHEREAS, the Loan Parties (as hereinafter defined) have requested that the Lenders, the Swingline Lender and the L/C Issuer make loans and other financial accommodations to the Loan Parties in an aggregate amount of up to $75,000,000. WHEREAS, the Lenders, the Swingline Lender and the L/C Issuer have agreed to make such loans and other financial accommodations to the Loan Parties on the terms and subject to the conditions set forth herein. NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto covenant and agree as follows: Article IDEFINITIONS AND ACCOUNTING TERMS 1.01 Defined Terms. As used in this Agreement, the following terms shall have the meanings set forth below: â€œAcquisitionâ€ means the acquisition, whether through a single transaction or a series of related transactions, of (a) a majority of the Voting Stock or other controlling ownership interest in another Person (including the purchase of an option, warrant or convertible or similar type security to acquire such a controlling interest at the time it becomes exercisable by the holder thereof), whether by purchase of such equity or other ownership interest or upon the exercise of an option or warrant for, or conversion of securities into, such equity or other ownership interest, or (b) assets of another Person which constitute all or substantially all of the assets of such Person or of a division, line of business or other business unit of such Person. â€œAdditional Secured Obligationsâ€ means (a) all obligations arising under Secured Cash Management Agreements and Secured Hedge Agreements and (b) all costs and expenses incurred in connection with enforcement and collection of the foregoing, including the fees, charges and disbursements of counsel, in each case whether direct or indirect (including those acquired by assumption), absolute or contingent, due or to become due, now existing or hereafter arising and including interest, expenses and fees that accrue after the commencement by or against any Loan Party or any Affiliate thereof of any proceeding under any Debtor Relief Laws naming such Person as the debtor in such proceeding, regardless of whether such interest, expenses and fees are allowed claims in such proceeding; provided that Additional Secured Obligations of a Guarantor shall exclude any Excluded Swap Obligations with respect to such Guarantor. â€œAdministrative Agentâ€ means Bank of America in its capacity as administrative agent under any of the Loan Documents, or any successor administrative agent. 1Â Â â€œAdministrative Agentâ€™s Officeâ€ means the Administrative Agentâ€™s address and, as appropriate, account as set forth on Schedule 1.01(a), or such other address or account as the Administrative Agent may from time to time notify the Borrower and the Lenders. â€œAdministrative Questionnaireâ€ means an Administrative Questionnaire in form provided by the Administrative Agent. â€œAffected Financial Institutionâ€ means (a) any EEA Financial Institution or (b) any UK Financial Institution. â€œAffiliateâ€ means, with respect to a specified Person, another Person that directly, or indirectly through one or more intermediaries, Controls or is Controlled by or is under common Control with the Person specified. â€œAggregate Commitmentsâ€ means the Commitments of all the Lenders. â€œAgreementâ€ means this Credit Agreement, including all schedules, exhibits and annexes hereto. â€œApplicable Lawâ€ means, as to any Person, all applicable Laws binding upon such Person or to which such a Person is subject. â€œApplicable Percentageâ€ means with respect to any Revolving Lender at any time, the percentage (carried out to the ninth decimal place) of the Revolving Facility represented by such Revolving Lenderâ€™s Revolving Commitment at such time, subject to adjustment as provided in Section 2.15. If the Commitment of all of the Revolving Lenders to make Revolving Loans and the obligation of the L/C Issuer to make L/C Credit Extensions have been terminated pursuant to Section 8.02, or if the Revolving Commitments have expired, then the Applicable Percentage of each Revolving Lender shall be determined based on the Applicable Percentage of such Revolving Lender most recently in effect, giving effect to any subsequent assignments and to any Revolving Lenderâ€™s status as a Defaulting Lender at the time of determination. The Applicable Percentage of each Revolving Lender is set forth opposite the name of such Lender on Schedule 1.01(b) or in the Assignment and Assumption pursuant to which such Lender becomes a party hereto or in any documentation executed by such Lender pursuant to Section 2.17, as applicable. â€œApplicable Rateâ€ means, for any day, the rate per annum set forth below opposite the applicable Level then in effect (based on the Consolidated Leverage Ratio), it being understood that the Applicable Rate for (a) Revolving Loans that are Base Rate Loans shall be the percentage set forth under the column â€œBase Rateâ€, (b) Revolving Loans that are Term SOFR Loans or SOFR Daily Floating Rate Loans shall be the percentage set forth under the column â€œTerm SOFR, SOFR Daily Floating Rate & Letter of Credit Feeâ€, (c) the Letter of Credit Fee shall be the percentage set forth under the column â€œâ€œTerm SOFR, SOFR Daily Floating Rate & Letter of Credit Feeâ€, and (d) the Commitment Fee shall be the percentage set forth under the column â€œCommitment Feeâ€. Applicable Rate Level Consolidated Leverage Ratio Term SOFR, SOFR Daily Floating Rate & Letter of Credit Fee Base Rate Commitment Fee 1 >Â 3.00 to 1.00 2.125% 1.125% 0.325% 2 >Â 2.00 to 1.00 but < 3.00 to 1.00 1.875% 0.875% 0.300% 3 >Â 1.00 to 1.00 but < 2.00 to 1.00 1.625% 0.625% 0.275% 4 < 1.00 to 1.00 1.500% 0.500% 0.225% Â 2Â Â Any increase or decrease in the Applicable Rate resulting from a change in the Consolidated Leverage Ratio shall become effective as of the first Business Day immediately following the date a Compliance Certificate is delivered pursuant to Section 6.02(b); provided, however, that if a Compliance Certificate is not delivered when due in accordance with Section 6.02(b), then, upon the request of the Required Lenders, Pricing Level 1 shall apply, in each case as of the first Business Day after the date on which such Compliance Certificate was required to have been delivered and in each case shall remain in effect until the first Business Day following the date on which such Compliance Certificate is delivered. In addition, at all times while the Default Rate is in effect, the highest rate set forth in each column of the Applicable Rate shall apply. Notwithstanding anything to the contrary contained in this definition, (i) the determination of the Applicable Rate for any period shall be subject to the provisions of Section 2.10(b) and (ii) the initial Applicable Rate shall be set at Pricing Level 3 until the first Business Day immediately following the date a Compliance Certificate is delivered pursuant to Section 6.02(b) for the first full fiscal quarter to occur following the Closing Date to the Administrative Agent. Any adjustment in the Applicable Rate shall be applicable to all Credit Extensions then existing or subsequently made or issued. â€œApplicable Revolving Percentageâ€ means with respect to any Revolving Lender at any time, such Revolving Lenderâ€™s Applicable Percentage in respect of the Revolving Facility at such time. â€œApproved Fundâ€ means any Fund that is administered or managed by (a) a Lender, (b) an Affiliate of a Lender or (c) an entity or an Affiliate of an entity that administers or manages a Lender. â€œArrangerâ€ means BofA Securities, Inc., in its capacity as sole lead arranger and sole bookrunner. â€œAssignment and Assumptionâ€ means an assignment and assumption entered into by a Lender and an Eligible Assignee (with the consent of any party whose consent is required by Section 11.06(b)), and accepted by the Administrative Agent, in substantially the form of Exhibit B or any other form (including an electronic documentation form generated by use of an electronic platform) approved by the Administrative Agent. â€œAttributable Indebtednessâ€ means, on any date, (a) in respect of any Capitalized Lease of any Person, the capitalized amount thereof that would appear on a balance sheet of such Person prepared as of such date in accordance with GAAP, and (b) in respect of any Synthetic Lease Obligation, the capitalized amount of the remaining lease or similar payments under the relevant lease or other applicable agreement or instrument that would appear on a balance sheet of such Person prepared as of such date in accordance with GAAP if such lease or other agreement or instrument were accounted for as a Capitalized Lease. â€œAudited Financial Statementsâ€ means the audited Consolidated balance sheet of the Borrower and its Subsidiaries for the fiscal year ended March 31, 2024, and the related Consolidated statements of income or operations, Shareholdersâ€™ Equity and cash flows for such fiscal year of the Borrower and its Subsidiaries, including the notes thereto. â€œAuthorization to Share Insurance Informationâ€ means the authorization substantially in the form of Exhibit Q (or such other form as required by each of the Loan Partyâ€™s insurance companies). â€œAutoborrow Agreementâ€ has the meaning specified in Section 2.04(b). â€œAuto-Extension Letter of Creditâ€ shall have the meaning specified in Section 2.03(b). Â 3Â Â â€œAvailability Periodâ€ means in respect of the Revolving Facility, the period from and including the Closing Date to the earliest of (i) the Maturity Date for the Revolving Facility, (ii) the date of termination of the Revolving Commitments pursuant to Section 2.06, and (iii) the date of termination of the Commitment of each Revolving Lender to make Revolving Loans and of the obligation of the L/C Issuer to make L/C Credit Extensions pursuant to Section 8.02. â€œBail-In Actionâ€ means the exercise of any Write-Down and Conversion Powers by the applicable Resolution Authority in respect of any liability of an Affected Financial Institution. â€œBail-In Legislationâ€ means, (a) with respect to any EEA Member Country implementing Article 55 of Directive 2014/59/EU of the European Parliament and of the Council of the European Union, the implementing law, rule, regulation or requirement for such EEA Member Country from time to time which is described in the EU Bail-In Legislation Schedule, and (b) with respect to the United Kingdom, Part I of the United Kingdom Banking Act 2009 (as amended from time to time) and any other law, regulation or rule applicable in the United Kingdom relating to the resolution of unsound or failing banks, investment firms or other financial institutions or their affiliates (other than through liquidation, administration or other insolvency proceedings). â€œBank of Americaâ€ means Bank of America, N.A. and its successors. â€œBase Rateâ€ means for any day a fluctuating rate of interest per annum equal to the highest of (a) the Federal Funds Rate plus 0.50%, (b) the rate of interest in effect for such day as publicly announced from time to time by Bank of America as its â€œprime rate,â€ and (c) Term SOFR plus 1.00%, subject to the interest rate floors set forth therein; provided that if the Base Rate shall be less than 0.0%, such rate shall be deemed to be 0.0% for purposes of this Agreement. The â€œprime rateâ€ is a rate set by Bank of America based upon various factors including Bank of Americaâ€™s costs and desired return, general economic conditions and other factors, and is used as a reference point for pricing some loans, which may be priced at, above, or below such announced rate. Any change in such prime rate announced by Bank of America shall take effect at the opening of business on the day specified in the public announcement of such change. If the Base Rate is being used as an alternate rate of interest pursuant to Section 3.03, then the Base Rate shall be the greater of clauses (a) and (b) above and shall be determined without reference to clause (c) above. â€œBase Rate Loanâ€ means a Revolving Loan that bears interest based on the Base Rate. â€œBeneficial Ownership Certificationâ€ means a certification regarding beneficial ownership required by the Beneficial Ownership Regulation. â€œBeneficial Ownership Regulationâ€ means 31 C.F.R. Â§ 1010.230. â€œBenefit Planâ€ means any of (a) an â€œemployee benefit planâ€ (as defined in ERISA) that is subject to Title I of ERISA, (b) a â€œplanâ€ as defined in and subject to Section 4975 of the Code or (c) any Person whose assets include (for purposes of ERISA Section 3(42) or otherwise for purposes of Title I of ERISA or Section 4975 of the Code) the assets of any such â€œemployee benefit planâ€ or â€œplanâ€. â€œBHC Act Affiliateâ€ of a party means an â€œaffiliateâ€ (as such term is defined under, and interpreted in accordance with, 12 U.S.C. 1841(k)) of such party. â€œBook4Time Acquisitionâ€ means the Acquisition by the Borrower of 100% of the Equity Interests of Book4Time Parent Inc., a Canadian corporation; provided that immediately prior to consummation of such Acquisition the Borrower has delivered a Compliance Certificate to the Administrative Agent giving 4Â Â Pro Forma Effect to such transaction and all Borrowings to be made in connection therewith and reflecting a Consolidated Leverage Ratio of not greater than 2.00 to 1.00. â€œBorrowerâ€ has the meaning specified in the introductory paragraph hereto. â€œBorrower Materialsâ€ has the meaning specified in Section 6.02(p). â€œBorrowingâ€ means a Revolving Borrowing or a Swingline Borrowing, as the context may require. â€œBusiness Dayâ€ means any day other than a

Saturday, Sunday or other day on which commercial banks are authorized to close under the Laws of, or are in fact closed in, the state where the Administrative Agentâ€™s Office is located. â€œCapitalized Leaseâ€ means any lease that has been or is required to be, in accordance with GAAP, recorded, classified and accounted for as a capitalized lease or finance lease. â€œCash Collateralizeâ€ means to pledge and deposit with or deliver to the Administrative Agent, for the benefit of one or more of the L/C Issuer or Swingline Lender (as applicable) or the Lenders, as Collateral for L/C Obligations, the Obligations in respect of Swingline Loans, or obligations of the Revolving Lenders to fund participations in respect of L/C Obligations or Swingline Loans (as the context may require), (a) cash or deposit account balances, (b) backstop letters of credit entered into on terms, from issuers and in amounts satisfactory to the Administrative Agent and the L/C Issuer, and/or (c) if the Administrative Agent and the L/C Issuer or Swingline Lender shall agree, in their sole discretion, other credit support, in each case, in Dollars and pursuant to documentation in form and substance satisfactory to the Administrative Agent and the L/C Issuer or the Swingline Lender (as applicable). â€œCash Collateralâ€ shall have a meaning correlative to the foregoing and shall include the proceeds of such Cash Collateral and other credit support. â€œCash Equivalentsâ€ means any of the following types of Investments, to the extent owned by the Borrower or any of its Subsidiaries free and clear of all Liens (other than Permitted Liens): (a) readily marketable obligations issued or directly and fully guaranteed or insured by the United States or any agency or instrumentality thereof having maturities of not more than three hundred sixty days (360) days from the date of acquisition thereof; provided that the full faith and credit of the United States is pledged in support thereof; (b) time deposits with, or insured certificates of deposit or bankersâ€™ acceptances of, any commercial bank that (i) (A) is a Lender or (B) is organized under the laws of the United States, any state thereof or the District of Columbia or is the principal banking subsidiary of a bank holding company organized under the laws of the United States, any state thereof or the District of Columbia, and is a member of the Federal Reserve System, (ii) issues (or the parent of which issues) commercial paper rated as described in clause (c) of this definition and (iii) has combined capital and surplus of at least $1,000,000,000, in each case with maturities of not more than one hundred twenty (120) days from the date of acquisition thereof; (c) commercial paper issued by any Person organized under the laws of any state of the United States and rated at least â€œPrime-1â€ (or the then equivalent grade) by Moodyâ€™s or at least â€œA-1â€ (or the then equivalent grade) by S&P, in each case with maturities of not more than one hundred eighty (180) days from the date of acquisition thereof; and 5Â Â (d) Investments, classified in accordance with GAAP as current assets of the Borrower or any of its Subsidiaries, in money market investment programs registered under the Investment Company Act of 1940, which are administered by financial institutions that have the highest rating obtainable from either Moodyâ€™s or S&P, and the portfolios of which are limited solely to Investments of the character, quality and maturity described in clauses (a), (b) and (c) of this definition. â€œCash Management Agreementâ€ means any agreement that is not prohibited by the terms hereof to provide treasury or cash management services, including deposit accounts, overnight draft, credit cards, debit cards, p-cards (including purchasing cards and commercial cards), funds transfer, automated clearinghouse, zero balance accounts, returned check concentration, controlled disbursement, lockbox, account reconciliation and reporting and trade finance services and other cash management services. â€œCash Management Bankâ€ means any Person in its capacity as a party to a Cash Management Agreement that, (a) at the time it enters into a Cash Management Agreement with a Loan Party or any Subsidiary, is a Lender or an Affiliate of a Lender, or (b) at the time it (or its Affiliate) becomes a Lender, is a party to a Cash Management Agreement with a Loan Party or any Subsidiary, in each case in its capacity as a party to such Cash Management Agreement (even if such Person ceases to be a Lender or such Personâ€™s Affiliate ceased to be a Lender); provided, however, that for any of the foregoing to be included as a â€œSecured Cash Management Agreementâ€ on any date of determination by the Administrative Agent, the applicable Cash Management Bank (other than the Administrative Agent or an Affiliate of the Administrative Agent) must have delivered a Secured Party Designation Notice to the Administrative Agent prior to such date of determination. â€œChange in Lawâ€ means the occurrence, after the Closing Date, of any of the following: (a) the adoption or taking effect of any law, rule, regulation or treaty, (b) any change in any law, rule, regulation or treaty or in the administration, interpretation, implementation or application thereof by any Governmental Authority or (c) the making or issuance of any request, rule, guideline or directive (whether or not having the force of law) by any Governmental Authority; provided that notwithstanding anything herein to the contrary, (i) the Dodd-Frank Wall Street Reform and Consumer Protection Act and all requests, rules, guidelines or directives thereunder or issued in connection therewith or in the implementation thereof and (ii) all requests, rules, guidelines or directives promulgated by the Bank for International Settlements, the Basel Committee on Banking Supervision (or any successor or similar authority) or the United States or foreign regulatory authorities, in each case pursuant to Basel III, shall in each case be deemed to be a â€œChange in Lawâ€, regardless of the date enacted, adopted, issued or implemented. â€œChange of Controlâ€ means an event or series of events by which: (a) any â€œpersonâ€ or â€œgroupâ€ (as such terms are used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, but excluding any employee benefit plan of such person or its subsidiaries, and any person or entity acting in its capacity as trustee, agent or other fiduciary or administrator of any such plan) becomes the â€œbeneficial ownerâ€ (as defined in Rules 13d-3 and 13d-5 under the Securities Exchange Act of 1934, except that a person or group shall be deemed to have â€œbeneficial ownershipâ€ of all securities that such person or group has the right to acquire, whether such right is exercisable immediately or only after the passage of time (such right, an â€œoption rightâ€)), directly or indirectly, of 30% or more of the equity securities of the Borrower entitled to vote for members of the board of directors or equivalent governing body of the Borrower on a fully-diluted basis (and taking into account all such securities that such â€œpersonâ€ or â€œgroupâ€ has the right to acquire pursuant to any option right); or 6Â Â (b) during any period of twenty-four (24) consecutive months, a majority of the members of the board of directors or other equivalent governing body of the Borrower cease to be composed of individuals (i) who were members of that board or equivalent governing body on the first day of such period, (ii) whose election or nomination to that board or equivalent governing body was nominated, appointed or approved by individuals referred to in clause (i) above constituting at the time of such election or nomination at least a majority of that board or equivalent governing body or (iii) whose election or nomination to that board or other equivalent governing body was nominated, appointed or approved by individuals referred to in clauses (i) and (ii) above constituting at the time of such election or nomination at least a majority of that board or equivalent governing body. â€œClosing Dateâ€ means the date hereof. â€œCMEâ€ means CME Group Benchmark Administration Limited. â€œCodeâ€ means the Internal Revenue Code of 1986. â€œCollateralâ€ means all of the â€œCollateralâ€ referred to in the Collateral Documents and all of the other property that is or is intended under the terms of the Collateral Documents to be subject to Liens in favor of the Administrative Agent for the benefit of the Secured Parties; provided, in any event, that Collateral shall not include Excluded Property. â€œCollateral Documentsâ€ means, collectively, the Security Agreement, each Joinder Agreement, each of the collateral assignments, security agreements, pledge agreements, account control agreements or other similar agreements delivered to the Administrative Agent pursuant to Section 6.14, and each of the other agreements, instruments or documents that creates or purports to create a Lien in favor of the Administrative Agent for the benefit of the Secured Parties. â€œCommitmentâ€ means Revolving Commitment. â€œCommodity Exchange Actâ€ means the Commodity Exchange Act (7 U.S.C. Â§ 1 et seq.), as amended from time to time, and any successor statute. â€œCommunicationâ€ means this Agreement, any Loan Document and any document, any amendment, approval, consent, information, notice, certificate, request, statement, disclosure or authorization related to any Loan Document. â€œCompliance Certificateâ€ means a certificate substantially in the form of Exhibit C. â€œConforming Changesâ€ means, with respect to the use, administration of or any conventions associated with SOFR or any proposed Successor Rate, Daily Simple SOFR, SOFR Daily Floating Rate, Term SOFR, as applicable, any conforming changes to the definitions of â€œBase Rateâ€, â€œSOFRâ€, â€œSOFR Daily Floating Rateâ€, â€œTerm SOFRâ€ and â€œInterest Periodâ€, timing and frequency of determining rates and making payments of interest and other technical, administrative or operational matters (including, for the avoidance of doubt, the definitions of â€œBusiness Dayâ€ and â€œU.S. Government Securities Business Dayâ€, timing of borrowing requests or prepayment, conversion or continuation notices and length of lookback periods) as may be appropriate, in the discretion of the Administrative Agent, to reflect the adoption and implementation of such applicable rate(s) and to permit the administration thereof by the Administrative Agent in a manner substantially consistent with market practice (or, if the Administrative Agent determines that adoption of any portion of such market practice is not administratively feasible or that no market practice for the administration of such rate exists, in such other manner of administration as the 7Â Â Administrative Agent determines is reasonably necessary in connection with the administration of this Agreement and any other Loan Document). â€œConnection Income Taxesâ€ means Other Connection Taxes that are imposed on or measured by net income (however denominated) or that are franchise Taxes or branch profits Taxes. â€œConsolidatedâ€ means, when used with reference to financial statements or financial statement items of the Borrower and its Subsidiaries or any other Person, such statements or items on a consolidated basis in accordance with the consolidation principles of GAAP. â€œConsolidated EBITDAâ€ means, for any period, the sum of the following determined on a Consolidated basis, without duplication, for the Borrower and its Subsidiaries in accordance with GAAP: (a) Consolidated Net Income for the most recently completed Measurement Period plus (b) the sum of the following to the extent deducted in calculating such Consolidated Net Income (without duplication): (i) Consolidated Interest Charges; (ii) the provision for federal, state, local and foreign taxes based on income or profits, and franchise taxes payable; (iii) depreciation and amortization expense (including, for the sake of clarity, amortization of developed technology), (iv) non-cash charges and losses (excluding any such non-cash charges or losses to the extent (A) there were cash charges with respect to such charges and losses in past accounting periods or (B) there is a reasonable expectation that there will be cash charges with respect to such charges and losses in future accounting periods), (v) non-cash stock compensation expense (other than with respect to phantom stock and stock appreciation rights), (vi) cash charges in respect of strategic market reviews, stay or sign-on bonuses, integration-related bonuses, restructuring, consolidation, severance or discontinuance of any portion of operations, employees and/or management, or legal settlements, in each case to the extent that such items that are reasonably identifiable and factually supportable; provided that the amounts added-back to Consolidated EBITDA pursuant to this clause (vi) and clause (vii) shall not, in the aggregate, exceed 20% of Consolidated EBITDA for such period (calculated prior to giving effect to any amounts that would otherwise be added-back pursuant to this clause (vi) or clause (vii)); (vii) with respect to any Acquisition permitted hereunder, the amount of synergies and cost savings projected by the Borrower from actions taken or expected to be taken during the 12-month period following the date of such transaction, net of the amount of actual benefits theretofore realized during such period from such actions; provided that (A) such amounts are reasonably identifiable, quantifiable and factually supportable in the good faith judgment of the Borrower and the Administrative Agent, (B) such synergies and cost savings are directly attributable to such transaction, (C) no amounts shall be added pursuant to this clause (vii) to the extent duplicative of any amounts that are otherwise added back in computing Consolidated EBITDA, whether through a pro forma adjustment or otherwise, with respect to such period and (D) the amounts added-back to Consolidated EBITDA pursuant to this clause (vii) and clause (vi), shall not, in the aggregate, exceed 20% of Consolidated EBITDA for such period (calculated prior to giving effect to any amounts that would otherwise be added-back pursuant to clause (vi) or this clause (vii)), 8Â Â less, (c) without duplication and to the extent reflected as a gain or otherwise included in the calculation of Consolidated Net Income for such period, the sum of (i) interest income; (ii) income tax credit and refund (to the extent not netted from tax expenses); and (iii) non-cash gains (excluding any such non-cash gains to the extent (A) there were cash gains with respect to such gains in past accounting periods or (B) there is a reasonable expectation that there will be cash gains with respect to such gains in future accounting periods). â€œConsolidated Funded Indebtednessâ€ means, as of any date of determination, for the Borrower and its Subsidiaries on a Consolidated basis, the sum of: (a) the outstanding principal amount of all obligations, whether current or long-term, for borrowed money (including Obligations hereunder) and all obligations evidenced by bonds, debentures, notes, loan agreements or other similar instruments; (b) all purchase money Indebtedness; (c) the maximum amount available to be drawn under issued and outstanding standby letters of credit), bankersâ€™ acceptances, bank guaranties, surety bonds and similar instruments; (d) all obligations in respect of the deferred purchase price of property or services (other than (i) trade accounts payable (including, without limitation, unsecured lines of credit for such trade accounts and deferred revenues and liabilities (including tax liabilities) associated with customer prepayments and deposits), (ii) customary obligations under employment agreements and deferred compensation, (iii) non-compete or consulting obligations, and (iv) other accrued expenses arising in the ordinary course of business); (e) all Attributable Indebtedness; (f) all mandatory obligations to purchase, redeem, retire, defease or otherwise make any payment prior to the Maturity Date in respect of any Equity Interests or any warrant, right or option to acquire such Equity Interest, valued, in the case of a redeemable preferred interest, at the greater of its voluntary or involuntary liquidation preference plus accrued and unpaid dividends; (g) without duplication, all Guarantees with respect to outstanding Indebtedness of the types specified in clauses (a) through (f) above of Persons other than the Borrower or any Subsidiary; and (h) all Indebtedness of the types referred to in clauses (a) through (g) above of any partnership or joint venture (other than a joint venture that is itself a corporation or limited liability company) in which the Borrower or a Subsidiary is a general partner or joint venturer, unless such Indebtedness is expressly made non-recourse to the Borrower or such Subsidiary. â€œConsolidated Interest Chargesâ€ means, for any Measurement Period, the sum of (a) all interest, premium payments, debt discount, fees, charges and related expenses in connection with borrowed money (including capitalized interest) or in connection with the deferred purchase price of assets, in each case to the extent treated as interest in accordance with GAAP, (b) all interest paid or payable with respect to discontinued operations and (c) the portion of rent expense under Capitalized Leases that is treated as interest in accordance with GAAP, in each case, of or by the Borrower and its Subsidiaries on a Consolidated basis for the most recently completed Measurement Period;); provided that: (a) for purposes of determining Consolidated Interest Charges for the fiscal quarter ended September 30, 2024, such amount for the Measurement Period then ended shall equal such item for such fiscal quarter multiplied by four (4); (b) for purposes determining Consolidated Interest Charges for the fiscal quarter ended December 31, 2024, such amount for the Measurement Period then ended shall equal such item for the two (2) fiscal quarters then ended multiplied by two (2); and (c) for purposes of determining Consolidated interest Charges for the fiscal quarter ended March 31, 2025, such amount for the Measurement Period then ended shall equal such item for the three (3) fiscal quarters then ended multiplied by four-thirds (4/3). â€œConsolidated Interest Coverage Ratioâ€ means, as of any date of determination, the ratio of (a) Consolidated EBITDA for the most recently completed Measurement Period to (b) Consolidated Interest Charges, in each case, of or by the Borrower and its Subsidiaries on a consolidated basis for the most recently completed Measurement Period. â€œConsolidated Leverage Ratioâ€ means, as of any date of determination, the ratio of (a) Consolidated Funded Indebtedness as of such date to (b) Consolidated EBITDA of the Borrower and its Subsidiaries on a consolidated basis for the most recently completed Measurement Period. 9Â Â â€œConsolidated Net Incomeâ€ means, at any date of determination, the net income (or loss) of the Borrower and its Subsidiaries on a Consolidated basis for the most recently completed Measurement Period; provided that Consolidated Net Income shall exclude (a) unusual and infrequent gains and unusual and infrequent losses for such Measurement Period, (b) the net income of any Subsidiary during such Measurement Period to the extent that the declaration or payment of dividends or similar distributions by such Subsidiary of such income is not permitted by operation of the terms of its Organization Documents or any agreement, instrument or Law applicable to such Subsidiary during such Measurement Period, except that the Borrowerâ€™s equity in any net loss of any such Subsidiary for such Measurement Period shall be included in determining Consolidated Net Income, and (c) any income (or loss) for such Measurement Period of any Person if such Person is not a Subsidiary, except that the Borrowerâ€™s equity in the net income of any such Person for such Measurement Period shall be included in Consolidated Net Income up to the aggregate amount of cash actually distributed by such Person during such Measurement Period to the Borrower or a Subsidiary as a dividend or other distribution (and in the case of a dividend or other distribution to a Subsidiary, such Subsidiary is not precluded from further distributing such amount to the Borrower as described in clause (b) above). â€œConsolidated Total Assetsâ€ means, as of any date of determination, the amount which in accordance with GAAP would be set forth under the caption â€œTotal Assetsâ€ (or any like caption) on the consolidated balance sheet of the Borrower and its Subsidiaries, as of the most recently ended Measurement Period for which financial statements have been delivered pursuant to Section 6.01(a) or (b). â€œContractual Obligationâ€ means, as to any Person, any provision of any security issued by such Person or of any agreement, instrument or other undertaking to which such Person is a party or by which it or any of its property is bound. â€œControlâ€ means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a Person, whether through the ability to exercise voting power, by contract or otherwise. â€œControllingâ€ and â€œControlledâ€ have meanings correlative thereto. â€œCost of Acquisitionâ€ means, with respect to any Acquisition, as at the date of entering into any agreement therefor, the sum of the following (without duplication): (a) the value of the Equity Interests of the Borrower or any Subsidiary to be transferred in connection with such Acquisition, (b) the amount of any cash and fair market value of other property (excluding property described in clause (a) and the unpaid principal amount of any debt instrument) given as consideration in connection with such Acquisition, (c) the amount (determined by using the face amount or the amount payable at maturity, whichever is greater) of any Indebtedness incurred, assumed or acquired by the Borrower or any Subsidiary in connection with such Acquisition, (d) all additional purchase price amounts in the form of earnouts and other contingent obligations that should be recorded on the financial statements of the Borrower and its Subsidiaries in accordance with GAAP in connection with such Acquisition, (e) all amounts paid in respect of covenants not to

compete and consulting agreements that should be recorded on the financial statements of the Borrower and its Subsidiaries in accordance with GAAP, and other affiliated contracts in connection with such Acquisition, and (f) the aggregate fair market value of all other consideration given by the Borrower or any Subsidiary in connection with such Acquisition. For purposes of determining the Cost of Acquisition for any transaction, the Equity Interests of the Borrower shall be valued in accordance with GAAP. â€œCovered Entityâ€ means any of the following: (a) a â€œcovered entityâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 252.82(b); (b) a â€œcovered bankâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 47.3(b); or (c) a â€œcovered FSIâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 382.2(b). â€œCredit Extensionâ€ means each of the following: (a) a Borrowing and (b) an L/C Credit Extension. 10Â Â â€œDaily Simple SOFRâ€ with respect to any applicable determination date means the SOFR published on such date on the Federal Reserve Bank of New Yorkâ€™s website (or any successor source). â€œDebtor Relief Lawsâ€ means the Bankruptcy Code of the United States, and all other liquidation, conservatorship, bankruptcy, assignment for the benefit of creditors, moratorium, rearrangement, receivership, insolvency, reorganization, or similar debtor relief Laws of the United States or other applicable jurisdictions from time to time in effect. â€œDefaultâ€ means any event or condition that constitutes an Event of Default or that, with the giving of any notice, the passage of time, or both, would be an Event of Default. â€œDefault Rateâ€ means (a) with respect to any Obligation for which a rate is specified, a rate per annum equal to two percent (2%) in excess of the rate otherwise applicable thereto and (b) with respect to any Obligation for which a rate is not specified or available, a rate per annum equal to the Base Rate plus the Applicable Rate for Revolving Loans that are Base Rate Loans plus two percent (2%), in each case, to the fullest extent permitted by Applicable Law. â€œDefault Rightâ€ has the meaning assigned to that term in, and shall be interpreted in accordance with, 12 C.F.R. Â§Â§ 252.81, 47.2 or 382.1, as applicable. â€œDefaulting Lenderâ€ means, subject to Section 2.15(b), any Lender that (a) has failed to (i) fund all or any portion of its Loans within two (2) Business Days of the date such Loans were required to be funded hereunder unless such Lender notifies the Administrative Agent and the Borrower in writing that such failure is the result of such Lenderâ€™s determination that one or more conditions precedent to funding (each of which conditions precedent, together with any applicable default, shall be specifically identified in such writing) has not been satisfied, or (ii) pay to the Administrative Agent, the L/C Issuer, the Swingline Lender or any other Lender any other amount required to be paid by it hereunder (including in respect of its participation in Letters of Credit or Swingline Loans) within two (2) Business Days of the date when due, (b) has notified the Borrower, the Administrative Agent, the L/C Issuer or the Swingline Lender in writing that it does not intend to comply with its funding obligations hereunder, or has made a public statement to that effect (unless such writing or public statement relates to such Lenderâ€™s obligation to fund a Loan hereunder and states that such position is based on such Lenderâ€™s determination that a condition precedent to funding (which condition precedent, together with any applicable default, shall be specifically identified in such writing or public statement) cannot be satisfied), (c) has failed, within three (3) Business Days after written request by the Administrative Agent or the Borrower, to confirm in writing to the Administrative Agent and the Borrower that it will comply with its prospective funding obligations hereunder (provided that such Lender shall cease to be a Defaulting Lender pursuant to this clause (c) upon receipt of such written confirmation by the Administrative Agent and the Borrower), or (d) has, or has a direct or indirect parent company that has, (i) become the subject of a proceeding under any Debtor Relief Law, (ii) had appointed for it a receiver, custodian, conservator, trustee, administrator, assignee for the benefit of creditors or similar Person charged with reorganization or liquidation of its business or assets, including the Federal Deposit Insurance Corporation or any other state or federal regulatory authority acting in such a capacity or (iii) become the subject of a Bail-In Action; provided that a Lender shall not be a Defaulting Lender solely by virtue of the ownership or acquisition of any Equity Interest in that Lender or any direct or indirect parent company thereof by a Governmental Authority so long as such ownership interest does not result in or provide such Lender with immunity from the jurisdiction of courts within the United States or from the enforcement of judgments or writs of attachment on its assets or permit such Lender (or such Governmental Authority) to reject, repudiate, disavow or disaffirm any contracts or agreements made with such Lender. Any determination by the Administrative Agent that a Lender is a Defaulting Lender under any one or more of clauses (a) through (d) above, and the effective date of such status, shall be conclusive and binding absent demonstrable error, and such Lender shall be deemed to be a Defaulting Lender (subject 11Â Â to Section 2.15(b)) as of the date established therefor by the Administrative Agent in a written notice of such determination, which shall be delivered by the Administrative Agent to the Borrower, the L/C Issuer, the Swingline Lender and each other Lender promptly following such determination. â€œDesignated Jurisdictionâ€ means any country or territory to the extent that such country or territory is the subject of any Sanction. â€œDispositionâ€ or â€œDisposeâ€ means the sale, transfer, license, lease or other disposition (including any Sale and Leaseback Transaction) of any property by any Loan Party or Subsidiary (or the granting of any option or other right to do any of the foregoing), including any sale, assignment, transfer or other disposal, with or without recourse, of any notes or accounts receivable or any rights and claims associated therewith. â€œDisqualified Institutionâ€ means, on any date, any Person set forth on the DQ List; provided that â€œDisqualified Institutionsâ€ shall exclude any Person that the Borrower has designated as no longer being a â€œDisqualified Institutionâ€ by written notice delivered to the Administrative Agent and the Lenders from time to time. â€œDisqualified Stockâ€ of any Person means any Equity Interest of such Person which by its terms (or by the terms of any security for which it is convertible or for which it is exchangeable or exercisable), or upon the happening of any event or condition (including an event which would constitute a Change of Control), (a) matures or is mandatorily redeemable or subject to any mandatory repurchase requirement, pursuant to a sinking fund or otherwise, (b) is convertible into or exchangeable for Indebtedness or Disqualified Stock, (c) is redeemable or subject to any repurchase requirement arising at the option of the holder thereof, in whole or in part, on or prior to the date that is ninety-one (91) days following the Maturity Date or (d) provide for the scheduled payment of dividends in cash on or prior to the date that is ninety-one (91) days following the Maturity Date; provided, however, that any Equity Interest in any Person that would not constitute Disqualified Stock but for the terms thereof giving holders thereof the right to require such Person to redeem or purchase such Equity Interest upon the occurrence of an asset sale event or a Change of Control shall not constitute Disqualified Stock if any such requirement is subject to the prior repayment in full in cash of all Obligations, the cancellation or expiration of all Letters of Credit and the termination of the Commitment. â€œDollarâ€ and â€œ$â€ mean lawful money of the United States. â€œDomestic Subsidiaryâ€ means any Subsidiary that is organized under the laws of the United States, any state thereof or the District of Columbia. â€œDQ Listâ€ has the meaning specified in Section 11.06(g)(iv). â€œEEA Financial Institutionâ€ means (a) any credit institution or investment firm established in any EEA Member Country which is subject to the supervision of an EEA Resolution Authority, (b) any entity established in an EEA Member Country which is a parent of an institution described in clause (a) of this definition, or (c) any financial institution established in an EEA Member Country which is a Subsidiary of an institution described in clauses (a) or (b) of this definition and is subject to consolidated supervision with its parent. â€œEEA Member Countryâ€ means any of the member states of the European Union, Iceland, Liechtenstein, and Norway. 12Â Â â€œEEA Resolution Authorityâ€ means any public administrative authority or any Person entrusted with public administrative authority of any EEA Member Country (including any delegee) having responsibility for the resolution of any EEA Financial Institution. â€œElectronic Recordâ€ and â€œElectronic Signatureâ€ shall have the meanings assigned to them, respectively, by 15 USC Â§7006, as it may be amended from time to time. â€œEligible Assigneeâ€ means any Person that meets the requirements to be an assignee under Section 11.06 (subject to such consents, if any, as may be required under Section 11.06(b)(iii)). â€œEnvironmentâ€ means ambient air, indoor air, surface water, groundwater, drinking water, soil, surface and subsurface strata, and natural resources such as wetland, flora and fauna. â€œEnvironmental Lawsâ€ means any and all federal, state, local, and foreign statutes, laws (including common law), regulations, standards, ordinances, rules, judgments, interpretations, orders, decrees, permits, agreements or governmental restrictions relating to pollution or the protection of the Environment or human health (to the extent related to exposure to hazardous materials), including those relating to the manufacture, generation, handling, transport, storage, treatment, Release or threat of Release of Hazardous Materials, air emissions and discharges to waste or public systems. â€œEnvironmental Liabilityâ€ means any liability, contingent or otherwise (including any liability for damages, costs of environmental remediation, fines, penalties or indemnities) whether based in contract, tort, implied or express warranty, strict liability, criminal or civil statute or common law, directly or indirectly relating to (a) any Environmental Law, (b) the generation, use, handling, transportation, storage, treatment or disposal of any Hazardous Materials, (c) exposure to any Hazardous Materials, (d) Release or threatened Release of any Hazardous Materials or (e) any contract, agreement or other consensual arrangement pursuant to which liability is assumed or imposed with respect to any of the foregoing. â€œEnvironmental Permitâ€ means any permit, certification, registration, approval, identification number, license or other authorization required under any Environmental Law. â€œEquity Interestsâ€ means, with respect to any Person, all of the shares of capital stock of (or other ownership or profit interests in) such Person, all of the warrants, options or other rights for the purchase or acquisition from such Person of shares of capital stock of (or other ownership or profit interests in) such Person, all of the securities convertible into or exchangeable for shares of capital stock of (or other ownership or profit interests in) such Person or warrants, rights or options for the purchase or acquisition from such Person of such shares (or such other interests), and all of the other ownership or profit interests in such Person (including partnership, member or trust interests therein), whether voting or nonvoting, and whether or not such shares, warrants, options, rights or other interests are outstanding on any date of determination. â€œEquity Issuanceâ€ means any issuance by any Loan Party of any Subsidiary to any Person of its Equity Interests, other than (a) any issuance of its Equity Interests pursuant to the exercise of options or warrants, (b) any issuance of its Equity Interests pursuant to the conversion of any debt securities to equity or the conversion of any class of equity securities to any other class of equity securities, (c) any issuance of options or warrants relating to its Equity Interests, and (d) any issuance by the Borrower of its Equity Interests as consideration for a Permitted Acquisition. The term â€œEquity Issuanceâ€ shall not be deemed to include any Disposition. â€œERISAâ€ means the Employee Retirement Income Security Act of 1974, as amended, and the rules and regulations promulgated thereunder. 13Â Â â€œERISA Affiliateâ€ means any trade or business (whether or not incorporated) under common control with the Borrower within the meaning of Sections 414(b) or (c) of the Code (and Sections 414(m) and (o) of the Code for purposes of provisions relating to Section 412 of the Code). â€œERISA Eventâ€ means (a) a Reportable Event with respect to a Pension Plan; (b) the withdrawal of the Borrower or any ERISA Affiliate from a Pension Plan subject to Section 4063 of ERISA during a plan year in which such entity was a â€œsubstantial employerâ€ as defined in Section 4001(a)(2) of ERISA or a cessation of operations that is treated as such a withdrawal under Section 4062(e) of ERISA; (c) a complete or partial withdrawal by the Borrower or any ERISA Affiliate from a Multiemployer Plan or notification that a Multiemployer Plan is insolvent; (d) the filing of a notice of intent to terminate, the treatment of a Pension Plan amendment as a termination under Section 4041 or 4041A of ERISA; (e) the institution by the PBGC of proceedings to terminate a Pension Plan; (f) any event or condition which constitutes grounds under Section 4042 of ERISA for the termination of, or the appointment of a trustee to administer, any Pension Plan; (g) the determination that any Pension Plan is considered an at-risk plan or a plan in endangered or critical status within the meaning of Sections 430, 431 and 432 of the Code or Sections 303, 304 and 305 of ERISA; (h) the imposition of any liability under Title IV of ERISA, other than for PBGC premiums due but not delinquent under Section 4007 of ERISA, upon the Borrower or any ERISA Affiliate or (i) a failure by the Borrower or any ERISA Affiliate to meet all applicable requirements under the Pension Funding Rules in respect of a Pension Plan, whether or not waived, or the failure by the Borrower or any ERISA Affiliate to make any required contribution to a Multiemployer Plan. â€œEU Bail-In Legislation Scheduleâ€ means the EU Bail-In Legislation Schedule published by the Loan Market Association (or any successor person), as in effect from time to time. â€œEvent of Defaultâ€ has the meaning specified in Section 8.01. â€œExcluded Propertyâ€ means, with respect to any Loan Party, (a) any owned or leased real property, (b) unless requested by the Administrative Agent or the Required Lenders, any Intellectual Property for which a perfected Lien thereon is not effected either by filing of a UCC financing statement or by appropriate evidence of such Lien being filed in either the United States Copyright Office or the United States Patent and Trademark Office, (c) unless requested by the Administrative Agent or the Required Lenders, any personal property (other than personal property described in clause (b above or otherwise constituting Excluded Property per this definition) for which the attachment or perfection of a Lien thereon is not governed by the UCC, (d) the Equity Interests of any Foreign Subsidiary of any Loan Party to the extent not required to be pledged to secure the Secured Obligations pursuant to the Collateral Documents, (e) any property which, subject to the terms of Section 7.02(c), is subject to a Lien of the type described in Section 7.01(i) pursuant to documents that prohibit such Loan Party from granting any other Liens in such property, (f) any lease, license or other agreement to the extent that the terms of such lease, license or other agreement prohibit the assignment of, or granting a security interest in, such lease, license or other agreement or would create a right of termination in favor of any other party thereto (other than any Loan Party), in each case to the extent not rendered unenforceable pursuant to the UCC or other applicable Law and so long as the applicable provision giving rise to such violation or invalidity or such right of termination was not incurred in anticipation of entering into this Agreement, (g) any property to the extent that a pledge thereof or a grant of a security interest therein would be prohibited by applicable Law or agreements with any Governmental Authority or would require governmental (including regulatory) consent, approval, license or authorization (after giving effect to the applicable anti-assignment provisions of the UCC) unless such prohibition or requirement is rendered unenforceable pursuant to applicable provisions of the UCC or other applicable Law, (h) any intent-to-use trademark application in the United States prior to the filing of a â€œStatement of Useâ€ or â€œAmendment to Allege Useâ€ with respect thereto, solely to the extent, if any, that, and solely during the period, if any, in which, the grant, attachment, or enforcement of a security interest therein would impair the validity or enforceability of such intent-to-use trademark application under 14Â Â applicable federal Law, (i) motor vehicles and other assets subject to certificates of title to the extent a Lien thereon cannot be perfected by the filing of a UCC financing statement (or analogous procedures under applicable Laws in the relevant jurisdiction in the case of jurisdictions other than the U.S.) and (j) those assets as to which the Administrative Agent and the Borrower reasonably agree that the cost of obtaining a security interest therein are excessive in relation to the benefit to the Secured Parties of the security to be afforded thereby. â€œExcluded Swap Obligationâ€ means, with respect to any Guarantor, any Swap Obligation if, and to the extent that, all or a portion of the Guaranty of such Guarantor of, or the grant by such Guarantor of a Lien to secure, such Swap Obligation (or any Guarantee thereof) is or becomes illegal under the Commodity Exchange Act or any rule, regulation or order of the Commodity Futures Trading Commission (or the application or official interpretation thereof) by virtue of such Guarantorâ€™s failure for any reason to constitute an â€œeligible contract participantâ€ as defined in the Commodity Exchange Act (determined after giving effect to Section 10.11 and any other â€œkeepwellâ€, support or other agreement for the benefit of such Guarantor and any and all guarantees of such Guarantorâ€™s Swap Obligations by other Loan Parties) at the time the Guaranty of such Guarantor, or grant by such Guarantor of a Lien, becomes effective with respect to such Swap Obligation. If a Swap Obligation arises under a Master Agreement governing more than one Swap Contract, such exclusion shall apply only to the portion of such Swap Obligation that is attributable to Swap Contracts for which such Guaranty or Lien is or becomes excluded in accordance with the first sentence of this definition. â€œExcluded Taxesâ€ means any of the following Taxes imposed on or with respect to any Recipient or required to be withheld or deducted from a payment to a Recipient, (a) Taxes imposed on or measured by net income (however denominated), franchise Taxes, and branch profits Taxes, in each case, (i) imposed as a result of such Recipient being organized under the laws of, or having its principal office or, in the case of any Lender, its Lending Office located in, the jurisdiction imposing such Tax (or any political subdivision thereof) or (ii) that are Other Connection Taxes, (b) in the case of a Lender, U.S. federal withholding Taxes imposed on amounts payable to or for the account of such Lender with respect to an applicable interest in a Loan or Commitment pursuant to a law in effect on the date on which (i) such Lender acquires such interest in the Loan or Commitment (other than pursuant to an assignment request by the Borrower under Section 11.13) or (ii) such Lender changes its Lending Office, except in each case to the extent that, pursuant to Sections 3.01(b) or (d), amounts with respect to such Taxes were payable either to such Lenderâ€™s assignor immediately before such Lender became a party hereto or to such Lender immediately before it changed its Lending Office, (c) Taxes attributable to such Recipientâ€™s failure to comply with Section 3.01(f) and (d) any U.S. federal withholding Taxes imposed pursuant to FATCA. â€œFacilityâ€ means the Revolving Facility. â€œFacility Termination Dateâ€ means the date as of which all of the following shall have occurred: (a) the Aggregate Commitments have terminated, (b) all Obligations have been paid in full (other than contingent indemnification obligations), and (c) all Letters of Credit have terminated or expired (other than Letters of Credit as to which other arrangements with respect thereto satisfactory to the Administrative Agent and the L/C Issuer shall have been made). â€œFASB ASCâ€ means the Accounting Standards Codification of the Financial Accounting Standards Board. â€œFATCAâ€ means Sections 1471 through 1474 of the Code, as of the Closing Date (or any amended or successor version that is substantively comparable and not materially more onerous to comply with) and any current or future regulations or official interpretations thereof and any agreements entered into pursuant to Section 1471(b)(1) of the Code, as of the date of this Agreement (or any amended or successor version 15Â Â described above) and any intergovernmental agreement (and related fiscal or regulatory legislation, or related official rules or practices) implementing the foregoing. â€œFederal Funds Rateâ€ means, for any day, the rate per annum calculated by the Federal Reserve Bank of New York based on such dayâ€™s federal funds transactions by depository institutions (as determined in such manner as the Federal Reserve Bank of

New York shall set forth on its public website from time to time) and published on the next succeeding Business Day by the Federal Reserve Bank of New York as the federal funds effective rate; provided that if the Federal Funds Rate as so determined would be less than zero, such rate shall be deemed to be zero for the purposes of this Agreement. â€œFee Letterâ€ means the letter agreement, dated July 2, 2024, between the Borrower and the Administrative Agent, as the same may be amended or replaced from time to time, including upon the addition of any Lender(s) other than Bank of America to reflect customary administrative agent and letter of credit fronting fees. â€œForeign Lenderâ€ means (a) if the Borrower is a U.S. Person, a Lender that is not a U.S. Person, and (b) if the Borrower is not a U.S. Person, a Lender that is resident or organized under the laws of a jurisdiction other than that in which the Borrower is resident for tax purposes. For purposes of this definition, the United States, each State thereof and the District of Columbia shall be deemed to constitute a single jurisdiction. â€œForeign Obligation Providerâ€ shall have the meaning set forth in the definition of â€œForeign Subsidiary Secured Obligationsâ€. â€œForeign Obligation Loan Documentsâ€ means all legal documentation entered into between the applicable Foreign Subsidiary and the Foreign Obligation Provider in connection with the Foreign Subsidiary Secured Obligations. â€œForeign Subsidiaryâ€ means any Subsidiary that is not a Domestic Subsidiary. â€œForeign Subsidiary Secured Obligationsâ€ means all unpaid principal of, accrued and unpaid interest and fees and reimbursement obligations, and all expenses, reimbursements, indemnities and other obligations under or with respect to, any loans, letters of credit, acceptances, guarantees, overdraft facilities, other credit extensions or accommodations or similar obligations owing by any Foreign Subsidiary to Bank of America or any office, branch or Affiliate of Bank of America (each, a â€œForeign Obligation Providerâ€). â€œFRBâ€ means the Board of Governors of the Federal Reserve System of the United States. â€œFronting Exposureâ€ means, at any time there is a Defaulting Lender that is a Revolving Lender, (a) with respect to the L/C Issuer, such Defaulting Lenderâ€™s Applicable Percentage of the outstanding L/C Obligations other than L/C Obligations as to which such Defaulting Lenderâ€™s participation obligation has been reallocated to other Revolving Lenders or Cash Collateralized in accordance with the terms hereof, and (b) with respect to the Swingline Lender, such Defaulting Lenderâ€™s Applicable Percentage of Swingline Loans other than Swingline Loans as to which such Defaulting Lenderâ€™s participation obligation has been reallocated to other Revolving Lenders or Cash Collateralized in accordance with the terms hereof. â€œFundâ€ means any Person (other than a natural Person) that is (or will be) engaged in making, purchasing, holding or otherwise investing in commercial loans and similar extensions of credit in the ordinary course of its activities. 16Â Â â€œGAAPâ€ means generally accepted accounting principles in the United States set forth from time to time in the opinions and pronouncements of the Accounting Principles Board and the American Institute of Certified Public Accountants and statements and pronouncements of the Financial Accounting Standards Board (or agencies with similar functions of comparable stature and authority within the accounting profession) including, without limitation, the FASB Accounting Standards Codification, that are applicable to the circumstances as of the date of determination, consistently applied and subject to Section 1.03. â€œGovernmental Authorityâ€ means the government of the United States or any other nation, or of any political subdivision thereof, whether state or local, and any agency, authority, instrumentality, regulatory body, court, central bank or other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government (including, without limitation, any supra-national bodies such as the European Union or the European Central Bank). â€œGuaranteeâ€ means, as to any Person, (a) any obligation, contingent or otherwise, of such Person guaranteeing or having the economic effect of guaranteeing any Indebtedness of the kind described in clauses (a) through (g) of the definition thereof or other obligation payable or performable by another Person (the â€œprimary obligorâ€) in any manner, whether directly or indirectly, and including any obligation of such Person, direct or indirect, (i) to purchase or pay (or advance or supply funds for the purchase or payment of) such Indebtedness or other obligation, (ii) to purchase or lease property, securities or services for the purpose of assuring the obligee in respect of such Indebtedness or other obligation of the payment or performance of such Indebtedness or other obligation, (iii) to maintain working capital, equity capital or any other financial statement condition or liquidity or level of income or cash flow of the primary obligor so as to enable the primary obligor to pay such Indebtedness or other obligation, or (iv) entered into for the purpose of assuring in any other manner the obligee in respect of such Indebtedness or other obligation of the payment or performance thereof or to protect such obligee against loss in respect thereof (in whole or in part), or (b) any Lien on any assets of such Person securing any Indebtedness of the kind described in clauses (a) through (g) of the definition thereof or other obligation of any other Person, whether or not such Indebtedness or other obligation is assumed or expressly undertaken by such Person (or any right, contingent or otherwise, of any holder of such Indebtedness to obtain any such Lien). The amount of any Guarantee shall be deemed to be an amount equal to the stated or determinable amount of the related primary obligation, or portion thereof, in respect of which such Guarantee is made or, if not stated or determinable, the maximum reasonably anticipated liability in respect thereof as determined by the guaranteeing Person in good faith. The term â€œGuaranteeâ€ as a verb has a corresponding meaning. â€œGuaranteed Obligationsâ€ has the meaning set forth in Section 10.01. â€œGuarantor Requirementâ€ has the meaning set forth in Section 6.13. â€œGuarantorsâ€ means, collectively, (a) the Subsidiaries of the Borrower as are or may from time to time become parties to this Agreement pursuant to Section 6.13, and (b) with respect to Additional Secured Obligations owing by any Loan Party or any of its Subsidiaries and any Swap Obligation of a Specified Loan Party (determined before giving effect to Sections 10.01 and 10.11) under the Guaranty, the Borrower. â€œGuarantyâ€ means, collectively, the Guarantee made by the Guarantors under Article X in favor of the Secured Parties, together with each other guaranty delivered pursuant to Section 6.13. â€œHazardous Materialsâ€ means all explosive or radioactive substances or wastes and all hazardous or toxic substances, wastes or other pollutants, including petroleum or petroleum distillates, natural gas, natural gas liquids, asbestos or asbestos-containing materials, polychlorinated biphenyls, radon gas, toxic mold, infectious or medical wastes and all other substances, wastes, chemicals, pollutants, contaminants or compounds of any nature in any form regulated pursuant to any Environmental Law. 17Â Â â€œHedge Bankâ€ means any Person in its capacity as a party to a Swap Contract that, (a) at the time it enters into a Swap Contract not prohibited under Articles VI or VII, is a Lender or an Affiliate of a Lender, or (b) at the time it (or its Affiliate) becomes a Lender, is a party to a Swap Contract not prohibited under Articles VI or VII, in each case, in its capacity as a party to such Swap Contract (even if such Person ceases to be a Lender or such Personâ€™s Affiliate ceased to be a Lender); provided, in the case of a Secured Hedge Agreement with a Person who is no longer a Lender (or Affiliate of a Lender), such Person shall be considered a Hedge Bank only through the stated termination date (without extension or renewal) of such Secured Hedge Agreement and provided further that for any of the foregoing to be included as a â€œSecured Hedge Agreementâ€ on any date of determination by the Administrative Agent, the applicable Hedge Bank (other than the Administrative Agent or an Affiliate of the Administrative Agent) must have delivered a Secured Party Designation Notice to the Administrative Agent prior to such date of determination. â€œImmaterial Subsidiaryâ€ means each Subsidiary that meets both of the following criteria calculated on a Pro Forma Basis as of the most recently ended Measurement Period: (a) the aggregate gross assets of such Subsidiary together with its Subsidiaries (on a Consolidated basis) as of the date of such statements do not exceed an amount equal to 5% of the Consolidated Total Assets as of such date; and (b) the Consolidated EBITDA attributable to such Subsidiary together with its Subsidiaries for such Measurement Period does not exceed an amount equal to 5% of Consolidated EBITDA for such Measurement Period. â€œIndebtednessâ€ means, as to any Person at a particular time, without duplication, all of the following, whether or not included as indebtedness or liabilities in accordance with GAAP: (a) all obligations of such Person for borrowed money and all obligations of such Person evidenced by bonds, debentures, notes, loan agreements or other similar instruments; (b) all direct or contingent obligations of such Person arising under standby letters of credit, bankersâ€™ acceptances, bank guaranties, surety bonds and similar instruments; (c) net obligations of such Person under any Swap Contract; (d) all obligations (including, without limitation, earnout obligations) of such Person to pay the deferred purchase price of property or services (other than the following to the extent not considered indebtedness under GAAP: (i) trade accounts payable in the ordinary course of business and not past due for more than ninety (90) days) after the date on which such trade account was created, (ii) customary obligations under employment agreements and deferred compensation, (iii) non-compete or consulting obligations, (iv) other accrued expenses arising in the ordinary course of business, (v) any purchase price holdbacks arising in the ordinary course of business in respect of a portion of the purchase price of an asset to satisfy warranty or other unperformed obligations of the seller and (vi) accruals for payroll and other liabilities accrued in the ordinary course of business and not past due for more than ninety (90) days; (e) indebtedness (excluding prepaid interest thereon) secured by a Lien on property owned or being purchased by such Person (including indebtedness arising under conditional sales or other title retention agreements), whether or not such indebtedness shall have been assumed by such Person or is limited in recourse; (f) all Attributable Indebtedness in respect of Capitalized Leases and Synthetic Lease Obligations of such Person and all Synthetic Debt of such Person; (g) all obligations of such Person to purchase, redeem, retire, defease or otherwise make any payment in respect of any Equity Interest in such Person or any other Person or any 18Â Â warrant, right or option to acquire such Equity Interest, valued, in the case of a redeemable preferred interest, at the greater of its voluntary or involuntary liquidation preference plus accrued and unpaid dividends; (h) all Disqualified Stock of such Person, and (i) all Guarantees of such Person in respect of any of the foregoing. For all purposes hereof, the Indebtedness of any Person shall include the Indebtedness of any partnership or joint venture (other than a joint venture that is itself a corporation or limited liability company) in which such Person is a general partner or a joint venturer, unless such Indebtedness is expressly made non-recourse to such Person. The amount of any net obligation under any Swap Contract on any date shall be deemed to be the Swap Termination Value thereof as of such date. . For purposes of clause (e), the amount of Indebtedness of any Person that is non-recourse to such Person shall be deemed to be equal to the lesser of (i) the aggregate unpaid amount of such Indebtedness and (ii) the fair market value of the property encumbered thereby as determined by such Person in good faith. â€œIndemnified Taxesâ€ means all (a) Taxes, other than Excluded Taxes, imposed on or with respect to any payment made by or on account of any obligation of any Loan Party under any Loan Document and (b) to the extent not otherwise described in clause (a), Other Taxes. â€œIndemniteeâ€ has the meaning specified in Section 11.04(b). â€œInformationâ€ has the meaning specified in Section 11.07(a). â€œIntellectual Propertyâ€ has the meaning set forth in the Security Agreement. â€œIntercompany Debtâ€ has the meaning specified in Section 7.02(d). â€œInterest Payment Dateâ€ means, (a) as to any Term SOFR Loan, the last day of each Interest Period applicable to such Loan and the Maturity Date; provided, however, that if any Interest Period for a Term SOFR Loan exceeds three (3) months, the respective dates that fall every three (3) months after the beginning of such Interest Period shall also be Interest Payment Dates; and (b) as to any Base Rate Loan, SOFR Daily Floating Rate Loan or Swingline Loan, the last Business Day of each March, June, September and December and the Maturity Date (with Swingline Loans being deemed made under the Revolving Facility for purposes of this definition). â€œInterest Periodâ€ means, as to each Term SOFR Loan, the period commencing on the date such Term SOFR Loan is disbursed or converted to or continued as a Term SOFR Loan and ending on the date one (1), three (3) or six (6) months thereafter, as selected by the Borrower in its Loan Notice, or such other period that is twelve months or less requested by the Borrower and consented to by all the Lenders and the Administrative Agent (in the case or each requested Interest Period, subject to availability); provided that: (a) any Interest Period that would otherwise end on a day that is not a Business Day shall be extended to the next succeeding Business Day unless, in the case of a Term SOFR Loan, such Business Day falls in another calendar month, in which case such Interest Period shall end on the next preceding Business Day; (b) any Interest Period pertaining to a Term SOFR Loan that begins on the last Business Day of a calendar month (or on a day for which there is no numerically corresponding 19Â Â day in the calendar month at the end of such Interest Period) shall end on the last Business Day of the calendar month at the end of such Interest Period; and (c) no Interest Period shall extend beyond the Maturity Date. â€œInvestmentâ€ means, as to any Person, any direct or indirect acquisition or investment by such Person, whether by means of (a) the purchase or other acquisition of Equity Interests of another Person, (b) a loan, advance or capital contribution to, Guarantee or assumption of debt of, or purchase or other acquisition of any other debt or interest in, another Person (including any partnership or joint venture interest in such other Person and any arrangement pursuant to which the investor guaranties Indebtedness of such other Person), or (c) the purchase or other acquisition (in one transaction or a series of transactions) of assets of another Person which constitute all or substantially all of the assets of such Person or of a division, line of business or other business unit of such Person. For purposes of covenant compliance, the amount of any Investment shall be the amount actually invested, without adjustment for subsequent increases or decreases in the value of such Investment. â€œInvoluntary Dispositionâ€ means any loss of, damage to or destruction of, or any condemnation or other taking for public use of, any property of any Loan Party or any Subsidiary. â€œIRSâ€ means the United States Internal Revenue Service. â€œISPâ€ means the International Standby Practices, International Chamber of Commerce Publication No. 590 (or such later version thereof as may be in effect at the applicable time). â€œIssuer Documentsâ€ means with respect to any Letter of Credit, the Letter of Credit Application, and any other document, agreement and instrument entered into by the L/C Issuer and the Borrower (or any Subsidiary) or in favor of the L/C Issuer and relating to such Letter of Credit. â€œJoinder Agreementâ€ means a joinder agreement substantially in the form of Exhibit D executed and delivered in accordance with the provisions of Section 6.13. â€œLandlord Waiverâ€ means a landlord or warehouse waiver substantially in the form of Exhibit O. â€œLawsâ€ means, collectively, all international, foreign, federal, state and local statutes, treaties, rules, guidelines, regulations, ordinances, codes and administrative or judicial precedents or authorities, including the interpretation or administration thereof by any Governmental Authority charged with the enforcement, interpretation or administration thereof, and all applicable administrative orders, directed duties, requests, licenses, authorizations and permits of, and agreements with, any Governmental Authority, in each case whether or not having the force of law. â€œL/C Advanceâ€ means, with respect to each Revolving Lender, such Lenderâ€™s funding of its participation in any L/C Borrowing in accordance with its Applicable Revolving Percentage. â€œL/C Borrowingâ€ means an extension of credit resulting from a drawing under any Letter of Credit which has not been reimbursed on the date when made or refinanced as a Revolving Borrowing. â€œL/C Commitmentâ€ means, with respect to the L/C Issuer, the commitment of the L/C Issuer to issue Letters of Credit hereunder. The initial amount of the L/C Issuerâ€™s Letter of Credit Commitment is $5,000,000. The Letter of Credit Commitment of the L/C Issuer may be modified from time to time by agreement between the L/C Issuer and the Borrower, and notified to the Administrative Agent. 20Â Â â€œL/C Credit Extensionâ€ means, with respect to any Letter of Credit, the issuance thereof or extension of the expiry date thereof, or the increase of the amount thereof. â€œL/C Issuerâ€ means Bank of America in its capacity as issuer of Letters of Credit hereunder, or any successor issuer of Letters of Credit hereunder. â€œL/C Obligationsâ€ means, as at any date of determination, the aggregate amount available to be drawn under all outstanding Letters of Credit plus the aggregate of all Unreimbursed Amounts (including all L/C Borrowings). For purposes of computing the amount available to be drawn under any Letter of Credit, the amount of such Letter of Credit shall be determined in accordance with Section 1.06. For all purposes of this Agreement, if on any date of determination a Letter of Credit has expired by its terms but any amount may still be drawn thereunder by reason of the operation of Rule 3.14 of the ISP, such Letter of Credit shall be deemed to be â€œoutstandingâ€ in the amount so remaining available to be drawn. â€œLenderâ€ means each of the Persons identified as a â€œLenderâ€ on the signature pages hereto, each other Person that becomes a â€œLenderâ€ in accordance with this Agreement and, their successors and assigns and, unless the context requires otherwise, includes the Swingline Lender. â€œLender Partyâ€ and â€œLender Recipient Partyâ€ means collectively, the Lenders, the Swing Line Lender and the L/C Issuer. â€œLending Officeâ€ means, as to the Administrative Agent, the L/C Issuer or any Lender, the office or offices of such Person described as such in such Personâ€™s Administrative Questionnaire, or such other office or offices as such Person may from time to time notify the Borrower and the Administrative Agent; which office may include any Affiliate of such Person or any domestic or foreign branch of such Person or such Affiliate. â€œLetter of Creditâ€ means any standby letter of credit issued hereunder. â€œLetter of Credit Applicationâ€ means an application and agreement for the issuance or amendment of a Letter of Credit in the form from time to time in use by the L/C Issuer. â€œLetter of Credit Expiration Dateâ€ means the day that is seven (7) days prior to the Maturity Date then in effect for the Revolving Facility (or, if such day is not a Business Day, the next preceding Business Day). â€œLetter of Credit Feeâ€ has the meaning specified in Section 2.03(m). â€œLetter of Credit Sublimitâ€ means, as of any date of determination, an amount equal to the lesser of (a) $5,000,000 and (b) the Revolving Facility. The Letter of Credit Sublimit is part of, and not in addition to, the Revolving Facility. â€œLeverage Holidayâ€ has the meaning set forth in Section 7.11(b). â€œLienâ€ means any mortgage, pledge, hypothecation, assignment, deposit arrangement, encumbrance, lien (statutory or otherwise), charge, or preference, priority or other security interest or preferential arrangement in the nature of a security interest of any kind or nature whatsoever (including any conditional sale or other title retention agreement, any easement, right of way or other encumbrance on title to real property and any financing lease having substantially the same economic effect as any of the foregoing). 21Â Â â€œLoanâ€ means an extension of credit by a Lender to the Borrower under Article II in the form of a Revolving Loan or a Swingline Loan. â€œLoan Documentsâ€ means, collectively, (a) this Agreement, (b) the Notes, (c) the Guaranty, (d) the Collateral Documents, (e) the Fee Letter, (f) each Issuer Document, (g) each Joinder Agreement, (h) any agreement creating or perfecting rights in Cash Collateral pursuant to the provisions of Section 2.14, (i) the Autoborrow Agreement, if any, (j) any fee letter entered into in connection with the Autoborrow Agreement, and (k) all other certificates, agreements, documents (including but not limited to any auto-debit agreement) and instruments executed and delivered, in each case, by or on behalf of any Loan Party pursuant to the foregoing (but specifically excluding any Secured Hedge

Agreement or any Secured Cash Management Agreement) and any amendments, modifications or supplements thereto or to any other Loan Document or waivers hereof or to any other Loan Document; provided, however, that for purposes of Section 11.01, â€œLoan Documentsâ€ shall mean this Agreement, the Guaranty and the Collateral Documents. â€œLoan Noticeâ€ means a notice of (a) a Borrowing, (b) a conversion of Loans from one Type to the other, or (c) a continuation of Term SOFR Loans, pursuant to Section 2.02(a), which shall be substantially in the form of Exhibit E or such other form as may be approved by the Administrative Agent (including any form on an electronic platform or electronic transmission system as shall be approved by the Administrative Agent), appropriately completed and signed by a Responsible Officer of the Borrower. â€œLoan Partiesâ€ means, collectively, the Borrower and each Guarantor. â€œMaster Agreementâ€ has the meaning set forth in the definition of â€œSwap Contract.â€ â€œMaterial Adverse Effectâ€ means (a) a material adverse change in, or a material adverse effect upon, the operations, business, properties, liabilities (actual or contingent), condition (financial or otherwise) or prospects of the Borrower or the Borrower and its Subsidiaries taken as a whole; or (b) a material adverse effect on (i) the ability of any Loan Party to perform its Obligations under any Loan Document to which it is a party, (ii) the legality, validity, binding effect or enforceability against any Loan Party of any Loan Document to which it is a party or (iii) the rights, remedies and benefits available to, or conferred upon, the Administrative Agent or any Lender under any Loan Documents. â€œMaturity Dateâ€ means August 16, 2027 provided, however, that if such date is not a Business Day, the Maturity Date shall be the next preceding Business Day. â€œMaximum Rateâ€ has the meaning specified in Section 11.09. â€œMeasurement Periodâ€ means, at any date of determination, the most recently completed four (4) fiscal quarters of the Borrower (or, for purposes of determining Pro Forma Compliance, the most recently completed four (4) fiscal quarters of the Borrower for which financial statements have been delivered pursuant to Section 6.01). â€œMinimum Collateral Amountâ€ means, at any time, (a) with respect to Cash Collateral consisting of cash or deposit account balances, an amount equal to 103% of the Fronting Exposure of the L/C Issuer with respect to Letters of Credit issued and outstanding at such time and (b) otherwise, an amount determined by the Administrative Agent and the L/C Issuer in their sole discretion. â€œMoodyâ€™sâ€ means Moodyâ€™s Investors Service, Inc. and any successor thereto. 22Â Â â€œMultiemployer Planâ€ means any employee benefit plan of the type described in Section 4001(a)(3) of ERISA, to which the Borrower or any ERISA Affiliate makes or is obligated to make contributions, or during the preceding five (5) plan years, has made or been obligated to make contributions. â€œMultiple Employer Planâ€ means a Plan which has two or more contributing sponsors (including the Borrower or any ERISA Affiliate) at least two of whom are not under common control, as such a plan is described in Section 4064 of ERISA. â€œNew Revolving Lenderâ€ has the meaning specified in Section 2.19(c). â€œNon-Consenting Lenderâ€ means any Lender that does not approve any consent, waiver or amendment that (a) requires the approval of all Lenders or all affected Lenders in accordance with the terms of Section 11.01 and (b) has been approved by the Required Lenders. â€œNon-Defaulting Lenderâ€ means, at any time, each Lender that is not a Defaulting Lender at such time. â€œNoteâ€ means a Revolving Note, as the context may require. â€œNotice of Loan Prepaymentâ€ means a notice of prepayment with respect to a Loan, which shall be substantially in the form of Exhibit R or such other form as may be approved by the Administrative Agent (including any form on an electronic platform or electronic transmission system as shall be approved by the Administrative Agent), appropriately completed and signed by a Responsible Officer. â€œObligationsâ€ means (a) all advances to, and debts, liabilities, obligations, covenants and duties of, any Loan Party arising under any Loan Document or otherwise with respect to any Loan, or Letter of Credit and (b) all costs and expenses incurred in connection with enforcement and collection of the foregoing, including the fees, charges and disbursements of counsel, in each case whether direct or indirect (including those acquired by assumption), absolute or contingent, due or to become due, now existing or hereafter arising and including interest, expenses and fees that accrue after the commencement by or against any Loan Party or any Affiliate thereof pursuant to any proceeding under any Debtor Relief Laws naming such Person as the debtor in such proceeding, regardless of whether such interest, expenses and fees are allowed claims in such proceeding; provided that, without limiting the foregoing, the Obligations of a Guarantor shall exclude any Excluded Swap Obligations with respect to such Guarantor. â€œOFACâ€ means the Office of Foreign Assets Control of the United States Department of the Treasury. â€œOfficerâ€™s Certificateâ€ means a certificate substantially the form of Exhibit L or any other form approved by the Administrative Agent. â€œOrganization Documentsâ€ means, (a) with respect to any corporation, the charter or certificate or articles of incorporation and the bylaws (or equivalent or comparable constitutive documents with respect to any non-U.S. jurisdiction); (b) with respect to any limited liability company, the certificate or articles of formation or organization and operating agreement or limited liability company agreement (or equivalent or comparable documents with respect to any non-U.S. jurisdiction); (c) with respect to any partnership, joint venture, trust or other form of business entity, the partnership, joint venture or other applicable agreement of formation or organization (or equivalent or comparable documents with respect to any non-U.S. jurisdiction) and (d) with respect to all entities, any agreement, instrument, filing or notice with respect thereto filed in connection with its formation or organization with the applicable Governmental Authority 23Â Â in the jurisdiction of its formation or organization (or equivalent or comparable documents with respect to any non-U.S. jurisdiction). â€œOther Connection Taxesâ€ means, with respect to any Recipient, Taxes imposed as a result of a present or former connection between such Recipient and the jurisdiction imposing such Tax (other than connections arising from such Recipient having executed, delivered, become a party to, performed its obligations under, received payments under, received or perfected a security interest under, engaged in any other transaction pursuant to or enforced any Loan Document, or sold or assigned an interest in any Loan or Loan Document). â€œOther Taxesâ€ means all present or future stamp, court or documentary, intangible, recording, filing or similar Taxes that arise from any payment made under, from the execution, delivery, performance, enforcement or registration of, from the receipt or perfection of a security interest under, or otherwise with respect to, any Loan Document, except any such Taxes that are Other Connection Taxes imposed with respect to an assignment (other than an assignment made pursuant to Section 3.06). â€œOutstanding Amountâ€ means with respect to Revolving Loans and Swingline Loans on any date, the aggregate outstanding principal amount thereof after giving effect to any Borrowings and prepayments or repayments of Revolving Loans and Swingline Loans, as the case may be, occurring on such date; and (b) with respect to any L/C Obligations on any date, the amount of such L/C Obligations on such date after giving effect to any L/C Credit Extension occurring on such date and any other changes in the aggregate amount of the L/C Obligations as of such date, including as a result of any reimbursements by the Borrower of Unreimbursed Amounts. â€œParticipantâ€ has the meaning specified in Section 11.06(d). â€œParticipant Registerâ€ has the meaning specified in Section 11.06(d). â€œPatriot Actâ€ has the meaning specified in Section 11.19. â€œPBGCâ€ means the Pension Benefit Guaranty Corporation. â€œPension Funding Rulesâ€ means the rules of the Code and ERISA regarding minimum funding standards with respect to Pension Plans and set forth in Sections 412, 430, 431, 432 and 436 of the Code and Sections 302, 303, 304 and 305 of ERISA. â€œPension Planâ€ means any employee pension benefit plan (including a Multiple Employer Plan or a Multiemployer Plan) that is maintained or is contributed to by the Borrower and any ERISA Affiliate or with respect to which the Borrower or any ERISA Affiliate has any liability and is either covered by Title IV of ERISA or is subject to the minimum funding standards under Section 412 of the Code. â€œPermitted Acquisitionâ€ means an Acquisition by a Loan Party (the Person or division, line of business or other business unit of the Person to be acquired in such Acquisition shall be referred to herein as the â€œTargetâ€), in each case that is a type of business (or assets used in a type of business) permitted to be engaged in by the Borrower and its Subsidiaries pursuant to the terms of this Agreement, in each case so long as: (a) no Default shall then exist or would exist after giving effect thereto; (b) the Loan Parties shall demonstrate to the reasonable satisfaction of the Administrative Agent that, after giving effect to the Acquisition on a Pro Forma Basis, (i) the Loan 24Â Â Parties are in Pro Forma Compliance and (ii) the Consolidated Leverage Ratio shall be at least 0.25 to 1.0 less than the then applicable level set forth in Section 7.11(b) (including after giving effect to any Leverage Holiday provided for therein) calculated using the same Measurement Period used to determine Pro Forma Compliance; (c) the Administrative Agent, on behalf of the Secured Parties, shall have received (or shall receive in connection with the closing of such Acquisition) a first priority perfected security interest in all property (including, without limitation, Equity Interests) acquired with respect to the Target in accordance with the terms of Section 6.14 and the Target, if a Person, shall have executed a Joinder Agreement in accordance with the terms of Section 6.13; (d) the Administrative Agent and the Lenders shall have received not less than ten (10) days prior to the consummation of any such Acquisition (i) a description of the material terms of such Acquisition, (ii) audited financial statements (or, if unavailable, management-prepared financial statements) of the Target for its two most recent fiscal years and for any fiscal quarters ended within the fiscal year to date, (iii) Consolidated projected income statements of the Borrower and its Subsidiaries (giving effect to such Acquisition), and (iv) not less than five (5) Business Days with respect to any Acquisition for which the Cost of Acquisition exceeds $30,000,000, a Permitted Acquisition Certificate, executed by a Responsible Officer of the Borrower certifying that such Permitted Acquisition complies with the requirements of this Agreement; (e) for any Acquisition for which the Cost of Acquisition exceeds $10,000,000, the Target shall have earnings before interest, taxes, depreciation and amortization for the four (4) fiscal quarter period prior to the acquisition date in an amount greater than $0 (â€œNegative EBITDAâ€); provided that the Cost of Acquisition in the aggregate for all Permitted Acquisitions having Negative EBITDA shall not exceed $40,000,000; (f) such Acquisition shall not be a â€œhostileâ€ Acquisition and shall have been approved by the board of directors (or equivalent) and/or shareholders (or equivalent) of the applicable Loan Party and the Target; and (g) the Cost of Acquisition paid by the Loan Parties and their Subsidiaries (i) in connection with any single Acquisition shall not exceed $50,000,000 and (ii) in any fiscal year shall not exceed $100,000,000 in the aggregate for all Permitted Acquisitions; provided, further, that any earnouts or similar deferred or contingent obligations of any Borrower in connection with such Acquisition shall be subordinated to the Obligations in a manner and to the extent reasonably satisfactory to the Administrative Agent. â€œPermitted Acquisition Certificateâ€ means a certificate substantially the form of Exhibit F or any other form approved by the Administrative Agent. â€œPermitted Liensâ€ has the meaning set forth in Section 7.01. â€œPermitted Transfersâ€ means (a) Dispositions of inventory in the ordinary course of business; (b) Dispositions of property to the Borrower or any Subsidiary; provided, that if the transferor of such property is a Loan Party then the transferee thereof must be a Loan Party; (c) Dispositions of accounts receivable in connection with the collection or compromise thereof; (d) licenses, sublicenses, leases or subleases granted to others not interfering in any material respect with the business of the Borrower and its Subsidiaries; (e) the sale or disposition of Cash Equivalents for fair market value; and (f) Dispositions of intellectual property rights that are no longer used or useful in the business of the Borrower and its Subsidiaries. 25Â Â â€œPersonâ€ means any natural person, corporation, limited liability company, trust, joint venture, association, company, partnership, Governmental Authority or other entity. â€œPlanâ€ means any employee benefit plan within the meaning of Section 3(3) of ERISA (including a Pension Plan), maintained for employees of the Borrower or any ERISA Affiliate or any such Plan to which the Borrower or any ERISA Affiliate is required to contribute on behalf of any of its employees. â€œPlatformâ€ has the meaning specified in Section 6.02(p). â€œPledged Equityâ€ has the meaning specified in the Security Agreement. â€œPro Forma Basisâ€ and â€œPro Forma Effectâ€ means, for any Disposition of all or substantially all of a division or a line of business or for any Acquisition, whether actual or proposed, for purposes of determining compliance with the financial covenants set forth in Section 7.11, each such transaction or proposed transaction shall be deemed to have occurred on and as of the first day of the relevant Measurement Period, and the following pro forma adjustments shall be made: (a) in the case of an actual or proposed Disposition, all income statement items (whether positive or negative) attributable to the line of business or the Person subject to such Disposition shall be excluded from the results of the Borrower and its Subsidiaries for such Measurement Period; (b) in the case of an actual or proposed Acquisition, income statement items (whether positive or negative) attributable to the property, line of business or the Person subject to such Acquisition shall be included in the results of the Borrower and its Subsidiaries for such Measurement Period; (c) interest accrued during the relevant Measurement Period on, and the principal of, any Indebtedness repaid or to be repaid or refinanced in such transaction shall be excluded from the results of the Borrower and its Subsidiaries for such Measurement Period; and (d) any Indebtedness actually or proposed to be incurred or assumed in such transaction shall be deemed to have been incurred as of the first day of the applicable Measurement Period, and interest thereon shall be deemed to have accrued from such day on such Indebtedness at the applicable rates provided therefor (and in the case of interest that does or would accrue at a formula or floating rate, at the rate in effect at the time of determination) and shall be included in the results of the Borrower and its Subsidiaries for such Measurement Period. â€œPro Forma Complianceâ€ means, with respect to any transaction, that such transaction does not cause, create or result in a Default after giving Pro Forma Effect, based upon the results of operations for the most recently completed Measurement Period to (a) such transaction and (b) all other transactions which are contemplated or required to be given Pro Forma Effect hereunder that have occurred on or after the first day of the relevant Measurement Period. â€œPTEâ€ means a prohibited transaction class exemption issued by the U.S. Department of Labor, as any such exemption may be amended from time to time. â€œPublic Lenderâ€ has the meaning specified in Section 6.02(p). â€œQFCâ€ has the meaning assigned to the term â€œqualified financial contractâ€ in, and shall be interpreted in accordance with, 12 U.S.C. 5390(c)(8)(D). â€œQFC Credit Supportâ€ has the meaning specified in Section 11.21. 26Â Â â€œQualified ECP Guarantorâ€ means, at any time, each Loan Party with total assets exceeding $10,000,000 or that qualifies at such time as an â€œeligible contract participantâ€ under the Commodity Exchange Act and can cause another Person to qualify as an â€œeligible contract participantâ€ at such time under Section 1a(18)(A)(v)(II) of the Commodity Exchange Act. â€œRecipientâ€ means the Administrative Agent, any Lender, the L/C Issuer or any other recipient of any payment to be made by or on account of any obligation of any Loan Party hereunder. â€œRegisterâ€ has the meaning specified in Section 11.06(c). â€œRegulation Uâ€ means Regulation U of the FRB, as in effect from time to time and all official rulings and interpretations thereunder or thereof. â€œRelated Partiesâ€ means, with respect to any Person, such Personâ€™s Affiliates and the partners, directors, officers, employees, agents, trustees, administrators, managers, advisors, consultants, service providers and representatives of such Person and of such Personâ€™s Affiliates. â€œReleaseâ€ means any release, spill, emission, discharge, deposit, disposal, leaking, pumping, pouring, dumping, emptying, injection or leaching into the Environment, or into, from or through any building, structure or facility. â€œReportable Eventâ€ means any of the events set forth in Section 4043(c) of ERISA, other than events for which the thirty (30) day notice period has been waived. â€œRequest for Credit Extensionâ€ means (a) with respect to a Borrowing, conversion or continuation of Revolving Loans, a Loan Notice, (b) with respect to an L/C Credit Extension, a Letter of Credit Application, and (c) with respect to a Swingline Loan at any time an Autoborrow Agreement is not in effect, a Swingline Loan Notice. â€œRequired Lendersâ€ means (i) Bank of America, at any time that it is the sole Lender, and (ii) at any time that there are two or more Lenders, at least two (2) Lenders having Total Credit Exposures representing more than 50% of the Total Credit Exposures of all Lenders at such time. The Total Credit Exposure of any Defaulting Lender shall be disregarded in determining Required Lenders at any time; provided that, the amount of any participation in any Swingline Loan and Unreimbursed Amounts that such Defaulting Lender has failed to fund that have not been reallocated to and funded by another Lender shall be deemed to be held by the Lender that is the Swingline Lender or the L/C Issuer, as the case may be, in making such determination; provided further that, this definition is subject to Section 3.03. â€œResolution Authorityâ€ means an EEA Resolution Authority or, with respect to any UK Financial Institution, a UK Resolution Authority. â€œRescindable Amountâ€ has the meaning as specified in Section 2.12(b)(ii). â€œResignation Effective Dateâ€ has the meaning set forth in Section 9.06(a). â€œResponsible Officerâ€ means the chief executive officer, president, chief financial officer, treasurer, assistant treasurer or controller of a Loan Party, solely for purposes of the delivery of incumbency certificates pursuant to Section 4.01(b), the secretary or any assistant secretary of a Loan Party and, solely for purposes of notices given pursuant to Article II, any other officer of the applicable Loan Party so designated by any of the foregoing officers in a notice to the Administrative Agent or any other officer or employee of the applicable Loan Party designated in or pursuant to an agreement between the applicable 27Â Â Loan Party and the Administrative Agent. Any document delivered hereunder that is signed by a Responsible Officer of a Loan Party shall be conclusively presumed to have been authorized by all necessary corporate, partnership and/or other action on the part of such Loan Party and such Responsible Officer shall be conclusively presumed to have acted on behalf of such Loan Party. To the extent requested by the Administrative Agent, each Responsible Officer will provide an incumbency certificate and to the extent requested by the Administrative Agent, appropriate authorization documentation, in form and substance satisfactory to the Administrative Agent. â€œRestricted Paymentâ€ means (a) any dividend or other distribution direct or indirect, on account of any shares (or equivalent) of any class of Equity Interests of the Borrower or any of its Subsidiaries, now or hereafter outstanding, (b) any redemption, retirement, sinking fund or similar payment, purchase or other acquisition for value, direct or indirect, of any shares (or equivalent) of any class of Equity Interests of the Borrower or any of its Subsidiaries, now or hereafter outstanding, (c) any payment made to retire, or to obtain the surrender of, any outstanding warrants, options or other rights to acquire shares of any class of Equity Interests of any Loan Party or any of its Subsidiaries, now or hereafter outstanding, and (d) any payment with respect to any earnout obligation. â€œRevolving Borrowingâ€ means a borrowing consisting of simultaneous Revolving Loans of the same Type and, in the case of Term SOFR Loans, having the same Interest Period made by each of the Revolving Lenders pursuant to Section 2.01(b). â€œRevolving Commitmentâ€ means, as to each Revolving Lender, its obligation to (a) make Revolving Loans to the Borrower pursuant to Section 2.01(b), (b) purchase participations in L/C Obligations, and (c) purchase participations in Swingline Loans, in an aggregate principal amount at any one time outstanding not to exceed the amount set forth opposite such Lenderâ€™s

name on Schedule 1.01(b) under the caption â€œRevolving Commitmentâ€ or opposite such caption in the Assignment and Assumption pursuant to which such Lender becomes a party hereto, as applicable, as such amount may be adjusted from time to time in accordance with this Agreement. The Revolving Commitment of all of the Revolving Lenders on the Closing Date shall be $75,000,000. â€œRevolving Exposureâ€ means, as to any Lender at any time, the aggregate principal amount at such time of its outstanding Revolving Loans and such Lenderâ€™s participation in L/C Obligations and Swingline Loans at such time. â€œRevolving Facilityâ€ means, at any time, the aggregate amount of the Revolving Lendersâ€™ Revolving Commitments at such time. â€œRevolving Lenderâ€ means, at any time, (a) so long as any Revolving Commitment is in effect, any Lender that has a Revolving Commitment at such time or (b) if the Revolving Commitments have terminated or expired, any Lender that has a Revolving Loan or a participation in L/C Obligations or Swingline Loans at such time. â€œRevolving Loanâ€ has the meaning specified in Section 2.01(b). â€œRevolving Noteâ€ means a promissory note made by the Borrower in favor of a Revolving Lender evidencing Revolving Loans or Swingline Loans, as the case may be, made by such Revolving Lender, substantially in the form of Exhibit G. â€œS&Pâ€ means Standard & Poorâ€™s Financial Services LLC, a subsidiary of S&P Global Inc., and any successor thereto. 28Â Â Â â€œSale and Leaseback Transactionâ€ means, with respect to any Loan Party or any Subsidiary, any arrangement, directly or indirectly, with any Person whereby such Loan Party or such Subsidiary shall sell or transfer any property used or useful in its business, whether now owned or hereafter acquired, and thereafter rent or lease such property or other property that it intends to use for substantially the same purpose or purposes as the property being sold or transferred. â€œSanction(s)â€ means any sanction administered or enforced by the United States Government (including, without limitation, OFAC), the United Nations Security Council, the European Union, Her Majestyâ€™s Treasury (â€œHMTâ€) or other relevant sanctions authority. â€œSECâ€ means the Securities and Exchange Commission, or any Governmental Authority succeeding to any of its principal functions. â€œSecured Cash Management Agreementâ€ means any Cash Management Agreement between the any Loan Party and any of its Subsidiaries and any Cash Management Bank. â€œSecured Hedge Agreementâ€ means any interest rate, currency, foreign exchange (including â€œspotâ€ transactions), or commodity Swap Contract required by or not prohibited under Article VI or VII between any Loan Party and any of its Subsidiaries and any Hedge Bank. â€œSecured Obligationsâ€ means all Obligations, all Foreign Subsidiary Secured Obligations and all Additional Secured Obligations. â€œSecured Partiesâ€ means, collectively, the Administrative Agent, the Lenders, the L/C Issuer, the Hedge Banks, the Cash Management Banks, Foreign Obligation Providers, the Indemnitees and each co-agent or sub-agent appointed by the Administrative Agent from time to time pursuant to Section 9.05. â€œSecured Party Designation Noticeâ€ means a notice from any Lender or an Affiliate of a Lender substantially in the form of Exhibit H. â€œSecurities Actâ€ means the Securities Act of 1933, including all amendments thereto and regulations promulgated thereunder. â€œSecurity Agreementâ€ means the security and pledge agreement, dated as of the Closing Date, executed in favor of the Administrative Agent by each of the Loan Parties. â€œSOFRâ€ means the Secured Overnight Financing Rate as administered by the Federal Reserve Bank of New York (or a successor administrator. â€œSOFR Adjustmentâ€ means 0.10000% (ten basis points). â€œSOFR Daily Floating Rateâ€ means, for any date, a fluctuating rate of interest, which can change on each Business Day, equal to the Term SOFR Screen Rate, two (2) U.S. Government Securities Business Days prior to such day, with a term equivalent to one (1) month beginning on that date; provided, that if the rate is not published prior to 11:00 a.m. on such determination date then the SOFR Daily Floating Rate means the Term SOFR Screen Rate on the first (1st) U.S. Government Securities Business Day immediately prior thereto, in each case, plus the SOFR Adjustment; provided that if the SOFR Daily Floating Rate shall be less than zero, such rate shall be deemed zero for purposes of this Agreement. â€œSOFR Daily Floating Rate Loanâ€ means a Revolving Loan that bears interest at the SOFR Daily Floating Rate. 29Â Â Â â€œSolvency Certificateâ€ means a solvency certificate in substantially in the form of Exhibit I. â€œSolventâ€ and â€œSolvencyâ€ mean, with respect to any Person on any date of determination, that on such date (a) the fair value of the property of such Person is greater than the total amount of liabilities, including contingent liabilities, of such Person, (b) the present fair saleable value of the assets of such Person is not less than the amount that will be required to pay the probable liability of such Person on its debts as they become absolute and matured, (c) such Person does not intend to, and does not believe that it will, incur debts or liabilities beyond such Personâ€™s ability to pay such debts and liabilities as they mature, (d) such Person is not engaged in business or a transaction, and is not about to engage in business or a transaction, for which such Personâ€™s property would constitute an unreasonably small capital, and (e) such Person is able to pay its debts and liabilities, contingent obligations and other commitments as they mature in the ordinary course of business. The amount of contingent liabilities at any time shall be computed as the amount that, in the light of all the facts and circumstances existing at such time, represents the amount that can reasonably be expected to become an actual or matured liability. â€œSpecified Loan Partyâ€ means any Loan Party that is not then an â€œeligible contract participantâ€ under the Commodity Exchange Act (determined prior to giving effect to Section 10.11). â€œSubsidiaryâ€ of a Person means a corporation, partnership, joint venture, limited liability company or other business entity of which a majority of the shares of Voting Stock is at the time beneficially owned, or the management of which is otherwise controlled, directly, or indirectly through one or more intermediaries, or both, by such Person. Unless otherwise specified, all references herein to a â€œSubsidiaryâ€ or to â€œSubsidiariesâ€ shall refer to a Subsidiary or Subsidiaries of the Borrower. â€œSuccessor Rateâ€ has the meaning specified in Section 3.03(b). â€œSupported QFCâ€ has the meaning specified in Section 11.21. â€œSwap Contractâ€ means (a) any and all rate swap transactions, basis swaps, credit derivative transactions, forward rate transactions, commodity swaps, commodity options, forward commodity contracts, equity or equity index swaps or options, bond or bond price or bond index swaps or options or forward bond or forward bond price or forward bond index transactions, interest rate options, forward foreign exchange transactions, cap transactions, floor transactions, collar transactions, currency swap transactions, cross-currency rate swap transactions, currency options, spot contracts, or any other similar transactions or any combination of any of the foregoing (including any options to enter into any of the foregoing), whether or not any such transaction is governed by or subject to any master agreement, and (b) any and all transactions of any kind, and the related confirmations, which are subject to the terms and conditions of, or governed by, any form of master agreement published by the International Swaps and Derivatives Association, Inc., any International Foreign Exchange Master Agreement, or any other master agreement (any such master agreement, together with any related schedules, a â€œMaster Agreementâ€), including any such obligations or liabilities under any Master Agreement. â€œSwap Obligationsâ€ means with respect to any Guarantor any obligation to pay or perform under any agreement, contract or transaction that constitutes a â€œswapâ€ within the meaning of Section 1a(47) of the Commodity Exchange Act. â€œSwap Termination Valueâ€ means, in respect of any one or more Swap Contracts, after taking into account the effect of any legally enforceable netting agreement relating to such Swap Contracts, (a) for any date on or after the date such Swap Contracts have been closed out and termination value(s) determined in accordance therewith, such termination value(s), and (b) for any date prior to the date referenced in clause (a), the amount(s) determined as the mark-to-market value(s) for such Swap Contracts, as determined based 30Â Â upon one or more mid-market or other readily available quotations provided by any recognized dealer in such Swap Contracts (which may include a Lender or any Affiliate of a Lender). â€œSwingline Borrowingâ€ means a borrowing of a Swingline Loan pursuant to Section 2.04. â€œSwingline Lenderâ€ means Bank of America in its capacity as provider of Swingline Loans, or any successor swingline lender hereunder. â€œSwingline Loanâ€ has the meaning specified in Section 2.04(a). â€œSwingline Loan Noticeâ€ means a notice of a Swingline Borrowing pursuant to Section 2.04(b), which shall be substantially in the form of Exhibit J or such other form as approved by the Administrative Agent (including any form on an electronic platform or electronic transmission system as shall be approved by the Administrative Agent), appropriately completed and signed by a Responsible Officer of the Borrower. â€œSwingline Sublimitâ€ means an amount equal to the lesser of (a) $10,000,000 and (b) the Revolving Facility; provided that, so long as Bank of America is the sole Revolving Lender, the Swingline Sublimit shall equal the Aggregate Commitments. The Swingline Sublimit is part of, and not in addition to, the Revolving Facility. â€œSynthetic Debtâ€ means, with respect to any Person as of any date of determination thereof, all obligations of such Person in respect of transactions entered into by such Person that are intended to function primarily as a borrowing of funds but are not otherwise included in the definition of â€œIndebtednessâ€ or as a liability on the Consolidated balance sheet of such Person and its Subsidiaries in accordance with GAAP. â€œSynthetic Lease Obligationâ€ means the monetary obligation of a Person under (a) a so-called synthetic, off-balance sheet or tax retention lease, or (b) an agreement for the use or possession of property (including Sale and Leaseback Transactions), in each case, creating obligations that do not appear on the balance sheet of such Person but which, upon the application of any Debtor Relief Laws to such Person, would be characterized as the indebtedness of such Person (without regard to accounting treatment). â€œTargetâ€ has the meaning set forth in the definition of â€œPermitted Acquisition.â€ â€œTaxesâ€ means all present or future taxes, levies, imposts, duties, deductions, withholdings (including backup withholding), assessments, fees or other charges imposed by any Governmental Authority, including any interest, additions to tax or penalties applicable thereto. â€œTerm SOFRâ€ means: (a) for any Interest Period with respect to a Term SOFR Loan, the rate per annum equal to the Term SOFR Screen Rate two U.S. Government Securities Business Days prior to the commencement of such Interest Period with a term equivalent to such Interest Period; provided that if the rate is not published prior to 11:00 a.m. on such determination date then Term SOFR means the Term SOFR Screen Rate on the first U.S. Government Securities Business Day immediately prior thereto, in each case, plus the SOFR Adjustment for such Interest Period; and (b) for any interest calculation with respect to a Base Rate Loan on any date, the rate per annum equal to the Term SOFR Screen Rate two U.S. Government Securities Business Days prior to such date with a term of one month commencing that day; provided that if the rate is not 31Â Â published prior to 11:00 a.m. on such determination date then Term SOFR means the Term SOFR Screen Rate on the first U.S. Government Securities Business Day immediately prior thereto, in each case, plus the SOFR Adjustment for such term; provided that if the Term SOFR determined in accordance with either of the foregoing provisions (a) or (b) of this definition would otherwise be less than 0.0%, the Term SOFR shall be deemed to be 0.0% for purposes of this Agreement. â€œTerm SOFR Loanâ€ means a Loan that bears interest at a rate based on clause (a) of the definition of Term SOFR. â€œTerm SOFR Screen Rateâ€ means the forward-looking SOFR term rate administered by CME (or any successor administrator satisfactory to the Administrative Agent) and published on the applicable Reuters screen page (or such other commercially available source providing such quotations as may be designated by the Administrative Agent from time to time). â€œThreshold Amountâ€ means $15,000,000. â€œTotal Credit Exposureâ€ means, as to any Lender at any time, the unused Commitments and Revolving Exposure. â€œTotal Revolving Outstandingsâ€ means, as of any date of determination, the aggregate Outstanding Amount of all Revolving Loans, Swingline Loans and L/C Obligations as of such date. â€œTypeâ€ means, with respect to a Loan, its character as a Base Rate Loan, SOFR Daily Floating Rate Loan or a Term SOFR Loan. â€œUCCâ€ means the Uniform Commercial Code as in effect in the State of New York; provided that, if perfection or the effect of perfection or non-perfection or the priority of any security interest in any Collateral is governed by the Uniform Commercial Code as in effect in a jurisdiction other than the State of New York, â€œUCCâ€ means the Uniform Commercial Code as in effect from time to time in such other jurisdiction for purposes of the provisions hereof relating to such perfection, effect of perfection or non-perfection or priority. â€œUCPâ€ means the Uniform Customs and Practice for Documentary Credits, International Chamber of Commerce Publication No. 600 (or such later version thereof as may be in effect at the applicable time). â€œUK Financial Institutionâ€ means any BRRD Undertaking (as such term is defined under the PRA Rulebook (as amended form time to time) promulgated by the United Kingdom Prudential Regulation Authority) or any person subject to IFPRU 11.6 of the FCA Handbook (as amended from time to time) promulgated by the United Kingdom Financial Conduct Authority, which includes certain credit institutions and investment firms, and certain affiliates of such credit institutions or investment firms. â€œUK Resolution Authorityâ€ means the Bank of England or any other public administrative authority having responsibility for the resolution of any UK Financial Institution. â€œUnited Statesâ€ and â€œU.S.â€ mean the United States of America. â€œUnreimbursed Amountâ€ has the meaning specified in Section 2.03(f). 32Â Â â€œU.S. Government Securities Business Dayâ€ means any day except for (a) a Saturday, (b) a Sunday or (c) a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in United States government securities â€œU.S. Loan Partyâ€ means any Loan Party that is organized under the laws of the United States, any state thereof for the District of Columbia. â€œU.S. Personâ€ means any Person that is a â€œUnited States Personâ€ as defined in Section 7701(a)(30) of the Code. â€œU.S. Special Resolution Regimesâ€ has the meaning specified in Section 11.21. â€œU.S. Tax Compliance Certificateâ€ has the meaning specified in Section 3.01(f)(ii)(B)(3). â€œVoting Stockâ€ means, with respect to any Person, Equity Interests issued by such Person the holders of which are ordinarily, in the absence of contingencies, entitled to vote for the election of directors (or persons performing similar functions) of such Person, even though the right to so vote has been suspended by the happening of such contingency. â€œWrite-Down and Conversion Powersâ€ means, (a) with respect to any EEA Resolution Authority, the write-down and conversion powers of such EEA Resolution Authority from time to time under the Bailâ€'In Legislation for the applicable EEA Member Country, which write-down and conversion powers are described in the EU Bail-In Legislation Schedule, and (b) with respect to the United Kingdom, any powers of the applicable Resolution Authority under the Bail-In Legislation to cancel, reduce, modify or change the form of a liability of any UK Financial Institution or any contract or instrument under which that liability arises, to convert all or part of that liability into shares, securities or obligations of that person or any other person, to provide that any such contract or instrument is to have effect as if a right had been exercised under it or to suspend any obligation in respect of that liability or any of the powers under that Bail-In Legislation that are related to or ancillary to any of those powers. 1.02 Other Interpretive Provisions. With reference to this Agreement and each other Loan Document, unless otherwise specified herein or in such other Loan Document: (a) The definitions of terms herein shall apply equally to the singular and plural forms of the terms defined. Whenever the context may require, any pronoun shall include the corresponding masculine, feminine and neuter forms. The words â€œincludeâ€ â€œincludesâ€ and â€œincludingâ€ shall be deemed to be followed by the phrase â€œwithout limitation.â€ The word â€œwillâ€ shall be construed to have the same meaning and effect as the word â€œshall.â€ Unless the context requires otherwise, (i) any definition of or reference to any agreement, instrument or other document (including the Loan Documents and any Organization Document) shall be construed as referring to such agreement, instrument or other document as from time to time amended, amended and restated, modified, extended, restated, replaced or supplemented from time to time (subject to any restrictions on such amendments, supplements or modifications set forth herein or in any other Loan Document), (ii) any reference herein to any Person shall be construed to include such Personâ€™s successors and assigns, (iii) the words â€œhereto,â€ â€œherein,â€ â€œhereofâ€ and â€œhereunder,â€ and words of similar import when used in any Loan Document, shall be construed to refer to such Loan Document in its entirety and not to any particular provision thereof, (iv) all references in a Loan Document to Articles, Sections, Preliminary Statements, Exhibits and Schedules shall be construed 33Â Â to refer to Articles and Sections of, and Preliminary Statements, Exhibits and Schedules to, the Loan Document in which such references appear, (v) any reference to any law shall include all statutory and regulatory rules, regulations, orders and provisions consolidating, amending, replacing or interpreting such law and any reference to any law, rule or regulation shall, unless otherwise specified, refer to such law, rule or regulation as amended, modified, extended, restated, replaced or supplemented from time to time, and (vi) the words â€œassetâ€ and â€œpropertyâ€ shall be construed to have the same meaning and effect and to refer to any and all tangible and intangible assets and properties, including cash, securities, accounts and contract rights. (b) In the computation of periods of time from a specified date to a later specified date, the word â€œfromâ€ means â€œfrom and including;â€ the words â€œtoâ€ and â€œuntilâ€ each mean â€œto but excluding;â€ and the word â€œthroughâ€ means â€œto and including.â€ (c) Section headings herein and in the other Loan Documents are included for convenience of reference only and shall not affect the interpretation of this Agreement or any other Loan Document. (d) Any reference herein to a merger, transfer, consolidation, amalgamation, assignment, sale, disposition or transfer, or similar term, shall be deemed to apply to a division of or by a limited liability company, or an allocation of assets to a series of a limited liability company (or the unwinding of such a division or allocation), as if it were a merger, transfer, consolidation, amalgamation, assignment, sale, disposition or transfer, or similar term, as applicable, to, of or with a separate Person. Any division of a limited liability company shall constitute a separate Person hereunder (and each division of any limited liability company that is a Subsidiary, joint venture or any other like term shall also constitute such a Person or entity). 1.03 Accounting Terms. (a) Generally. All accounting terms not specifically or completely defined herein shall be construed in conformity with, and all financial data (including financial ratios and other financial calculations) required to be submitted pursuant to this Agreement shall be prepared in conformity with, GAAP applied on a consistent basis, as in effect from time to time, applied in a manner consistent with that used in preparing the Audited Financial Statements, except as otherwise specifically prescribed herein. Notwithstanding the foregoing, for purposes of determining compliance with any covenant (including the computation of any financial covenant) contained herein, Indebtedness of the Borrower and its Subsidiaries shall be deemed to be carried at 100% of the outstanding principal amount thereof, and the effects of FASB ASC 825 and FASB ASC 470â€“20 on financial liabilities shall be disregarded. (b) Changes in GAAP. If at any time any change in GAAP would affect the computation of any financial ratio or requirement set forth in any Loan Document, and either the Borrower or the Required Lenders shall so request, the Administrative Agent, the Lenders and the Borrower shall negotiate in good faith to amend such ratio or requirement to preserve the original intent thereof in light of such change in GAAP (subject to the approval of the Required Lenders); provided that, until so amended, (i) such ratio or requirement shall continue to be

computed in accordance with GAAP prior to such change therein and (ii) the Borrower shall provide to the Administrative Agent and the Lenders financial statements and other documents required under this Agreement or as reasonably requested hereunder setting forth a reconciliation between calculations of such ratio or requirement made before and after giving effect to such change in GAAP. Without limiting the foregoing, leases shall continue to be classified and accounted for on a basis consistent with that reflected in the Borrowerâ€™s audited financial statements prior to its 34Â Â adoption of FASB ASC 842 for all purposes of this Agreement, notwithstanding any change in GAAP relating thereto; provided that the Borrower provides the Administrative Agent and the Lenders with a reconciliation statement to the Borrowerâ€™s financial statements reflecting such accounting treatment. (c) Consolidation of Variable Interest Entities. All references herein to Consolidated financial statements of the Borrower and its Subsidiaries or to the determination of any amount for the Borrower and its Subsidiaries on a Consolidated basis or any similar reference shall, in each case, be deemed to include each variable interest entity that the Borrower is required to consolidate pursuant to FASB ASC 810 as if such variable interest entity were a Subsidiary as defined herein. (d) Pro Forma Treatment. Each Disposition of all or substantially all of a line of business, and each Acquisition, by the Borrower and its Subsidiaries that is consummated during any Measurement Period shall, for purposes of determining compliance with the financial covenants set forth in Section 7.11 and for purposes of determining the Applicable Rate, be given Pro Forma Effect as of the first day of such Measurement Period. 1.04 Rounding. Any financial ratios required to be maintained by the Borrower pursuant to this Agreement shall be calculated by dividing the appropriate component by the other component, carrying the result to one place more than the number of places by which such ratio is expressed herein and rounding the result up or down to the nearest number (with a rounding-up if there is no nearest number). 1.05 Times of Day. Unless otherwise specified, all references herein to times of day shall be references to Eastern time (daylight or standard, as applicable). 1.06 Letter of Credit Amounts. Unless otherwise specified herein, the amount of a Letter of Credit at any time shall be deemed to be the stated amount of such Letter of Credit in effect at such time; provided, however, that with respect to any Letter of Credit that, by its terms or the terms of any Issuer Document related thereto, provides for one or more automatic increases in the stated amount thereof, the amount of such Letter of Credit shall be deemed to be the maximum stated amount of such Letter of Credit after giving effect to all such increases, whether or not such maximum stated amount is in effect at such time. 1.07 Interest Rates. The Administrative Agent does not warrant, nor accept responsibility, nor shall the Administrative Agent have any liability with respect to the administration, submission or any other matter related to any reference rate referred to herein or with respect to any rate (including, for the avoidance of doubt, the selection of such rate and any related spread or other adjustment) that is an alternative or replacement for or successor to any such rate (including, without limitation, any Successor Rate) (or any component of any of the foregoing) or the effect of any of the foregoing, or of any Conforming Changes. The Administrative Agent and its affiliates or other related entities may engage in transactions or other activities that affect any reference rate referred to herein, or any alternative, successor or replacement rate (including, without limitation, any Successor Rate) (or any component of any of the foregoing) or any related spread or other adjustments thereto, in each case, in a manner adverse to the Borrower. The Administrative Agent may select information sources or services in its reasonable discretion to ascertain any reference rate referred to 35Â Â herein or any alternative, successor or replacement rate (including, without limitation, any Successor Rate) (or any component of any of the foregoing), in each case pursuant to the terms of this Agreement, and shall have no liability to the Borrower, any Lender or any other person or entity for damages of any kind, including direct or indirect, special, punitive, incidental or consequential damages, costs, losses or expenses (whether in tort, contract or otherwise and whether at law or in equity), for any error or other action or omission related to or affecting the selection, determination, or calculation of any rate (or component thereof) provided by any such information source or service. 1.08 UCC Terms. Terms defined in the UCC in effect on the Closing Date and not otherwise defined herein shall, unless the context otherwise indicates, have the meanings provided by those definitions. Subject to the foregoing, the term â€œUCCâ€ refers, as of any date of determination, to the UCC then in effect. Article IICOMMITMENTS AND CREDIT EXTENSIONS 2.01 Revolving Borrowings. (a) Subject to the terms and conditions set forth herein, each Revolving Lender severally agrees to make loans (each such loan, a â€œRevolving Loanâ€) to the Borrower, in Dollars, from time to time, on any Business Day during the Availability Period, in an aggregate amount not to exceed at any time outstanding the amount of such Lenderâ€™s Revolving Commitment; provided, however, that after giving effect to any Revolving Borrowing, (i) the Total Revolving Outstandings shall not exceed the Revolving Facility, and (ii) the Revolving Exposure of any Lender shall not exceed such Revolving Lenderâ€™s Revolving Commitment. Within the limits of each Revolving Lenderâ€™s Revolving Commitment, and subject to the other terms and conditions hereof, the Borrower may borrow Revolving Loans, prepay under Section 2.05, and reborrow under this Section 2.01(b). Revolving Loans may be Base Rate Loans or Term SOFR Loans, as further provided herein; provided, however, any Revolving Borrowings made on the Closing Date or any of the three (3) Business Days following the Closing Date shall be made as Base Rate Loans or SOFR Daily Floating Rate Loans. 2.02 Borrowings, Conversions and Continuations of Loans. (a) Notice of Borrowing. Each Borrowing, each conversion of Loans from one Type to the other, and each continuation of Term SOFR Loans shall be made upon the Borrowerâ€™s irrevocable notice to the Administrative Agent, which may be given by: (i) telephone or (ii) a Loan Notice; provided that any telephonic notice must be confirmed immediately by delivery to the Administrative Agent of a Loan Notice. Each such Loan Notice must be received by the Administrative Agent not later than 11:00 a.m. (A) two (2) Business Days prior to the requested date of any Borrowing of, conversion to or continuation of Term SOFR Loans or of any conversion of Term SOFR Loans to SOFR Daily Floating Rate Loans or Base Rate Loans, and (B) on the requested date of any Borrowing of SOFR Daily Floating Rate Loans or Base Rate Loans; provided, however, that if the Borrower wishes to request Term SOFR Loans having an Interest Period other than one, three or six months in duration as provided in the definition of â€œInterest Period,â€ the applicable notice must be received by the Administrative Agent not later than 11:00 a.m. four Business Days prior to the requested date of such Borrowing, conversion or continuation, whereupon the Administrative Agent shall give prompt notice to the Lenders of such request and determine whether the requested Interest Period is acceptable to all of them. Not later than 11:00 36Â Â a.m., three Business Days before the requested date of such Borrowing, conversion or continuation, the Administrative Agent shall notify the Borrower (which notice may be by telephone) whether or not the requested Interest Period has been consented to by all the Lenders and the Administrative Agent. Each Borrowing of, conversion to or continuation of Term SOFR Loans shall be in a principal amount of $2,500,000 or a whole multiple of $1,000,000 in excess thereof. Except as provided in Sections 2.03(f) and 2.04(c), each Borrowing of or conversion to SOFR Daily Floating Rate Loans or Base Rate Loans shall be in a principal amount of $500,000 or a whole multiple of $100,000 in excess thereof. Each Loan Notice and each telephonic notice shall specify (I) whether the Borrower is requesting a Borrowing, a conversion of Loans from one Type to the other, or a continuation of Loans, as the case may be, (II) the requested date of the Borrowing, conversion or continuation, as the case may be (which shall be a Business Day), (III) the principal amount of Loans to be borrowed, converted or continued, (IV) the Type of Loans to be borrowed or to which existing Loans are to be converted, and (V) if applicable, the duration of the Interest Period with respect thereto. If the Borrower fails to specify a Type of Loan in a Loan Notice or if the Borrower fails to give a timely notice requesting a conversion or continuation, then the applicable Loans shall be made as, or converted to, SOFR Daily Floating Rate Loans. Any such automatic conversion to SOFR Daily Floating Rate Loans shall be effective as of the last day of the Interest Period then in effect with respect to the applicable Term SOFR Loans. If the Borrower requests a Borrowing of, conversion to, or continuation of Term SOFR Loans in any such Loan Notice, but fails to specify an Interest Period, it will be deemed to have specified an Interest Period of one (1) month. Notwithstanding anything to the contrary herein, a Swingline Loan may not be converted to a Term SOFR Loan. (b) Advances. Following receipt of a Loan Notice, the Administrative Agent shall promptly notify each Lender of the amount of its Applicable Percentage of the applicable Loans, and if no timely notice of a conversion or continuation is provided by the Borrower, the Administrative Agent shall notify each Lender of the details of any automatic conversion to Base Rate Loans described in Section 2.02(a). In the case of a Borrowing, each Lender shall make the amount of its Loan available to the Administrative Agent in immediately available funds at the Administrative Agentâ€™s Office not later than 1:00 p.m. on the Business Day specified in the applicable Loan Notice. Upon satisfaction of the applicable conditions set forth in Section 4.02 (and, if such Borrowing is the initial Credit Extension, Section 4.01), the Administrative Agent shall make all funds so received available to the Borrower in like funds as received by the Administrative Agent either by (i) crediting the account of the Borrower on the books of Bank of America with the amount of such funds or (ii) wire transfer of such funds, in each case in accordance with instructions provided to (and reasonably acceptable to) the Administrative Agent by the Borrower; provided, however, that if, on the date a Loan Notice with respect to a Revolving Borrowing is given by the Borrower, there are L/C Borrowings outstanding, then the proceeds of such Revolving Borrowing, first, shall be applied to the payment in full of any such L/C Borrowings, and second, shall be made available to the Borrower as provided above. (c) Term SOFR Loans. Except as otherwise provided herein, a Term SOFR Loan may be continued or converted only on the last day of an Interest Period for such Term SOFR Loan. During the existence of a Default, no Loans may be requested as, converted to or continued as Term SOFR Loans without the consent of the Required Lenders, and the Required Lenders may demand that any or all of the outstanding Term SOFR Loans be converted immediately to Base Rate Loans. (d) Interest Rates. Each determination of an interest rate by the Administrative Agent pursuant to any provision of this Agreement shall be conclusive and binding on the Borrower and the Lenders in the absence of demonstrable error. 37Â Â (e) Interest Periods. After giving effect to all Revolving Borrowings, all conversions of Revolving Loans from one Type to the other, and all continuations of Revolving Loans as the same Type, there shall not be more than seven Interest Periods in effect in respect of the Revolving Facility. (f) Cashless Settlement Mechanism. Notwithstanding anything to the contrary in this Agreement, any Lender may exchange, continue or rollover all or the portion of its Loans in connection with any refinancing, extension, loan modification or similar transaction permitted by the terms of this Agreement, pursuant to a cashless settlement mechanism approved by the Borrower, the Administrative Agent and such Lender. (g) With respect to SOFR, SOFR Daily Floating Rate or Term SOFR, the Administrative Agent will have the right to make Conforming Changes from time to time and, notwithstanding anything to the contrary herein or in any other Loan Document, any amendments implementing such Conforming Changes will become effective without any further action or consent of any other party to this Agreement or any other Loan Document; provided that, with respect to any such amendment effected, the Administrative Agent shall post each such amendment implementing such Conforming Changes to the Borrower and the Lenders reasonably promptly after such amendment becomes effective. 2.03 Letters of Credit. (a) The Letter of Credit Commitment. Subject to the terms and conditions set forth herein, in addition to the Loans provided for in Section 2.01, the Borrower may request that the L/C Issuer, in reliance on the agreements of the Revolving Lenders set forth in this Section 2.03, issue, at any time and from time to time during the Availability Period, Letters of Credit denominated in Dollars for its own account or the account of any of its Subsidiaries in such form as is acceptable to the L/C Issuer in its reasonable determination. Letters of Credit issued hereunder shall constitute utilization of the Revolving Commitments. (b) Notice of Issuance, Amendment, Extension, Reinstatement or Renewal. (i) To request the issuance of a Letter of Credit (or the amendment of the terms and conditions, extension of the terms and conditions, extension of the expiration date, or reinstatement of amounts paid, or renewal of an outstanding Letter of Credit), the Borrower shall deliver (or transmit by electronic communication, if arrangements for doing so have been approved by the L/C Issuer) to the L/C Issuer and to the Administrative Agent not later than 11:00 a.m. at least two (2) Business Days (or such later date and time as the Administrative Agent and the L/C Issuer may agree in a particular instance in their sole discretion) prior to the proposed issuance date or date of amendment, as the case may be a notice requesting the issuance of a Letter of Credit, or identifying the Letter of Credit to be amended, extended, reinstated or renewed, and specifying the date of issuance, amendment, extension, reinstatement or renewal (which shall be a Business Day), the date on which such Letter of Credit is to expire (which shall comply with Section 2.03(d)), the amount of such Letter of Credit, the name and address of the beneficiary thereof, the purpose and nature of the requested Letter of Credit and such other information as shall be necessary to prepare, amend, extend, reinstate or renew such Letter of Credit. If requested by the L/C Issuer, the Borrower also shall submit a letter of credit application and reimbursement agreement on the L/C Issuerâ€™s standard form in connection with any request for a Letter of Credit. In the event of any inconsistency between the terms and conditions of this Agreement and the terms and conditions of any form of letter of credit application 38Â Â and reimbursement agreement or other agreement submitted by the Borrower to, or entered into by the Borrower with, the L/C Issuer relating to any Letter of Credit, the terms and conditions of this Agreement shall control. (ii) If the Borrower so requests in any applicable Letter of Credit Application (or the amendment of an outstanding Letter of Credit), the L/C Issuer may, in its sole discretion, agree to issue a Letter of Credit that has automatic extension provisions (each, an â€œAuto-Extension Letter of Creditâ€); provided that any such Auto-Extension Letter of Credit shall permit the L/C Issuer to prevent any such extension at least once in each twelve-month period (commencing with the date of issuance of such Letter of Credit) by giving prior notice to the beneficiary thereof not later than a day (the â€œNon-Extension Notice Dateâ€) in each such twelve-month period to be agreed upon by the Borrower and the L/C Issuer at the time such Letter of Credit is issued. Unless otherwise directed by the L/C Issuer, the Borrower shall not be required to make a specific request to the L/C Issuer for any such extension. Once an Auto-Extension Letter of Credit has been issued, the Revolving Lenders shall be deemed to have authorized (but may not require) the L/C Issuer to permit the extension of such Letter of Credit at any time to an expiration date not later than the date permitted pursuant to Section 2.03(d); provided, that the L/C Issuer shall not (A) permit any such extension if (1) the L/C Issuer has determined that it would not be permitted, or would have no obligation, at such time to issue such Letter of Credit in its extended form under the terms hereof (except that the expiration date may be extended to a date that is no more than one (1) year from the then-current expiration date) or (2) it has received notice (which may be in writing or by telephone (if promptly confirmed in writing)) on or before the day that is seven (7) Business Days before the Non-Extension Notice Date from the Administrative Agent that the Required Lenders have elected not to permit such extension or (B) be obligated to permit such extension if it has received notice (which may be in writing or by telephone (if promptly confirmed in writing)) on or before the day that is seven (7) Business Days before the Non-Extension Notice Date from the Administrative Agent, any Revolving Lender or the Borrower that one or more of the applicable conditions set forth in Section 4.02 is not then satisfied, and in each such case directing the L/C Issuer not to permit such extension. (c) Limitations on Amounts, Issuance and Amendment. A Letter of Credit shall be issued, amended, extended, reinstated or renewed only if (and upon issuance, amendment, extension, reinstatement or renewal of each Letter of Credit the Borrower shall be deemed to represent and warrant that), after giving effect to such issuance, amendment, extension, reinstatement or renewal (w) the aggregate amount of the outstanding Letters of Credit issued by the L/C Issuer shall not exceed its L/C Commitment, (x) the aggregate L/C Obligations shall not exceed the L/C Sublimit, (y) the Revolving Exposure of any Lender shall not exceed its Revolving Commitment and (z) the Total Credit Exposure shall not exceed the total Revolving Commitments. (i) The L/C Issuer shall not be under any obligation to issue any Letter of Credit if: (A) any order, judgment or decree of any Governmental Authority or arbitrator shall by its terms purport to enjoin or restrain the L/C Issuer from issuing the Letter of Credit, or any Law applicable to the L/C Issuer or any request or directive (whether or not having the force of law) from any Governmental Authority with jurisdiction over the L/C Issuer shall prohibit, or request that the L/C Issuer refrain from, the issuance of letters of credit generally or the Letter of Credit in particular or shall impose upon the L/C Issuer with respect to the Letter 39Â Â of Credit any restriction, reserve or capital requirement (for which the L/C Issuer is not otherwise compensated hereunder) not in effect on the Closing Date, or shall impose upon the L/C Issuer any unreimbursed loss, cost or expense which was not applicable on the Closing Date and which the L/C Issuer in good faith deems material to it; (B) the issuance of such Letter of Credit would violate one or more policies of the L/C Issuer applicable to letters of credit generally; (C) except as otherwise agreed by the Administrative Agent and the L/C Issuer, the Letter of Credit is in an initial stated amount less than $100,000; (D) any Revolving Lender is at that time a Defaulting Lender, unless the L/C Issuer has entered into arrangements, including the delivery of Cash Collateral, satisfactory to the L/C Issuer (in its sole discretion) with the Borrower or such Lender to eliminate the L/C Issuerâ€™s actual or potential Fronting Exposure (after giving effect to Section 2.15(a)(iv)) with respect to the Defaulting Lender arising from either the Letter of Credit then proposed to be issued or that Letter of Credit and all other L/C Obligations as to which the L/C Issuer has actual or potential Fronting Exposure, as it may elect in its sole discretion; or (E) the Letter of Credit contains any provisions for automatic reinstatement of the stated amount after any drawing thereunder. (ii) The L/C Issuer shall be under no obligation to amend any Letter of Credit if (A) the L/C Issuer would have no obligation at such time to issue the Letter of Credit in its amended form under the terms hereof, or (B) the beneficiary of the Letter of Credit does not accept the proposed amendment to the Letter of Credit. (d) Expiration Date. Each Letter of Credit shall have a stated expiration date no later than the earlier of (ix) the date twelve (12) months after the date of the issuance of such Letter of Credit (or, in the case of any extension of the expiration date thereof, whether automatic or by amendment, twelve months after the thenâ€‘current expiration date of such Letter of Credit) and (x) the date that is five (5) Business Days prior to the Maturity Date. (e) Participations. (i) By the issuance of a Letter of Credit (or an amendment to a Letter of Credit increasing the amount or extending the expiration date thereof), and without any further action on the part of the L/C Issuer or the Lenders, the L/C Issuer hereby grants to each Revolving Lender, and each Revolving Lender hereby acquires from the L/C Issuer, a participation in such Letter of Credit equal to such Lenderâ€™s Applicable Percentage of the aggregate amount available to be drawn under such Letter of Credit. Each Revolving Lender acknowledges and agrees that its obligation to

acquire participations pursuant to this Section 2.03(e)(i) in respect of Letters of Credit is absolute, unconditional and irrevocable and shall not be affected by any circumstance whatsoever, including any amendment, extension, reinstatement or renewal of any Letter of Credit or the occurrence and continuance of a Default or reduction or termination of the Revolving Commitments. (ii) In consideration and in furtherance of the foregoing, each Revolving Lender hereby absolutely, unconditionally and irrevocably agrees to pay to the 40Â Â Administrative Agent, for account of the L/C Issuer, such Lenderâ€™s Applicable Percentage of each L/C Disbursement made by the L/C Issuer not later than 1:00 p.m. on the Business Day specified in the notice provided by the Administrative Agent to the Revolving Lenders pursuant to Section 2.03(f) until such L/C Disbursement is reimbursed by the Borrower or at any time after any reimbursement payment is required to be refunded to the Borrower for any reason, including after the Maturity Date. Such payment shall be made without any offset, abatement, withholding or reduction whatsoever. Each such payment shall be made in the same manner as provided in Section 2.02 with respect to Loans made by such Lender (and Section 2.02 shall apply, mutatis mutandis, to the payment obligations of the Revolving Lenders pursuant to this Section 2.03), and the Administrative Agent shall promptly pay to the L/C Issuer the amounts so received by it from the Lenders. Promptly following receipt by the Administrative Agent of any payment from the Borrower pursuant to Section 2.03(f), the Administrative Agent shall distribute such payment to the L/C Issuer or, to the extent that the Revolving Lenders have made payments pursuant to this Section 2.03(e) to reimburse the L/C Issuer, then to such Lenders and the L/C Issuer as their interests may appear. Any payment made by a Lender pursuant to this Section 2.03(e) to reimburse the L/C Issuer for any L/C Disbursement shall not constitute a Loan and shall not relieve the Borrower of its obligation to reimburse such L/C Disbursement. (iii) Each Revolving Lender further acknowledges and agrees that its participation in each Letter of Credit will be automatically adjusted to reflect such Lenderâ€™s Applicable Percentage of the aggregate amount available to be drawn under such Letter of Credit at each time such Lenderâ€™s Commitment is amended pursuant to the operation of Sections 2.18 or 2.19, as a result of an assignment in accordance with Section 11.06 or otherwise pursuant to this Agreement. (iv) If any Revolving Lender fails to make available to the Administrative Agent for the account of the L/C Issuer any amount required to be paid by such Lender pursuant to the foregoing provisions of this Section 2.03(e), then, without limiting the other provisions of this Agreement, the L/C Issuer shall be entitled to recover from such Lender (acting through the Administrative Agent), on demand, such amount with interest thereon for the period from the date such payment is required to the date on which such payment is immediately available to the L/C Issuer at a rate per annum equal to the greater of the Federal Funds Rate and a rate determined by the L/C Issuer in accordance with banking industry rules on interbank compensation, plus any administrative, processing or similar fees customarily charged by the L/C Issuer in connection with the foregoing. If such Lender pays such amount (with interest and fees as aforesaid), the amount so paid shall constitute such Lenderâ€™s Revolving Loan included in the relevant Revolving Borrowing or L/C Advance in respect of the relevant L/C Borrowing, as the case may be. A certificate of the L/C Issuer submitted to any Revolving Lender (through the Administrative Agent) with respect to any amounts owing under this Section 2.03(e)(iv) shall be conclusive absent demonstrable error. (f) Reimbursement. If the L/C Issuer shall make any L/C Disbursement in respect of a Letter of Credit, the Borrower shall reimburse the L/C Issuer in respect of such L/C Disbursement by paying to the Administrative Agent an amount equal to such L/C Disbursement not later than 12:00 noon on (i) the Business Day that the Borrower receives notice of such L/C Disbursement, if such notice is received prior to 10:00 a.m. or (ii) the Business Day immediately following the day that the Borrower receives such notice, if such notice is not received prior to such time, provided that, if such L/C Disbursement is not less than $1,000,000, the Borrower may, subject to the conditions to borrowing set forth herein, request in accordance with Section 2.02 or Section 41Â Â 2.04 that such payment be financed with a Borrowing of Base Rate Loans or Swingline Loan in an equivalent amount and, to the extent so financed, the Borrowerâ€™s obligation to make such payment shall be discharged and replaced by the resulting Borrowing of Base Rate Loans or Swingline Loan. If the Borrower fails to make such payment when due, the Administrative Agent shall notify each Revolving Lender of the applicable L/C Disbursement, the payment then due from the Borrower in respect thereof (the â€œUnreimbursed Amountâ€) and such Lenderâ€™s Applicable Percentage thereof. Promptly upon receipt of such notice, each Revolving Lender shall pay to the Administrative Agent its Applicable Percentage of the Unreimbursed Amount pursuant to Section 2.03(e)(ii), subject to the amount of the unutilized portion of the Aggregate Commitments. Any notice given by the L/C Issuer or the Administrative Agent pursuant to this Section 2.03(f) may be given by telephone if immediately confirmed in writing; provided that the lack of such an immediate confirmation shall not affect the conclusiveness or binding effect of such notice. (g) Obligations Absolute. The Borrowerâ€™s obligation to reimburse L/C Disbursements as provided in Section 2.03(f) shall be absolute, unconditional and irrevocable, and shall be performed strictly in accordance with the terms of this Agreement under any and all circumstances whatsoever and irrespective of: (i) any lack of validity or enforceability of this Agreement, any other Loan Document or any Letter of Credit, or any term or provision herein or therein; (ii) the existence of any claim, counterclaim, setoff, defense or other right that the Borrower or any Subsidiary may have at any time against any beneficiary or any transferee of such Letter of Credit (or any Person for whom any such beneficiary or any such transferee may be acting), the L/C Issuer or any other Person, whether in connection with this Agreement, the transactions contemplated hereby or by such Letter of Credit or any agreement or instrument relating thereto, or any unrelated transaction; (iii) any draft, demand, certificate or other document presented under such Letter of Credit proving to be forged, fraudulent, invalid or insufficient in any respect or any statement in such draft or other document being untrue or inaccurate in any respect; (iv) waiver by the L/C Issuer of any requirement that exists for the L/C Issuerâ€™s protection and not the protection of the Borrower or any waiver by the L/C Issuer which does not in fact materially prejudice the Borrower; (v) honor of a demand for payment presented electronically even if such Letter of Credit required that demand be in the form of a draft; (vi) any payment made by the L/C Issuer in respect of an otherwise complying item presented after the date specified as the expiration date of, or the date by which documents must be received under such Letter of Credit if presentation after such date is authorized by the UCC, the ISP or the UCP, as applicable; (vii) payment by the L/C Issuer under a Letter of Credit against presentation of a draft or other document that does not comply strictly with the terms of such Letter of Credit; or any payment made by the L/C Issuer under such Letter of Credit to any Person purporting to be a trustee in bankruptcy, debtor-in-possession, assignee for the benefit of creditors, liquidator, receiver or other representative of or successor to any beneficiary or any transferee of such Letter of Credit, including any arising in connection with any proceeding under any Debtor Relief Law; or 42Â Â (viii) any other event or circumstance whatsoever, whether or not similar to any of the foregoing, that might, but for the provisions of this Section 2.03, constitute a legal or equitable discharge of, or provide a right of setoff against, the Borrowerâ€™s obligations hereunder. (h) Examination. The Borrower shall promptly examine a copy of each Letter of Credit and each amendment thereto that is delivered to it and, in the event of any claim of noncompliance with the Borrowerâ€™s instructions or other irregularity, the Borrower will immediately notify the L/C Issuer. The Borrower shall be conclusively deemed to have waived any such claim against the L/C Issuer and its correspondents unless such notice is given as aforesaid. (i) Liability. None of the Administrative Agent, the Lenders, the L/C Issuer, or any of their Related Parties shall have any liability or responsibility by reason of or in connection with the issuance or transfer of any Letter of Credit by the L/C Issuer or any payment or failure to make any payment thereunder (irrespective of any of the circumstances referred to in the preceding sentence), or any error, omission, interruption, loss or delay in transmission or delivery of any draft, notice or other communication under or relating to any Letter of Credit (including any document required to make a drawing thereunder), any error in interpretation of technical terms, any error in translation or any consequence arising from causes beyond the control of the L/C Issuer; provided that the foregoing shall not be construed to excuse the L/C Issuer from liability to the Borrower to the extent of any direct damages (as opposed to consequential damages, claims in respect of which are hereby waived by the Borrower to the extent permitted by Applicable Law) suffered by the Borrower that are caused by the L/C Issuerâ€™s failure to exercise care when determining whether drafts and other documents presented under a Letter of Credit comply with the terms thereof. The parties hereto expressly agree that, in the absence of gross negligence or willful misconduct on the part of the L/C Issuer (as finally determined by a court of competent jurisdiction), the L/C Issuer shall be deemed to have exercised care in each such determination, and that: (i) the L/C Issuer may replace a purportedly lost, stolen, or destroyed original Letter of Credit or missing amendment thereto with a certified true copy marked as such or waive a requirement for its presentation; (ii) the L/C Issuer may accept documents that appear on their face to be in substantial compliance with the terms of a Letter of Credit without responsibility for further investigation, regardless of any notice or information to the contrary, and may make payment upon presentation of documents that appear on their face to be in substantial compliance with the terms of such Letter of Credit and without regard to any non-documentary condition in such Letter of Credit; (iii) the L/C Issuer shall have the right, in its sole discretion, to decline to accept such documents and to make such payment if such documents are not in strict compliance with the terms of such Letter of Credit; and (iv) this sentence shall establish the standard of care to be exercised by the L/C Issuer when determining whether drafts and other documents presented under a Letter of Credit comply with the terms thereof (and the parties hereto hereby waive, to the extent permitted by Applicable Law, any standard of care inconsistent with the foregoing). Without limiting the foregoing, none of the Administrative Agent, the Lenders, the L/C Issuer, or any of their Related Parties shall have any liability or responsibility by reason of (A) any presentation that includes forged or fraudulent documents or that is otherwise 43Â Â affected by the fraudulent, bad faith, or illegal conduct of the beneficiary or other Person, (B) the L/C Issuer declining to take-up documents and make payment, (C) against documents that are fraudulent, forged, or for other reasons by which that it is entitled not to honor, (D) following a Borrowerâ€™s waiver of discrepancies with respect to such documents or request for honor of such documents or (E) the L/C Issuer retaining proceeds of a Letter of Credit based on an apparently applicable attachment order, blocking regulation, or third-party claim notified to the L/C Issuer. (j) Applicability of ISP and UCP. Unless otherwise expressly agreed by the L/C Issuer and the Borrower when a Letter of Credit is issued by it, (i) the rules of the ISP shall apply to each standby Letter of Credit, and (ii) the rules of the UCP shall apply to each commercial Letter of Credit. Notwithstanding the foregoing, the L/C Issuer shall not be responsible to the Borrower for, and the L/C Issuerâ€™s rights and remedies against the Borrower shall not be impaired by, any action or inaction of the L/C Issuer required or permitted under any law, order, or practice that is required or permitted to be applied to any Letter of Credit or this Agreement, including the Law or any order of a jurisdiction where the L/C Issuer or the beneficiary is located, the practice stated in the ISP or UCP, as applicable, or in the decisions, opinions, practice statements, or official commentary of the ICC Banking Commission, the Bankers Association for Finance and Trade â€“ International Financial Services Association (BAFT-IFSA), or the Institute of International Banking Law & Practice, whether or not any Letter of Credit chooses such law or practice. (k) Benefits. The L/C Issuer shall act on behalf of the Lenders with respect to any Letters of Credit issued by it and the documents associated therewith, and the L/C Issuer shall have all of the benefits and immunities (i) provided to the Administrative Agent in Article IX with respect to any acts taken or omissions suffered by the L/C Issuer in connection with Letters of Credit issued by it or proposed to be issued by it and Issuer Documents pertaining to such Letters of Credit as fully as if the term â€œAdministrative Agentâ€ as used in Article IX included the L/C Issuer with respect to such acts or omissions, and (ii) as additionally provided herein with respect to the L/C Issuer. (l) Letter of Credit Fees. The Borrower shall pay to the Administrative Agent for the account of each Revolving Lender in accordance with its Applicable Revolving Percentage a Letter of Credit fee (the â€œLetter of Credit Feeâ€) for each Letter of Credit equal to the Applicable Rate times the daily amount available to be drawn under such Letter of Credit For purposes of computing the daily amount available to be drawn under any standby of Credit, the amount of such Letter of Credit shall be determined in accordance with Section 1.06. Letter of Credit Fees shall be (i) payable on the first Business Day following the end of each March, June, September and December, commencing with the first such date to occur after the issuance of such Letter of Credit and (ii) accrued through and including the last day of each calendar quarter in arrears. If there is any change in the Applicable Rate during any quarter, the daily amount available to be drawn under each Letter of Credit shall be computed and multiplied by the Applicable Rate separately for each period during such quarter that such Applicable Rate was in effect. Notwithstanding anything to the contrary contained herein, upon the request of the Required Lenders, while any Event of Default exists, all Letter of Credit Fees shall accrue at the Default Rate. (m) Fronting Fee and Documentary and Processing Charges Payable to L/C Issuer. The Borrower shall pay directly to the L/C Issuer for its own account a fronting fee \with respect to each Letter of Credit, at the rate per annum equal to the percentage separately agreed upon between the Borrower and the L/C Issuer, computed on the daily amount available to be drawn under such Letter of Credit on a quarterly basis in arrears. Such fronting fee shall be due and payable no later than the tenth Business Day after the end of each March, June, September and December in the 44Â Â most recently- ended quarterly period (or portion thereof, in the case of the first payment), commencing with the first such date to occur after the issuance of such Letter of Credit, on the Maturity Date and thereafter on demand. For purposes of computing the daily amount available to be drawn under any Letter of Credit, the amount of such Letter of Credit shall be determined in accordance with Section 1.06. In addition, the Borrower shall pay directly to the L/C Issuer for its own account the customary issuance, presentation, amendment and other processing fees, and other standard costs and charges, of the L/C Issuer relating to letters of credit as from time to time in effect. Such customary fees and standard costs and charges are due and payable on demand and are nonrefundable. (n) Disbursement Procedures. The L/C Issuer for any Letter of Credit shall, within the time allowed by Applicable Laws or the specific terms of the Letter of Credit following its receipt thereof, examine all documents purporting to represent a demand for payment under such Letter of Credit. The L/C Issuer shall promptly after such examination notify the Administrative Agent and the Borrower in writing of such demand for payment if the L/C Issuer has made or will make an L/C Disbursement thereunder; provided that any failure to give or delay in giving such notice shall not relieve the Borrower of its obligation to reimburse the L/C Issuer and the Lenders with respect to any such L/C Disbursement. (o) Interim Interest. If the L/C Issuer for any standby Letter of Credit shall make any L/C Disbursement, then, unless the Borrower shall reimburse such L/C Disbursement in full on the date such L/C Disbursement is made, the unpaid amount thereof shall bear interest, for each day from and including the date such L/C Disbursement is made to but excluding the date that the Borrower reimburses such L/C Disbursement, at the rate per annum then applicable to Base Rate Loans; provided that if the Borrower fails to reimburse such L/C Disbursement when due pursuant to clause (f) of this Section 2.03, then Section 2.08(b) shall apply. Interest accrued pursuant to this clause (p) shall be for account of the L/C Issuer, except that interest accrued on and after the date of payment by any Lender pursuant to clause (f) of this Section 2.03 to reimburse the L/C Issuer shall be for account of such Lender to the extent of such payment. (p) Replacement of the L/C Issuer. The L/C Issuer may be replaced at any time by written agreement between the Borrower, the Administrative Agent, the replaced L/C Issuer and the successor L/C Issuer. The Administrative Agent shall notify the Lenders of any such replacement of the L/C Issuer. At the time any such replacement shall become effective, the Borrower shall pay all unpaid fees accrued for the account of the replaced L/C Issuer pursuant to Section 2.03(m). From and after the effective date of any such replacement, (i) the successor L/C Issuer shall have all the rights and obligations of an L/C Issuer under this Agreement with respect to Letters of Credit to be issued by it thereafter and (ii) references herein to the term â€œL/C Issuerâ€ shall be deemed to include such successor or any previous L/C Issuer, or such successor and all previous L/C Issuer, as the context shall require. After the replacement of the L/C Issuer hereunder, the replaced L/C Issuer shall remain a party hereto and shall continue to have all the rights and obligations of an L/C Issuer under this Agreement with respect to Letters of Credit issued by it prior to such replacement, but shall not be required to issue additional Letters of Credit. (q) Cash Collateralization. (i) If any Event of Default shall occur and be continuing, on the Business Day that the Borrower receives notice from the Administrative Agent or the Required Lenders (or, if the maturity of the Loans has been accelerated, Revolving Lenders with L/C Obligations representing at least 66-2/3% of the total L/C Obligations) demanding the deposit of Cash Collateral pursuant to this clause (q), the Borrower shall immediately 45Â Â deposit into an account established and maintained on the books and records of the Administrative Agent (the â€œCollateral Accountâ€) an amount in cash equal to 103% of the total L/C Obligations as of such date plus any accrued and unpaid interest thereon, provided that the obligation to deposit such Cash Collateral shall become effective immediately, and such deposit shall become immediately due and payable, without demand or other notice of any kind, upon the occurrence of any Event of Default with respect to the Borrower described in clause (f) of Section 8.01. Such deposit shall be held by the Administrative Agent as collateral for the payment and performance of the obligations of the Borrower under this Agreement. In addition, and without limiting the foregoing or clause (d) of this Section 2.03, if any L/C Obligations remain outstanding after the expiration date specified in said clause (d), the Borrower shall immediately deposit into the Collateral Account an amount in cash equal to 103% of such L/C Obligations as of such date plus any accrued and unpaid interest thereon. (ii) The Administrative Agent shall have exclusive dominion and control, including the exclusive right of withdrawal, over the Collateral Account. Other than any interest earned on the investment of such deposits, which investments shall be made at the option and sole discretion of the Administrative Agent and at the Borrowerâ€™s risk and expense, such deposits shall not bear interest. Interest or profits, if any, on such investments shall accumulate in the Collateral Account. Moneys in the Collateral Account shall be applied by the Administrative Agent to reimburse the L/C Issuer for L/C Disbursements for which it has not been reimbursed, together with related fees, costs, and customary processing charges, and, to the extent not so applied, shall be held for the satisfaction of the reimbursement obligations of the Borrower for the L/C Obligations at such time or, if the maturity of the Loans has been accelerated (but subject to the consent of Lenders with L/C Obligations representing 66-2/3% of the total L/C Obligations), be applied to satisfy other obligations of the Borrower under this Agreement. If the Borrower is required to provide an

amount of Cash Collateral hereunder as a result of the occurrence of an Event of Default, such amount (to the extent not applied as aforesaid) shall be returned to the Borrower within three (3) Business Days after all Events of Default have been cured or waived. (r) Letters of Credit Issued for Subsidiaries. Notwithstanding that a Letter of Credit issued or outstanding hereunder is in support of any obligations of, or is for the account of, a Subsidiary, the Borrower shall be obligated to reimburse, indemnify and compensate the L/C Issuer hereunder for any and all drawings under such Letter of Credit as if such Letter of Credit had been issues solely for the account of the Borrower. The Borrower irrevocably waives any and all defenses that might otherwise be available to it as a guarantor or surety of any or all of the obligations of such Subsidiary in respect of such Letter of Credit. The Borrower hereby acknowledges that the issuance of Letters of Credit for the account of Subsidiaries inures to the benefit of the Borrower, and that the Borrowerâ€™s business derives substantial benefits from the businesses of such Subsidiaries. (s) Conflict with Issuer Documents. In the event of any conflict between the terms hereof and the terms of any Issuer Document, the terms hereof shall control. 2.04 Swingline Loans. (a) The Swingline. Subject to the terms and conditions set forth herein, the Swingline Lender, in reliance upon the agreements of the other Lenders set forth in this Section 2.04, may in its sole discretion, subject to the terms of any Autoborrow Agreement, make loans to the Borrower 46Â Â (each such loan, a â€œSwingline Loanâ€). Each such Swingline Loan may be made, subject to the terms and conditions set forth herein and in any Autoborrow Agreement then in effect, to the Borrower, in Dollars, from time to time on any Business Day during the Availability Period in an aggregate amount not to exceed at any time outstanding the amount of the Swingline Sublimit; provided, however, that (i) after giving effect to any Swingline Loan, (A) the Total Revolving Outstandings shall not exceed the Revolving Facility at such time, and (B) the Revolving Exposure of any Revolving Lender at such time shall not exceed such Lenderâ€™s Revolving Commitment (ii) the Borrower shall not use the proceeds of any Swingline Loan to refinance any outstanding Swingline Loan, and (iii) the Swingline Lender shall not be under any obligation to make any Swingline Loan if it shall determine (which determination shall be conclusive and binding absent demonstrable error) that it has, or by such Credit Extension may have, Fronting Exposure. Within the foregoing limits, and subject to the other terms and conditions hereof, the Borrower may borrow under this Section 2.04, prepay under Section 2.05, and reborrow under this Section 2.04. Each Swingline Loan shall bear interest only at a rate based on the SOFR Daily Floating Rate plus the Applicable Rate; provided, however, that if an Autoborrow Agreement is in effect, the Swingline Lender may, at its discretion, provide for an alternate rate of interest on Swingline Loans under the Autoborrow Agreement with respect to any Swingline Loans for which the Swingline Lender has not requested that the Revolving Lenders fund Revolving Loans to refinance, or to purchase and fund risk participations in, such Swingline Loans pursuant to Section 2.04(c). Immediately upon the making of a Swingline Loan, each Revolving Lender shall be deemed to, and hereby irrevocably and unconditionally agrees to, purchase from the Swingline Lender a risk participation in such Swingline Loan in an amount equal to the product of such Revolving Lenderâ€™s Applicable Revolving Percentage times the amount of such Swingline Loan. (b) Borrowing Procedures. (i) Other than a Swingline Loan Borrowing made pursuant to the Autoborrow Agreement, each Swingline Borrowing shall be made upon the Borrowerâ€™s irrevocable notice to the Swingline Lender and the Administrative Agent, which may be given by: (ii) telephone or (iii) a Swingline Loan Notice; provided that any telephonic notice must be confirmed immediately by delivery to the Swingline Lender and the Administrative Agent of a Swingline Loan Notice. Each such Swingline Loan Notice must be received by the Swingline Lender and the Administrative Agent not later than 1:00 p.m. on the requested borrowing date, and shall specify (A) the amount to be borrowed, which shall be a minimum of $100,000, and (B) the requested date of the Borrowing (which shall be a Business Day). Promptly after receipt by the Swingline Lender of any Swingline Loan Notice, the Swingline Lender will confirm with the Administrative Agent (by telephone or in writing) that the Administrative Agent has also received such Swingline Loan Notice and, if not, the Swingline Lender will notify the Administrative Agent (by telephone or in writing) of the contents thereof. Unless the Swingline Lender has received notice (by telephone or in writing) from the Administrative Agent (including at the request of any Revolving Lender) prior to 2:00 p.m. on the date of the proposed Swingline Borrowing (1) directing the Swingline Lender not to make such Swingline Loan as a result of the limitations set forth in the first proviso to the first sentence of Section 2.04(a), or (2) that one or more of the applicable conditions specified in Article IV is not then satisfied, then, subject to the terms and conditions hereof, the Swingline Lender may, make the amount of its Swingline Loan available to the Borrower at its office by crediting the account of the Borrower on the books of the Swingline Lender in immediately available funds. (ii) In order to facilitate the borrowing of Swingline Loans, the Borrower and the Swingline Lender may mutually agree to, and are hereby authorized to, enter into an 47Â Â Autoborrow Agreement in form and substance satisfactory to the Administrative Agent and the Swingline Lender (the â€œAutoborrow Agreementâ€) providing for the automatic advance by the Swingline Lender of Swingline Loans under the conditions set forth in such agreement, which shall be in addition to the conditions set forth herein. At any time an Autoborrow Agreement is in effect, the requirements for Swingline Borrowings set forth in the immediately preceding paragraph shall not apply, and all Swingline Borrowings shall be made in accordance with the Autoborrow Agreement; provided that any automatic advance made by Bank of America in reliance of the Autoborrow Agreement shall be deemed a Swingline Loan as of the time such automatic advance is made notwithstanding any provision in the Autoborrow Agreement to the contrary. For purposes of determining the Total Revolving Outstandings at any time during which an Autoborrow Agreement is in effect (other than for purposes of calculating Commitment Fees), the Outstanding Amount of all Swingline Loans shall be deemed to be the amount of the Swingline Sublimit. For purposes of any Swingline Borrowing pursuant to the Autoborrow Agreement, all references to Bank of America in the Autoborrow Agreement shall be deemed to be a reference to Bank of America, in its capacity as Swingline Lender hereunder. (c) Refinancing of Swingline Loans. (i) The Swingline Lender at any time in its sole and absolute discretion may request, on behalf of the Borrower (which hereby irrevocably authorizes the Swingline Lender to so request on its behalf), that each Revolving Lender make a in an amount equal to such Lenderâ€™s Applicable Revolving Percentage of the amount of Swingline Loans then outstanding. Such request shall be made in writing (which written request shall be deemed to be a Loan Notice for purposes hereof) and in accordance with the requirements of Section 2.02, without regard to the minimum and multiples specified therein for the principal amount of Base Rate Loans, but subject to the unutilized portion of the Revolving Facility and the conditions set forth in Section 4.02. The Swingline Lender shall furnish the Borrower with a copy of the applicable Loan Notice promptly after delivering such notice to the Administrative Agent. Each Revolving Lender shall make an amount equal to its Applicable Revolving Percentage of the amount specified in such Loan Notice available to the Administrative Agent in immediately available funds for the account of the Swingline Lender at the Administrative Agentâ€™s Office not later than 1:00 p.m. on the day specified in such Loan Notice, whereupon, subject to Section 2.04(c)(ii), each Revolving Lender that so makes funds available shall be deemed to have made a Base Rate Loan to the Borrower in such amount. The Administrative Agent shall remit the funds so received to the Swingline Lender. (ii) Notwithstanding anything to the contrary in the foregoing, if for any reason any Swingline Loan cannot be refinanced by such a Revolving Borrowing in accordance with Section 2.04(c)(i) (including, without limitation, the failure to satisfy the conditions set forth in Section 4.02), the request for Base Rate Loans submitted by the Swingline Lender as set forth herein shall be deemed to be a request by the Swingline Lender that each of the Revolving Lenders fund its risk participation in the relevant Swingline Loan and each Revolving Lenderâ€™s payment to the Administrative Agent for the account of the Swingline Lender pursuant to Section 2.04(c)(i) shall be deemed payment in respect of such participation. (iii) If any Revolving Lender fails to make available to the Administrative Agent for the account of the Swingline Lender any amount required to be paid by such 48Â Â Lender pursuant to the foregoing provisions of this Section 2.04(c) by the time specified in Section 2.04(c)(i), the Swingline Lender shall be entitled to recover from such Lender (acting through the Administrative Agent), on demand, such amount with interest thereon for the period from the date such payment is required to the date on which such payment is immediately available to the Swingline Lender at a rate per annum equal to the greater of the Federal Funds Rate and a rate determined by the Swingline Lender in accordance with banking industry rules on interbank compensation, plus any administrative, processing or similar fees customarily charged by the Swingline Lender in connection with the foregoing. If such Lender pays such amount (with interest and fees as aforesaid), the amount so paid shall constitute such Lenderâ€™s Revolving Loan included in the relevant Revolving Borrowing or funded participation in the relevant Swingline Loan, as the case may be. A certificate of the Swingline Lender submitted to any Lender (through the Administrative Agent) with respect to any amounts owing under this clause (c)(iii) shall be conclusive absent demonstrable error. (iv) Each Revolving Lenderâ€™s obligation to make Revolving Loans or to purchase and fund risk participations in Swingline Loans pursuant to this Section 2.04(c) shall be absolute and unconditional and shall not be affected by any circumstance, including (A) any setoff, counterclaim, recoupment, defense or other right which such Lender may have against the Swingline Lender, the Borrower or any other Person for any reason whatsoever, (B) the occurrence or continuance of a Default or (C) any other occurrence, event or condition, whether or not similar to any of the foregoing; provided, however, that each Revolving Lenderâ€™s obligation to make Revolving Loans pursuant to this Section 2.04(c) is subject to the conditions set forth in Section 4.02 (other than delivery by the Borrower of a Loan Notice). No such funding of risk participations shall relieve or otherwise impair the obligation of the Borrower to repay Swingline Loans, together with interest as provided herein. (d) Repayment of Participations. (i) At any time after any Revolving Lender has purchased and funded a risk participation in a Swingline Loan, if the Swingline Lender receives any payment on account of such Swingline Loan, the Swingline Lender will distribute to such Revolving Lender its Applicable Revolving Percentage thereof in the same funds as those received by the Swingline Lender. (ii) If any payment received by the Swingline Lender in respect of principal or interest on any Swingline Loan is required to be returned by the Swingline Lender under any of the circumstances described in Section 11.05 (including pursuant to any settlement entered into by the Swingline Lender in its discretion), each Revolving Lender shall pay to the Swingline Lender its Applicable Revolving Percentage thereof on demand of the Administrative Agent, plus interest thereon from the date of such demand to the date such amount is returned, at a rate per annum equal to the Federal Funds Rate. The Administrative Agent will make such demand upon the request of the Swingline Lender. The obligations of the Lenders under this clause shall survive the payment in full of the Obligations and the termination of this Agreement. (e) Interest for Account of Swingline Lender. The Swingline Lender shall be responsible for invoicing the Borrower for interest on the Swingline Loans. Until each Revolving Lender funds its Base Rate Loan or risk participation pursuant to this Section 2.04 to refinance such 49Â Â Revolving Lenderâ€™s Applicable Revolving Percentage of any Swingline Loan, interest in respect of such Applicable Revolving Percentage shall be solely for the account of the Swingline Lender. (f) Payments Directly to Swingline Lender. The Borrower shall make all payments of principal and interest in respect of the Swingline Loans directly to the Swingline Lender. 2.05 Prepayments. (a) Optional. (i) The Borrower may, upon notice to the Administrative Agent pursuant to delivery to the Administrative Agent of a Notice of Loan Prepayment, at any time or from time to time voluntarily prepay Revolving Loans in whole or in part without premium or penalty subject to Section 3.05; provided that, unless otherwise agreed by the Administrative Agent, (A) such notice must be received by the Administrative Agent not later than 11:00 a.m. (1) three (3) Business Days prior to any date of prepayment of Term SOFR Loans and (2) on the date of prepayment of SOFR Daily Floating Rate Loans or Base Rate Loans; (B) any prepayment of Term SOFR Loans shall be in a principal amount of $2,500,000 or a whole multiple of $1,000,000 in excess thereof; and (C) any prepayment of SOFR Daily Floating Rate Loans or Base Rate Loans shall be in a principal amount of $500,000 or a whole multiple of $100,000 in excess thereof, or, in each case, if less, the entire principal amount thereof then outstanding. Each such notice shall specify the date and amount of such prepayment and the Type(s) of Loans to be prepaid and, if Term SOFR Loans are to be prepaid, the Interest Period(s) of such Loans. The Administrative Agent will promptly notify each Lender of its receipt of each such notice, and of the amount of such Lenderâ€™s ratable portion of such prepayment (based on such Lenderâ€™s Applicable Percentage). If such notice is given by the Borrower, the Borrower shall make such prepayment and the payment amount specified in such notice shall be due and payable on the date specified therein. Any prepayment of any Term SOFR Loan shall be accompanied by all accrued interest on the amount prepaid, together with any additional amounts required pursuant to Section 3.05. Subject to Section 2.15, such prepayments shall be paid to the Lenders in accordance with their respective Applicable Percentages. (ii) At any time the Autoborrow Agreement is not in effect, the Borrower may, upon notice to the Swingline Lender pursuant to delivery to the Swingline Lender of a Notice of Loan Prepayment (with a copy to the Administrative Agent), at any time or from time to time, voluntarily prepay Swingline Loans in whole or in part without premium or penalty; provided that, unless otherwise agreed by the Swingline Lender, (A) such notice must be received by the Swingline Lender and the Administrative Agent not later than 1:00 p.m. on the date of the prepayment, and (B) any such prepayment shall be in a minimum principal amount of $100,000 or a whole multiple of $100,000 in excess hereof (or, if less, the entire principal thereof then outstanding). Each such notice shall specify the date and amount of such prepayment. If such notice is given by the Borrower, the Borrower shall make such prepayment and the payment amount specified in such notice shall be due and payable on the date specified therein. (b) Mandatory. (i) Revolving Outstandings. If for any reason the Total Revolving Outstandings at any time exceed the Revolving Facility at such time, the Borrower shall immediately prepay Revolving Loans, Swingline Loans and L/C Borrowings and/or Cash 50Â Â Collateralize the L/C Obligations in an aggregate amount equal to such excess; provided, however, that the Borrower shall not be required to Cash Collateralize the L/C Obligations pursuant to this Section 2.05(b) unless, after the prepayment of the Revolving Loans and Swingline Loans, the Total Revolving Outstandings exceed the Revolving Facility at such time. (ii) Application of Other Payments. Except as otherwise provided in Section 2.15, prepayments of the Revolving Facility made pursuant to this Section 2.05(b), first, shall be applied ratably to the L/C Borrowings and the Swingline Loans, second, shall be applied to the outstanding Revolving Loans, and, third, shall be used to Cash Collateralize the remaining L/C Obligations. Upon the drawing of any Letter of Credit that has been Cash Collateralized, the funds held as Cash Collateral shall be applied (without any further action by or notice to or from the Borrower or any other Loan Party or any Defaulting Lender that has provided Cash Collateral) to reimburse the L/C Issuer or the Revolving Lenders, as applicable. Within the parameters of the applications set forth above, prepayments pursuant to this Section 2.05(b) shall be applied first to Base Rate Loans, then to SOFR Daily Floating Rate Loans and then to Term SOFR Loans in direct order of Interest Period maturities. All prepayments under this Section 2.05(b) shall be subject to Section 3.05, but otherwise without premium or penalty, and shall be accompanied by interest on the principal amount prepaid through the date of prepayment. 2.06 Termination or Reduction of Commitments. (a) Optional. The Borrower may, upon notice to the Administrative Agent, terminate the Revolving Facility, the Letter of Credit Sublimit or the Swingline Sublimit, or from time to time permanently reduce the Revolving Facility, the Letter of Credit Sublimit or the Swingline Sublimit; provided that (i) any such notice shall be received by the Administrative Agent not later than 11:00 a.m. five (5) Business Days prior to the date of termination or reduction, (ii) any such partial reduction shall be in an aggregate amount of $10,000,000 or any whole multiple of $1,000,000 in excess thereof and (iii) the Borrower shall not terminate or reduce (A) the Revolving Facility if, after giving effect thereto and to any concurrent prepayments hereunder, the Total Revolving Outstandings would exceed the Revolving Facility, (B) the Letter of Credit Sublimit if, after giving effect thereto, the Outstanding Amount of L/C Obligations not fully Cash Collateralized hereunder would exceed the Letter of Credit Sublimit, or (C) the Swingline Sublimit if, after giving effect thereto and to any concurrent prepayments hereunder, the Outstanding Amount of Swingline Loans would exceed the Letter of Credit Sublimit. (b) Application of Commitment Reductions; Payment of Fees. The Administrative Agent will promptly notify the Lenders of any termination or reduction of the Letter of Credit Sublimit, Swingline Sublimit or the Revolving Commitment under this Section 2.06. Upon any reduction of the Revolving Commitments, the Revolving Commitment of each Revolving Lender shall be reduced by such Lenderâ€™s Applicable Revolving Percentage of such Reduction Amount. All fees in respect of the Revolving Facility accrued until the effective date of any termination of the Revolving Facility shall be paid on the effective date of such termination. 2.07 Repayment of Loans. (a) Revolving Loans. The Borrower shall repay to the Revolving Lenders on the Maturity Date for the Revolving Facility the aggregate principal amount of all Revolving Loans outstanding on such date. 51Â Â (b) Swingline Loans. At any time the Autoborrow Agreement is in effect, the Swingline Loans shall be repaid in accordance with the terms of the Autoborrow Agreement. At any time the Autoborrow Agreement is not in effect, the Borrower shall repay each Swingline Loan on the earlier to occur of (i) the date ten (10) Business Days after such Loan is made and (ii) the Maturity Date for the Revolving Facility. 2.08 Interest and Default Rate. (a) Interest. Subject to the provisions of Section 2.08(b), (i) each Term SOFR Loan shall bear interest on the outstanding principal amount thereof for each Interest Period from the applicable Borrowing date at a rate per annum equal to Term SOFR for such Interest Period plus the Applicable Rate; (ii) each SOFR Daily Floating Rate Loan shall bear interest on the outstanding principal amount thereof from the applicable borrowing date at a rate per annum equal to the SOFR Daily Floating Rate plus the Applicable Rate, (iii) each Base Rate Loan shall bear interest on the outstanding principal amount thereof from the applicable Borrowing date at a rate per annum equal to the Base Rate plus the Applicable Rate; and (iv) each Swingline Loan shall bear interest on the outstanding principal amount thereof from the applicable Borrowing date at a rate per annum equal to the SOFR Daily Floating Rate plus the Applicable Rate, or, if an Autoborrow Agreement is in effect, at a rate per annum provided by the Swingline Lender. To the extent that any calculation of interest or any fee required to be paid under this Agreement shall be based on (or result in) a calculation that is less than zero, such calculation shall be deemed zero for purposes of this Agreement. (b) Default Rate. (i) If any amount of principal of any Loan is not paid when due (without regard to any applicable grace periods), whether at stated maturity, by acceleration or otherwise, such amount shall thereafter bear interest at a fluctuating interest rate per annum at all times equal to the Default Rate to the

fullest extent permitted by Applicable Laws. (ii) If any amount (other than principal of any Loan) payable by the Borrower under any Loan Document is not paid when due (without regard to any applicable grace periods), whether at stated maturity, by acceleration or otherwise, then upon the request of the Required Lenders such amount shall thereafter bear interest at a fluctuating interest rate per annum at all times equal to the Default Rate to the fullest extent permitted by Applicable Laws. (iii) Upon the request of the Required Lenders, while any Event of Default exists (including a payment default), all outstanding Obligations (including Letter of Credit Fees) may accrue at a fluctuating interest rate per annum at all times equal to the Default Rate to the fullest extent permitted by Applicable Laws. (iv) Accrued and unpaid interest on past due amounts (including interest on past due interest) shall be due and payable upon demand. (c) Interest Payments. Interest on each Loan shall be due and payable in arrears on each Interest Payment Date applicable thereto and at such other times as may be specified herein. Interest hereunder shall be due and payable in accordance with the terms hereof before and after judgment, and before and after the commencement of any proceeding under any Debtor Relief Law. 52Â Â 2.09 Fees. In addition to certain fees described in clauses (m), (n) and (p) of Section 2.03: (a) Commitment Fee. The Borrower shall pay to the Administrative Agent for the account of each Revolving Lender in accordance with its Applicable Revolving Percentage, a commitment fee (the â€œCommitment Feeâ€) equal to the Applicable Rate times the actual daily amount by which the Revolving Facility exceeds the sum of (i) the Outstanding Amount of Revolving Loans and (ii) the Outstanding Amount of L/C Obligations, subject to adjustment as provided in Section 2.15. For the avoidance of doubt, the Outstanding Amount of Swingline Loans shall not be counted towards or considered usage of the Revolving Facility for purposes of determining the Commitment Fee. The Commitment Fee shall be payable quarterly in arrears on the last Business Day of each March, June, September and December and the Maturity Date. (b) Other Fees. (i) The Borrower shall pay to the Administrative Agent for its own account fees in the amounts and at the times specified in the Fee Letter. Such fees shall be fully earned when paid and shall not be refundable for any reason whatsoever. (ii) The Borrower shall pay to the Lenders such fees as shall have been separately agreed upon in writing in the amounts and at the times so specified. Such fees shall be fully earned when paid and shall not be refundable for any reason whatsoever. 2.10 Computation of Interest and Fees; Retroactive Adjustments of Applicable Rate. (a) Computation of Interest and Fees. All computations of interest for Base Rate Loans (including Base Rate Loans determined by reference to Term SOFR) shall be made on the basis of a year of 365 or 366 days, as the case may be, and actual days elapsed. All other computations of fees and interest shall be made on the basis of a three hundred sixty (360) day year and actual days elapsed (which results in more fees or interest, as applicable, being paid than if computed on the basis of a 365 day year). Interest shall accrue on each Loan for the day on which the Loan is made, and shall not accrue on a Loan, or any portion thereof, for the day on which the Loan or such portion is paid, provided that any Loan that is repaid on the same day on which it is made shall, subject to Section 2.12(a), bear interest for one (1) day. Each determination by the Administrative Agent of an interest rate or fee hereunder shall be conclusive and binding for all purposes, absent demonstrable error. (b) Financial Statement Adjustments or Restatements. If, as a result of any restatement of or other adjustment to the financial statements of the Borrower and its Subsidiaries or for any other reason, the Borrower, or the Lenders determine that (i) the Consolidated Leverage Ratio as calculated by the Borrower as of any applicable date was inaccurate and (ii) a proper calculation of the Consolidated Leverage Ratio would have resulted in higher pricing for such period, the Borrower shall immediately and retroactively be obligated to pay to the Administrative Agent for the account of the applicable Lenders or the L/C Issuer, as the case may be, promptly on demand by the Administrative Agent (or, after the occurrence of an actual or deemed entry of an order for relief with respect to the Borrower under the Bankruptcy Code of the United States, automatically and without further action by the Administrative Agent, any Lender or the L/C Issuer), an amount 53Â Â equal to the excess of the amount of interest and fees that should have been paid for such period over the amount of interest and fees actually paid for such period. This clause (b) shall not limit the rights of the Administrative Agent, any Lender or the L/C Issuer, as the case may be, under any provision of this Agreement to payment of any Obligations hereunder at the Default Rate or under Article VIII. The Borrowerâ€™s obligations under this clause (b) shall survive the termination of the Aggregate Commitments and the repayment of all other Obligations hereunder. 2.11 Evidence of Debt. (a) Maintenance of Accounts. The Credit Extensions made by each Lender shall be evidenced by one or more accounts or records maintained by such Lender in the ordinary course of business. The Administrative Agent shall maintain the Register in accordance with Section 11.06(c). The accounts or records maintained by each Lender shall be conclusive absent demonstrable error of the amount of the Credit Extensions made by the Lenders to the Borrower and the interest and payments thereon. Any failure to so record or any error in doing so shall not, however, limit or otherwise affect the obligation of the Borrower hereunder to pay any amount owing with respect to the Obligations. In the event of any conflict between the accounts and records maintained by any Lender and the Register, the Register shall control in the absence of demonstrable error. Upon the request of any Lender made through the Administrative Agent, the Borrower shall execute and deliver to such Lender (through the Administrative Agent) a Note, which shall evidence such Lenderâ€™s Loans in addition to such accounts or records. Each Lender may attach schedules to its Note and endorse thereon the date, Type (if applicable), amount and maturity of its Loans and payments with respect thereto. (b) Maintenance of Records. In addition to the accounts and records referred to in Section 2.11(a), each Lender and the Administrative Agent shall maintain in accordance with its usual practice accounts or records evidencing the purchases and sales by such Lender of participations in Letters of Credit and Swingline Loans. In the event of any conflict between the accounts and records maintained by the Administrative Agent and the accounts and records of any Lender in respect of such matters, the accounts and records of the Administrative Agent shall control in the absence of demonstrable error. 2.12 Payments Generally; Administrative Agentâ€™s Clawback. (a) General. All payments to be made by the Borrower shall be made free and clear of and without condition or deduction for any counterclaim, defense, recoupment or setoff. Except as otherwise expressly provided herein, all payments by the Borrower hereunder shall be made to the Administrative Agent, for the account of the respective Lenders to which such payment is owed, at the Administrative Agentâ€™s Office in Dollars and in immediately available funds not later than 2:00 p.m. on the date specified herein. The Administrative Agent will promptly distribute to each Lender its Applicable Percentage in respect of the relevant Facility (or other applicable share as provided herein) of such payment in like funds as received by wire transfer to such Lenderâ€™s Lending Office. All payments received by the Administrative Agent after 2:00 p.m. shall be deemed received on the next succeeding Business Day and any applicable interest or fee shall continue to accrue. Subject to Section 2.07(a) and as otherwise specifically provided for in this Agreement, if any payment to be made by the Borrower shall come due on a day other than a Business Day, payment shall be made on the next following Business Day, and such extension of time shall be reflected in computing interest or fees, as the case may be. (b) (i) Funding by Lenders; Presumption by Administrative Agent. Unless the Administrative Agent shall have received notice from a Lender prior to the proposed date of any 54Â Â Borrowing of Term SOFR Loans (or, in the case of any Borrowing of Base Rate Loans or SFOR Daily Floating Rate Loans, prior to 12:00 noon on the date of such Borrowing) that such Lender will not make available to the Administrative Agent such Lenderâ€™s share of such Borrowing, the Administrative Agent may assume that such Lender has made such share available on such date in accordance with Section 2.02 (or, in the case of a Borrowing of Base Rate Loans or SOFR Daily Floating Rate Loans, that such Lender has made such share available in accordance with and at the time required by Section 2.02) and may, in reliance upon such assumption, make available to the Borrower a corresponding amount. In such event, if a Lender has not in fact made its share of the applicable Borrowing available to the Administrative Agent, then the applicable Lender and the Borrower severally agree to pay to the Administrative Agent forthwith on demand such corresponding amount in immediately available funds with interest thereon, for each day from and including the date such amount is made available to the Borrower to but excluding the date of payment to the Administrative Agent, at (A) in the case of a payment to be made by such Lender, the greater of the Federal Funds Rate and a rate determined by the Administrative Agent in accordance with banking industry rules on interbank compensation, plus any administrative, processing or similar fees customarily charged by the Administrative Agent in connection with the foregoing, and (B) in the case of a payment to be made by the Borrower, the interest rate applicable to Base Rate Loans. If the Borrower and such Lender shall pay such interest to the Administrative Agent for the same or an overlapping period, the Administrative Agent shall promptly remit to the Borrower the amount of such interest paid by the Borrower for such period. If such Lender pays its share of the applicable Borrowing to the Administrative Agent, then the amount so paid shall constitute such Lenderâ€™s Loan included in such Borrowing. Any payment by the Borrower shall be without prejudice to any claim the Borrower may have against a Lender that shall have failed to make such payment to the Administrative Agent. (ii) Payments by Borrower; Presumptions by Administrative Agent. Unless the Administrative Agent shall have received notice from the Borrower prior to the date on which any payment is due to the Administrative Agent for the account of the Lenders or the L/C Issuer hereunder that the Borrower will not make such payment, the Administrative Agent may assume that the Borrower has made such payment on such date in accordance herewith and may, in reliance upon such assumption, distribute to the Lenders or the L/C Issuer, as the case may be, the amount due. With respect to any payment that the Administrative Agent makes for the account of the Lenders or the L/C Issuer hereunder as to which the Administrative Agent determines (which determination shall be conclusive absent demonstrable error) that any of the following applies (such payment referred to as the â€œRescindable Amountâ€): (1) the Borrower has not in fact made such payment; (2) the Administrative Agent has made a payment in excess of the amount so paid by the Borrower (whether or not then owed); or (3) the Administrative Agent has for any reason otherwise erroneously made such payment; then each of the Lenders or the L/C Issuer, as the case may be, severally agrees to repay to the Administrative Agent forthwith on demand the Rescindable Amount so distributed to such Lender or the L/C Issuer, in immediately available funds with interest thereon, for each day from and including the date such amount is distributed to it to but excluding the date of payment to the Administrative Agent, at the greater of the Federal Funds Rate and a rate determined by the Administrative Agent in accordance with banking industry rules on interbank compensation. A notice of the Administrative Agent to any Lender or the Borrower with respect to any amount owing under this clause (b) shall be conclusive, absent demonstrable error. (c) Failure to Satisfy Conditions Precedent. If any Lender makes available to the Administrative Agent funds for any Loan to be made by such Lender as provided in the foregoing provisions of this Article II, and such funds are not made available to the Borrower by the 55Â Â Administrative Agent because the conditions to the applicable Credit Extension set forth in Article IV are not satisfied or waived in accordance with the terms hereof, the Administrative Agent shall return such funds (in like funds as received from such Lender) to such Lender, without interest. (d) Obligations of Lenders Several. The obligations of the Lenders hereunder to make Revolving Loans, to fund participations in Letters of Credit and Swingline Loans and to make payments pursuant to Section 11.04(c) are several and not joint. The failure of any Lender to make any Loan, to fund any such participation or to make any payment under Section 11.04(c) on any date required hereunder shall not relieve any other Lender of its corresponding obligation to do so on such date, and no Lender shall be responsible for the failure of any other Lender to so make its Loan, to purchase its participation or to make its payment under Section 11.04(c). (e) Funding Source. Nothing herein shall be deemed to obligate any Lender to obtain the funds for any Loan in any particular place or manner or to constitute a representation by any Lender that it has obtained or will obtain the funds for any Loan in any particular place or manner. (f) Pro Rata Treatment. Except to the extent otherwise provided herein: (i) each Borrowing (other than Swingline Borrowings) shall be made from the Lenders, each payment of fees under Section 2.09 and clauses (m), (n) and (p) of Section 2.03 shall be made for account of the Lenders, and each termination or reduction of the amount of the Commitments shall be applied to the respective Commitments of the Lenders, pro rata according to the amounts of their respective Commitments; (ii) each Borrowing shall be allocated pro rata among the Lenders according to the amounts of their respective Commitments (in the case of the making of Revolving Loans) or their respective Loans that are to be included in such Borrowing (in the case of conversions and continuations of Loans); (iii) each payment or prepayment of principal of Loans by the Borrower shall be made for account of the Lenders pro rata in accordance with the respective unpaid principal amounts of the Loans held by them; and (iv) each payment of interest on Loans by the Borrower shall be made for account of the Lenders pro rata in accordance with the amounts of interest on such Loans then due and payable to the respective Lenders. (g) Insufficient Funds. If at any time insufficient funds are received by and available to the Administrative Agent to pay fully all amounts of principal, L/C Borrowings, interest and fees then due hereunder, such funds shall be applied (i) first, toward payment of interest and fees then due hereunder, ratably among the parties entitled thereto in accordance with the amounts of interest and fees then due to such parties, and (ii) second, toward payment of principal and L/C Borrowings then due hereunder, ratably among the parties entitled thereto in accordance with the amounts of principal and L/C Borrowings then due to such parties. 2.13 Sharing of Payments by Lenders. If any Lender shall, by exercising any right of setoff or counterclaim or otherwise, obtain payment in respect of (a) Obligations in respect of any of the Facilities due and payable to such Lender hereunder and under the other Loan Documents at such time in excess of its ratable share (according to the proportion of (i) the amount of such Obligations due and payable to such Lender at such time to (ii) the aggregate amount of the Obligations in respect of the Facilities due and payable to all Lenders hereunder and under the other Loan Documents at such time) of payments on account of the Obligations in respect of the Facilities due and payable to all Lenders hereunder and under the other Loan Documents at such time obtained by all the Lenders at such time or (b) Obligations in respect of any of the Facilities owing (but not due and payable) to such Lender hereunder and under the other Loan Documents at such time in excess of its ratable share (according to the proportion of (i) the amount of such Obligations owing (but not due and payable) to such Lender at such time to (ii) the aggregate amount of the Obligations in respect of the 56Â Â Facilities owing (but not due and payable) to all Lenders hereunder and under the other Loan Documents at such time) of payments on account of the Obligations in respect of the Facilities owing (but not due and payable) to all Lenders hereunder and under the other Loan Documents at such time obtained by all of the Lenders at such time, then, in each case under clauses (a) and (b) above, the Lender receiving such greater proportion shall (A) notify the Administrative Agent of such fact, and (B) purchase (for cash at face value) participations in the Loans and sub-participations in L/C Obligations and Swingline Loans of the other Lenders, or make such other adjustments as shall be equitable, so that the benefit of all such payments shall be shared by the Lenders ratably in accordance with the aggregate amount of Obligations in respect of the Facilities then due and payable to the Lenders or owing (but not due and payable) to the Lenders, as the case may be, provided that: (i) if any such participations or sub-participations are purchased and all or any portion of the payment giving rise thereto is recovered, such participations or sub-participations shall be rescinded and the purchase price restored to the extent of such recovery, without interest; and (ii) the provisions of this Section 2.13 shall not be construed to apply to (A) any payment made by or on behalf of the Borrower pursuant to and in accordance with the express terms of this Agreement (including the application of funds arising from the existence of a Defaulting Lender or a Disqualified Institution), (B) the application of Cash Collateral provided for in Section 2.14, or (C) any payment obtained by a Lender as consideration for the assignment of or sale of a participation in any of its Loans or sub-participations in L/C Obligations or Swingline Loans to any assignee or participant, other than an assignment to any Loan Party or any Affiliate thereof (as to which the provisions of this Section 2.13 shall apply). Each Loan Party consents to the foregoing and agrees, to the extent it may effectively do so under Applicable Law, that any Lender acquiring a participation pursuant to the foregoing arrangements may exercise against such Loan Party rights of setoff and counterclaim with respect to such participation as fully as if such Lender were a direct creditor of such Loan Party in the amount of such participation. 2.14 Cash Collateral. (a) Obligation to Cash Collateralize. At any time there shall exist a Defaulting Lender, within one Business Day following the written request of the Administrative Agent or the L/C Issuer (with a copy to the Administrative Agent), the Borrower shall Cash Collateralize the L/C Issuerâ€˜s] Fronting Exposure with respect to such Defaulting Lender (determined after giving effect to Section 2.15(a)(iv) and any Cash Collateral provided by such Defaulting Lender) in an amount not less than the Minimum Collateral Amount. (b) Grant of Security Interest. The Borrower, and to the extent provided by any Defaulting Lender, such Defaulting Lender, hereby grants to (and subjects to the control of) the Administrative Agent, for the benefit of the Administrative Agent, the L/C Issuer and the Lenders, and agrees to maintain, a first priority security interest in all such cash, deposit accounts and all balances therein, and all other property so provided as Collateral pursuant hereto, and in all proceeds of the foregoing, all as security for the obligations to which such Cash Collateral may be applied pursuant to Section 2.14(c). If at any time the Administrative Agent determines that Cash Collateral is subject to any right or claim of any Person other than the Administrative Agent or the L/C Issuer as herein provided, or that the total amount of such Cash Collateral is less than the Minimum Collateral Amount, the Borrower will, promptly upon demand by the Administrative Agent, pay or provide to the Administrative Agent additional Cash Collateral in an amount sufficient to eliminate such deficiency (determined in the case of Cash Collateral provided pursuant to Section 2.15(a)(v), after giving effect to Section 2.15(a)(v) and any Cash Collateral provided by 57Â Â the Defaulting Lender). All Cash Collateral (other than credit support not constituting funds subject to deposit) shall be maintained in blocked, non-interest bearing deposit accounts at Bank of America. The Borrower shall pay on demand therefor from time to time all customary account opening, activity and other administrative fees and charges in connection with the maintenance and disbursement of Cash Collateral. (c) Application. Notwithstanding anything to the contrary contained in this Agreement, Cash Collateral provided under any of this Section 2.14 or Sections 2.03, 2.05, 2.15 or 8.02 in respect of Letters of Credit shall be held and applied to the satisfaction of the specific L/C Obligations, obligations to fund participations therein (including, as to Cash Collateral provided by a Revolving Lender that is a Defaulting Lender, any interest accrued on such obligation) and other obligations for which the Cash Collateral was so provided, prior to any other application of such property as may be provided for herein. (d) Release. Cash

Collateral (or the appropriate portion thereof) provided to reduce Fronting Exposure or to secure other obligations shall be released promptly following (i) the elimination of the applicable Fronting Exposure or other obligations giving rise thereto (including by the termination of Defaulting Lender status of the applicable Revolving Lender (or, as appropriate, its assignee following compliance with Section 11.06(b)(vi))) or (ii) the determination by the Administrative Agent and the L/C Issuer that there exists excess Cash Collateral; provided, however, (A) any such release shall be without prejudice to, and any disbursement or other transfer of Cash Collateral shall be and remain subject to, any other Lien conferred under the Loan Documents and the other applicable provisions of the Loan Documents, and (B) the Person providing Cash Collateral and the L/C Issuer may agree that Cash Collateral shall not be released but instead held to support future anticipated Fronting Exposure or other obligations. 2.15 Defaulting Lenders. (a) Adjustments. Notwithstanding anything to the contrary contained in this Agreement, if any Lender becomes a Defaulting Lender, then, until such time as that Lender is no longer a Defaulting Lender, to the extent permitted by Applicable Law: (i) Waivers and Amendments. Such Defaulting Lenderâ€™s right to approve or disapprove any amendment, waiver or consent with respect to this Agreement shall be restricted as set forth in the definition of â€œRequired Lendersâ€ and Section 11.01. (ii) Defaulting Lender Waterfall. Any payment of principal, interest, fees or other amounts received by the Administrative Agent for the account of such Defaulting Lender (whether voluntary or mandatory, at maturity, pursuant to Article VIII or otherwise) or received by the Administrative Agent from a Defaulting Lender pursuant to Section 11.08 shall be applied at such time or times as may be determined by the Administrative Agent as follows: first, to the payment of any amounts owing by such Defaulting Lender to the Administrative Agent hereunder; second, to the payment on a pro rata basis of any amounts owing by such Defaulting Lender to the L/C Issuer or the Swingline Lender hereunder; third, to Cash Collateralize the L/C Issuerâ€™s Fronting Exposure with respect to such Defaulting Lender in accordance with Section 2.14; fourth, as the Borrower may request (so long as no Default or Event of Default exists), to the funding of any Loan in respect of which such Defaulting Lender has failed to fund its portion thereof as required by this Agreement, as determined by the Administrative Agent; fifth, if so determined by the Administrative Agent and the Borrower, to be held in a deposit account and released pro rata in order to (A) satisfy such Defaulting Lenderâ€™s potential future funding 58Â Â obligations with respect to Loans under this Agreement and (B) Cash Collateralize the L/C Issuerâ€™s future Fronting Exposure with respect to such Defaulting Lender with respect to future Letters of Credit issued under this Agreement, in accordance with Section 2.14; sixth, to the payment of any amounts owing to the Lenders, the L/C Issuer or Swingline Lender as a result of any judgment of a court of competent jurisdiction obtained by any Lender, the L/C Issuer or the Swingline Lender against such Defaulting Lender as a result of such Defaulting Lenderâ€™s breach of its obligations under this Agreement; seventh, so long as no Default or Event of Default exists, to the payment of any amounts owing to the Borrower as a result of any judgment of a court of competent jurisdiction obtained by the Borrower against such Defaulting Lender as a result of such Defaulting Lenderâ€™s breach of its obligations under this Agreement; and eighth, to such Defaulting Lender or as otherwise as may be required under the Loan Documents in connection with any Lien conferred thereunder or directed by a court of competent jurisdiction; provided that if (x) such payment is a payment of the principal amount of any Loans or L/C Borrowings in respect of which such Defaulting Lender has not fully funded its appropriate share, and (y) such Loans were made or the related Letters of Credit were issued at a time when the conditions set forth in Section 4.02 were satisfied or waived, such payment shall be applied solely to pay the Loans of, and L/C Obligations owed to, all Non-Defaulting Lenders on a pro rata basis prior to being applied to the payment of any Loans of, or L/C Obligations owed to, such Defaulting Lender until such time as all Loans and funded and unfunded participations in L/C Obligations and Swingline Loans are held by the Lenders pro rata in accordance with the Commitments hereunder without giving effect to Section 2.15(a)(v). Any payments, prepayments or other amounts paid or payable to a Defaulting Lender that are applied (or held) to pay amounts owed by a Defaulting Lender or to post Cash Collateral pursuant to this Section 2.15(a)(ii) shall be deemed paid to and redirected by such Defaulting Lender, and each Lender irrevocably consents hereto. (iii) Certain Fees. (A) Fees: No Defaulting Lender shall be entitled to receive any fee payable under Section 2.09(a) for any period during which that Lender is a Defaulting Lender (and the Borrower shall not be required to pay any such fee that otherwise would have been required to have been paid to that Defaulting Lender). (B) Letter of Credit Fees. Each Defaulting Lender shall be entitled to receive Letter of Credit Fees for any period during which that Lender is a Defaulting Lender only to the extent allocable to its Applicable Revolving Percentage of the stated amount of Letters of Credit for which it has provided Cash Collateral pursuant to Section 2.14. (C) Defaulting Lender Fees. With respect to any fee payable under Section 2.09(a) any Letter of Credit Fee not required to be paid to any Defaulting Lender pursuant to clause (A) or (B) above, the Borrower shall (1) pay to each Non-Defaulting Lender that portion of any such fee otherwise payable to such Defaulting Lender with respect to such Defaulting Lenderâ€™s participation in L/C Obligations or Swingline Loans that has been reallocated to such Non-Defaulting Lender pursuant to clause (iv) below, (2) pay to the L/C Issuer and the Swingline Lender, as applicable, the amount of any such fee otherwise payable to such Defaulting Lender to the extent allocable to such L/C Issuerâ€™s or Swingline Lenderâ€™s Fronting Exposure to such Defaulting Lender, and (3) not be required to pay the remaining amount of any such fee. 59Â Â (iv) Reallocation of Applicable Revolving Percentages to Reduce Fronting Exposure. All or any part of such Defaulting Lenderâ€™s participation in L/C Obligations and Swingline Loans shall be reallocated among the Non-Defaulting Lenders in accordance with their respective Applicable Revolving Percentages (calculated without regard to such Defaulting Lenderâ€™s Commitment) but only to the extent that such reallocation does not cause the aggregate Revolving Exposure of any Non-Defaulting Lender to exceed such Non-Defaulting Lenderâ€™s Revolving Commitment. Subject to Section 11.20, no reallocation hereunder shall constitute a waiver or release of any claim of any party hereunder against a Defaulting Lender arising from that Lender having become a Defaulting Lender, including any claim of a Non-Defaulting Lender as a result of such Non-Defaulting Lenderâ€™s increased exposure following such reallocation. (v) Cash Collateral, Repayment of Swingline Loans. If the reallocation described in clause (a)(v) above cannot, or can only partially, be effected, the Borrower shall, without prejudice to any right or remedy available to it hereunder or under Applicable Law, (A) first, prepay Swingline Loans in an amount equal to the Swingline Lenderâ€™s Fronting Exposure and (B) second, Cash Collateralize the L/C Issuerâ€™s Fronting Exposure in accordance with the procedures set forth in Section 2.14. (b) Defaulting Lender Cure. If the Borrower, the Administrative Agent, the Swingline Lender and the L/C Issuer agree in writing that a Lender is no longer a Defaulting Lender, the Administrative Agent will so notify the parties hereto, whereupon as of the effective date specified in such notice and subject to any conditions set forth therein (which may include arrangements with respect to any Cash Collateral), that Lender will, to the extent applicable, purchase at par that portion of outstanding Loans of the other Lenders or take such other actions as the Administrative Agent may determine to be necessary to cause the Loans and funded and unfunded participations in Letters of Credit and Swingline Loans to be held pro rata by the Lenders in accordance with their Revolving Commitments (without giving effect to Section 2.15(a)(iv)), whereupon such Lender will cease to be a Defaulting Lender; provided that no adjustments will be made retroactively with respect to fees accrued or payments made by or on behalf of the Borrower while that Lender was a Defaulting Lender; and provided, further, that except to the extent otherwise expressly agreed by the affected parties, no change hereunder from Defaulting Lender to Lender will constitute a waiver or release of any claim of any party hereunder arising from that Lenderâ€™s having been a Defaulting Lender. (c) New Swingline Loans/Letters of Credit. So long as any Revolving Lender is a Defaulting Lender, (i) the Swingline Lender shall not be required to fund any Swingline Loans unless it is satisfied that it will have no Fronting Exposure after giving effect to such Swingline Loan and (ii) the L/C Issuer shall not be required to issue, extend, increase, reinstate or renew any letter of Credit unless it is satisfied that it will have no Fronting Exposure after giving effect thereto. 2.16 [Reserved]. 2.17 [Reserved]. 2.18 [Reserved]. 2.19 Increase in Revolving Facility. (a) Request for Increase. Provided there exists no Default, upon notice to the Administrative Agent (which shall promptly notify the Revolving Lenders), the Borrower may 60Â Â from time to time, request an increase in the Revolving Facility by an aggregate amount not exceeding $25,000,000 (an â€œIncremental Commitment Increaseâ€); provided that (i) any such request for an Incremental Commitment Increase shall be in a minimum amount of $5,000,000, and (ii) the Borrower may make a maximum of two (2) such requests and no more than one (1) per year. (b) Notification by Administrative Agent; Additional Revolving Lenders. The Administrative Agent shall notify the Borrower and each Revolving Lender of the Revolving Lendersâ€™ responses to each request made hereunder. To achieve the full amount of a requested increase, and subject to the approval of the Administrative Agent, the L/C Issuer and the Swingline Lender, the Borrower may also invite additional Eligible Assignees to become Revolving Lenders pursuant to a joinder agreement (â€œNew Revolving Lendersâ€) in form and substance satisfactory to the Administrative Agent and its counsel. (c) Effective Date and Allocations. If the Revolving Facility is increased in accordance with this Section 2.19, the Administrative Agent and the Borrower shall determine the effective date (the â€œRevolving Increase Effective Dateâ€) and the final allocation of such increase. The Administrative Agent shall promptly notify the Borrower and the Revolving Lenders and the New Revolving Lenders, if any, of the final allocation of such increase and the Revolving Increase Effective Date. (d) Conditions to Effectiveness of Increase. As a condition precedent to such increase, the Borrower shall deliver to the Administrative Agent a certificate of each Loan Party dated as of the Revolving Increase Effective Date (in sufficient copies for each Lender) signed by a Responsible Officer of such Loan Party (i) certifying and attaching the resolutions adopted by such Loan Party approving or consenting to such increase, and (ii) in the case of the Borrower, certifying that, before and after giving effect to such increase, (A) the representations and warranties contained in Article V and the other Loan Documents are true and correct, on and as of the Revolving Increase Effective Date, and except that for purposes of this Section 2.19, the representations and warranties contained in clauses (a) and (b) of Section 5.05 shall be deemed to refer to the most recent statements furnished pursuant to clauses (a) and (b), respectively, of Section 6.01, and (B) both before and after giving effect to the Incremental Commitment Increase, no Default exists. The Borrower shall deliver or cause to be delivered any other customary documents (including, without limitation, legal opinions) as reasonably requested by the Administrative Agent in connection with any Incremental Commitment Increase. The Borrower shall prepay any Revolving Loans outstanding on the Revolving Increase Effective Date (and pay any additional amounts required pursuant to Section 3.05) to the extent necessary to keep the outstanding Revolving Loans ratable with any revised Applicable Revolving Percentages arising from any nonratable increase in the Revolving Commitments under this Section 2.19. (e) Conflicting Provisions. This Section 2.19 shall supersede any provisions in Section 2.13 or 11.01 to the contrary. (f) Incremental Commitment Increase. Except as otherwise specifically set forth herein, all of the other terms and conditions applicable to such Incremental Commitment Increase shall be identical to the terms and conditions applicable to the Revolving Facility and such Incremental Commitment Increase shall be a part of, and not an addition to, the Revolving Facility. 61Â Â Article IIITAXES, YIELD PROTECTION AND ILLEGALITY 3.01 Taxes. (a) Defined Terms. For purposes of this Section 3.01, the term â€œApplicable Lawâ€ includes FATCA and the term â€œLenderâ€ includes any L/C Issuer. (b) Payments Free of Taxes; Obligation to Withhold; Payments on Account of Taxes. Any and all payments by or on account of any obligation of any Loan Party under any Loan Document shall be made without deduction or withholding for any Taxes, except as required by Applicable Laws. If any Applicable Laws (as determined in the good faith discretion of an applicable withholding agent) require the deduction or withholding of any Tax from any such payment by the applicable withholding agent, then the applicable withholding agent shall be entitled to make such deduction or withholding and shall timely pay the full amount deducted or withheld to the relevant Governmental Authority in accordance with Applicable Law and, if such Tax is an Indemnified Tax, then the sum payable by the applicable Loan Party shall be increased as necessary so that after any required withholding or the making of all required deductions (including deductions applicable to additional sums payable under this Section 3.01) the applicable Recipient receives an amount equal to the sum it would have received had no such withholding or deduction been made. (c) Payment of Other Taxes by the Loan Parties. The Loan Parties shall timely pay to the relevant Governmental Authority in accordance with Applicable Law, or at the option of the Administrative Agent timely reimburse it for the payment of, any Other Taxes. (d) Tax Indemnifications. (i) Each of the Loan Parties shall, and does hereby, jointly and severally indemnify each Recipient, and shall make payment in respect thereof within ten (10) days after demand therefor, for the full amount of any Indemnified Taxes (including Indemnified Taxes imposed or asserted on or attributable to amounts payable under this Section 3.01) payable or paid by such Recipient or required to be withheld or deducted from a payment to such Recipient, and any penalties, interest and reasonable expenses arising therefrom or with respect thereto, whether or not such Indemnified Taxes were correctly or legally imposed or asserted by the relevant Governmental Authority. A certificate as to the amount of such payment or liability delivered to the Borrower by a Lender (with a copy to the Administrative Agent), or by the Administrative Agent on its own behalf or on behalf of a Lender, shall be conclusive absent demonstrable error. Each of the Loan Parties shall also, and does hereby, jointly and severally indemnify the Administrative Agent, and shall make payment in respect thereof within ten (10) days after demand therefor, for any amount which a Lender for any reason fails to pay indefeasibly to the Administrative Agent as required pursuant to Section 3.01(c)(ii) below. (ii) Each Lender shall, and does hereby, severally indemnify and shall make payment in respect thereof within ten (10) days after demand therefor, (A) the Administrative Agent against any Indemnified Taxes attributable to such Lender (but only to the extent that any Loan Party has not already indemnified the Administrative Agent for such Indemnified Taxes and without limiting the obligation of the Loan Parties to do so), (B) the Administrative Agent and the Loan Parties, as applicable, against any Taxes 62Â Â attributable to such Lenderâ€™s failure to comply with the provisions of Section 11.06(d) relating to the maintenance of a Participant Register and (C) the Administrative Agent and the Loan Parties, as applicable, against any Excluded Taxes attributable to such Lender, in each case, that are payable or paid by the Administrative Agent or a Loan Party in connection with any Loan Document, and any reasonable expenses arising therefrom or with respect thereto, whether or not such Taxes were correctly or legally imposed or asserted by the relevant Governmental Authority. A certificate as to the amount of such payment or liability delivered to any Lender by the Administrative Agent shall be conclusive absent demonstrable error. Each Lender hereby authorizes the Administrative Agent to set off and apply any and all amounts at any time owing to such Lender under any Loan Document or otherwise payable by the Administrative Agent to the Lender from any other source against any amount due to the Administrative Agent under this clause (d)(ii). (e) Evidence of Payments. As soon as practicable after any payment of Taxes by any Loan Party to a Governmental Authority, as provided in this Section 3.01, the Borrower shall deliver to the Administrative Agent the original or a certified copy of a receipt issued by such Governmental Authority evidencing such payment, a copy of any return reporting such payment or other evidence of such payment reasonably satisfactory to the Administrative Agent. (f) Status of Lenders; Tax Documentation. (i) Any Lender that is entitled to an exemption from or reduction of withholding Tax with respect to payments made under any Loan Document shall deliver to the Borrower and the Administrative Agent, at the time or times reasonably requested by the Borrower or the Administrative Agent, such properly completed and executed documentation reasonably requested by the Borrower or the Administrative Agent as will permit such payments to be made without withholding or at a reduced rate of withholding. In addition, if reasonably requested by the Borrower or the Administrative Agent, shall deliver such other documentation prescribed by Applicable Law or reasonably requested by the Borrower or the Administrative Agent as will enable the Borrower or the Administrative Agent to determine whether or not such Lender is subject to backup withholding or information reporting requirements. Notwithstanding anything to the contrary in the preceding two sentences, the completion, execution and submission of such documentation (other than such documentation set forth in Section 3.01(e)(ii)(A), (ii)(B) and (ii)(D) below) shall not be required if in the Lenderâ€™s reasonable judgment such completion, execution or submission would subject such Lender to any material unreimbursed cost or expense or would materially prejudice the legal or commercial position of such Lender. (ii) Without limiting the generality of the foregoing, in the event that the Borrower is a U.S. Person, (A) any Lender that is a U.S. Person shall deliver to the Borrower and the Administrative Agent on or prior to the date on which such Lender becomes a Lender under this Agreement (and from time to time thereafter upon the reasonable request of the Borrower or the Administrative Agent), executed copies of IRS Form Wâ€“9 certifying that such Lender is exempt from U.S. federal backup withholding tax; (B) any Foreign Lender shall, to the extent it is legally entitled to do so, deliver to the Borrower and the Administrative Agent (in such number of copies 63Â Â as shall be requested by the recipient) on or prior to the date on which such Foreign Lender becomes a Lender under this Agreement (and from time to time thereafter upon the reasonable request of the Borrower or the Administrative Agent), whichever of the following is applicable: (1) in the case of a Foreign Lender claiming the benefits of an income tax treaty to which the United States is a party (x) with respect to payments of interest under any Loan Document, executed copies of IRS Form Wâ€“8BENâ€“E (or Wâ€“8BEN, as applicable) establishing an exemption from, or reduction of, U.S. federal withholding Tax pursuant to the â€œinterestâ€ article of such tax treaty and (y) with respect to any other applicable payments under any Loan Document, IRS Form Wâ€“8BENâ€“E (or Wâ€“8BEN, as applicable) establishing an exemption from, or reduction of, U.S. federal withholding Tax pursuant to the â€œbusiness profitsâ€ or â€œother incomeâ€ article of such tax treaty; (2) executed copies of IRS Form Wâ€“8ECI; (3) in the case of a Foreign Lender claiming the benefits of the exemption for portfolio interest under Section 881(c) of the Code, (x) a certificate substantially in the form of Exhibit Mâ€“1 to the effect that such Foreign Lender is not a â€œbankâ€ within the meaning of Section 881(c)(3)(A) of the Code, a â€œ10 percent shareholderâ€ of the Borrower within the meaning of Section 881(c)(3)(B) of the Code, or a â€œcontrolled foreign corporationâ€ described in Section 881(c)(3)(C) of the Code (a â€œU.S. Tax Compliance Certificateâ€) and (y) executed copies of IRS Form Wâ€“8BENâ€“E (or Wâ€“8BEN, as applicable); or (4) to the extent a Foreign Lender is not the beneficial owner, executed copies of IRS Form Wâ€“8IMY, accompanied by IRS Form Wâ€“8ECI, IRS Form Wâ€“8BENâ€“E (or Wâ€“8BEN, as applicable), a U.S. Tax

Compliance Certificate substantially in the form of Exhibit Mâ€“2 or Exhibit Mâ€“3, IRS Form Wâ€“9, and/or other certification documents from each beneficial owner, as applicable; provided that if the Foreign Lender is a partnership and one or more direct or indirect partners of such Foreign Lender are claiming the portfolio interest exemption, such Foreign Lender may provide a U.S. Tax Compliance Certificate substantially in the form of Exhibit Mâ€“4 on behalf of each such direct and indirect partner; (C) any Foreign Lender shall, to the extent it is legally entitled to do so, deliver to the Borrower and the Administrative Agent (in such number of copies as shall be requested by the recipient) on or prior to the date on which such Foreign Lender becomes a Lender under this Agreement (and from time to time thereafter upon the reasonable request of the Borrower or the Administrative Agent), executed copies (or originals, as required) of any other form prescribed by Applicable Law as a basis for claiming exemption from or a reduction in U.S. federal withholding Tax, duly completed, together with such supplementary documentation as may be prescribed by Applicable Law to permit the Borrower or the Administrative Agent to determine the withholding or deduction required to be made; and 64Â Â (D) if a payment made to a Lender under any Loan Document would be subject to U.S. federal withholding Tax imposed by FATCA if such Lender were to fail to comply with the applicable reporting requirements of FATCA (including those contained in Section 1471(b) or 1472(b) of the Code, as applicable), such Lender shall deliver to the Borrower and the Administrative Agent at the time or times prescribed by law and at such time or times reasonably requested by the Borrower or the Administrative Agent such documentation prescribed by Applicable Law (including as prescribed by Section 1471(b)(3)(C)(i) of the Code) and such additional documentation reasonably requested by the Borrower or the Administrative Agent as may be necessary for the Borrower and the Administrative Agent to comply with their obligations under FATCA and to determine that such Lender has complied with such Lenderâ€™s obligations under FATCA or to determine the amount to deduct and withhold from such payment. Solely for the purposes of this clause (f)(ii)(D), â€œFATCAâ€ shall include any amendments made to FATCA after the date of this Agreement. (iii) Each Lender agrees that if any form or certification it previously delivered pursuant to this Section 3.01 expires or becomes obsolete or inaccurate in any respect, it shall update such form or certification or promptly notify the Borrower and the Administrative Agent in writing of its legal inability to do so. (g) Treatment of Certain Refunds. Unless required by Applicable Laws, at no time shall the Administrative Agent have any obligation to file for or otherwise pursue on behalf of a Lender, or have any obligation to pay to any Lender, any refund of Taxes withheld or deducted from funds paid for the account of such Lender. If any Recipient determines, in its sole discretion exercised in good faith, that it has received a refund of any Taxes as to which it has been indemnified by any Loan Party or with respect to which any Loan Party has paid additional amounts pursuant to this Section 3.01, it shall pay to such Loan Party an amount equal to such refund (but only to the extent of indemnity payments made, or additional amounts paid, by such Loan Party under this Section 3.01 with respect to the Taxes giving rise to such refund), net of all out-of-pocket expenses (including Taxes) incurred by such Recipient, as the case may be, and without interest (other than any interest paid by the relevant Governmental Authority with respect to such refund), provided that each Loan Party, upon the request of the Recipient, agrees to repay the amount paid over to such Loan Party (plus any penalties, interest or other charges imposed by the relevant Governmental Authority) to the Recipient in the event the Recipient is required to repay such refund to such Governmental Authority. Notwithstanding anything to the contrary in this clause (g), in no event will the applicable Recipient be required to pay any amount to such Loan Party pursuant to this clause (g) the payment of which would place the Recipient in a less favorable net after-Tax position than such Recipient would have been in if the Tax subject to indemnification and giving rise to such refund had not been deducted, withheld or otherwise imposed and the indemnification payments or additional amounts with respect to such Tax had never been paid. This clause (g) shall not be construed to require any Recipient to make available its tax returns (or any other information relating to its Taxes that it deems confidential) to any Loan Party or any other Person. (h) Survival. Each partyâ€™s obligations under this Section 3.01 shall survive the resignation or replacement of the Administrative Agent or any assignment of rights by, or the replacement of, a Lender, the termination of the Commitments and the repayment, satisfaction or discharge of all other Obligations. 65Â Â 3.02 Illegality. If any Lender determines that any Law has made it unlawful, or that any Governmental Authority has asserted that it is unlawful, for any Lender or its Lending Office to make, maintain or fund or charge interest with respect to any Credit Extension, or to determine or charge interest rates based upon SOFR or Term SOFR, then, upon notice thereof by such Lender to the Borrower (through the Administrative Agent), (i) any obligation of such Lender to make or continue SOFR Daily Floating Rate Loans or Term SOFR Loans or to convert Base Rate Loans to SOFR Daily Floating Rate Loans or Term SOFR Loans shall be suspended, and (ii) if such notice asserts the illegality of such Lender making or maintaining Base Rate Loans the interest rate on which is determined by reference to the Term SOFR component of the Base Rate, the interest rate on which Base Rate Loans of such Lender shall, if necessary to avoid such illegality, be determined by the Administrative Agent without reference to the Tern SOFR component of the Base Rate, in each case until such Lender notifies the Administrative Agent and the Borrower that the circumstances giving rise to such determination no longer exist. Upon receipt of such notice, (A) the Borrower shall, upon demand from such Lender (with a copy to the Administrative Agent), prepay or, if applicable, convert all Term SOFR Loans and SOFR Daily Floating Rate Loans of such Lender to Base Rate Loans (the interest rate on which Base Rate Loans of such Lender shall, if necessary to avoid such illegality, be determined by the Administrative Agent without reference to the Term SOFR component of the Base Rate), either on the last day of the Interest Period therefor, if such Lender may lawfully continue to maintain such Term SOFR Loan to such day, or immediately, if such Lender may not lawfully continue to maintain such Term SOFR Loans and in the case of SOFR Daily Floating Rate Loans and (B) if such notice asserts the illegality of such Lender determining or charging interest rates based upon SOFR, the Administrative Agent shall during the period of such suspension compute the Base Rate applicable to such Lender without reference to the Term SOFR component thereof until the Administrative Agent is advised in writing by such Lender that it is no longer illegal for such Lender to determine or charge interest rates based upon SOFR. Upon any such prepayment or conversion, the Borrower shall also pay accrued interest on the amount so prepaid or converted, together with any additional amounts required pursuant to Section 3.05. 3.03 Inability to Determine Rates. (a) If in connection with any request for a SOFR Daily Floating Rate Loan or Term SOFR Loan or a conversion of Base Rate Loans to SOFR Daily Floating Rate Loans or Term SOFR Loans or a continuation of any of such Loans, as applicable, (i) the Administrative Agent determines (which determination shall be conclusive absent demonstrable error) that (A) no Successor Rate has been determined in accordance with Section 3.03(b), and the circumstances under clause (i) of Section 3.03(b) or the Scheduled Unavailability Date has occurred or (B) adequate and reasonable means do not otherwise exist for determining Term SOFR for any requested Interest Period with respect to a proposed Term SOFR Loan or SOFR Daily Floating Rate Loan or in connection with an existing or proposed Base Rate Loan or (ii) the Administrative Agent or the Required Lenders determine that for any reason that Term SOFR for any requested Interest Period with respect to a proposed SOFR Daily Floating Rate Loan or Term SOFR Loan does not adequately and fairly reflect the cost to such Lenders of funding such Loan, the Administrative Agent will promptly so notify the Borrower and each Lender. Thereafter, (x) the obligation of the Lenders to make or maintain Term SOFR Loans or SOFR Daily Floating Rate Loans or to convert Base Rate Loans to Term SOFR Loans or SOFR Daily Floating Rate Loans shall be suspended (to the extent of the affected Term SOFR Loans or Interest Periods), and (y) in the event of a determination described in the preceding sentence with respect to the Term SOFR component of the Base Rate, the utilization of the Term SOFR component in determining the Base 66Â Â Rate shall be suspended, in each case until the Administrative Agent (or, in the case of a determination by the Required Lenders described in clause (ii) of this Section 3.03(a), until the Administrative Agent upon instruction of the Required Lenders revokes such notice. Upon receipt of such notice, (i) the Borrower may revoke any pending request for a Borrowing of, conversion to or continuation of Term SOFR Loans or SOFR Daily Floating Rate Loans (to the extent of the affected Term SOFR Loans or Interest Periods, as applicable) or, failing that, will be deemed to have converted such request into a request for a Borrowing of Base Rate Loans in the amount specified therein and (ii) any outstanding Term SOFR Loans or SOFR Daily Floating Rate Loans, as applicable, shall be deemed to have been converted to Base Rate Loans immediately at the end of their respective applicable Interest Period. (b) Notwithstanding anything to the contrary in this Agreement or any other Loan Documents, but without limiting Sections 3.03(a) above, if the Administrative Agent determines (which determination shall be conclusive and binding upon all parties hereto absent demonstrable error), or the Borrower or Required Lenders notify the Administrative Agent (with, in the case of the Required Lenders, a copy to the Borrower) that the Borrower or Required Lenders (as applicable) have determined (which determination likewise shall be conclusive and binding upon all parties hereto absent demonstrable error), that: (i) adequate and reasonable means do not exist for ascertaining one month, three month and six month interest periods of Term SOFR including, without limitation, because the Term SOFR Screen Rate is not available or published on a current basis and such circumstances are unlikely to be temporary; or (ii) CME or any successor administrator of the Term SOFR Screen Rate or a Governmental Authority having jurisdiction over the Administrative Agent or such administrator with respect to its publication of Term SOFR, in each case acting in such capacity, has made a public statement identifying a specific date after which one month, three month and six month interest periods of Term SOFR or the Term SOFR Screen Rate shall or will no longer be representative or made available, or permitted to be used for determining the interest rate of U.S. dollar denominated syndicated loans, or shall or will otherwise cease, provided that, at the time of such statement, there is no successor administrator that is satisfactory to the Administrative Agent, that will continue to provide such representative interest periods of Term SOFR after such specific date (the latest date on which one month, three month and six month interest periods of Term SOFR or the Term SOFR Screen Rate are no longer representative or available permanently or indefinitely, the â€œScheduled Unavailability Dateâ€); then, on a date and time determined by the Administrative Agent (any such date, the â€œTerm SOFR Replacement Dateâ€), which date shall be at the end of an Interest Period or on the relevant interest payment date, as applicable, for interest calculated and, solely with respect to clause (ii) above, no later than the Scheduled Unavailability Date, Term SOFR will be replaced hereunder and under any Loan Document with Daily Simple SOFR plus the SOFR Adjustment for any payment period for interest calculated that can be determined by the Administrative Agent, in each case, without any amendment to, or further action or consent of any other party to, this Agreement or any other Loan Document (the â€œSuccessor Rate). If the Successor Rate is Daily Simple SOFR plus the SOFR Adjustment, all interest payments will be payable on a quarterly basis. 67Â Â Notwithstanding anything to the contrary herein, (i) if the Administrative Agent determines that Daily Simple SOFR is not available on or prior to the Term SOFR Replacement Date or (ii) if the events or circumstances of the type described in Section 3.03(b)(i) or (ii) have occurred with respect to the Successor Rate then in effect, then in each case, the Administrative Agent and the Borrower may amend this Agreement solely for purpose of replacing Term SOFR or any then current Successor Rate in accordance with this Section 3.03 at the end of any Interest Period, relevant interest payment date or payment period for interest calculated, as applicable, with an alternative benchmark rate giving due consideration to any evolving or then existing convention for similar U.S. dollar denominated credit facilities syndicated and agented in the United States for such alternative benchmark and, in each case, including any mathematical or other adjustments to such benchmark giving due consideration to any evolving or then existing convention for similar U.S. dollar denominated credit facilities syndicated and agented in the United States for such benchmark. For the avoidance of doubt, any such proposed rate and adjustments, shall constitute a â€œSuccessor Rateâ€. Any such amendment shall become effective at 5:00 p.m. on the fifth Business Day after the Administrative Agent shall have posted such proposed amendment to all Lenders and the Borrower unless, prior to such time, Lenders comprising the Required Lenders have delivered to the Administrative Agent written notice that such Required Lenders object to such amendment. The Administrative Agent will promptly (in one or more notices) notify the Borrower and each Lender of the implementation of any Successor Rate. Any Successor Rate shall be applied in a manner consistent with market practice; provided that to the extent such market practice is not administratively feasible for the Administrative Agent, such Successor Rate shall be applied in a manner as otherwise reasonably determined by the Administrative Agent. Notwithstanding anything else herein, if at any time any Successor Rate as so determined would otherwise be less than 0.0%, the Successor Rate will be deemed to be 0.0% for the purposes of this Agreement and the other Loan Documents. In connection with the implementation of a Successor Rate, the Administrative Agent will have the right to make Conforming Changes from time to time and, notwithstanding anything to the contrary herein or in any other Loan Document, any amendments implementing such Conforming Changes will become effective without any further action or consent of any other party to this Agreement; provided that, with respect to any such amendment effected, the Administrative Agent shall post each such amendment implementing such Conforming Changes to the Borrower and the Lenders reasonably promptly after such amendment becomes effective. (c) For purposes of this Section 3.03, those Lenders that either have not made, or do not have an obligation under this Agreement to make, the relevant Loans in Dollars shall be excluded from any determination of Required Lenders. 3.04 Increased Costs. (a) Increased Costs Generally. If any Change in Law shall: (i) impose, modify or deem applicable any reserve, special deposit, compulsory loan, insurance charge or similar requirement against assets of, deposits with or for the account of, or credit extended or participated in by, any Lender or the L/C Issuer; 68Â Â (ii) subject any Recipient to any Taxes (other than (A) Indemnified Taxes, (B) Taxes described in clauses (b) through (d) of the definition of Excluded Taxes and (C) Connection Income Taxes) on its loans, loan principal, letters of credit, commitments, or other obligations, or its deposits, reserves, other liabilities or capital attributable thereto; or (iii) impose on any Lender or the L/C Issuer any other condition, cost or expense affecting this Agreement or Term SOFR Loans or SOFR Daily Floating Rate Loans made by such Lender or any Letter of Credit or participation therein; and the result of any of the foregoing shall be to increase the cost to such Lender of making, converting to, continuing or maintaining any Loan (or of maintaining its obligation to make any such Loan), or to increase the cost to such Lender or the L/C Issuer of participating in, issuing or maintaining any Letter of Credit (or of maintaining its obligation to participate in or to issue any Letter of Credit), or to reduce the amount of any sum received or receivable by such Lender or the L/C Issuer hereunder (whether of principal, interest or any other amount) then, upon request of such Lender or the L/C Issuer, the Borrower will pay to such Lender or the L/C Issuer, as the case may be, such additional amount or amounts as will compensate such Lender or the L/C Issuer, as the case may be, for such additional costs incurred or reduction suffered. (b) Capital Requirements. If any Lender or the L/C Issuer determines that any Change in Law affecting such Lender or the L/C Issuer or any Lending Office of such Lender or such Lenderâ€™s or the L/C Issuerâ€™s holding company, if any, regarding capital or liquidity requirements has or would have the effect of reducing the rate of return on such Lenderâ€™s or the L/C Issuerâ€™s capital or on the capital of such Lenderâ€™s or the L/C Issuerâ€™s holding company, if any, as a consequence of this Agreement, the Commitments of such Lender or the Loans made by, or participations in Letters of Credit or Swingline Loans held by, such Lender, or the Letters of Credit issued by the L/C Issuer, to a level below that which such Lender or the L/C Issuer or such Lenderâ€™s or the L/C Issuerâ€™s holding company could have achieved but for such Change in Law (taking into consideration such Lenderâ€™s or the L/C Issuerâ€™s policies and the policies of such Lenderâ€™s or the L/C Issuerâ€™s holding company with respect to capital adequacy), then from time to time the Borrower will pay to such Lender or the L/C Issuer, as the case may be, such additional amount or amounts as will compensate such Lender or the L/C Issuer or such Lenderâ€™s or the L/C Issuerâ€™s holding company for any such reduction suffered. (c) Certificates for Reimbursement. A certificate of a Lender or the L/C Issuer setting forth the amount or amounts necessary to compensate such Lender or the L/C Issuer or its holding company, as the case may be, as specified in clause (a) or (b) of this Section 3.04 and delivered to the Borrower shall be conclusive absent demonstrable error. The Borrower shall pay such Lender or the L/C Issuer, as the case may be, the amount shown as due on any such certificate within ten (10) days after receipt thereof. (d) Delay in Requests. Failure or delay on the part of any Lender or the L/C Issuer to demand compensation pursuant to the foregoing provisions of this Section 3.04 shall not constitute a waiver of such Lenderâ€™s or the L/C Issuerâ€™s right to demand such compensation, provided that the Borrower shall not be required to compensate a Lender or the L/C Issuer pursuant to the foregoing provisions of this Section 3.04 for any increased costs incurred or reductions suffered more than nine (9) months prior to the date that such Lender or the L/C Issuer, as the case may be, notifies the Borrower of the Change in Law giving rise to such increased costs or reductions and of such Lenderâ€™s or the L/C Issuerâ€™s intention to claim compensation therefor (except that, if the Change in Law giving rise to such increased costs or reductions is retroactive, then the nine (9) month period referred to above shall be extended to include the period of retroactive effect thereof). 69Â Â 3.05 Compensation for Losses. Upon demand of any Lender (with a copy to the Administrative Agent) from time to time, the Borrower shall promptly compensate such Lender for and hold such Lender harmless from any loss, cost or expense incurred by it as a result of: (a) any continuation, conversion, payment or prepayment of any Term SOFR Loan on a day other than the last day of the Interest Period for such Loan (whether voluntary, mandatory, automatic, by reason of acceleration, or otherwise); (b) any failure by the Borrower (for a reason other than the failure of such Lender to make a Loan) to prepay, borrow, continue or convert any Term SOFR Loan on the date or in the amount notified by the Borrower; or (c) any assignment of a Term SOFR Loan on a day other than the last day of the Interest Period therefor as a result of a request by the Borrower pursuant to Section 11.13; including any loss of anticipated profits and any loss or expense arising from the liquidation or reemployment of funds obtained by it to maintain such Loan or from fees payable to terminate the deposits from which such funds were obtained. The Borrower shall also pay any customary administrative fees charged by such Lender in connection with the foregoing. 3.06 Mitigation Obligations; Replacement of Lenders. (a) Designation of a Different Lending Office. If any Lender requests compensation under Section 3.04, or requires the Borrower to pay any Indemnified Taxes or additional amounts to any Lender, the L/C Issuer, or any Governmental Authority for the account of any Lender or the L/C Issuer pursuant to Section 3.01, or if any Lender gives a notice

pursuant to Section 3.02, then at the request of the Borrower, such Lender or the L/C Issuer shall, as applicable, use reasonable efforts to designate a different Lending Office for funding or booking its Loans hereunder or to assign its rights and obligations hereunder to another of its offices, branches or affiliates, if, in the judgment of such Lender or the L/C Issuer, such designation or assignment (i) would eliminate or reduce amounts payable pursuant to Section 3.01 or 3.04, as the case may be, in the future, or eliminate the need for the notice pursuant to Section 3.02, as applicable, and (ii) in each case, would not subject such Lender or the L/C Issuer, as the case may be, to any unreimbursed cost or expense and would not otherwise be disadvantageous to such Lender or the L/C Issuer, as the case may be. The Borrower hereby agrees to pay all reasonable costs and expenses incurred by any Lender or the L/C Issuer in connection with any such designation or assignment. (b) Replacement of Lenders. If any Lender requests compensation under Section 3.04, or if the Borrower is required to pay any Indemnified Taxes or additional amounts to any Lender or any Governmental Authority for the account of any Lender pursuant to Section 3.01 and, in each case, such Lender has declined or is unable to designate a different lending office in accordance with Section 3.06(a), the Borrower may replace such Lender in accordance with Section 11.13. 3.07 Survival. All of the Borrowerâ€™s obligations under this Article III shall survive termination of the Aggregate Commitments, repayment of all other Obligations hereunder, resignation of the Administrative Agent and the Facility Termination Date. 70Â Â Â Article IVCONDITIONS PRECEDENT TO CREDIT EXTENSIONS 4.01 Conditions of Initial Credit Extension. The obligation of the L/C Issuer and each Lender to make its initial Credit Extension hereunder is subject to satisfaction of the following conditions precedent: (a) Execution of Credit Agreement; Loan Documents. The Administrative Agent shall have received (i) counterparts of this Agreement, executed by a Responsible Officer of each Loan Party and a duly authorized officer of each Lender, (ii) for the account of each Lender requesting a Note, a Note executed by a Responsible Officer of the Borrower, (iii) counterparts of the Security Agreement and each other Collateral Document, if any, executed by a Responsible Officer of the applicable Loan Parties and a duly authorized officer of each other Person party thereto, as applicable and (iv) counterparts of any other Loan Document, executed by a Responsible Officer of the applicable Loan Party and a duly authorized officer of each other Person party thereto. (b) Officerâ€™s Certificate. The Administrative Agent shall have received an Officerâ€™s Certificate dated the Closing Date, certifying as to the Organization Documents of each Loan Party (which, to the extent filed with a Governmental Authority, shall be certified as of a recent date by such Governmental Authority), the resolutions of the governing body of each Loan Party, the good standing, existence or its equivalent of each Loan Party, the incumbency (including specimen signatures) of the Responsible Officers of each Loan Party. (c) Legal Opinions of Counsel. The Administrative Agent shall have received an opinion or opinions (including, if requested by the Administrative Agent, local counsel opinions) of counsel for the Loan Parties, dated the Closing Date and addressed to the Administrative Agent and the Lenders, in form and substance acceptable to the Administrative Agent. (d) Financial Statements. The Administrative Agent and the Lenders shall have received copies of the financial statements, including the financial forecast, referred to in Section 5.05, each in form and substance satisfactory to each of them. (e) Personal Property Collateral. The Administrative Agent shall have received, in form and substance satisfactory to the Administrative Agent: (i) (A) searches of UCC filings in the jurisdiction of incorporation or formation, as applicable, of each Loan Party and each jurisdiction where any Collateral is located or where a filing would need to be made in order to perfect the Administrative Agentâ€™s security interest in the Collateral, copies of the financing statements on file in such jurisdictions and evidence that no Liens exist other than Permitted Liens and (B) tax lien, judgment and bankruptcy searches; (ii) searches of ownership of Intellectual Property in the appropriate governmental offices and such patent/trademark/copyright filings as requested by the Administrative Agent in order to perfect the Administrative Agentâ€™s security interest in the Intellectual Property; 71Â Â Â (iii) completed UCC financing statements for each appropriate jurisdiction as is necessary, in the Administrative Agentâ€™s sole discretion, to perfect the Administrative Agentâ€™s security interest in the Collateral; (iv) stock or membership certificates, if any, evidencing the Pledged Equity and undated stock or transfer powers duly executed in blank; in each case to the extent such Pledged Equity is certificated; (v) [reserved]; (vi) to the extent required to be delivered, filed, registered or recorded pursuant to the terms and conditions of the Collateral Documents, all instruments, documents and chattel paper in the possession of any of the Loan Parties, together with allonges or assignments as may be necessary or appropriate to create and perfect the Administrative Agentâ€™s and the Lendersâ€™ security interest in the Collateral; and (vii) Statement of Purpose for a Credit Extension Secured by Margin Stock (Federal Reserve Form Uâ€“1). (f) Liability, Casualty, Property, Terrorism and Business Interruption Insurance. The Administrative Agent shall have received copies of insurance policies, declaration pages, certificates, and endorsements of insurance or insurance binders evidencing liability, casualty, property, terrorism and business interruption insurance meeting the requirements set forth herein or in the Collateral Documents or as required by the Administrative Agent. The Loan Parties shall have delivered to the Administrative Agent an Authorization to Share Insurance Information. (g) Solvency Certificate. The Administrative Agent shall have received a Solvency Certificate signed by a Responsible Officer of the Borrower as to the financial condition, solvency and related matters of the Borrower and its Subsidiaries, after giving effect to the initial Borrowings under the Loan Documents and the other transactions contemplated hereby. (h) Financial Condition Certificate. The Administrative Agent shall have received a certificate or certificates executed by a Responsible Officer of the Borrower as of the Closing Date, as to certain financial matters, substantially in the form of Exhibit P. (i) Loan Notice. The Administrative Agent shall have received a Loan Notice with respect to the Loans to be made on the Closing Date. (j) Anti-Money-Laundering; Beneficial Ownership. Upon the reasonable request of any Lender, the Borrower shall have provided to such Lender, and such Lender shall be reasonably satisfied with, the documentation and other information so requested in connection with applicable â€œknow your customerâ€ and anti-money-laundering rules and regulations, including, without limitation, the Patriot Act, and any Loan Party that qualifies as a â€œlegal entity customerâ€ under the Beneficial Ownership Regulation shall have delivered to each Lender that so requests, a Beneficial Ownership Certification in relation to such Loan Party. (k) Consents. The Administrative Agent shall have received evidence that all members, boards of directors, governmental, shareholder and material third party consents and approvals necessary in connection with the entering into of this Agreement have been obtained. 72Â Â (l) Fees and Expenses. The Administrative Agent and the Lenders shall have received all fees and expenses, if any, owing pursuant to the Fee Letter and Section 2.09. (m) Due Diligence. The Lenders shall have completed a due diligence investigation of the Borrower and its Subsidiaries in scope, and with results, satisfactory to the Lenders. (n) Other Documents. All other documents provided for herein or which the Administrative Agent or any other Lender may reasonably request or require. (o) Additional Information. Such additional information and materials which the Administrative Agent and/or any Lender shall reasonably request or require. Without limiting the generality of the provisions of Section 9.03(c), for purposes of determining compliance with the conditions specified in this Section 4.01, each Lender that has signed this Agreement shall be deemed to have consented to, approved or accepted or to be satisfied with, each document or other matter required thereunder to be consented to or approved by or acceptable or satisfactory to a Lender unless the Administrative Agent shall have received notice from such Lender prior to the proposed Closing Date specifying its objection thereto. 4.02 Conditions to all Credit Extensions. The obligation of each Lender and the L/C Issuer to honor any Request for Credit Extension (other than a Loan Notice requesting only a conversion of Loans to the other Type, or a continuation of Term SOFR Loans) is subject to the following conditions precedent: (a) Representations and Warranties. The representations and warranties of the Borrower and each other Loan Party contained in Article II, Article V or any other Loan Document, or which are contained in any document furnished at any time under or in connection herewith or therewith, shall (i) with respect to representations and warranties that contain a materiality qualification, be true and correct on and as of the date of such Credit Extension and (ii) with respect to representations and warranties that do not contain a materiality qualification, be true and correct in all material respects on and as of the date of such Credit Extension, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct (or true and correct in all material respects, as applicable) as of such earlier date, and except that for purposes of this Section 4.02, the representations and warranties contained in Sections 5.05(a) and (b) shall be deemed to refer to the most recent statements furnished pursuant to Sections 6.01(a) and (b), respectively. (b) Default. No Default shall exist, or would result from such proposed Credit Extension or from the application of the proceeds thereof. (c) Request for Credit Extension. The Administrative Agent and, if applicable, the L/C Issuer or the Swingline Lender, shall have received a Request for Credit Extension in accordance with the requirements hereof. Each Request for Credit Extension (other than a Loan Notice requesting only a conversion of Loans to the other Type or a continuation of Term SOFR Loans) submitted by the Borrower and each Swingline Borrowing pursuant to an Autoborrow Agreement shall be deemed to be a representation and warranty that the conditions specified in Sections 4.02(a) and (b) have been satisfied on and as of the date of the applicable Credit Extension. 73Â Â Article VREPRESENTATIONS AND WARRANTIES Each Loan Party represents and warrants to the Administrative Agent and the Lenders, as of the date made or deemed made, that: 5.01 Existence, Qualification and Power. Each Loan Party and each of its Subsidiaries (a) is duly organized or formed, validly existing and, as applicable, in good standing under the Laws of the jurisdiction of its incorporation or organization, (b) has all requisite power and authority and all requisite governmental licenses, authorizations, consents and approvals to (i) own or lease its assets and carry on its business and (ii) execute, deliver and perform its obligations under the Loan Documents to which it is a party, and (c) is duly qualified and is licensed and, as applicable, in good standing under the Laws of each jurisdiction where its ownership, lease or operation of properties or the conduct of its business requires such qualification or license; except in each case referred to in clause (b)(i) or (c), to the extent that failure to do so would not reasonably be expected to have a Material Adverse Effect. 5.02 Authorization; No Contravention. The execution, delivery and performance by each Loan Party of each Loan Document to which such Person is or is to be a party have been duly authorized by all necessary corporate or other organizational action, and do not and will not (a) contravene the terms of any of such Personâ€™s Organization Documents; (b) conflict with or result in any breach or contravention of, or the creation of (or the requirement to create) any Lien under, or require any payment to be made under (i) any Contractual Obligation to which such Person is a party or affecting such Person or a material portion of the properties of such Person or any of its Subsidiaries or (ii) any order, injunction, writ or decree of any Governmental Authority or any arbitral award to which such Person or its property is subject; or (c) violate any Applicable Law, except in each case referred to in clause (b) or (c), to the extent that failure to do so would not reasonably be expected to have a Material Adverse Effect . 5.03 Governmental Authorization; Other Consents. No approval, consent, exemption, authorization, or other action by, or notice to, or filing with, any Governmental Authority or any other Person is necessary or required in connection with (a) the execution, delivery or performance by, or enforcement against, any Loan Party of this Agreement or any other Loan Document, (b) the grant by any Loan Party of the Liens granted by it pursuant to the Collateral Documents, (c) the perfection or maintenance of the Liens created under the Collateral Documents (including the first priority nature thereof) or (d) the exercise by the Administrative Agent or any Lender of its rights under the Loan Documents or the remedies in respect of the Collateral pursuant to the Collateral Documents, other than (i) authorizations, approvals, actions, notices and filings which have been duly obtained and (ii) filings to perfect the Liens created by the Collateral Documents. 5.04 Binding Effect. This Agreement has been, and each other Loan Document, when delivered hereunder, will have been, duly executed and delivered by each Loan Party that is party thereto. This Agreement constitutes, and each other Loan Document when so delivered will constitute, a legal, valid and binding obligation of such Loan Party, enforceable against each Loan Party that is party thereto in accordance with its terms, subject 74Â Â Â to applicable bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditorsâ€™ rights generally and subject to general principals of equity. 5.05 Financial Statements; No Material Adverse Effect. (a) Audited Financial Statements. The Audited Financial Statements (i) were prepared in accordance with GAAP consistently applied throughout the period covered thereby, except as otherwise expressly noted therein; (ii) fairly present the financial condition of the Borrower and its Subsidiaries as of the date thereof and their results of operations, cash flows and changes in shareholdersâ€™ equity for the period covered thereby in accordance with GAAP consistently applied throughout the period covered thereby, except as otherwise expressly noted therein; and (iii) show all material indebtedness and other liabilities, direct or contingent, of the Borrower and its Subsidiaries as of the date thereof, including liabilities for taxes, material commitments and Indebtedness. (b) Quarterly Financial Statements. The unaudited Consolidated balance sheet of the Borrower and its Subsidiaries, and the related Consolidated statements of income or operations, shareholdersâ€™ equity and cash flows most recently delivered to the Administrative Agent and the Lenders (i) were prepared in accordance with GAAP consistently applied throughout the period covered thereby, except as otherwise expressly noted therein, and (ii) fairly present the financial condition of the Borrower and its Subsidiaries as of the date thereof and their results of operations, cash flows and changes in Shareholdersâ€™ Equity for the period covered thereby, subject, in the case of clauses (i) and (ii), to the absence of footnotes and to normal year-end audit adjustments. (c) Material Adverse Effect. Since the date of the balance sheet included in the Audited Financial Statements , there has been no event or circumstance, either individually or in the aggregate, that has had or would reasonably be expected to have a Material Adverse Effect. (d) Forecasted Financials. The Consolidated forecasted balance sheet, statements of income and cash flows of the Borrower and its Subsidiaries delivered pursuant to Section 4.01 or Section 6.01 were prepared in good faith on the basis of the assumptions stated therein, which assumptions were fair in light of the conditions existing at the time of delivery of such forecasts, and represented, at the time of delivery, the Borrowerâ€™s best estimate of its future financial condition and performance. 5.06 Litigation. There are no actions, suits, proceedings, claims or disputes pending or, to the knowledge of the Loan Parties after due and diligent investigation, threatened in writing, at law, in equity, in arbitration or before any Governmental Authority, by or against any Loan Party or any Subsidiary or against any of their properties or revenues that (a) purport to affect or pertain to this Agreement or any other Loan Document or any of the transactions contemplated hereby, or (b) either individually or in the aggregate would reasonably be expected to have a Material Adverse Effect. 5.07 No Default. Neither any Loan Party nor any Subsidiary thereof is in default under or with respect to, or a party to, any Contractual Obligation that would, either individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. No Default has occurred and is continuing or would result from the consummation of the transactions contemplated by this Agreement or any other Loan Document. 75Â Â 5.08 Ownership of Property. Each Loan Party and each of its Subsidiaries has good record and marketable title in fee simple to, or valid leasehold interests in, all real property necessary or used in the ordinary conduct of its business, except for such defects in title as would not, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect. 5.09 Environmental Matters. Except as would not, individually or in the aggregate, reasonably be expected to result in any Material Adverse Effect on any of the Loan Parties or any of their respective subsidiaries: (i) (A) None of the properties currently or formerly owned, leased or operated by any Loan Party or any of its Subsidiaries is listed or formally proposed for listing on the NPL or on the Comprehensive Environmental Response, Compensation and Liability Information System maintained by the U.S. Environmental Protection Agency or any analogous foreign, state or local list or is adjacent to any such property; (B) there are no, and to the best knowledge of the Loan Parties and their Subsidiaries never have been any underground or above-ground storage tanks or any surface impoundments, septic tanks, pits, sumps or lagoons in which Hazardous Materials are being or have been treated, stored or disposed on any property currently owned, leased or operated by any Loan Party or any of its Subsidiaries or, to the best of the knowledge of the Loan Parties, on any property formerly owned, leased or operated by any Loan Party or any of its Subsidiaries; (C) there is no and never has been any asbestos or asbestos-containing material on, at or in any property currently owned, leased or operated by any Loan Party or any of its Subsidiaries; (D) Hazardous Materials have not been released on, at, under or from any property currently or formerly owned, leased or operated by any Loan Party or any of its Subsidiaries or any property by or on behalf, or otherwise arising from the operations, of any Loan Party or any of its Subsidiaries; and (E) no Loan Party or any of its Subsidiaries has become subject to any Environmental Liability or knows of any facts or circumstances that would reasonably be expected to give rise to any Environmental Liability; (ii) (A) Neither any Loan Party nor any of its Subsidiaries is undertaking, and has not completed, either individually or together with other potentially responsible parties, any investigation or assessment or remedial or response action relating to any actual or threatened Release of Hazardous Materials at, on, under, or from any site, location or operation, either voluntarily or pursuant to the order of any Governmental Authority or the requirements of any Environmental Law; and (B) all Hazardous Materials generated, used, treated, handled or stored at, or transported to or from, any property currently or formerly owned, leased or operated by any Loan Party or any of its Subsidiaries have been disposed of in a manner which could not reasonably expected to result in liability to any Loan Party or any of its Subsidiaries; (iii) The Loan Parties and their respective Subsidiaries: (A) are, and within the period of all applicable statutes of limitation have been, in compliance with all applicable Environmental Laws; (B) hold all Environmental Permits (each of which is in full force and effect) required for any of their current or intended operations or for any property owned, leased, or otherwise operated by any of them; (C) are, and within the period of all applicable statutes of limitation have been, in compliance with all of their Environmental Permits; (D) to the extent within the control of the Loan Parties and their respective Subsidiaries, will timely renew and comply with each of their Environmental Permits and any additional Environmental permits that may be required of any of them without material expense, and timely comply with any current, future or potential Environmental Law without material expense; and (E) are not aware of any requirements proposed for adoption or implementation under any Environmental Law. 76Â Â 5.10 Insurance. The properties of the Borrower and its Subsidiaries are insured with financially sound and reputable insurance companies not Affiliates of the Borrower, in such amounts, with such deductibles and covering such risks as are customarily carried by companies

engaged in similar businesses and owning similar properties in localities where the applicable Loan Party or the applicable Subsidiary operates. 5.11 Taxes. Each Loan Party and each of its Subsidiaries have timely filed all federal, state and other material tax returns and reports required to be filed, and have timely paid all federal, state and other material Taxes (whether or not shown on a tax return), including in its capacity as a withholding agent, levied or imposed upon it or its properties, income or assets otherwise due and payable, except those which are being contested in good faith by appropriate proceedings diligently conducted and for which adequate reserves have been provided in accordance with GAAP. There is no proposed tax assessment against any Loan Party or any Subsidiary that would, if made, have a Material Adverse Effect, nor is there any tax sharing agreement applicable to the Borrower or any Subsidiary. 5.12 ERISA Compliance. (a) Each Plan is in compliance in all material respects with the applicable provisions of ERISA, the Code and other federal or state laws. Each Pension Plan that is intended to be a qualified plan under Section 401(a) of the Code has received a favorable determination letter or is subject to a favorable opinion letter from the IRS to the effect that the form of such Plan is qualified under Section 401(a) of the Code and the trust related thereto has been determined by the IRS to be exempt from federal income tax under Section 501(a) of the Code, or an application for such a letter is currently being processed by the IRS. To the best knowledge of the Loan Parties, nothing has occurred that would prevent or cause the loss of such tax-qualified status. (b) There are no pending or, to the best knowledge of the Loan Parties, threatened claims, actions or lawsuits, or action by any Governmental Authority, with respect to any Plan that would reasonably be expected to have a Material Adverse Effect. There has been no prohibited transaction or violation of the fiduciary responsibility rules with respect to any Plan that has resulted or would reasonably be expected to result in a Material Adverse Effect.(i) No ERISA Event has occurred, and no Loan Party nor any ERISA Affiliate is aware of any fact, event or circumstance that would reasonably be expected to constitute or result in an ERISA Event with respect to any Pension Plan or Multiemployer Plan; (ii) as of the most recent valuation date for any Pension Plan, the funding target attainment percentage (as defined in Section 430(d)(2) of the Code) is 60% or higher and no Loan Party nor any ERISA Affiliate knows of any facts or circumstances that would reasonably be expected to cause the funding target attainment percentage for any such plan to drop below 60% as of the most recent valuation date; (iii) no Loan Party nor any ERISA Affiliate has incurred any liability to the PBGC other than for the payment of premiums, and there are no premium payments which have become due that are unpaid; (iv) neither the Borrower nor any ERISA Affiliate has engaged in a transaction that could be subject to Section 4069 or Section 4212(c) of ERISA; and (v) no Pension Plan has been terminated by the plan administrator thereof nor by the PBGC, and no event or circumstance has occurred or exists that would reasonably be expected to cause the PBGC to institute proceedings under Title IV of ERISA to terminate any Pension Plan. (c) Neither the Borrower nor any ERISA Affiliate maintains or contributes to, or has any unsatisfied obligation to contribute to, or liability under, any active or terminated Pension Plan 77Â Â other than (i) on the Closing Date, those listed on Schedule 5.12 hereto and (ii) thereafter, Pension Plans not otherwise prohibited by this Agreement. (d) With respect to each scheme or arrangement mandated by a government other than the United States (a â€œForeign Government Scheme or Arrangementâ€) and with respect to each employee benefit plan maintained or contributed to by any Loan Party or any Subsidiary of any Loan Party that is not subject to United States law (a â€œForeign Planâ€): (i) any employer and employee contributions required by law or by the terms of any Foreign Government Scheme or Arrangement or any Foreign Plan have been made, or, if applicable, accrued, in accordance with normal accounting practices; (ii) the fair market value of the assets of each funded Foreign Plan, the liability of each insurer for any Foreign Plan funded through insurance or the book reserve established for any Foreign Plan, together with any accrued contributions, is sufficient to procure or provide for the accrued benefit obligations, as of the date hereof, with respect to all current and former participants in such Foreign Plan according to the actuarial assumptions and valuations most recently used to account for such obligations in accordance with applicable generally accepted accounting principles; and (iii) each Foreign Plan required to be registered has been registered and has been maintained in good standing with applicable regulatory authorities. (e) The Borrower represents and warrants as of the Closing Date that the Borrower is not and will not be using â€œplan assetsâ€ (within the meaning of Section 3(42) of ERISA or otherwise) of one or more Benefit Plans with respect to the Borrowerâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments or this Agreement. 5.13 Margin Regulations; Investment Company Act. (a) Margin Regulations. Neither the Borrower nor any of its Subsidiaries is engaged or will engage, principally or as one of its important activities, in the business of purchasing or carrying margin stock (within the meaning of Regulation U), or extending credit for the purpose of purchasing or carrying margin stock. Following the application of the proceeds of each Borrowing or drawing under each Letter of Credit, not more than twenty-five percent (25%) of the value of the assets (either of the Borrower only or of the Borrower and its Subsidiaries on a Consolidated basis) subject to the provisions of Section 7.01 or Section 7.05 or subject to any restriction contained in any agreement or instrument between the Borrower or any of its Subsidiaries and any Lender or any Affiliate of any Lender relating to Indebtedness and within the scope of Section 8.01(e) will be margin stock. (b) Investment Company Act. None of the Borrower, any Person Controlling the Borrower, or any Subsidiary is or is required to be registered as an â€œinvestment companyâ€ under the Investment Company Act of 1940. 5.14 Disclosure. The Borrower has disclosed to the Administrative Agent and the Lenders all agreements, instruments and corporate or other restrictions to which it or any of its Subsidiaries or any other Loan Party is subject, and all other matters known to it, that, individually or in the aggregate, would reasonably be 78Â Â expected to result in a Material Adverse Effect. No report, financial statement, certificate or other information (other than information of a general economic or industry nature) furnished (whether in writing or orally) by or on behalf of any Loan Party to the Administrative Agent or any Lender in connection with the transactions contemplated hereby and the negotiation of this Agreement or delivered hereunder or under any other Loan Document (in each case as modified or supplemented by other information so furnished), when furnished and taken as a whole, contains any material misstatement of fact or omits to state any material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not materially misleading; provided that, with respect to projections (including projected financial information), each Loan Party represents only that such information was prepared in good faith based upon assumptions believed to be reasonable at the time. 5.15 Compliance with Laws. Each Loan Party and each Subsidiary thereof is in compliance with the requirements of all Applicable Laws and all orders, writs, injunctions and decrees applicable to it or to its properties, except in such instances in which (a) such requirement of Law or order, writ, injunction or decree is being contested in good faith by appropriate proceedings diligently conducted or (b) the failure to comply therewith, either individually or in the aggregate, would not reasonably be expected to have a Material Adverse Effect. 5.16 Solvency. Each Loan Party is, individually and together with its Subsidiaries on a Consolidated basis, Solvent. 5.17 Casualty, Etc. Neither the businesses nor the properties of any Loan Party or any of its Subsidiaries are affected by any fire, explosion, accident, strike, lockout or other labor dispute, drought, storm, hail, earthquake, embargo, act of God or of the public enemy or other casualty (whether or not covered by insurance) that, either individually or in the aggregate, would reasonably be expected to have a Material Adverse Effect. 5.18 Sanctions Concerns and Anti-Corruption Laws. (a) Sanctions Concerns. No Loan Party, nor any Subsidiary, nor, to the knowledge of the Loan Parties and their Subsidiaries, any director, officer, employee, agent, affiliate or representative thereof, is an individual or entity that is, or is owned or controlled by one or more individuals or entities that are (i) currently the subject or target of any Sanctions, (ii) included on OFACâ€™s List of Specially Designated Nationals or HMTâ€™s Consolidated List of Financial Sanctions Targets, or any similar list enforced by any other relevant sanctions authority or (iii) located, organized or resident in a Designated Jurisdiction. The Borrower and its Subsidiaries have conducted their businesses in compliance with all applicable Sanctions and have instituted and maintained policies and procedures designed to promote and achieve compliance with such Sanctions. (b) Anti-Corruption Laws. The Loan Parties and their Subsidiaries have conducted their business in compliance in all material respects with the United States Foreign Corrupt Practices Act of 1977, the UK Bribery Act 2010 and other applicable anti-corruption legislation in other jurisdictions, and have instituted and maintained policies and procedures designed to promote and achieve compliance with such laws. 79Â Â 5.19 Responsible Officers. Set forth on Schedule 1.01(c) are Responsible Officers, holding the offices indicated next to their respective names, as of the Closing Date and as of the last date such Schedule 1.01(c) was required to be updated in accordance with Sections 6.02, 6.13 and 6.14 and such Responsible Officers are the duly elected and qualified officers of such Loan Party and are duly authorized to execute and deliver, on behalf of the respective Loan Party, this Agreement, the Notes and the other Loan Documents. 5.20 Subsidiaries; Equity Interests; Loan Parties. (a) Subsidiaries, Joint Ventures, Partnerships and Equity Investments. Set forth on Schedule 5.20(a), is the following information which is true and complete in all respects as of the Closing Date and as of the last date such Schedule was required to be updated in accordance with Sections 6.02, 6.13 and 6.14: (i) a complete and accurate list of all Subsidiaries, joint ventures and partnerships and other equity investments of the Loan Parties as of the Closing Date and as of the last date such Schedule was required to be updated in accordance with Sections 6.02, 6.13 and 6.14, (ii) the number of shares of each class of Equity Interests in each Subsidiary outstanding, (iii) the number and percentage of outstanding shares of each class of Equity Interests owned by the Loan Parties and their Subsidiaries and (iv) the class or nature of such Equity Interests (i.e., voting, non-voting, preferred, etc.). The outstanding Equity Interests in all Subsidiaries are validly issued, fully paid and non-assessable and are owned free and clear of all Liens, other than, to the extent this representation is being made within the 120 day period immediately following the Closing Date, Book4Time Asia, Inc. There are no outstanding subscriptions, options, warrants, calls, rights or other agreements or commitments (other than stock options granted to employees or directors and directorsâ€™ qualifying shares) of any nature relating to the Equity Interests of any Loan Party or any Subsidiary thereof, except as contemplated in connection with the Loan Documents. (b) Loan Parties. Set forth on Schedule 5.20(b) is a complete and accurate list of all Loan Parties, showing as of the Closing Date, or as of the last date such Schedule was required to be updated in accordance with Sections 6.02, 6.13 and 6.14, (as to each Loan Party) (i) the exact legal name, (ii) any former legal names of such Loan Party in the four (4) months prior to the Closing Date, (iii) the jurisdiction of its incorporation or organization, as applicable, (iv) the type of organization, (v) the jurisdictions in which such Loan Party is qualified to do business, (vi) the address of its chief executive office, (vii) the address of its principal place of business, (viii) its U.S. federal taxpayer identification number, (ix) the organization identification number, (x) ownership information (e.g., publicly held or if private or partnership, the owners and partners of each of the Loan Parties) and (xi) the industry or nature of business of such Loan Party. 5.21 Collateral Representations. (a) Collateral Documents. The provisions of the Collateral Documents are effective to create in favor of the Administrative Agent for the benefit of the Secured Parties a legal, valid and enforceable first priority Lien (subject to Permitted Liens) on all right, title and interest of the respective Loan Parties in the Collateral described therein. Except for filings completed prior to the Closing Date and as contemplated hereby and by the Collateral Documents, no filing or other action will be necessary to perfect such Liens to the extent that such Liens are perfectible by such filings. (b) Intellectual Property. Set forth on Schedule 5.21(b), as of the Closing Date and as of the last date such Schedule was required to be updated in accordance with Sections 6.02, 6.13 and 6.14, is a list of all registered or issued Intellectual Property (including all applications for registration and issuance) owned by each of the Loan Parties or that each of the Loan Parties has 80Â Â the right to (including the name/title, current owner, registration or application number, and registration or application date and such other information as reasonably requested by the Administrative Agent). (c) Pledged Equity Interests. Set forth on Schedule 5.21(c), as of the Closing Date and as of the last date such Schedule 5.21(c) was required to be updated in accordance with Sections 6.02, 6.13 and 6.14, is a list of (i) all Pledged Equity and (ii) all other Equity Interests required to be pledged to the Administrative Agent pursuant to the Collateral Documents (in each case, detailing the Grantor (as defined in the Security Agreement), the Person whose Equity Interests are pledged, the number of shares of each class of Equity Interests, the certificate number and percentage ownership of outstanding shares of each class of Equity Interests and the class or nature of such Equity Interests (i.e., voting, non-voting, preferred, etc.)). 5.22 EEA Financial Institutions. No Loan Party is an EEA Financial Institution. 5.23 Covered Entities. No Loan Party is a Covered Entity. 5.24 Beneficial Ownership Certification. The information included in the Beneficial Ownership Certification, if applicable, is true and correct in all respects. 5.25 [Reserved]. 5.26 Intellectual Property; Licenses, Etc. Each Loan Party and each of its Subsidiaries own, or possess the right to use, all of the trademarks, service marks, trade names, copyrights, patents, patent rights, trade secrets, know-how, franchises, licenses and other intellectual property rights that are material to the operation of their respective businesses, without conflict with the rights of any other Person. To the knowledge of the Borrower, neither the operation of the business, nor any product, service, process, method, substance, part or other material now used, or now contemplated to be used, by any Loan Party or any of its Subsidiaries infringes, misappropriates or otherwise violates in any material respect any rights held by any other Person. No claim or litigation regarding any of the foregoing is pending or, to the knowledge of the Borrower, threatened, which, either individually or in the aggregate, would reasonably be expected to have a Material Adverse Effect. To the knowledge of the Borrower, there has been no unauthorized use, access, interruption, modification, corruption or malfunction of any information technology assets or systems (or any information or transactions stored or contained therein or transmitted thereby) owned or used by the any Loan Party or any of its Subsidiaries, which, either individually or in the aggregate, would reasonably be expected to have a Material Adverse Effect. Article VIAFFIRMATIVE COVENANTS Each of the Loan Parties hereby covenants and agrees that on the Closing Date and thereafter until the Facility Termination Date, such Loan Party shall, and shall cause each of its Subsidiaries to: 81Â Â 6.01 Financial Statements. Deliver to the Administrative Agent and each Lender, in form and detail satisfactory to the Administrative Agent and the Required Lenders: (a) Audited Financial Statements. As soon as available, but in any event within ninety (90) days after the end of each fiscal year of the Borrower (or, if earlier, fifteen (15) days after the date required to be filed with the SEC (without giving effect to any extension permitted by the SEC)) (commencing with the fiscal year ended March 31, 2025), a Consolidated balance sheet of the Borrower and its Subsidiaries as at the end of such fiscal year, and the related Consolidated statements of income or operations, changes in shareholdersâ€™ equity and cash flows for such fiscal year, setting forth in each case in comparative form the figures for the previous fiscal year, all in reasonable detail and prepared in accordance with GAAP, audited and accompanied by a report and opinion of an independent certified public accountant of nationally recognized standing reasonably acceptable to the Administrative Agent, which report and opinion shall be prepared in accordance with generally accepted auditing standards and shall not be subject to any â€œgoing concernâ€ or like qualification or exception or any qualification or exception as to the scope of such audit. (b) Quarterly Financial Statements. As soon as available, but in any event within forty-five (45) days after the end of each of the first three (3) fiscal quarters of each fiscal year of the Borrower (or, if earlier, five (5) days after the date required to be filed with the SEC (without giving effect to any extension permitted by the SEC)) (commencing with the fiscal quarter ended June 30, 2024), a Consolidated balance sheet of the Borrower and its Subsidiaries as at the end of such fiscal quarter, and the related Consolidated statements of income or operations, changes in shareholdersâ€™ equity and cash flows for such fiscal quarter and for the portion of the Borrowerâ€™s fiscal year then ended, setting forth in each case in comparative form the figures for the corresponding fiscal quarter of the previous fiscal year and the corresponding portion of the previous fiscal year, all in reasonable detail and prepared in accordance with, certified by the chief executive officer, chief financial officer, treasurer or controller who is a Responsible Officer of the Borrower as fairly presenting the financial condition, results of operations, shareholdersâ€™ equity and cash flows of the Borrower and its Subsidiaries, subject only to normal year-end audit adjustments and the absence of footnotes. (c) Business Plan and Budget. As soon as available, but in any event within forty-five (45) prior after the beginning of each fiscal year of the Borrower, beginning with the fiscal year beginning April 1, 2025, an annual business plan and budget of the Borrower and its Subsidiaries on a Consolidated basis, including forecasts prepared by management of the Borrower, in form satisfactory to the Administrative Agent and the Required Lenders, of Consolidated balance sheets and statements of income or operations and cash flows of the Borrower and its Subsidiaries on a quarterly basis for such fiscal year. As to any information contained in materials furnished pursuant to Section 6.02(g), the Borrower shall not be separately required to furnish such information under Section 6.01(a) or (b) above, but the foregoing shall not be in derogation of the obligation of the Borrower to furnish the information and materials described in Sections 6.01(a) and (b) above at the times specified therein. 6.02 Certificates; Other Information. Deliver to the Administrative Agent and each Lender, in form and detail satisfactory to the Administrative Agent and the Required Lenders: 82Â Â (a) [Reserved]. (b) Compliance Certificate. Concurrently with the delivery of the financial statements referred to in Sections 6.01(a) and (b) a duly completed Compliance Certificate signed by the chief executive officer, chief financial officer, treasurer or controller which is a Responsible Officer of the Borrower, and in the event of any change in generally accepted accounting principles used in the preparation of such financial statements, the Borrower shall also provide, if necessary for the determination of compliance with Section 7.11, a statement of reconciliation conforming such financial statements to GAAP. Unless the Administrative Agent or a Lender requests executed originals, delivery of the Compliance Certificate may be by electronic communication including fax or email and shall be deemed to be an original and authentic counterpart thereof for all purposes. (c) Updated Schedules. Concurrently with the delivery of the Compliance Certificate referred to in Section 6.02(b), the following updated Schedules to this Agreement (which may be attached to the Compliance Certificate) to the extent required to make the representation related to such Schedule true and correct as of the date of such Compliance Certificate: Schedules 1.01(c), 5.20(a), 5.20(b), 5.21(b) and 5.21(c). (d) Calculations. Concurrently with the delivery of the Compliance Certificate referred to in Section 6.02(b) required to be delivered with the financial statements referred to in Section 6.01(a), a certificate (which may be included in such Compliance Certificate) including

the amount of all Restricted Payments, Investments (including Permitted Acquisitions) and Dispositions that were made during the prior fiscal year. (e) Changes in Entity Structure. Not less than ten days prior to any merger, consolidation, dissolution or other change in entity structure of any Loan Party or any of its Subsidiaries (other than Immaterial Subsidiaries) permitted pursuant to the terms hereof, provide notice of such change in entity structure to the Administrative Agent, along with such other information as reasonably requested by the Administrative Agent. Provide notice to the Administrative Agent, not less than ten (10) days prior (or such extended period of time as agreed to by the Administrative Agent) of any change in any Loan Partyâ€™s legal name, state of organization, or organizational existence. (f) Audit Reports; Management Letters; Recommendations. Promptly after any request by the Administrative Agent or any Lender, copies of any detailed audit reports, management letters or recommendations submitted to the board of directors (or the audit committee of the board of directors) of any Loan Party by independent accountants in connection with the accounts or books of any Loan Party or any of its Subsidiaries, or any audit of any of them. (g) Annual Reports; Etc. Promptly after the same are available, copies of each annual report, proxy or financial statement or other report or communication sent to the stockholders of the Borrower, and copies of all annual, regular, periodic and special reports and registration statements which the Borrower may file or be required to file with the SEC under Section 13 or 15(d) of the Securities Exchange Act of 1934, or with any national securities exchange, and in any case not otherwise required to be delivered to the Administrative Agent pursuant hereto;. (h) Debt Securities Statements and Reports. Promptly after the furnishing thereof, copies of any statement or report furnished to any holder of debt securities of any Loan Party or of any of its Subsidiaries pursuant to the terms of any indenture, loan or credit or similar agreement and not otherwise required to be furnished to the Lenders pursuant to Section 6.01 or any other clause of this Section 6.02. 83Â Â (i) SEC Notices. Promptly, and in any event within five (5) Business Days after receipt thereof by any Loan Party or any Subsidiary thereof, copies of each notice or other correspondence received from the SEC (or comparable agency in any applicable non-U.S. jurisdiction) concerning any investigation or possible investigation or other inquiry by such agency regarding financial or other operational results of any Loan Party or any Subsidiary thereof. (j) Notices. Not later than five (5) Business Days after receipt thereof by any Loan Party or any Subsidiary thereof, copies of all notices, requests and other documents (including amendments, waivers and other modifications) so received under or pursuant to any instrument, indenture, loan or credit or similar agreement regarding or related to any breach or default by any party thereto or any other event that could materially impair the value of the interests or the rights of any Loan Party or otherwise have a Material Adverse Effect and, from time to time upon request by the Administrative Agent, such information and reports regarding such instruments, indentures and loan and credit and similar agreements as the Administrative Agent may reasonably request. (k) Amendments to Organizational Documents. Promptly after any amendments to the Organizational Documents of any Loan Party, notice thereof. (l) Anti-Money-Laundering. Promptly following any request therefor, information and documentation reasonably requested by the Administrative Agent or any Lender for purposes of compliance with applicable â€œknow your customerâ€ and anti-money-laundering rules and regulations, including, without limitation, the Patriot Act. (m) Beneficial Ownership. To the extent any Loan Party qualifies as a â€œlegal entity customerâ€ under the Beneficial Ownership Regulation, an updated Beneficial Ownership Certification promptly following any change in the information provided in the Beneficial Ownership Certification delivered to any Lender in relation to such Loan Party that would result in a change to the list of beneficial owners identified in such certification. (n) Additional Information. Promptly, such additional information regarding the business, financial, legal or corporate affairs of any Loan Party or any Subsidiary thereof, or compliance with the terms of the Loan Documents, as the Administrative Agent or any Lender may from time to time reasonably request. (o) Documents required to be delivered pursuant to Section 6.01(a) or (b) or Section 6.02(g) (to the extent any such documents are included in materials otherwise filed with the SEC) may, in the Borrowerâ€™s sole affirmative written election delivered to the Administrative Agent, be thereupon deemed delivered electronically and if so delivered, shall be deemed to have been delivered on the date (i) on which the Borrower posts such documents, or provides a link thereto on the Borrowerâ€™s website on the Internet at the website address listed on Schedule 1.01(a); or (ii) on which such documents are posted on the Borrowerâ€™s behalf on an Internet or intranet website, if any, to which each Lender and the Administrative Agent have access (whether a commercial, third-party website or whether sponsored by the Administrative Agent); provided that: (x) the Borrower shall deliver paper copies of such documents to the Administrative Agent or any Lender requesting copies through the Administrative Agent upon the Administrative Agentâ€™s request to the Borrower to deliver such paper copies until a written request to cease delivering paper copies is given by the Administrative Agent or such Lender and (y) the Borrower shall notify the Administrative Agent and each Lender (by fax transmission or e-mail transmission) of the posting of any such documents and provide to the Administrative Agent by e-mail electronic versions (i.e., soft copies) of such documents. The Administrative Agent shall have no obligation to request the delivery of or to maintain paper copies of the documents referred to above, and in any event shall have no 84Â Â responsibility to monitor compliance by the Borrower with any such request by a Lender for delivery, and each Lender shall be solely responsible for requesting delivery to it or maintaining its copies of such documents. (p) The Borrower hereby acknowledges that (i) the Administrative Agent and/or an Affiliate thereof may, but shall not be obligated to, make available to the Lenders and the L/C Issuer materials and/or information provided by or on behalf of the Borrower hereunder (collectively, â€œBorrower Materialsâ€) by posting the Borrower Materials on IntraLinks, Syndtrak, ClearPar or a substantially similar electronic transmission system (the â€œPlatformâ€) and (ii) certain of the Lenders (each, a â€œPublic Lenderâ€) may have personnel who do not wish to receive material non-public information with respect to the Borrower or its Affiliates, or the respective securities of any of the foregoing, and who may be engaged in investment and other market-related activities with respect to such Personsâ€™ securities. The Borrower hereby agrees that it will use commercially reasonable efforts to identify that portion of the Borrower Materials that may be distributed to the Public Lenders and that (A) all such Borrower Materials shall be clearly and conspicuously marked â€œPUBLICâ€ which, at a minimum, shall mean that the word â€œPUBLICâ€ shall appear prominently on the first page thereof; (B) by marking Borrower Materials â€œPUBLIC,â€ the Borrower shall be deemed to have authorized the Administrative Agent, any Affiliate thereof, the Arranger, the L/C Issuer and the Lenders to treat such Borrower Materials as not containing any material non-public information (although it may be sensitive and proprietary) with respect to the Borrower or its securities for purposes of United States federal and state securities laws (provided, however, that to the extent such Borrower Materials constitute Information, they shall be treated as set forth in Section 11.07); (C) all Borrower Materials marked â€œPUBLICâ€ are permitted to be made available through a portion of the Platform designated â€œPublic Side Information;â€ and (D) the Administrative Agent and any Affiliate thereof and the Arranger shall be entitled to treat any Borrower Materials that are not marked â€œPUBLICâ€ as being suitable only for posting on a portion of the Platform not designated â€œPublic Side Information.â€ Notwithstanding the foregoing, the Borrower shall be under no obligation to mark any Borrower Materials â€œPUBLICâ€. 6.03 Notices. Promptly, but in any event within two (2) Business Days, notify the Administrative Agent and each Lender: (a) of the occurrence of any Default; (b) of any matter that has resulted or would reasonably be expected to result in a Material Adverse Effect; (c) of the occurrence of any ERISA Event; (d) of any material change in accounting policies or financial reporting practices by any Loan Party or any Subsidiary thereof, including any determination by the Borrower referred to in Section 2.10(b). Each notice pursuant to this Section 6.03 shall be accompanied by a statement of a Responsible Officer of the Borrower setting forth details of the occurrence referred to therein and to the extent applicable, stating what action the Borrower has taken and proposes to take with respect thereto. Each notice pursuant to Section 6.03(a) shall describe with particularity any and all provisions of this Agreement and any other Loan Document that have been breached. 85Â Â 6.04 Payment of Obligations. Pay and discharge as the same shall become due and payable, all its material obligations and liabilities, including (a) all material tax liabilities, assessments and governmental charges or levies upon it or its properties or assets, unless the same are being contested in good faith by appropriate proceedings diligently conducted and adequate reserves in accordance with GAAP are being maintained by the Borrower or such Subsidiary; and (b) all lawful claims which, if unpaid, would by law become a Lien upon its property not permitted hereunder. 6.05 Preservation of Existence, Etc. (a) Preserve, renew and maintain in full force and effect its legal existence and good standing under the Laws of the jurisdiction of its organization except in a transaction permitted by Section 7.04 or 7.05; (b) take all commercially reasonable action to maintain all rights, privileges, permits, licenses and franchises necessary or desirable in the normal conduct of its business, except to the extent that failure to do so would not reasonably be expected to have a Material Adverse Effect; and (c) preserve or renew all of its registered patents, trademarks, trade names and service marks, the non-preservation of which would reasonably be expected to have a Material Adverse Effect. 6.06 Maintenance of Properties. (a) Maintain, preserve and protect all of its material properties and equipment necessary in the operation of its business in good working order and condition, ordinary wear and tear, casualty and condemnation excepted; and (b) make all necessary repairs thereto and renewals and replacements thereof except where the failure to do so would not reasonably be expected to have a Material Adverse Effect. 6.07 Maintenance of Insurance. (a) Maintenance of Insurance. Maintain with financially sound and reputable insurance companies not Affiliates of the Borrower, insurance with respect to its properties and business against loss or damage of the kinds customarily insured against by Persons engaged in the same or similar business, of such types and in such amounts as are customarily carried under similar circumstances by such other Persons and all such insurance shall (i) provide for not less than thirty (30) daysâ€™ prior notice to the Administrative Agent of termination, lapse or cancellation of such insurance, (ii) name the Administrative Agent as mortgagee (in the case of property insurance) or additional insured on behalf of the Secured Parties (in the case of liability insurance) or loss payee (in the case of property insurance), as applicable, (iii) if reasonably requested by the Administrative Agent, include a breach of warranty clause and (iv) be reasonably satisfactory in all other respects to the Administrative Agent. (b) Evidence of Insurance. Cause the Administrative Agent to be named as lendersâ€™ loss payable, loss payee or mortgagee, as its interest may appear, and/or additional insured with respect of any such insurance providing liability coverage or coverage in respect of any Collateral, and cause, unless otherwise agreed to by the Administrative Agent, each provider of any such 86Â Â insurance to agree, by endorsement upon the policy or policies issued by it or by independent instruments furnished to the Administrative Agent that it will give the Administrative Agent thirty (30) days prior written notice before any such policy or policies shall be altered or cancelled (or ten (10) days prior notice in the case of cancellation due to the nonpayment of premiums). Annually, upon expiration of current insurance coverage, the Loan Parties shall provide, or cause to be provided, to the Administrative Agent, such evidence of insurance as required by the Administrative Agent, including, but not limited to: (i) certified copies of such insurance policies, (ii) evidence of such insurance policies (including, without limitation and as applicable, ACORD Form 28 certificates (or similar form of insurance certificate), and ACORD Form 25 certificates (or similar form of insurance certificate)), (iii) declaration pages for each insurance policy and (iv) lenderâ€™s loss payable endorsement if the Administrative Agent for the benefit of the Secured Parties is not on the declarations page for such policy. As requested by the Administrative Agent, the Loan Parties agree to deliver to the Administrative Agent an Authorization to Share Insurance Information. 6.08 Compliance with Laws. Comply with the requirements of all Applicable Laws and all orders, writs, injunctions and decrees applicable to it or to its business or property, except in such instances in which (a) such requirement of Law or order, writ, injunction or decree is being contested in good faith by appropriate proceedings diligently conducted; or (b) the failure to comply therewith would not reasonably be expected to have a Material Adverse Effect. 6.09 Books and Records. Maintain proper books of record and account, in which full, true and correct entries in conformity with GAAP consistently applied shall be made of all financial transactions and matters involving the assets and business of such Loan Party or such Subsidiary, as the case may be. 6.10 Inspection Rights. Permit representatives and independent contractors of the Administrative Agent and each Lender to visit and inspect any of its properties, to examine its corporate, financial and operating records, and make copies thereof or abstracts therefrom, and to discuss its affairs, finances and accounts with its directors, officers, and independent public accountants, all at the expense of the Borrower and at such reasonable times during normal business hours upon reasonable advance notice to the Borrower, but not more frequently than one time per fiscal year; provided, however, that when an Event of Default exists the Administrative Agent or any Lender (or any of their respective representatives or independent contractors) may do any of the foregoing at the expense of the Borrower at any time during normal business hours and without advance notice and as often as may be reasonably desired. 6.11 Use of Proceeds. Use the proceeds of the Credit Extensions for general corporate purposes not in contravention of any Law or of any Loan Document. 87Â Â 6.12 [Reserved]. 6.13 Covenant to Guarantee Obligations. (a) The Loan Parties will cause each of their Domestic Subsidiaries (other than any Immaterial Subsidiary), whether newly formed, after acquired or otherwise existing to promptly (and in any event within thirty (30) days after such Subsidiary is formed or acquired (or such longer period of time as agreed to by the Administrative Agent in its reasonable discretion)) become a Guarantor hereunder by way of execution of a Joinder Agreement. In connection therewith, the Loan Parties shall give notice to the Administrative Agent not less than ten (10) days prior to creating any Domestic Subsidiary (other than an Immaterial Subsidiary) (or such shorter period of time as agreed to by the Administrative Agent in its reasonable discretion), or acquiring the Equity Interests of any other Person. In connection with the foregoing, the Loan Parties shall deliver to the Administrative Agent, with respect to each new Guarantor, to the extent applicable, substantially the same documentation required pursuant to Sections 4.01(b),(c),(e),(f) and (j) (in each case unless waived by the Administrative Agent in its reasonable discretion) and 6.14 and such other documents or agreements as the Administrative Agent may reasonably request, including without limitation, updated Schedules 1.01(c), 5.20(a), 5.20(b), 5.21(b) and 5.21(c). Notwithstanding the first sentence of this clause (a), if upon the formation or Acquisition of an Immaterial Subsidiary, the Guarantor Requirement, as defined in clause (c) below, would not be satisfied, the Borrower shall cause such Subsidiary (or another Subsidiary) to deliver a Joinder Agreement and the other items described in this clause (a) in order to satisfy the Guarantor Requirement. (b) Notwithstanding the provisions of clause (a) above, if, as of the last day of any Measurement Period, any Domestic Subsidiary that has previously qualified as an Immaterial Subsidiary no longer so qualifies or if, as of the last day of any Measurement Period or as of the date of formation or acquisition of a new Domestic Subsidiary, the Guarantor Requirement, as defined below, is not satisfied, the Borrower shall include notice of such event in the Compliance Certificate delivered for such Measurement Period and deliver, or cause to be delivered, to the Administrative Agent as soon as practicable but in any event within thirty (30) days (or such longer period as may be approved by the Administrative Agent in its reasonable discretion) after the delivery of such Compliance Certificate, a Joinder Agreement for such Domestic Subsidiary and each other Domestic Subsidiary as may be necessary to cause the Guarantor Threshold to be satisfied. In connection with the foregoing, the Loan Parties shall deliver to the Administrative Agent, with respect to each new Guarantor to the extent applicable, substantially the same documentation required pursuant to Sections 4.01(b),(c),(e),(f) and (j) (in each case unless waived by the Administrative Agent in its reasonable discretion) and 6.14 and such other documents or agreements as the Administrative Agent may reasonably request, including without limitation, updated Schedules 1.01(c), 5.20(a), 5.20(b), 5.21(b) and 5.21(c). In addition, upon the joinder of an additional Loan Party pursuant to this clause (b), the Borrower shall deliver to the Administrative Agent a certificate of a Responsible Officer setting forth a calculation on a Pro Forma Basis of the percentage of Consolidated EBITDA and the percentage of Consolidated Total Assets contributed by the Loan Parties (including the newly joined Loan Party), all determined as of the most recently ended Measurement Period as if such Loan Party had been joined on such date. (c) As used in this Section 6.13, â€œGuarantor Requirementâ€ means, at any relevant time of determination, with respect to any Permitted Acquisition or other Investment permitted hereunder and at the end of each Measurement Period, that the entities constituting Loan Parties shall represent (as assessed on the basis of the most recent Measurement Period for which financial statements have been delivered to the Administrative Agent pursuant to Section 6.01(a) or (b) and in a manner consistent with the definition of â€œConsolidated EBITDA but limited to the Loan 88Â Â Partiesâ€™ results of operations), but giving Pro Forma Effect to such Permitted Acquisition or other Investment, and including Equity Interests in Subsidiaries, but excluding Investments that are eliminated in Consolidation) not less than 90% of Consolidated EBITDA and not less than 90% of Consolidated Total Assets. 6.14 Covenant to Give Security. (a) Equity Interests and Personal Property. Except with respect to Excluded Property, each Loan Party will cause the Pledged Equity and all of its tangible and intangible personal property now owned or hereafter acquired by it to be subject at all times to a first priority, perfected Lien (subject to Permitted Liens to the extent permitted by the Loan Documents) in favor of the Administrative Agent for the benefit of the Secured Parties to secure the Secured Obligations pursuant to the terms and conditions of the Collateral Documents. Each Loan Party shall provide opinions of counsel and any filings and deliveries reasonably necessary in connection therewith to perfect the security interests therein, all in form and substance reasonably satisfactory to the Administrative Agent. (b) Updated Schedules. Concurrently with the delivery of any Collateral pursuant to the terms of this Section 6.14, the Borrower shall provide the Administrative Agent with the applicable updated Schedule(s): 5.20(a), 5.21(b), and 5.21(c). (c) Landlord Waiver. In connection with the renewal of the lease of its corporate headquarters space, the Borrower shall use commercially reasonable efforts to obtain a Landlord Waiver from the landlord of such property. 6.15 Anti-Corruption Laws; Sanctions. Conduct its business in compliance in all material respects with the United States Foreign Corrupt Practices Act of 1977, the UK Bribery Act 2010 and other applicable anti-corruption legislation in other jurisdictions and with all applicable Sanctions, and maintain policies and procedures designed to promote and achieve compliance with such laws and Sanctions. 6.16 Post-Closing Obligations. Not later than (i) thirty (30) days after the Closing Date (or such later date as may be consented to by the Administrative Agent in its reasonable discretion) deliver to the Administrative Agent share certificates and related

executed, undated stock powers for all Pledged Equity that is in certificated form and (ii) 120 days after the Closing Date (or such later date as may be consented to by the Administrative Agent in its reasonable discretion) deliver evidence satisfactory to the Administrative Agent that all Equity Interests of Book4Time Asia, Inc. are validly issued, fully paid and non-assessable and owned by Book4Time, Inc. 6.17 Further Assurances. Promptly upon request by the Administrative Agent, or any Lender through the Administrative Agent, (a) correct any material defect or error that may be discovered in any Loan Document or in the execution, acknowledgment, filing or recordation thereof, and (b) do, execute, acknowledge, deliver, record, re-record, file, re-file, register and re-register any and all such further acts, deeds, certificates, assurances and other instruments as the Administrative Agent, or any Lender through the Administrative Agent, may reasonably require from time to time in order to (i) carry out more effectively the purposes of the Loan Documents, (ii) to the fullest extent permitted by Applicable Law, subject any Loan Partyâ€™s or 89Â Â any of its Subsidiariesâ€™ properties, assets, rights or interests to the Liens now or hereafter intended to be covered by any of the Collateral Documents, (iii) perfect and maintain the validity, effectiveness and priority of any of the Collateral Documents and any of the Liens intended to be created thereunder and (iv) assure, convey, grant, assign, transfer, preserve, protect and confirm more effectively unto the Secured Parties the rights granted or now or hereafter intended to be granted to the Secured Parties under any Loan Document or under any other instrument executed in connection with any Loan Document to which any Loan Party or any of its Subsidiaries is or is to be a party, and cause each of its Subsidiaries to do so. Article VIINEGATIVE COVENANTS Each of the Loan Parties hereby covenants and agrees that on the Closing Date and thereafter until the Facility Termination Date, no Loan Party shall, nor shall it permit any Subsidiary to, directly or indirectly: 7.01 Liens. Create, incur, assume or suffer to exist any Lien upon any of its property, assets or revenues, whether now owned or hereafter acquired, except for the following (the â€œPermitted Liensâ€): (a) Liens pursuant to any Loan Document or otherwise securing the Secured Obligations; (b) Liens existing on the Closing Date and listed on Schedule 7.01 and any renewals or extensions thereof, provided that (i) the property covered thereby is not changed, (ii) the amount secured or benefited thereby is not increased except as contemplated by Section 7.02(b), (iii) the direct or any contingent obligor with respect thereto is not changed, and (iv) any renewal or extension of the obligations secured or benefited thereby is permitted by Section 7.02(b); (c) Liens for Taxes not yet due or Liens for Taxes which are being contested in good faith and by appropriate proceedings diligently conducted, if adequate reserves with respect thereto are maintained on the books of the applicable Person in accordance with GAAP; (d) Statutory Liens such as carriersâ€™, warehousemenâ€™s, mechanicsâ€™, materialmenâ€™s, repairmenâ€™s or other like Liens arising in the ordinary course of business which are not overdue for a period of more than thirty (30) days or which are being contested in good faith and by appropriate proceedings diligently conducted; provided that adequate reserves with respect thereto are maintained on the books of the applicable Person in accordance with GAAP; (e) pledges or deposits in the ordinary course of business in connection with workersâ€™ compensation, unemployment insurance and other social security legislation, other than any Lien imposed by ERISA; (f) deposits to secure the performance of bids, trade contracts and leases (other than Indebtedness), statutory obligations, surety and appeal bonds, performance bonds and other obligations of a like nature incurred in the ordinary course of business; (g) easements, rights-of-way, restrictions and other similar encumbrances affecting real property which, in the aggregate, are not substantial in amount, and which do not in any case 90Â Â materially detract from the value of the property subject thereto or materially interfere with the ordinary conduct of the business of the applicable Person; (h) Liens securing judgments for the payment of money (or appeal or other surety bonds relating to such judgments) not constituting an Event of Default under Section 8.01(h); (i) Liens securing Indebtedness permitted under Section 7.02(c); provided that (i) such Liens do not at any time encumber any property other than the property financed by such Indebtedness and (ii) the Indebtedness secured thereby does not exceed the cost or fair market value, whichever is lower, of the property being acquired on the date of acquisition; (j) bankersâ€™ Liens, rights of setoff and other similar Liens existing solely with respect to cash and Cash Equivalents on deposit in one or more accounts maintained by the Borrower or any of its Subsidiaries with any Lender, in each case in the ordinary course of business in favor of the bank or banks with which such accounts are maintained, securing solely the customary amounts owing to such bank with respect to cash management and operating account arrangements; provided, that in no case shall any such Liens secure (either directly or indirectly) the repayment of any Indebtedness; (k) Liens arising out of judgments or awards not resulting in an Event of Default; provided the applicable Loan Party or Subsidiary shall in good faith be prosecuting an appeal or proceedings for review; (l) Any interest or title of a lessor, licensor or sublessor under any lease, license or sublease entered into by any Loan Party or any Subsidiary thereof in the ordinary course of business and covering only the assets so leased, licensed or subleased; (m) Liens on property of a Person existing at the time such Person is merged into or consolidated with the Borrower or any Subsidiary of the Borrower or becomes a Subsidiary of the Borrower; provided that such Liens were not created in contemplation of such merger, consolidation or Investment and do not extend to any assets other than those of the Person merged into or consolidated with the Borrower or such Subsidiary or acquired by the Borrower or such Subsidiary; (n) any zoning, building or similar laws or rights reserved to or vested in any Governmental Authority; (o) Liens (i) on cash advances in favor of the seller of any property to be acquired in an Investment permitted pursuant to Section 7.03 to be applied against the purchase price for such Investment or (ii) consisting of an agreement to Dispose of any property in a Disposition permitted under Section 7.05, in each case, solely to the extent such Investment or Disposition, as the case may be, would have been permitted on the date of the creation of such Lien; (p) Liens arising from precautionary Uniform Commercial Code financing statement filings regarding leases entered into by the Borrower or any of its Subsidiaries in the ordinary course of business; (q) Liens solely on any cash earnest money deposits or other similar escrow arrangements made by the Borrower or any of its Subsidiaries in connection with any letter of intent or purchase agreement permitted hereunder; 91Â Â (r) Liens on insurance policies and the proceeds thereof securing the financing of premiums with respect thereto; (s) Liens in favor of customs and revenue authorities arising as a matter of Law to secure payment of customs duties in connection with the importation of goods in the ordinary course of business; (t) leases, licenses, subleases or sublicenses granted to others in the ordinary course of business that do not (i) interfere in any material respect with the ordinary conduct of the business of the Borrower and its Subsidiaries or (ii) secure any Indebtedness; and (u) other Liens securing Indebtedness outstanding in an aggregate principal amount not to exceed $5,000,000, provided that no such Lien shall extend to or cover any Collateral. 7.02 Indebtedness. Create, incur, assume or suffer to exist any Indebtedness, except: (a) Indebtedness under the Loan Documents; (b) Indebtedness outstanding on the Closing Date and listed on Schedule 7.02 and any refinancings, refundings, renewals or extensions thereof; provided that the amount of such Indebtedness is not increased at the time of such refinancing, refunding, renewal or extension except by an amount equal to a reasonable premium or other reasonable amount paid, and fees and expenses reasonably incurred, in connection with such refinancing and by an amount equal to any existing commitments unutilized thereunder and the direct or any contingent obligor with respect thereto is not changed, as a result of or in connection with such refinancing, refunding, renewal or extension; (c) Indebtedness in respect of Capitalized Leases, Synthetic Lease Obligations and purchase money obligations for fixed or capital assets within the limitations set forth in Section 7.01(i); provided, however, that the aggregate amount of all such Indebtedness at any one time outstanding shall not exceed $7,500,000; (d) Intercompany Indebtedness permitted under Section 7.03; (e) Guarantees of the Borrower or any Subsidiary in respect of Indebtedness otherwise permitted hereunder of the Borrower or any wholly-owned Subsidiary; (f) Indebtedness of any Person that becomes a Subsidiary of the Borrower after the date hereof in a transaction permitted hereunder in an aggregate principal amount for all such Subsidiaries outstanding at any time not to exceed $5,000,000; provided that such Indebtedness is existing at the time such Person becomes a Subsidiary of the Borrower and was not incurred solely in contemplation of such Personâ€™s becoming a Subsidiary of the Borrower; (g) obligations (contingent or otherwise) existing or arising under any Swap Contract, provided that (i) such obligations are (or were) entered into by such Person in the ordinary course of business for the purpose of directly mitigating risks associated with fluctuations in interest rates or foreign exchange rates and (ii) such Swap Contract does not contain any provision exonerating the non-defaulting party from its obligation to make payments on outstanding transactions to the defaulting party; 92Â Â (h) Indebtedness under the Foreign Obligation Loan Documents in an aggregate amount not to exceed the Dollar Equivalent of $15,000,000; (i) unsecured Indebtedness in respect of earn-outs, contingent liabilities in respect of any indemnification obligation, adjustments of purchase price or similar obligations owing to sellers of assets or Equity Interests to Borrower or its Subsidiaries that are incurred in connection with a Permitted Acquisition or other Investment otherwise permitted hereunder; provided that (i) the aggregate principal amount of such Indebtedness shall not exceed $4,000,000 at any time outstanding and (ii) any payment of such obligations shall not be permitted if after giving effect to such payment on a Pro Forma Basis (A) a Default or Event of Default exists or would result therefrom, or (B) the Loan Parties would not be in compliance with the financial covenants set forth herein, recomputed as of the end of the most recent Measurement Period; (j) Indebtedness in respect of letters of credit, bank guarantees or similar instruments issued or created in the ordinary course of business, including in respect of workersâ€™ compensation claims, health, disability or other employee benefits or insurance or other similar reimbursement-type obligations; provided that any reimbursement obligations in respect thereof are reimbursed within 30 days following the incurrence thereof; (k) obligations in respect of performance, bid, appeal and surety bonds and performance and completion guarantees and similar obligations incurred in the ordinary course of business; (l) Indebtedness of any Person that becomes a Subsidiary after the date hereof in an aggregate principal amount not to exceed $2,000,000 at any one time outstanding; provided that such Indebtedness exists at the time such Person becomes a Subsidiary and is not created in contemplation of or in connection with such Person becoming a Subsidiary; (m) Indebtedness (i) resulting from a bank or other financial institution honoring a check, draft or similar instrument in the ordinary course of business or (ii) arising under or in connection with cash management services in the ordinary course of business; (n) Indebtedness consisting of the financing of insurance premiums payable within one (1) year; (o) Disqualified Stock that is exchangeable or convertible only into unsecured, subordinated Indebtedness of the Borrower that is not Guaranteed by any Subsidiary of the Borrower; (p) other Indebtedness subordinated to the Obligations in a manner and to an extent reasonably acceptable to the Administrative Agent in an aggregate principal amount not to exceed $2,000,000 at any one time outstanding; and (q) other Indebtedness not contemplated by the above provisions in an aggregate principal amount not to exceed $10,000,000 at any time outstanding; provided that the Loan Parties are in Pro Forma Compliance with each of the financial covenants set forth in Section 7.11 at the time of incurrence thereof. 7.03 Investments. Make or hold any Investments, except: 93Â Â (a) (a) Investments in commercial paper maturing within three (3) months from the date of acquisition thereof and having, at such date of acquisition, a rating at least A-2/P-2 by at least two of the six Nationally Recognized Statistical Rating Organizations, those being: Moodyâ€™s, S&P, Duff&Phelps, Fitch, Thomson Bank Watch and International Bank Credit Analysis; (b) advances to officers, directors and employees of the Borrower and Subsidiaries in an aggregate amount not to exceed $2,500,000 at any time outstanding, for travel, entertainment, relocation and analogous ordinary business purposes; (c) pending reimbursements from officers, directors and employees for taxes owed on equity vesting events; (d) (i) Investments by the Borrower and its Subsidiaries in their respective Subsidiaries outstanding on the date hereof, (ii) additional Investments by the Borrower and its Subsidiaries in Loan Parties, (iii) additional Investments by Subsidiaries of the Borrower that are not Loan Parties in other Subsidiaries that are not Loan Parties and (iv) so long as no Default has occurred and is continuing or would result from such Investment, additional Investments by the Loan Parties in wholly-owned Subsidiaries that are not Loan Parties in an aggregate amount invested from the date hereof not to exceed $10,000,000, provided that after giving Pro Forma Effect to such Investment the Guarantor Requirement is satisfied; (e) Investments consisting of extensions of credit in the nature of accounts receivable or notes receivable arising from the grant of trade credit in the ordinary course of business, and Investments received in satisfaction or partial satisfaction thereof from financially troubled account debtors to the extent reasonably necessary in order to prevent or limit loss; (f) Guarantees permitted by Section 7.02; (g) Investments existing on the date hereof (other than those referred to in Section 7.03(d)(i)) and set forth on Schedule 7.03 and any modification, replacement, renewal or extension thereof; provided that the amount of the original Investment is not increased except by the original terms of such Investment or as otherwise permitted by this Section 7.03; (h) the Book4Time Acquistion; (i) Permitted Acquisitions (other than of entities that will constitute Foreign Subsidiaries and subsidiaries thereof, which Investments are covered by Section 7.03(d)(iv)); (j) Investments in Swap Contracts permitted under Section 7.02(g); (k) promissory notes and other non-cash consideration received in connection with Dispositions permitted by Section 7.05; (l) Investments in the ordinary course of business consisting of (i) endorsements for collection or deposit, (ii) customary trade arrangements with customers, and (iii) loans or advances made to contractors, vendors and landlords; (m) Investments (including debt obligations and Equity Interests) received in connection with the bankruptcy or reorganization of suppliers and customers and in settlement of delinquent obligations of, and other disputes with, customers and suppliers arising in the ordinary 94Â Â course of business and upon the foreclosure with respect to any secured Investment or other transfer of title with respect to any secured Investment; (n) Investments consisting of earnest money deposits made in connection with a letter of intent, purchase agreement or other acquisition; and (o) other Investments not contemplated by the above provisions not exceeding $10,000,000 in the aggregate in any fiscal year of the Borrower. 7.04 Fundamental Changes. Merge, dissolve, liquidate, consolidate with or into another Person, or Dispose of (whether in one transaction or in a series of transactions) all or substantially all of its assets (whether now owned or hereafter acquired) to or in favor of any Person, except that, so long as no Default exists or would result therefrom: (a) any Subsidiary may merge with (i) the Borrower; provided that the Borrower shall be the continuing or surviving Person, or (ii) any one or more other Subsidiaries, provided that when any Loan Party is merging with another Subsidiary, such Loan Party shall be the continuing or surviving Person; (b) any Loan Party may Dispose of all or substantially all of its assets (upon voluntary liquidation or otherwise) to the Borrower or to another Loan Party; (c) any Subsidiary that is not a Loan Party may dispose of all or substantially all its assets (including any Disposition that is in the nature of a liquidation) to (i) another Subsidiary that is not a Loan Party or (ii) to a Loan Party; (d) in connection with any Permitted Acquisition, any Subsidiary of the Borrower may merge into or consolidate with any other Person or permit any other Person to merge into or consolidate with it; provided that (i) the Person surviving such merger shall be a wholly-owned Subsidiary of the Borrower and (ii) in the case of any such merger to which any Loan Party (other than the Borrower) is a party, such Loan Party is the surviving Person; and (e) so long as no Default has occurred and is continuing or would result therefrom, each of the Borrower and any of its Subsidiaries may merge into or consolidate with any other Person or permit any other Person to merge into or consolidate with it; provided, however, that in each case, immediately after giving effect thereto (i) in the case of any such merger to which the Borrower is a party, the Borrower is the surviving Person and (ii) in the case of any such merger to which any Loan Party (other than the Borrower) is a party, such Loan Party is the surviving Person. 7.05 Dispositions. Make any Disposition or enter into any agreement to make any Disposition, except: (a) Permitted Transfers; (b) Dispositions of obsolete or worn out property, whether now owned or hereafter acquired, in the ordinary course of business; (c) Dispositions of equipment or real property to the extent that (i) such property is exchanged for credit against the purchase price of similar replacement property or (ii) the proceeds 95Â Â of such Disposition are reasonably promptly applied to the purchase price of such replacement property; (d) Dispositions permitted by Section 7.04; (e) Dispositions of accounts receivables to a third party in connection with the compromise, settlement or collection thereof in the ordinary course of business exclusive of factoring or similar arrangements; (f) non-exclusive licenses of trademarks, service marks, trade names, copyrights, patents, patent rights, trade secrets, know-how, franchises, licenses and other intellectual property rights in the ordinary course of business and substantially consistent with past practice; and (g) other Dispositions so long as (i) at least 75% of the consideration paid in connection therewith shall be cash or Cash Equivalents paid contemporaneously with consummation of the transaction and shall be in an amount not less than the fair market value of the property disposed of, (ii) if such transaction is a Sale and Leaseback Transaction, such transaction is not prohibited by the terms of Section 7.14, (iii) such transaction does not involve the sale or other disposition of a minority Equity Interests in any Subsidiary, (iv) such transaction does not involve a sale or other disposition of receivables other than receivables owned by or attributable to other property concurrently being disposed of in a transaction otherwise permitted under this Section 7.05, and (v) the aggregate net book value of all of the assets sold or otherwise disposed of by the Loan Parties and their Subsidiaries in all such transactions in any fiscal year of the Borrower shall not exceed $7,500,000. 7.06 Restricted Payments. Declare or make, directly or indirectly, any Restricted Payment, or incur any obligation (contingent or otherwise) to do so or issue any Disqualified Stock, except that, so long as no Default shall have occurred and be continuing at the time of any action described below or would result therefrom: (a) each Subsidiary may make Restricted Payments to any Person that owns Equity Interests in such Subsidiary, ratably according to their respective holdings of the type of Equity Interest in respect of which such Restricted Payment is being made; (b) the Borrower and each Subsidiary may declare and make dividend payments or other distributions payable solely in common Equity Interests (other than Disqualified Stock) of such Person; (c) the Borrower or any of its Subsidiaries may repurchase (or make Restricted Payments to any direct or indirect parent entity to enable it to repurchase) Equity Interests upon the exercise of options or warrants or other securities convertible into or exchangeable for Equity Interests (exclusive of Disqualified Stock) if such Equity Interests represent all or a portion of the exercise price of such options or warrants or other securities as part of a â€œcashlessâ€ exercise; (d) the Borrower or any of its Subsidiaries may make Restricted Payments consisting of cash in lieu of the issuance of fractional shares in connection with the exercise of warrants, options or other securities convertible into, or exchangeable for, Equity Interests of the Borrower or such Subsidiary; 96Â Â (e) the

Borrower and each Subsidiary may purchase, redeem or otherwise acquire Equity Interests issued by it with the proceeds received from the substantially concurrent issue of new common Equity Interests (exclusive of Disqualified Stock); (f) the Loan Parties may make a payment in respect of any earnout, seller note or similar instrument in connection with any Permitted Acquisition, so long as both before and after giving effect to such payments in respect of any earnout, seller note or similar instrument, (i) the Borrower shall be in Pro Forma Compliance with the financial covenants set forth in Section 7.11 and (ii) no Default shall have occurred and be continuing or would result therefrom; (g) the Borrower may purchase, redeem or otherwise acquire Equity Interests pursuant to and in accordance with the Borrowerâ€™s stock repurchase program as in effect on the Closing Date in an aggregate amount not to exceed $40,000,000 so long as both before and after giving effect to such purchase, redemption or other acquisition of Equity Interests, (i) the Borrower shall be in Pro Forma Compliance with the financial covenants set forth in Section 7.11, (ii) no Default shall have occurred and be continuing or would result therefrom and (iii) the Consolidated Net Leverage Ratio shall be at least 0.50 to 1.0 less than the then applicable level set forth in Section 7.11, calculated using the same Measurement Period used to determine Pro Forma Compliance; and (h) the Borrower may make other Restricted Payments (exclusive of the purchase, redemption or other acquisition of Disqualified Stock) in an aggregate amount during any fiscal year of the Borrower not to exceed $10,000,000. 7.07 Change in Nature of Business. Engage in any material line of business substantially different from those lines of business conducted by the Borrower and its Subsidiaries on the Closing Date or any business reasonably related or incidental thereto or representing reasonable extensions or expansions thereof. 7.08 Transactions with Affiliates. Enter into or permit to exist any transaction or series of transactions with any officer, director or Affiliate of such Person other than (i) advances of working capital to any Loan Party; (ii) transfers of cash and assets to any Loan Party; (iii) intercompany transactions expressly permitted by this Agreement; (iv) normal and reasonable compensation and reimbursement of expenses and indemnification obligations to officers, directors and advisors; (v) the payment of customary fees and reasonable out-of-pocket costs to, and indemnities provided on behalf of, future, present or former directors, officers, employees, members of management and consultants of the Loan Parties in the ordinary course of business to the extent attributable to the ownership or operation of the Loan Parties; and (vi) except as otherwise specifically limited in this Agreement, other transactions that are entered into in the ordinary course of such Personâ€™s business on fair and reasonable terms and conditions substantially as favorable to such Person as would be obtainable by it in a comparable armâ€™s length transaction with a Person other than an officer, director or Affiliate. 7.09 Burdensome Agreements. Enter into, or permit to exist, any Contractual Obligation (except for this Agreement and the other Loan Documents) that (a) encumbers or restricts the ability of any such Person to (i) to act as a Loan Party; (ii) make Restricted Payments to any Loan Party, (iii) pay any Indebtedness or other obligation owed to any Loan Party, (iv) make loans or advances to any Loan Party, or (v) create any Lien upon any of their properties or assets, whether now owned or hereafter acquired, except, in the case of clause (a)(v) only, for any document or instrument governing Indebtedness incurred pursuant to Section 7.02(c); provided that 97Â Â any such restriction contained therein relates only to the asset or assets constructed or acquired in connection therewith or (b) requires the grant of any Lien on property for any obligation if a Lien on such property is given as security for the Secured Obligations; provided that, this Section 7.09 shall not prohibit (x) any agreement in connection with a Disposition permitted by Section 7.05 and customary provisions limiting the disposition or distribution of assets or property in asset sale agreements, sale-leaseback agreements, stock sale agreements and other similar agreements in the ordinary course of business (including agreements entered into in connection with any Investment permitted under Section 7.03), which limitation is applicable only to the assets that are the subject of such agreements, (y) customary provisions restricting assignment contained in any agreement entered into in the ordinary course of business or (z) any restrictions on cash or other deposits imposed by agreements entered into in the ordinary course of business in connection with transactions permitted hereunder. 7.10 Use of Proceeds. Use the proceeds of any Credit Extension, whether directly or indirectly, and whether immediately, incidentally or ultimately, to purchase or carry margin stock (within the meaning of Regulation U) or to extend credit to others for the purpose of purchasing or carrying margin stock or to refund indebtedness originally incurred for such purpose. 7.11 Financial Covenants. (a) Consolidated Interest Coverage Ratio. Permit the Consolidated Interest Coverage Ratio as of the end of any Measurement Period ending as of the end of any fiscal quarter of the Borrower to be less than 3.00 to 1.00. (b) Consolidated Leverage Ratio. Permit the Consolidated Leverage Ratio as of the end of any Measurement Period to be equal to or greater than 3.50 to 1.00. Notwithstanding the foregoing, not more than one time during this Agreement, the Borrower, by notice to the Administrative Agent, shall be permitted to increase the maximum permitted Consolidated Leverage Ratio to 4.00 to 1.00 in connection with any Permitted Acquisition occurring on or after the Closing Date for which the Cost of Acquisition (including, without duplication, the assumption or incurrence of indebtedness in connection therewith) is equal to or in excess of $40,000,000, which such increase shall be applicable for the fiscal quarter in which such Acquisition is consummated and the three consecutive fiscal quarters immediately thereafter (such increase and period, a â€œLeverage Holidayâ€). 7.12 [Reserved]. 7.13 Amendments of Organization Documents; Fiscal Year; Legal Name, State of Formation; Form of Entity and Accounting Changes. (a) Amend any of its Organization Documents in any manner adverse to the Lenders; (b) change its fiscal year; (c) without providing ten (10) days prior written notice to the Administrative Agent (or such extended period of time as agreed to by the Administrative Agent), change its name, state of formation, form of organization or principal place of business; or (d) make any change in accounting policies or reporting practices, except as required by GAAP. 98Â Â 7.14 Sale and Leaseback Transactions. Enter into any Sale and Leaseback Transaction. 7.15 Sanctions. Directly or indirectly, use any Credit Extension or the proceeds of any Credit Extension, or lend, contribute or otherwise make available such Credit Extension or the proceeds of any Credit Extension to any Person, to fund any activities of or business with any Person, that, at the time of such funding, is the subject of Sanctions, or in any other manner that will result in a violation by any Person (including any Person participating in the transaction, whether as Lender, Arranger, Administrative Agent, L/C Issuer, Swingline Lender, or otherwise) of Sanctions. 7.16 Anti-Corruption Laws. Directly or indirectly, use any Credit Extension or the proceeds of any Credit Extension for any purpose which would breach the United States Foreign Corrupt Practices Act of 1977, the UK Bribery Act 2010 and other anti-corruption legislation in other jurisdictions. Article VIIIEVENTS OF DEFAULT AND REMEDIES 8.01 Events of Default. Any of the following shall constitute an event of default (each, an â€œEvent of Defaultâ€): (a) Non-Payment. The Borrower or any other Loan Party fails to pay (i) when and as required to be paid herein, any amount of principal of any Loan or any L/C Obligation or deposit any funds as Cash Collateral in respect of L/C Obligations, or (ii) within three (3) days after the same becomes due, any interest on any Loan or on any L/C Obligation, or any fee due hereunder, or (iii) within five (5) days after the same becomes due, any other amount payable hereunder or under any other Loan Document; or (b) Specific Covenants. (i) Any Loan Party fails to perform or observe any term, covenant or agreement contained in any of Section 6.01, 6.02, 6.03, 6.05(a), 6.08, 6.10, 6.11, 6.15, Article VII or Article X or (ii) any of the Loan Parties fails to perform or observe any term, covenant or agreement contained in Section 4(a), (b) and (k) of the Security Agreement; or (c) Other Defaults. Any Loan Party fails to perform or observe any other covenant or agreement (not specified in Section 8.01(a) or (b) above) contained in any Loan Document on its part to be performed or observed and such failure continues for thirty (30) days; or (d) Representations and Warranties. Any representation, warranty, certification or statement of fact made or deemed made by or on behalf of the Borrower or any other Loan Party herein, in any other Loan Document, or in any document delivered in connection herewith or therewith shall (i) , if qualified by a materiality qualifier, be incorrect or misleading when made or deemed made, or (ii) if not qualified by a materiality qualifier, be in correct or misleading in any material respect when made or deemed made; or 99Â Â (e) Cross-Default. (i) Any Loan Party or any Subsidiary thereof (A) fails to make any payment when due (whether by scheduled maturity, required prepayment, acceleration, demand, or otherwise) in respect of any Indebtedness or Guarantee (other than Indebtedness hereunder and Indebtedness under Swap Contracts) having an aggregate principal amount (including undrawn committed or available amounts and including amounts owing to all creditors under any combined or syndicated credit arrangement) of more than the Threshold Amount, or (B) fails to observe or perform any other agreement or condition relating to any such Indebtedness or Guarantee or contained in any instrument or agreement evidencing, securing or relating thereto, or any other event occurs, the effect of which default or other event is to cause, or to permit the holder or holders of such Indebtedness or the beneficiary or beneficiaries of such Guarantee (or a trustee or agent on behalf of such holder or holders or beneficiary or beneficiaries) to cause, with the giving of notice if required, such Indebtedness to be demanded or to become due or to be repurchased, prepaid, defeased or redeemed (automatically or otherwise), or an offer to repurchase, prepay, defease or redeem such Indebtedness to be made, prior to its stated maturity, or such Guarantee to become payable or Cash Collateral in respect thereof to be demanded; (ii) there occurs under any Swap Contract an Early Termination Date (as defined in such Swap Contract) resulting from (A) any event of default under such Swap Contract as to which a Loan Party or any Subsidiary thereof is the Defaulting Party (as defined in such Swap Contract) or (B) any Termination Event (as so defined) under such Swap Contract as to which a Loan Party or any Subsidiary thereof is an Affected Party (as so defined) and, in either event, the Swap Termination Value owed by such Loan Party or such Subsidiary as a result thereof is greater than the Threshold Amount; or (iii) there occurs any default or event of default under any Foreign Obligation Loan Document; or (f) Insolvency Proceedings, Etc. Any Loan Party or any Subsidiary thereof institutes or consents to the institution of any proceeding under any Debtor Relief Law, or makes an assignment for the benefit of creditors; or applies for or consents to the appointment of any receiver, trustee, custodian, conservator, liquidator, rehabilitator or similar officer for it or for all or any material part of its property; or any receiver, trustee, custodian, conservator, liquidator, rehabilitator or similar officer is appointed without the application or consent of such Person and the appointment continues undischarged or unstayed for sixty (60) calendar days; or any proceeding under any Debtor Relief Law relating to any such Person or to all or any material part of its property is instituted without the consent of such Person and continues undismissed or unstayed for sixty (60) calendar days, or an order for relief is entered in any such proceeding; or (g) Inability to Pay Debts; Attachment. (i) Any Loan Party or any Subsidiary thereof becomes unable or admits in writing its inability or fails generally to pay its debts as they become due, or (ii) any writ or warrant of attachment or execution or similar process is issued or levied against all or any material part of the property of any such Person and is not released, vacated or fully bonded within thirty (30) days after its issue or levy; or (h) Judgments. There is entered against any Loan Party or any Subsidiary thereof (i) one or more final judgments or orders for the payment of money in an aggregate amount (as to all such judgments and orders) exceeding the Threshold Amount (to the extent not covered by independent third-party insurance as to which the insurer is rated at least â€œAâ€ by A.M. Best Company, has been notified of the potential claim and does not dispute coverage), or (ii) any one or more non-monetary final judgments that have, or would reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect and, in either case, (A) enforcement proceedings are commenced by any creditor upon such judgment or order, or (B) there is a period of ten (10) consecutive days during which a stay of enforcement of such judgment, by reason of a pending appeal or otherwise, is not in effect; or 100Â Â (i) ERISA. (i) An ERISA Event occurs with respect to a Pension Plan or Multiemployer Plan which has resulted or would reasonably be expected to result in liability of any Loan Party to the Pension Plan, Multiemployer Plan or the PBGC in an aggregate amount in excess of the Threshold Amount, or (ii) the Borrower or any ERISA Affiliate fails to pay when due, after the expiration of any applicable grace period, any installment payment with respect to its withdrawal liability under Section 4201 of ERISA under a Multiemployer Plan in an aggregate amount in excess of the Threshold Amount; or (j) Invalidity of Loan Documents. Any provision of any Loan Document, at any time after its execution and delivery and for any reason other than as expressly permitted hereunder or thereunder or satisfaction in full of all Obligations arising under the Loan Documents, ceases to be in full force and effect; or any Loan Party or any other Person contests in any manner the validity or enforceability of any provision of any Loan Document; or any Loan Party denies that it has any or further liability or obligation under any provision of any Loan Document, or purports to revoke, terminate or rescind any provision of any Loan Document; or it is or becomes unlawful for a Loan Party to perform any of its obligations under the Loan Documents; or (k) Collateral Documents. Any Collateral Document after delivery thereof pursuant to the terms of the Loan Documents shall for any reason cease to create a valid and perfected first priority Lien (subject to Permitted Liens) on the Collateral purported to be covered thereby, or any Loan Party shall assert the invalidity of such Liens; or (l) Change of Control. There occurs any Change of Control. Without limiting the provisions of Article IX, if a Default shall have occurred under the Loan Documents, then such Default will continue to exist until it either is cured (to the extent specifically permitted) in accordance with the Loan Documents or is otherwise expressly waived by Administrative Agent (with the approval of requisite Lenders (in their sole discretion)) as determined in accordance with Section 11.01; and once an Event of Default occurs under the Loan Documents, then such Event of Default will continue to exist until it is expressly waived by the requisite Lenders or by the Administrative Agent with the approval of the requisite Lenders, as required hereunder in Section 11.01. 8.02 Remedies upon Event of Default. If any Event of Default occurs and is continuing, the Administrative Agent shall, at the request of, or may, with the consent of, the Required Lenders, take any or all of the following actions: (a) declare the Commitment of each Lender to make Loans and any obligation of the L/C Issuer to make L/C Credit Extensions to be terminated, whereupon such commitments and obligation shall be terminated; (b) declare the unpaid principal amount of all outstanding Loans, all interest accrued and unpaid thereon, and all other amounts owing or payable hereunder or under any other Loan Document to be immediately due and payable, without presentment, demand, protest or other notice of any kind, all of which are hereby expressly waived by the Borrower; (c) require that the Borrower Cash Collateralize the L/C Obligations (in an amount equal to the Minimum Collateral Amount with respect thereto); and 101Â Â (d) exercise on behalf of itself, the Lenders and the L/C Issuer all rights and remedies available to it, the Lenders and the L/C Issuer under the Loan Documents or Applicable Law or equity; provided, however, that upon the occurrence of an event described in Section 8.01(f) with respect to the Borrower, the Commitment of each Lender to make Loans and any obligation of the L/C Issuer to make L/C Credit Extensions shall automatically terminate, the unpaid principal amount of all outstanding Loans and all interest and other amounts as aforesaid shall automatically become due and payable, and the obligation of the Borrower to Cash Collateralize the L/C Obligations as aforesaid shall automatically become effective, in each case without further act of the Administrative Agent or any Lender. 8.03 Application of Funds. (a) After the exercise of remedies provided for in Section 8.02 (or after the Loans have automatically become immediately due and payable and the L/C Obligations have automatically been required to be Cash Collateralized as set forth in the proviso to Section 8.02) or if at any time insufficient funds are received by and available to the Administrative Agent to pay fully all Secured Obligations then due hereunder, any amounts received on account of the Secured Obligations shall, subject to the provisions of Sections 2.14 and 2.15, be applied by the Administrative Agent in the following order: First, to payment of that portion of the Secured Obligations constituting fees, indemnities, expenses and other amounts (including fees, charges and disbursements of counsel to the Administrative Agent and amounts payable under Article III) payable to the Administrative Agent in its capacity as such; Second, to payment of that portion of the Secured Obligations constituting fees, indemnities and other amounts (other than principal, interest and Letter of Credit Fees) payable to the Lenders, the Foreign Obligation Providers and the L/C Issuer (including fees, charges and disbursements of counsel to the respective Lenders, the Foreign Obligation Providers and the L/C Issuer (including fees and time charges for attorneys who may be employees of any Lender or the L/C Issuer)) arising under the Loan Documents and the Foreign Obligation Loan Documents and amounts payable under Article III, ratably among them in proportion to the respective amounts described in this Second clause payable to them; Third, to payment of that portion of the Secured Obligations constituting accrued and unpaid Letter of Credit Fees and interest on the Loans, L/C Borrowings and other Secured Obligations arising under the Loan Documents and the Foreign Obligation Loan Documents, ratably among the Lenders, the Foreign Obligation Providers and the L/C Issuer in proportion to the respective amounts described in this Third clause payable to them; Fourth, to payment of that portion of the Secured Obligations constituting unpaid principal of the Loans, L/C Borrowings and Secured Obligations then owing under the Foreign Obligation Loan Documents, the Secured Hedge Agreements and Secured Cash Management Agreements and to the to the Administrative Agent for the account of the L/C Issuer, to Cash Collateralize that portion of L/C Obligations comprised of the aggregate undrawn amount of Letters of Credit to the extent not otherwise Cash Collateralized by the Borrower pursuant to Sections 2.03 and 2.14 and to the Foreign Obligation Providers, to cash collateralize undrawn contingent liability obligations owing to such Foreign 102Â Â Obligation Provider under the Foreign Obligation Loan Documents to the extent not otherwise cash collateralized by the applicable Foreign Subsidiary, in each case ratably among the Administrative Agent, the Lenders, the Foreign Obligation Providers, the L/C Issuer, the Hedge Banks and the Cash Management Banks in proportion to the respective amounts described in this Fourth clause held by them; and Last, the balance, if any, after all of the Secured Obligations have been indefeasibly paid in full, to the Borrower or as otherwise required by Law. (b) Subject to Sections 2.03(c) and 2.14, amounts used to Cash Collateralize the aggregate undrawn amount of Letters of Credit pursuant to the Fourth clause above shall be applied to satisfy drawings under such Letters of Credit as they occur. If any amount remains on deposit as Cash Collateral after all Letters of Credit have either been fully drawn or expired, such remaining amount shall be applied to the other Secured Obligations, if any, in the order set forth above. Excluded Swap Obligations with respect to any Guarantor shall not be paid with amounts received from such Guarantor or its assets, but appropriate adjustments shall be made with respect to payments from other Loan Parties to preserve the allocation to Secured Obligations otherwise set forth above in this Section 8.03. (c) Notwithstanding the foregoing, Secured Obligations arising under Secured Cash Management Agreements and Secured Hedge Agreements (in each case other than with respect to Foreign Subsidiary Secured

Obligations) shall be excluded from the application described above if the Administrative Agent has not received a Secured Party Designation Notice, together with such supporting documentation as the Administrative Agent may request, from the applicable Cash Management Bank or Hedge Bank, as the case may be. Each Cash Management Bank or Hedge Bank not a party to this Agreement that has given the notice contemplated by the preceding sentence shall, by such notice, be deemed to have acknowledged and accepted the appointment of the Administrative Agent pursuant to the terms of Article IX for itself and its Affiliates as if a â€œLenderâ€ party hereto. Article IXADMINISTRATIVE AGENT 9.01 Appointment and Authority. (a) Appointment. Each of the Lenders and the L/C Issuer hereby irrevocably appoints, designates and authorizes Bank of America to act on its behalf as the Administrative Agent hereunder and under the other Loan Documents and authorizes the Administrative Agent to take such actions on its behalf and to exercise such powers as are delegated to the Administrative Agent by the terms hereof or thereof, together with such actions and powers as are reasonably incidental thereto. The provisions of this Article IX are solely for the benefit of the Administrative Agent, the Lenders and the L/C Issuer, and neither the Borrower nor any other Loan Party shall have rights as a third party beneficiary of any of such provisions. It is understood and agreed that the use of the term â€œagentâ€ herein or in any other Loan Documents (or any other similar term) with reference to the Administrative Agent is not intended to connote any fiduciary or other implied (or express) obligations arising under agency doctrine of any Applicable Law. Instead such term is used as a matter of market custom, and is intended to create or reflect only an administrative relationship between contracting parties. 103Â Â (b) Collateral Agent. The Administrative Agent shall also act as the â€œcollateral agentâ€ under the Loan Documents, and each of the Lenders (including in its capacities as a potential Hedge Bank, potential Foreign Obligation Provider and a potential Cash Management Bank) and the L/C Issuer hereby irrevocably appoints and authorizes the Administrative Agent to act as the agent of such Lender and the L/C Issuer for purposes of acquiring, holding and enforcing any and all Liens on Collateral granted by any of the Loan Parties to secure any of the Secured Obligations, together with such powers and discretion as are reasonably incidental thereto. In this connection, the Administrative Agent, as â€œcollateral agentâ€ and any co-agents, sub-agents and attorneys-in-fact appointed by the Administrative Agent pursuant to Section 9.05 for purposes of holding or enforcing any Lien on the Collateral (or any portion thereof) granted under the Collateral Documents, or for exercising any rights and remedies thereunder at the direction of the Administrative Agent, shall be entitled to the benefits of all provisions of this Article IX and Article XI (including Section 11.04(c), as though such co-agents, sub-agents and attorneys-in-fact were the â€œcollateral agentâ€ under the Loan Documents) as if set forth in full herein with respect thereto. 9.02 Rights as a Lender. The Person serving as the Administrative Agent hereunder shall have the same rights and powers in its capacity as a Lender as any other Lender and may exercise the same as though it were not the Administrative Agent and the term â€œLenderâ€ or â€œLendersâ€ shall, unless otherwise expressly indicated or unless the context otherwise requires, include the Person serving as the Administrative Agent hereunder in its individual capacity. Such Person and its Affiliates may accept deposits from, lend money to, own securities of, act as the financial advisor or in any other advisory capacity for and generally engage in any kind of banking, trust, financial, advisory, underwriting or other business with any Loan Party or any Subsidiary or other Affiliate thereof as if such Person were not the Administrative Agent hereunder and without any duty to account therefor to the Lenders or to provide notice to or consent of the Lenders with respect thereto. 9.03 Exculpatory Provisions. (a) The Administrative Agent or the Arranger, as applicable, shall not have any duties or obligations except those expressly set forth herein and in the other Loan Documents, and its duties hereunder shall be administrative in nature. Without limiting the generality of the foregoing, the Administrative Agent or the Arranger, as applicable, and its Related Parties: (i) shall not be subject to any fiduciary or other implied duties, regardless of whether a Default has occurred and is continuing; (ii) shall not have any duty to take any discretionary action or exercise any discretionary powers, except discretionary rights and powers expressly contemplated hereby or by the other Loan Documents that the Administrative Agent is required to exercise as directed in writing by the Required Lenders (or such other number or percentage of the Lenders as shall be expressly provided for herein or in the other Loan Documents), provided that the Administrative Agent shall not be required to take any action that, in its opinion or the opinion of its counsel, may expose the Administrative Agent to liability or that is contrary to any Loan Document or Applicable Law, including for the avoidance of doubt any action that may be in violation of the automatic stay under any Debtor Relief Law or that may effect a forfeiture, modification or termination of property of a Defaulting Lender in violation of any Debtor Relief Law; and 104Â Â (iii) shall not have any duty or responsibility to disclose, and shall not be liable for the failure to disclose, to any Lender or the L/C Issuer any credit or other information concerning the business, prospects, operations, property, financial and other condition or creditworthiness of any of the Loan Parties or any of their Affiliates that is communicated to, or in the possession of, the Administrative Agent, Arranger or any of their Related Parties in any capacity, except for notices, reports and other documents expressly required to be furnished to the Lenders by the Administrative Agent herein. (b) Neither the Administrative Agent nor any of its Related Parties shall be liable for any action taken or not taken by the Administrative Agent under or in connection with this Agreement or any other Loan Document or the transactions contemplated hereby or thereby (i) with the consent or at the request of the Required Lenders (or such other number or percentage of the Lenders as shall be necessary), or as the Administrative Agent shall believe in good faith shall be necessary, under the circumstances as provided in Sections 11.01 and 8.02) or (ii) in the absence of its own gross negligence or willful misconduct as determined by a court of competent jurisdiction by final and non-appealable judgment. The Administrative Agent shall be deemed not to have knowledge of any Default unless and until notice describing such Default is given in writing to the Administrative Agent by the Borrower, a Lender or the L/C Issuer. (c) Neither the Administrative Agent nor any of its Related Parties have any duty or obligation to any Lender or participant or any other Person to ascertain or inquire into (i) any statement, warranty or representation made in or in connection with this Agreement or any other Loan Document, (ii) the contents of any certificate, report or other document delivered hereunder or thereunder or in connection herewith or therewith, (iii) the performance or observance of any of the covenants, agreements or other terms or conditions set forth herein or therein or the occurrence of any Default, (iv) the validity, enforceability, effectiveness or genuineness of this Agreement, any other Loan Document or any other agreement, instrument or document, or the creation, perfection or priority of any Lien purported to be created by the Collateral Documents, (v) the value or the sufficiency of any Collateral, or (vi) the satisfaction of any condition set forth in Article IV or elsewhere herein, other than to confirm receipt of items expressly required to be delivered to the Administrative Agent. 9.04 Reliance by Administrative Agent. The Administrative Agent shall be entitled to rely upon, and shall be fully protected in relying and shall not incur any liability for relying upon, any notice, request, certificate, communication, consent, statement, instrument, document or other writing (including any electronic message, Internet or intranet website posting or other distribution) believed by it to be genuine and to have been signed, sent or otherwise authenticated by the proper Person. The Administrative Agent also may rely upon any statement made to it orally or by telephone and believed by it to have been made by the proper Person, and shall be fully protected in relying and shall not incur any liability for relying thereon. In determining compliance with any condition hereunder to the making of a Loan, or the issuance, extension, renewal or increase of a Letter of Credit, that by its terms must be fulfilled to the satisfaction of a Lender or the L/C Issuer, the Administrative Agent may presume that such condition is satisfactory to such Lender or the L/C Issuer unless the Administrative Agent shall have received notice to the contrary from such Lender or the L/C Issuer prior to the making of such Loan or the issuance of such Letter of Credit. The Administrative Agent may consult with legal counsel (who may be counsel for the Loan Parties), independent accountants and other experts selected by it, and shall not be liable for any action taken or not taken by it in accordance with the advice of any such counsel, accountants or experts. For purposes of determining compliance with the conditions specified in Section 4.01, each Lender that has signed this Agreement shall be deemed to have consented to, approved or accepted or to be satisfied with, each document or other matter required 105Â Â thereunder to be consented to or approved by or acceptable or satisfactory to a Lender unless the Administrative Agent shall have received notice from such Lender prior to the proposed Closing Date specifying its objections. 9.05 Delegation of Duties. The Administrative Agent may perform any and all of its duties and exercise its rights and powers hereunder or under any other Loan Document by or through any one or more sub-agents appointed by the Administrative Agent. The Administrative Agent and any such sub-agent may perform any and all of its duties and exercise its rights and powers by or through their respective Related Parties. The exculpatory provisions of this Article IX shall apply to any such sub-agent and to the Related Parties of the Administrative Agent and any such sub-agent, and shall apply to their respective activities in connection with the syndication of the Facilities as well as activities as Administrative Agent. The Administrative Agent shall not be responsible for the negligence or misconduct of any sub-agents except to the extent that a court of competent jurisdiction determines in a final and non-appealable judgment that the Administrative Agent acted with gross negligence or willful misconduct in the selection of such sub-agents. 9.06 Resignation of Administrative Agent. (a) Notice. The Administrative Agent may at any time give notice of its resignation to the Lenders, the L/C Issuer and the Borrower. Upon receipt of any such notice of resignation, the Required Lenders shall have the right, in consultation with the Borrower, to appoint a successor, which shall be a bank with an office in the United States, or an Affiliate of any such bank with an office in the United States. If no such successor shall have been so appointed by the Required Lenders and shall have accepted such appointment within thirty (30) days after the retiring Administrative Agent gives notice of its resignation (or such earlier day as shall be agreed by the Required Lenders) (the â€œResignation Effective Dateâ€), then the retiring Administrative Agent may (but shall not be obligated to) on behalf of the Lenders and the L/C Issuer, appoint a successor Administrative Agent meeting the qualifications set forth above; provided that in no event shall any successor Administrative Agent be a Defaulting Lender. Whether or not a successor has been appointed, such resignation shall become effective in accordance with such notice on the Resignation Effective Date. (b) Defaulting Lender. If the Person serving as Administrative Agent is a Defaulting Lender pursuant to clause (d) of the definition thereof, the Required Lenders may, to the extent permitted by Applicable Law, by notice in writing to the Borrower and such Person remove such Person as Administrative Agent and, in consultation with the Borrower, appoint a successor. If no such successor shall have been so appointed by the Required Lenders and shall have accepted such appointment within thirty (30) days (or such earlier day as shall be agreed by the Required Lenders) (the â€œRemoval Effective Dateâ€), then such removal shall nonetheless become effective in accordance with such notice on the Removal Effective Date. (c) Effect of Resignation or Removal. With effect from the Resignation Effective Date or the Removal Effective Date (i) the retiring or removed Administrative Agent shall be discharged from its duties and obligations hereunder and under the other Loan Documents (except that in the case of any collateral security held by the Administrative Agent on behalf of the Lenders or the L/C Issuer under any of the Loan Documents, the retiring or removed Administrative Agent shall continue to hold such collateral security until such time as a successor Administrative Agent is appointed) and (ii) except for any indemnity payments or other amounts then owed to the retiring or removed Administrative Agent, all payments, communications and determinations provided to be made by, to or through the Administrative Agent shall instead be made by or to each Lender and 106Â Â the L/C Issuer directly, until such time, if any, as the Required Lenders appoint a successor Administrative Agent as provided for above. Upon the acceptance of a successorâ€™s appointment as Administrative Agent hereunder, such successor shall succeed to and become vested with all of the rights, powers, privileges and duties of the retiring or removed Administrative Agent (other than as provided in Section 3.01(g) and other than any rights to indemnity payments or other amounts owed to the retiring or removed Administrative Agent as of the Resignation Effective Date or the Removal Effective Date, as applicable), and the retiring or removed Administrative Agent shall be discharged from all of its duties and obligations hereunder or under the other Loan Documents (if not already discharged therefrom as provided above in this Section 9.06). The fees payable by the Borrower to a successor Administrative Agent shall be the same as those payable to its predecessor unless otherwise agreed between the Borrower and such successor. After the retiring ore removed Administrative Agentâ€™s resignation or removal hereunder and under the other Loan Documents, the provisions of this Article XI and Section 11.04 shall continue in effect for the benefit of such retiring or removed Administrative Agent, its subâ€‘agents and their respective Related Parties in respect of any actions taken or omitted to be taken by any of them (A) while the retiring or removed Administrative Agent was acting as Administrative Agent and (B) after such resignation or removal for as long as any of them continues to act in any capacity hereunder or under the other Loan Documents, including, without limitation, (1) acting as collateral agent or otherwise holding any collateral security on behalf of any of the Secured Parties and (2) in respect of any actions taken in connection with transferring the agency to any successor Administrative Agent. (d) L/C Issuer and Swingline Lender. Any resignation by or removal of Bank of America as Administrative Agent pursuant to this Section 9.06 shall also constitute its resignation as an L/C Issuer and Swingline Lender. If Bank of America resigns as the L/C Issuer, it shall retain all the rights, powers, privileges and duties of the L/C Issuer hereunder with respect to all Letters of Credit outstanding as of the effective date of its resignation as the L/C Issuer and all L/C Obligations with respect thereto, including the right to require the Lenders to make Base Rate Loans or fund risk participations in Unreimbursed Amounts pursuant to Section 2.03(c). If Bank of America resigns as Swingline Lender, it shall retain all the rights of the Swingline Lender provided for hereunder with respect to Swingline Loans made by it and outstanding as of the effective date of such resignation, including the right to require the Lenders to make Base Rate Loans or fund risk participations in outstanding Swingline Loans pursuant to Section 2.04(c). Upon the appointment by the Borrower of a successor L/C Issuer or Swingline Lender hereunder (which successor shall in all cases be a Lender other than a Defaulting Lender), (i) such successor shall succeed to and become vested with all of the rights, powers, privileges and duties of the retiring L/C Issuer or Swingline Lender, as applicable, (ii) the retiring L/C Issuer and Swingline Lender shall be discharged from all of their respective duties and obligations hereunder or under the other Loan Documents, and (iii) the successor L/C Issuer shall issue Letters of Credit in substitution for the Letters of Credit, if any, outstanding at the time of such succession or make other arrangements satisfactory to Bank of America to effectively assume the obligations of Bank of America with respect to such Letters of Credit. 9.07 Non-Reliance on Administrative Agent, the Arranger and the Other Lenders. Each Lender and the L/C Issuer expressly acknowledges that none of the Administrative Agent nor the Arranger has made any representation or warranty to it, and that no act by the Administrative Agent or the Arranger hereafter taken, including any consent to, and acceptance of any assignment or review of the affairs of any Loan Party or any Affiliate thereof, shall be deemed to constitute any representation or warranty by the Administrative Agent or the Arranger to any Lender or the L/C Issuer as to any matter, including whether the Administrative Agent or the Arranger have disclosed material information in their (or their Related Partiesâ€™) possession. Each Lender and the L/C Issuer represents to the Administrative 107Â Â Agent and the Arranger that it has, independently and without reliance upon the Administrative Agent, the Arranger, any other Lender or any of their Related Parties and based on such documents and information as it has deemed appropriate, made its own credit analysis of, appraisal of, and investigation into, the business, prospects, operations, property, financial and other condition and creditworthiness of the Loan Parties and their Subsidiaries, and all applicable bank or other regulatory Laws relating to the transactions contemplated hereby, and made its own decision to enter into this Agreement and to extend credit to the Borrower hereunder. Each Lender and the L/C Issuer also acknowledges that it will, independently and without reliance upon the Administrative Agent, the Arranger, any other Lender or any of their Related Parties and based on such documents and information as it shall from time to time deem appropriate, continue to make its own credit analysis, appraisals and decisions in taking or not taking action under or based upon this Agreement, any other Loan Document or any related agreement or any document furnished hereunder or thereunder, and to make such investigations as it deems necessary to inform itself as to the business, prospects, operations, property, financial and other condition and creditworthiness of the Loan Parties. Each Lender and the L/C Issuer represents and warrants that (i) the Loan Documents set forth the terms of a commercial lending facility and (ii) it is engaged in making, acquiring or holding commercial loans in the ordinary course and is entering into this Agreement as a Lender or L/C Issuer for the purpose of making, acquiring or holding commercial loans and providing other facilities set forth herein as may be applicable to such Lender or L/C Issuer, and not for the purpose of purchasing, acquiring or holding any other type of financial instrument, and each Lender and the L/C Issuer agrees not to assert a claim in contravention of the foregoing. Each Lender and the L/C Issuer represents and warrants that it is sophisticated with respect to decisions to make, acquire and/or hold commercial loans and to provide other facilities set forth herein, as may be applicable to such Lender or such L/C Issuer, and either it, or the Person exercising discretion in making its decision to make, acquire and/or hold such commercial loans or to provide such other facilities, is experienced in making, acquiring or holding such commercial loans or providing such other facilities. 9.08 No Other Duties, Etc. Anything herein to the contrary notwithstanding, none of the titles listed on the cover page hereof shall have any powers, duties or responsibilities under this Agreement or any of the other Loan Documents, except in its capacity, as applicable, as the Administrative Agent, a Lender or the L/C Issuer hereunder. 9.09 Administrative Agent May File Proofs of Claim; Credit Bidding. (a) In case of the pendency of any proceeding under any Debtor Relief Law or any other judicial proceeding relative to any Loan Party, the Administrative Agent (irrespective of whether the principal of any Loan or L/C Obligation shall then be due and payable as herein expressed or by declaration or otherwise and irrespective of whether the Administrative Agent shall have made any demand on the Borrower) shall be entitled and empowered, by intervention in such proceeding or otherwise: (i) to file and prove a claim for the whole amount of the principal and interest owing and unpaid in respect of the Loans, L/C Obligations and all other Secured Obligations that are owing and unpaid and to file such other documents as may be necessary or advisable in order to have the claims of the Lenders, the L/C Issuer and the Administrative Agent (including any claim for the reasonable compensation, expenses, disbursements and advances of the Lenders, the L/C Issuer and the Administrative Agent and their respective agents and

counsel and all other amounts due the Lenders, the L/C Issuer and the Administrative Agent under Sections 2.03(h) and (i), 2.09, 2.10(b) and 11.04) allowed in such judicial proceeding; and 108Â Â (ii) to collect and receive any monies or other property payable or deliverable on any such claims and to distribute the same; and any custodian, receiver, assignee, trustee, liquidator, sequestrator or other similar official in any such judicial proceeding is hereby authorized by each Lender and the L/C Issuer to make such payments to the Administrative Agent and, in the event that the Administrative Agent shall consent to the making of such payments directly to the Lenders and the L/C Issuer, to pay to the Administrative Agent any amount due for the reasonable compensation, expenses, disbursements and advances of the Administrative Agent and its agents and counsel, and any other amounts due the Administrative Agent under Sections 2.09, 2.10(b) and 11.04. (b) Nothing contained herein shall be deemed to authorize the Administrative Agent to authorize or consent to or accept or adopt on behalf of any Lender or the L/C Issuer any plan of reorganization, arrangement, adjustment or composition affecting the Secured Obligations or the rights of any Lender or the L/C Issuer to authorize the Administrative Agent to vote in respect of the claim of any Lender or the L/C Issuer or in any such proceeding. (c) The Secured Parties hereby irrevocably authorize the Administrative Agent, at the direction of the Required Lenders, to credit bid all or any portion of the Secured Obligations (including accepting some or all of the Collateral in satisfaction of some or all of the Secured Obligations pursuant to a deed in lieu of foreclosure or otherwise) and in such manner purchase (either directly or through one or more acquisition vehicles) all or any portion of the Collateral (i) at any sale thereof conducted under the provisions of the Bankruptcy Code of the United States, including under Sections 363, 1123 or 1129 of the Bankruptcy Code of the United States, or any similar Laws in any other jurisdictions to which a Loan Party is subject, (ii) at any other sale or foreclosure or acceptance of collateral in lieu of debt conducted by (or with the consent or at the direction of) the Administrative Agent (whether by judicial action or otherwise) in accordance with any Applicable Law. In connection with any such credit bid and purchase, the Secured Obligations owed to the Secured Parties shall be entitled to be, and shall be, credit bid on a ratable basis (with Secured Obligations with respect to contingent or unliquidated claims receiving contingent interests in the acquired assets on a ratable basis that would vest upon the liquidation of such claims in an amount proportional to the liquidated portion of the contingent claim amount used in allocating the contingent interests) in the asset or assets so purchased (or in the Equity Interests or debt instruments of the acquisition vehicle or vehicles that are used to consummate such purchase). In connection with any such bid (A) the Administrative Agent shall be authorized to form one or more acquisition vehicles to make a bid, (B) to adopt documents providing for the governance of the acquisition vehicle or vehicles (provided that any actions by the Administrative Agent with respect to such acquisition vehicle or vehicles, including any disposition of the assets or Equity Interests thereof shall be governed, directly or indirectly, by the vote of the Required Lenders, irrespective of the termination of this Agreement and without giving effect to the limitations on actions by the Required Lenders contained in clauses (i) through (viii) of Section 11.1 of this Agreement), and (E) to the extent that Secured Obligations that are assigned to an acquisition vehicle are not used to acquire Collateral for any reason (as a result of another bid being higher or better, because the amount of Secured Obligations assigned to the acquisition vehicle exceeds the amount of debt credit bid by the acquisition vehicle or otherwise), such Secured Obligations shall automatically be reassigned to the Lenders pro rata and the Equity Interests and/or debt instruments issued by any acquisition vehicle on account of the Secured Obligations that had been assigned to the acquisition vehicle shall automatically be cancelled, without the need for any Secured Party or any acquisition vehicle to take any further action. 109Â Â 9.10 Collateral and Guaranty Matters. (a) Each of the Lenders (including in its capacities as a potential Cash Management Bank, potential Foreign Obligation Provider and a potential Hedge Bank) and the L/C Issuer irrevocably authorize the Administrative Agent, at its option and in its discretion, (i) to release any Lien on any property granted to or held by the Administrative Agent under any Loan Document (i) upon the Facility Termination Date, (ii) that is sold or otherwise disposed of or to be sold or otherwise disposed of as part of or in connection with any sale or other disposition permitted hereunder or under any other Loan Document, or (iii) if approved, authorized or ratified in writing by the Required Lenders in accordance with Section 11.01; (ii) to subordinate any Lien on any property granted to or held by the Administrative Agent under any Loan Document to the holder of any Lien on such property that is permitted by Section 7.01(i); and (iii) to release any Guarantor from its obligations under the Guaranty if such Person ceases to be a Subsidiary as a result of a transaction permitted under the Loan Documents. (b) Upon request by the Administrative Agent at any time, the Required Lenders will confirm in writing the Administrative Agentâ€™s authority to release or subordinate its interest in particular types or items of property, or to release any Guarantor from its obligations under the Guaranty pursuant to this Section 9.10. In each case as specified in this Section 9.10, the Administrative Agent will, at the Borrowerâ€™s expense, execute and deliver to the applicable Loan Party such documents as such Loan Party may reasonably request to evidence the release of such item of Collateral from the assignment and security interest granted under the Collateral Documents or to subordinate its interest in such item, or to release such Guarantor from its obligations under the Guaranty, in each case in accordance with the terms of the Loan Documents and this Section 9.10. (c) The Administrative Agent shall not be responsible for or have a duty to ascertain or inquire into any representation or warranty regarding the existence, value or collectability of the Collateral, the existence, priority or perfection of the Administrative Agentâ€™s Lien thereon, or any certificate prepared by any Loan Party in connection therewith, nor shall the Administrative Agent be responsible or liable to the Lenders for any failure to monitor or maintain any portion of the Collateral. 9.11 Secured Cash Management Agreements and Secured Hedge Agreements. Except as otherwise expressly set forth herein or in the Guaranty or any Collateral Document, no Cash Management Bank, Foreign Obligation Provider or Hedge Bank that obtains the benefit of the provisions of Section 8.03, the Guaranty or any Collateral by virtue of the provisions hereof or the Collateral Document shall have any right to notice of any action or to consent to, direct or object to any action hereunder or under any other Loan Document or otherwise in respect of the Collateral (including the release or impairment of any Collateral) (or to notice of or to consent to any amendment, waiver or modification of the provisions hereof or of the Guaranty or any Collateral Document) other than in its capacity as a Lender and, in such case, only to the extent expressly provided in the Loan Documents. Notwithstanding any other provision of this Article IX to the contrary, the Administrative Agent shall not be required to verify the payment of, or that other satisfactory arrangements have been made with respect to, Secured 110Â Â Obligations arising under Secured Cash Management Agreements and Secured Hedge Agreements except to the extent expressly provided herein and unless the Administrative Agent has received a Secured Party Designation Notice of such Secured Obligations (but excluding Foreign Subsidiary Secured Obligations), together with such supporting documentation as the Administrative Agent may request, from the applicable Cash Management Bank or Hedge Bank, as the case may be. The Administrative Agent shall not be required to verify the payment of, or that other satisfactory arrangements have been made with respect to, Secured Obligations arising under Secured Cash Management Agreements and Secured Hedge Agreements in the case of the Facility Termination Date., 9.12 Certain ERISA Matters. (a) Each Lender (x) represents and warrants, as of the date such Person became a Lender party hereto, to, and (y) covenants, from the date such Person became a Lender party hereto to the date such Person ceases being a Lender party hereto, for the benefit of, the Administrative Agent and not, for the avoidance of doubt, to or for the benefit of the Borrower or any other Loan Party, that at least one of the following is and will be true: (i) such Lender is not using â€œplan assetsâ€ (within the meaning of Section 3(42) of ERISA or otherwise) of one or more Benefit Plans with respect to such Lenderâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments, or this agreement, (ii) the transaction exemption set forth in one or more PTEs, such as PTE 84â€“14 (a class exemption for certain transactions determined by independent qualified professional asset managers), PTE 95â€“60 (a class exemption for certain transactions involving insurance company general accounts), PTE 90â€“1 (a class exemption for certain transactions involving insurance company pooled separate accounts), PTE 91â€“38 (a class exemption for certain transactions involving bank collective investment funds) or PTE 96â€“23 (a class exemption for certain transactions determined by in-house asset managers), is applicable with respect to such Lenderâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement, (iii) (A) such Lender is an investment fund managed by a â€œQualified Professional Asset Managerâ€ (within the meaning of Part VI of PTE 84â€“14), (B) such Qualified Professional Asset Manager made the investment decision on behalf of such Lender to enter into, participate in, administer and perform the Loans, the Letters of Credit, the Commitments and this Agreement, (C) the entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement satisfies the requirements of sub-sections (b) through (g) of Part I of PTE 84â€“14 and (D) to the best knowledge of such Lender, the requirements of subsection (a) of Part I of PTE 84â€“14 are satisfied with respect to such Lenderâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement. (b) In addition, unless either (1) clause (i) in the immediately preceding clause (a) is true with respect to a Lender or (2) a Lender has provided another representation, warranty and covenant in accordance with clause (iv) in the immediately preceding clause (a), such Lender further (x) represents and warrants, as of the date such Person became a Lender party hereto, to, and (y) covenants, from the date such Person became a Lender party hereto to the date such Person ceases being a Lender party hereto, for the benefit of, the Administrative Agent and not, for the avoidance of doubt, to or for the benefit of the Borrower or any other Loan Party, that the 111Â Â Administrative Agent is not a fiduciary with respect to the assets of such Lender involved in such Lenderâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement (including in connection with the reservation or exercise of any rights by the Administrative Agent under this Agreement, any Loan Document or any documents related hereto or thereto). 9.13 Recovery of Erroneous Payments. Without limitation of any other provision in this Agreement, if at any time the Administrative Agent makes a payment hereunder in error to any Lender Recipient Party, whether or not in respect of an Obligation due and owing by the Borrower at such time, where such payment is a Rescindable Amount, then in any such event, each Lender Recipient Party receiving a Rescindable Amount severally agrees to repay to the Administrative Agent forthwith on demand the Rescindable Amount received by such Lender Recipient Party in immediately available funds in the currency so received, with interest thereon, for each day from and including the date such Rescindable Amount is received by it to but excluding the date of payment to the Administrative Agent, at the greater of the Federal Funds Rate and a rate determined by the Administrative Agent in accordance with banking industry rules on interbank compensation. Each Lender Recipient Party irrevocably waives any and all defenses, including any â€œdischarge for valueâ€ (under which a creditor might otherwise claim a right to retain funds mistakenly paid by a third party in respect of a debt owed by another) or similar defense to its obligation to return any Rescindable Amount. The Administrative Agent shall inform each Lender Recipient Party promptly upon determining that any payment made to such Lender Recipient Party comprised, in whole or in part, a Rescindable Amount. Article XCONTINUING GUARANTY 10.01 Guaranty. Each Guarantor hereby absolutely and unconditionally, jointly and severally guarantees, as primary obligor and as a guaranty of payment and performance and not merely as a guaranty of collection, prompt payment when due, whether at stated maturity, by required prepayment, upon acceleration, demand or otherwise, and at all times thereafter, of any and all Secured Obligations (for each Guarantor, subject to the proviso in this sentence, its â€œGuaranteed Obligationsâ€); provided that (a) the Guaranteed Obligations of a Guarantor shall exclude any Excluded Swap Obligations with respect to such Guarantor and (b) the liability of each Guarantor individually with respect to this Guaranty shall be limited to an aggregate amount equal to the largest amount that would not render its obligations hereunder subject to avoidance under Section 548 of the Bankruptcy Code of the United States or any comparable provisions of any applicable state law. Without limiting the generality of the foregoing, the Guaranteed Obligations shall include any such indebtedness, obligations, and liabilities, or portion thereof, which may be or hereafter become unenforceable or compromised or shall be an allowed or disallowed claim under any proceeding or case commenced by or against any debtor under any Debtor Relief Laws. The Administrative Agentâ€™s books and records showing the amount of the Obligations shall be admissible in evidence in any action or proceeding, and shall be binding upon each Guarantor, and conclusive for the purpose of establishing the amount of the Secured Obligations. This Guaranty shall not be affected by the genuineness, validity, regularity or enforceability of the Secured Obligations or any instrument or agreement evidencing any Secured Obligations, or by the existence, validity, enforceability, perfection, non-perfection or extent of any collateral therefor, or by any fact or circumstance relating to the Secured Obligations which might otherwise constitute a defense to the obligations of the Guarantors, or any of them, under this Guaranty, and each Guarantor hereby irrevocably waives any defenses it may now have or hereafter acquire in any way relating to any or all of the foregoing. 112Â Â 10.02 Rights of Lenders. Each Guarantor consents and agrees that the Secured Parties may, at any time and from time to time, without notice or demand, and without affecting the enforceability or continuing effectiveness hereof: (a) amend, extend, renew, compromise, discharge, accelerate or otherwise change the time for payment or the terms of the Secured Obligations or any part thereof; (b) take, hold, exchange, enforce, waive, release, fail to perfect, sell, or otherwise dispose of any security for the payment of this Guaranty or any Secured Obligations; (c) apply such security and direct the order or manner of sale thereof as the Administrative Agent, the L/C Issuer and the Lenders in their sole discretion may determine; and (d) release or substitute one or more of any endorsers or other guarantors of any of the Secured Obligations. Without limiting the generality of the foregoing, each Guarantor consents to the taking of, or failure to take, any action which might in any manner or to any extent vary the risks of such Guarantor under this Guaranty or which, but for this provision, might operate as a discharge of such Guarantor. 10.03 Certain Waivers. Each Guarantor waives (a) any defense arising by reason of any disability or other defense of the Borrower or any other guarantor, or the cessation from any cause whatsoever (including any act or omission of any Secured Party) of the liability of the Borrower or any other Loan Party; (b) any defense based on any claim that such Guarantorâ€™s obligations exceed or are more burdensome than those of the Borrower or any other Loan Party; (c) the benefit of any statute of limitations affecting any Guarantorâ€™s liability hereunder; (d) any right to proceed against the Borrower or any other Loan Party, proceed against or exhaust any security for the Secured Obligations, or pursue any other remedy in the power of any Secured Party whatsoever; (e) any benefit of and any right to participate in any security now or hereafter held by any Secured Party; and (f) to the fullest extent permitted by law, any and all other defenses (other than the indefeasible payment in full of the Secured Obligations) or benefits that may be derived from or afforded by Applicable Law limiting the liability of or exonerating guarantors or sureties. Each Guarantor expressly waives all setoffs and counterclaims and all presentments, demands for payment or performance, notices of nonpayment or nonperformance, protests, notices of protest, notices of dishonor and all other notices or demands of any kind or nature whatsoever with respect to the Secured Obligations, and all notices of acceptance of this Guaranty or of the existence, creation or incurrence of new or additional Secured Obligations. 10.04 Obligations Independent. The obligations of each Guarantor hereunder are those of primary obligor, and not merely as surety, and are independent of the Secured Obligations and the obligations of any other guarantor, and a separate action may be brought against each Guarantor to enforce this Guaranty whether or not the Borrower or any other person or entity is joined as a party. 10.05 Subrogation. No Guarantor shall exercise any right of subrogation, contribution, indemnity, reimbursement or similar rights with respect to any payments it makes under this Guaranty until all of the Secured Obligations and any amounts payable under this Guaranty have been indefeasibly paid and performed in full and the Commitments and the Facilities are terminated. If any amounts are paid to a Guarantor in violation of the foregoing limitation, then such amounts shall be held in trust for the benefit of the Secured Parties and shall forthwith be paid to the Secured Parties to reduce the amount of the Secured Obligations, whether matured or unmatured. 113Â Â 10.06 Termination; Reinstatement. This Guaranty is a continuing and irrevocable guaranty of all Secured Obligations now or hereafter existing and shall remain in full force and effect until the Facility Termination Date. Notwithstanding the foregoing, this Guaranty shall continue in full force and effect or be revived, as the case may be, if any payment by or on behalf of the Borrower or a Guarantor is made, or any of the Secured Parties exercises its right of setoff, in respect of the Secured Obligations and such payment or the proceeds of such setoff or any part thereof is subsequently invalidated, declared to be fraudulent or preferential, set aside or required (including pursuant to any settlement entered into by any of the Secured Parties in their discretion) to be repaid to a trustee, receiver or any other party, in connection with any proceeding under any Debtor Relief Laws or otherwise, all as if such payment had not been made or such setoff had not occurred and whether or not the Secured Parties are in possession of or have released this Guaranty and regardless of any prior revocation, rescission, termination or reduction. The obligations of each Guarantor under this Section 10.06 shall survive termination of this Guaranty. 10.07 Stay of Acceleration. If acceleration of the time for payment of any of the Secured Obligations is stayed, in connection with any case commenced by or against a Guarantor or the Borrower under any Debtor Relief Laws, or otherwise, all such amounts shall nonetheless be payable by each Guarantor, jointly and severally, immediately upon demand by the Secured Parties. 10.08 Condition of Borrower. Each Guarantor acknowledges and agrees that it has the sole responsibility for, and has adequate means of, obtaining from the Borrower and any other guarantor such information concerning the financial condition, business and operations of the Borrower and any such other guarantor as such Guarantor requires, and that none of the Secured Parties has any duty, and such Guarantor is not relying on the Secured Parties at any time, to disclose to it any information relating to the business, operations or financial condition of the Borrower or any other guarantor (each Guarantor waiving any duty on the part of the Secured Parties to disclose such information and any defense relating to the failure to provide the same). 10.09 Appointment of Borrower. Each of the Loan Parties hereby appoints the Borrower to act as its agent for all purposes of this Agreement, the other Loan Documents and all other documents and electronic platforms entered into in connection herewith and agrees that (a) the Borrower may execute such documents and provide such authorizations on behalf of such Loan Parties as the Borrower deems appropriate in its sole

discretion and each Loan Party shall be obligated by all of the terms of any such document and/or authorization executed on its behalf, (b) any notice or communication delivered by the Administrative Agent, L/C Issuer or a Lender to the Borrower shall be deemed delivered to each Loan Party and (c) the Administrative Agent, L/C Issuer or the Lenders may accept, and be permitted to rely on, any document, authorization, instrument or agreement executed by the Borrower on behalf of each of the Loan Parties. 10.10 Right of Contribution. The Guarantors agree among themselves that, in connection with payments made hereunder, each Guarantor shall have contribution rights against the other Guarantors as permitted under Applicable Law. 114Â Â 10.11 Keepwell. Each Loan Party that is a Qualified ECP Guarantor at the time the Guaranty or the grant of a Lien under the Loan Documents, in each case, by any Specified Loan Party becomes effective with respect to any Swap Obligation, hereby jointly and severally, absolutely, unconditionally and irrevocably undertakes to provide such funds or other support to each Specified Loan Party with respect to such Swap Obligation as may be needed by such Specified Loan Party from time to time to honor all of its obligations under the Loan Documents in respect of such Swap Obligation (but, in each case, only up to the maximum amount of such liability that can be hereby incurred without rendering such Qualified ECP Guarantorâ€™s obligations and undertakings under this Article X voidable under Applicable Law relating to fraudulent conveyance or fraudulent transfer, and not for any greater amount). The obligations and undertakings of each Qualified ECP Guarantor under this Section 10.11 shall remain in full force and effect until the Secured Obligations have been indefeasibly paid and performed in full. Each Loan Party intends this Section 10.11 to constitute, and this Section 10.11 shall be deemed to constitute, a guarantee of the obligations of, and a â€œkeepwell, support, or other agreementâ€ for the benefit of, each Specified Loan Party for all purposes of the Commodity Exchange Act. Article XIMISCELLANEOUS 11.01 Amendments, Etc. (a) Subject to Section 3.03 and paragraph of (d) this Section 11.01, no amendment or waiver of any provision of this Agreement or any other Loan Document, and no consent to any departure by the Borrower or any other Loan Party therefrom, shall be effective unless in writing signed by the Required Lenders (or by the Administrative Agent with the consent of the Required Lenders) and the Borrower or the applicable Loan Party, as the case may be, and acknowledged by the Administrative Agent, and each such waiver or consent shall be effective only in the specific instance and for the specific purpose for which given; provided, however, that no such amendment, waiver or consent shall: (i) waive any condition set forth in Section 4.01, or, in the case of the initial Credit Extension, Section 4.02, without the written consent of each Lender; (ii) extend or increase the Commitment of any Lender (or reinstate any Commitment terminated pursuant to Section 8.02) without the written consent of such Lender (it being understood and agreed that a waiver of any condition precedent in Section 4.02 or of any Default or a mandatory reduction in Commitments is not considered an extension or increase in Commitments of any Lender); (iii) postpone any date fixed by this Agreement or any other Loan Document for any payment (excluding mandatory prepayments) of principal, interest, fees or other amounts due to the Lenders (or any of them) or reduce the amount of, waive or excuse any such payment hereunder or under such other Loan Document without the written consent of each Lender entitled to such payment; (iv) reduce the principal of, or the rate of interest specified herein on, any Loan or L/C Borrowing, or (subject to clauses (D) or (E) of the second proviso to this Section 11.01) any fees or other amounts payable hereunder or under any other Loan Document without the written consent of each Lender entitled to such amount; provided, however, 115Â Â that only the consent of the Required Lenders shall be necessary (i) to amend the definition of â€œDefault Rateâ€ or to waive any obligation of the Borrower to pay interest or Letter of Credit Fees at the Default Rate or (ii) to amend any financial covenant hereunder (or any defined term used therein) even if the effect of such amendment would be to reduce the rate of interest on any Loan or L/C Borrowing or to reduce any fee payable hereunder; (v) (x) change (i) Section 8.03 in a manner that would have the effect of altering the ratable reduction of Commitments, pro rata payments or pro rata sharing of payments required hereunder without the written consent of each Lender; or (ii) Section 2.12(f) in a manner that would alter the pro rata application required thereby without the written consent of each Lender directly affected thereby; (y) subordinate, or have the effect of subordinating, the Secured Obligations hereunder to any other Indebtedness or other obligation, or (z) release, or have the effect of releasing, all or substantially all of the value of the Guarantees of the Obligations; provided that, in the case of the preceding clauses (y) and (z) only those Lender that are directly and adversely affected thereby (without giving effect to this proviso) that have not been offered an opportunity to fund their pro rata share (based on the amount of Obligations that are adversely affected thereby held by each such Lender and calculated immediately prior to any applicable amendment or pricing Indebtedness) of the priming Indebtedness on the same terms) other than bona fide backstop fees and reimbursement of counsel fees and other expenses in connection with the negotiation of the terms of such transaction) as are offered to all other providers of the priming Indebtedness shall be deemed to be directly and adversely affected by such amendment, waiver or content; or (iv) release, or have the effect of releasing, all or substantially all of the value of the Guarantees of the Obligations, in each case, without the written consent of each Lender; (vi) change any provision of this Section 11.01 or the definition of â€œRequired Lendersâ€ or any other provision of any Loan Document specifying the number or percentage of Lenders required to amend, waive or otherwise modify any rights hereunder or thereunder or make any determination or grant any consent hereunder, without the written consent of each Lender; (vii) release all or substantially all of the Collateral in any transaction or series of related transactions, without the written consent of each Lender; (viii) release all or substantially all of the value of the Guaranty, without the written consent of each Lender, except to the extent the release of any Subsidiary from the Guaranty is permitted pursuant to Section 9.10 (in which case such release may be made by the Administrative Agent acting alone); and provided, further, that (A) no amendment, waiver or consent shall, unless in writing and signed by the L/C Issuer in addition to the Lenders required above, affect the rights or duties of the L/C Issuer under this Agreement or any Issuer Document relating to any Letter of Credit issued or to be issued by it; (B) no amendment, waiver or consent shall, unless in writing and signed by the Swingline Lender in addition to the Lenders required above, affect the rights or duties of the Swingline Lender under this Agreement; (C) no amendment, waiver or consent shall, unless in writing and signed by the Administrative Agent in addition to the Lenders required above, affect the rights or duties of the Administrative Agent under this Agreement or any other Loan Document; (D) the Autoborrow Agreement and any fee letters executed in connection therewith may be amended, or rights or privileges thereunder waived, in a writing executed only by the parties thereto 116Â Â and (E) the Fee Letter may be amended, or rights or privileges thereunder waived, in a writing executed only by the parties thereto. (b) Notwithstanding anything to the contrary herein, (i) no Defaulting Lender shall have any right to approve or disapprove any amendment, waiver or consent hereunder (and any amendment, waiver or consent which by its terms requires the consent of all Lenders or each affected Lender, may be effected with the consent of the applicable Lenders other than Defaulting Lenders), except that (A) the Commitment of any Defaulting Lender may not be increased or extended without the consent of such Lender and (B) any waiver, amendment or modification requiring the consent of all Lenders or each affected Lender, that by its terms affects any Defaulting Lender disproportionately adversely relative to other affected Lenders shall require the consent of such Defaulting Lender; (ii) each Lender is entitled to vote as such Lender sees fit on any bankruptcy reorganization plan that affects the Loans, and each Lender acknowledges that the provisions of Section 1126(c) of the Bankruptcy Code of the United States supersedes the unanimous consent provisions set forth herein and (iii) the Required Lenders shall determine whether or not to allow a Loan Party to use cash collateral in the context of a bankruptcy or insolvency proceeding and such determination shall be binding on all of the Lenders. (c) Notwithstanding anything to the contrary herein, this Agreement may be amended and restated without the consent of any Lender (but with the consent of the Borrower and the Administrative Agent) if, upon giving effect to such amendment and restatement, such Lender shall no longer be a party to this Agreement (as so amended and restated), the Commitments of such Lender shall have terminated, such Lender shall have no other commitment or other obligation hereunder and shall have been paid in full all principal, interest and other amounts owing to it or accrued for its account under this Agreement. (d) Notwithstanding any provision herein to the contrary, if the Administrative Agent and the Borrower acting together identify any ambiguity, omission, mistake, typographical error or other defect in any provision of this Agreement or any other Loan Document (including the schedules and exhibits thereto), then the Administrative Agent and the Borrower shall be permitted to amend, modify or supplement such provision to cure such ambiguity, omission, mistake, typographical error or other defect, and such amendment shall become effective without any further action or consent of any other party to this Agreement. 11.02 Notices; Effectiveness; Electronic Communications. (a) Notices Generally. Except in the case of notices and other communications expressly permitted to be given by telephone (and except as provided in clause (b) below), all notices and other communications provided for herein shall be in writing and shall be delivered by hand or overnight courier service, mailed by certified or registered mail or sent by fax transmission or e-mail transmission as follows, and all notices and other communications expressly permitted hereunder to be given by telephone shall be made to the applicable telephone number, as follows: (i) if to the Borrower or any other Loan Party, the Administrative Agent, the L/C Issuer or the Swingline Lender, to the address, fax number, e-mail address or telephone number specified for such Person on Schedule 1.01(a); and (ii) if to any other Lender, to the address, fax number, e-mail address or telephone number specified in its Administrative Questionnaire (including, as appropriate, notices delivered solely to the Person designated by a Lender on its Administrative 117Â Â Questionnaire then in effect for the delivery of notices that may contain material non-public information relating to the Borrower). Notices and other communications sent by hand or overnight courier service, or mailed by certified or registered mail, shall be deemed to have been given when received; notices and other communications sent by fax transmission shall be deemed to have been given when sent (except that, if not given during normal business hours for the recipient, shall be deemed to have been given at the opening of business on the next Business Day for the recipient). Notices and other communications delivered through electronic communications to the extent provided in clause (b) below shall be effective as provided in such clause (b). This Agreement was prepared by: Holland & Knight, LLP 1120 S. Tryon Street, Suite 900 Charlotte, North Carolina 28203 Attention: Rebecca S. Chaffin Phone: 704-401-0389 E-mail: rebecca.chaffin@hklaw.com (b) Electronic Communications. (i) Notices and other communications to the Administrative Agent, the Lenders, the Swingline Lender and the L/C Issuer hereunder may be delivered or furnished by electronic communication (including e-mail, FPML messaging, and Internet or intranet websites) pursuant to an electronic communications agreement (or such other procedures approved by the Administrative Agent in its sole discretion); provided that the foregoing shall not apply to notices to any Lender, the Swingline Lender or the L/C Issuer pursuant to Article II if such Lender, the Swingline Lender or the L/C Issuer, as applicable, has notified the Administrative Agent that it is incapable of receiving notices under such Article II by electronic communication. The Administrative Agent, the Swingline Lender, the L/C Issuer or the Borrower may each, in its discretion, agree to accept notices and other communications to it hereunder by electronic communications pursuant to procedures approved by it, provided that approval of such procedures may be limited to particular notices or communications. (ii) Unless the Administrative Agent otherwise prescribes, (A) notices and other communications sent to an e-mail address shall be deemed received upon the senderâ€™s receipt of an acknowledgment from the intended recipient (such as by the â€œreturn receipt requestedâ€ function, as available, return e-mail or other written acknowledgement) and (B) notices and other communications posted to an Internet or intranet website shall be deemed received by the intended recipient upon the senderâ€™s receipt of an acknowledgement from the intended recipient (such as by the â€œreturn receipt requestedâ€ function, as available, return e-mail address or other written acknowledgement) indicating that such notice or communication is available and identifying the website address therefor; provided that for both clauses (A) and (B), if such notice or other communication is not sent during the normal business hours of the recipient, such notice, email or communication shall be deemed to have been sent at the opening of business on the next Business Day for the recipient. (c) The Platform. THE PLATFORM IS PROVIDED â€œAS ISâ€ AND â€œAS AVAILABLE.â€ THE AGENT PARTIES (AS DEFINED BELOW) DO NOT WARRANT THE ACCURACY OR COMPLETENESS OF THE BORROWER MATERIALS OR THE 118Â Â ADEQUACY OF THE PLATFORM, AND EXPRESSLY DISCLAIM LIABILITY FOR ERRORS IN OR OMISSIONS FROM THE BORROWER MATERIALS. NO WARRANTY OF ANY KIND, EXPRESS, IMPLIED OR STATUTORY, INCLUDING ANY WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, NON-INFRINGEMENT OF THIRD PARTY RIGHTS OR FREEDOM FROM VIRUSES OR OTHER CODE DEFECTS, IS MADE BY ANY AGENT PARTY IN CONNECTION WITH THE BORROWER MATERIALS OR THE PLATFORM. In no event shall the Administrative Agent or any of its Related Parties (collectively, the â€œAgent Partiesâ€) have any liability to the Borrower, any Lender, the L/C Issuer or any other Person for losses, claims, damages, liabilities or expenses of any kind (whether in tort, contract or otherwise) arising out of the Borrowerâ€™s, any Loan Partyâ€™s or the Administrative Agentâ€™s transmission of Borrower Materials or notices through the Platform, any other electronic platform or electronic messaging service, or through the Internet. (d) Change of Address, Etc. Each of the Borrower, the Administrative Agent, the L/C Issuer and the Swingline Lender may change its address, fax number or telephone number or e-mail address for notices and other communications hereunder by notice to the other parties hereto. Each other Lender may change its address, fax number or telephone number or e-mail address for notices and other communications hereunder by notice to the Borrower, the Administrative Agent, the L/C Issuer and the Swingline Lender. In addition, each Lender agrees to notify the Administrative Agent from time to time to ensure that the Administrative Agent has on record (i) an effective address, contact name, telephone number, fax number and e-mail address to which notices and other communications may be sent and (ii) accurate wire instructions for such Lender. Furthermore, each Public Lender agrees to cause at least one (1) individual at or on behalf of such Public Lender to at all times have selected the â€œPrivate Side Informationâ€ or similar designation on the content declaration screen of the Platform in order to enable such Public Lender or its delegate, in accordance with such Public Lenderâ€™s compliance procedures and Applicable Law, including United States federal and state securities Laws, to make reference to Borrower Materials that are not made available through the â€œPublic Side Informationâ€ portion of the Platform and that may contain material non-public information with respect to the Borrower or its securities for purposes of United States federal or state securities laws. (e) Reliance by Administrative Agent, L/C Issuer and Lenders. The Administrative Agent, the L/C Issuer and the Lenders shall be entitled to rely and act upon any notices (including, without limitation, telephonic or electronic notices, Loan Notices, Letter of Credit Applications, Notice of Loan Prepayment and Swingline Loan Notices) purportedly given by or on behalf of any Loan Party even if (i) such notices were not made in a manner specified herein, were incomplete or were not preceded or followed by any other form of notice specified herein, or (ii) the terms thereof, as understood by the recipient, varied from any confirmation thereof. The Loan Parties shall indemnify the Administrative Agent, the L/C Issuer, each Lender and the Related Parties of each of them from all losses, costs, expenses and liabilities resulting from the reliance by such Person on each notice purportedly given by or on behalf of a Loan Party. All telephonic notices to and other telephonic communications with the Administrative Agent may be recorded by the Administrative Agent, and each of the parties hereto hereby consents to such recording. 11.03 No Waiver; Cumulative Remedies; Enforcement. (a) No failure by any Lender, the L/C Issuer or the Administrative Agent to exercise, and no delay by any such Person in exercising, any right, remedy, power or privilege hereunder or under any other Loan Document shall operate as a waiver thereof; nor shall any single or partial exercise of any right, remedy, power or privilege hereunder or under any other Loan Document preclude any other or further exercise thereof or the exercise of any other right, remedy, power or 119Â Â privilege. The rights, remedies, powers and privileges herein provided, and provided under each other Loan Document, are cumulative and not exclusive of any rights, remedies, powers and privileges provided by law. (b) Notwithstanding anything to the contrary contained herein or in any other Loan Document, the authority to enforce rights and remedies hereunder and under the other Loan Documents against the Loan Parties or any of them shall be vested exclusively in, and all actions and proceedings at law in connection with such enforcement shall be instituted and maintained exclusively by, the Administrative Agent in accordance with Section 8.02 for the benefit of all the Lenders and the L/C Issuer; provided, however, that the foregoing shall not prohibit (a) the Administrative Agent from exercising on its own behalf the rights and remedies that inure to its benefit (solely in its capacity as Administrative Agent) hereunder and under the other Loan Documents, (b) the L/C Issuer or the Swingline Lender from exercising the rights and remedies that inure to its benefit (solely in its capacity as L/C Issuer or Swingline Lender, as the case may be) hereunder and under the other Loan Documents, (c) any Lender from exercising setoff rights in accordance with Section 11.08 (subject to the terms of Section 2.13), or (d) any Lender from filing proofs of claim or appearing and filing pleadings on its own behalf during the pendency of a proceeding relative to any Loan Party under any Debtor Relief Law; and provided, further, that if at any time there is no Person acting as Administrative Agent hereunder and under the other Loan Documents, then (i) the Required Lenders shall have the rights otherwise ascribed to the Administrative Agent pursuant to Section 8.02 and (ii) in addition to the matters set forth in clauses (b), (c) and (d) of the preceding proviso and subject to Section 2.13, any Lender may, with the consent of the Required Lenders, enforce any rights and remedies available to it and as authorized by the Required Lenders. 11.04 Expenses; Indemnity; Damage Waiver. (a) Costs and Expenses. The Loan Parties shall pay (i) all reasonable out-of-pocket expenses incurred by the Administrative Agent and its Affiliates (including, but not limited to, (A) the reasonable fees, charges and disbursements of counsel for the Administrative Agent and its Affiliates and (B) due diligence expenses, in connection with the syndication of the credit facilities provided for herein, the preparation, negotiation, execution, delivery and administration of this Agreement and the other Loan Documents or any amendments, modifications or waivers of the provisions hereof or thereof (whether or not the transactions contemplated hereby or thereby shall be consummated), (ii) all reasonable out-of-pocket expenses incurred by the L/C Issuer in connection with the issuance, amendment, extension, reinstatement or renewal of any Letter of Credit or any demand for payment thereunder and (iii) all out-of-pocket expenses incurred by the Administrative Agent, any Lender or the L/C Issuer

(including the fees, charges and disbursements of any counsel for the Administrative Agent, any Lender or the L/C Issuer), in connection with the enforcement or protection of its rights (A) in connection with this Agreement and the other Loan Documents, including its rights under this Section 11.04, or (B) in connection with Loans made or Letters of Credit issued hereunder, including all such out-of-pocket expenses incurred during any workout, restructuring or negotiations in respect of such Loans or Letters of Credit. (b) Indemnification by the Loan Parties. The Loan Parties shall indemnify the Administrative Agent (and any sub-agent thereof), each Lender and the L/C Issuer, and each Related Party of any of the foregoing Persons (each such Person being called an â€œIndemniteeâ€) against, and hold each Indemnitee harmless from, any and all losses, claims, damages, liabilities and related expenses (including the fees, charges and disbursements of any counsel for any Indemnitee), incurred by any Indemnitee or asserted against any Indemnitee by any Person (including the Borrower or any other Loan Party) arising out of, in connection with, or as a result 120Â Â of (i) the execution or delivery of this Agreement, any other Loan Document or any agreement or instrument contemplated hereby or thereby (including, without limitation, the Indemniteeâ€™s reliance on any Communication executed using an Electronic Signature, or in the form of an Electronic Record, the performance by the parties hereto of their respective obligations hereunder or thereunder or the consummation of the transactions contemplated hereby or thereby, or, in the case of the Administrative Agent (and any sub-agent thereof) and its Related Parties only, the administration of this Agreement and the other Loan Documents (including in respect of any matters addressed in Section 3.01), (ii) any Loan or Letter of Credit or the use or proposed use of the proceeds therefrom (including any refusal by the L/C Issuer to honor a demand for payment under a Letter of Credit if the documents presented in connection with such demand do not strictly comply with the terms of such Letter of Credit), (iii) any actual or alleged presence or Release of Hazardous Materials on or from any property owned, leased or operated by a Loan Party or any of its Subsidiaries, or any Environmental Liability related in any way to a Loan Party or any of its Subsidiaries, or (iv) any actual or prospective claim, litigation, investigation or proceeding relating to any of the foregoing, whether based on contract, tort or any other theory, whether brought by a third party or by the Borrower or any other Loan Party, and regardless of whether any Indemnitee is a party thereto; provided that such indemnity shall not, as to any Indemnitee, be available to the extent that such losses, claims, damages, liabilities or related expenses (x) are determined by a court of competent jurisdiction by final and non-appealable judgment to have resulted from the gross negligence, willful misconduct or bad faith of such Indemnitee, or (y) result from a claim not involving an act or omission of the Borrower and that is brought by an Indemnitee against another Indemnitee (other than against the Arranger or the Administrative Agent in their capacities as such). Without limiting the provisions of Section 3.01(c), this Section 11.04(b) shall not apply with respect to Taxes other than any Taxes that represent losses, claims, damages, etc. arising from any non-Tax claim. (c) Reimbursement by Lenders. To the extent that the Loan Parties for any reason fail to indefeasibly pay any amount required under clauses (a) or (b) of this Section 11.04 to be paid by it to the Administrative Agent (or any sub-agent thereof), the L/C Issuer, the Swingline Lender or any Related Party of any of the foregoing, each Lender severally agrees to pay to the Administrative Agent (or any such sub-agent), the L/C Issuer, the Swingline Lender or such Related Party, as the case may be, such Lenderâ€™s pro rata share (determined as of the time that the applicable unreimbursed expense or indemnity payment is sought based on each Lenderâ€™s share of the Total Credit Exposure at such time) of such unpaid amount (including any such unpaid amount in respect of a claim asserted by such Lender), such payment to be made severally among them based on such Lenderâ€™s Applicable Percentage (determined as of the time that the applicable unreimbursed expense or indemnity payment is sought), provided, that the unreimbursed expense or indemnified loss, claim, damage, liability or related expense, as the case may be, was incurred by or asserted against the Administrative Agent (or any such sub-agent), the L/C Issuer or the Swingline Lender in its capacity as such, or against any Related Party of any of the foregoing acting for the Administrative Agent (or any such sub-agent), the L/C Issuer or the Swingline Lender in connection with such capacity. The obligations of the Lenders under this clause (c) are subject to the provisions of Section 2.12(d). (d) Waiver of Consequential Damages, Etc. To the fullest extent permitted by Applicable Law, no Loan Party shall assert, and each Loan Party hereby waives, and acknowledges that no other Person shall have, any claim against any Indemnitee, on any theory of liability, for special, indirect, consequential or punitive damages (as opposed to direct or actual damages) arising out of, in connection with, or as a result of, this Agreement, any other Loan Document or any agreement or instrument contemplated hereby, the transactions contemplated hereby or thereby, any Loan or Letter of Credit or the use of the proceeds thereof. No Indemnitee referred to in clause 121Â Â (b) above shall be liable for any damages arising from the use by unintended recipients of any information or other materials distributed to such unintended recipients by such Indemnitee through telecommunications, electronic or other information transmission systems in connection with this Agreement or the other Loan Documents or the transactions contemplated hereby or thereby. (e) Payments. All amounts due under this Section 11.04 shall be payable not later than ten (10) Business Days after demand therefor. (f) Survival. The agreements in this Section 11.04 and the indemnity provisions of Section 11.02(e) shall survive the resignation of the Administrative Agent, the L/C Issuer and the Swingline Lender, the replacement of any Lender, the termination of the Aggregate Commitments and the repayment, satisfaction or discharge of all the other Obligations. 11.05 Payments Set Aside. To the extent that any payment by or on behalf of the Borrower is made to the Administrative Agent, the L/C Issuer or any Lender, or the Administrative Agent, the L/C Issuer or any Lender exercises its right of setoff, and such payment or the proceeds of such setoff or any part thereof is subsequently invalidated, declared to be fraudulent or preferential, set aside or required (including pursuant to any settlement entered into by the Administrative Agent, the L/C Issuer or such Lender in its discretion) to be repaid to a trustee, receiver or any other party, in connection with any proceeding under any Debtor Relief Law or otherwise, then (a) to the extent of such recovery, the obligation or part thereof originally intended to be satisfied shall be revived and continued in full force and effect as if such payment had not been made or such setoff had not occurred, and (b) each Lender and the L/C Issuer severally agrees to pay to the Administrative Agent upon demand its applicable share (without duplication) of any amount so recovered from or repaid by the Administrative Agent, plus interest thereon from the date of such demand to the date such payment is made at a rate per annum equal to the Federal Funds Rate from time to time in effect. The obligations of the Lenders and the L/C Issuer under clause (b) of the preceding sentence shall survive the payment in full of the Obligations and the termination of this Agreement. 11.06 Successors and Assigns. (a) Successors and Assigns Generally. The provisions of this Agreement and the other Loan Documents shall be binding upon and inure to the benefit of the parties hereto and thereto and their respective successors and assigns permitted hereby, except neither the Borrower nor any other Loan Party may assign or otherwise transfer any of its rights or obligations hereunder without the prior written consent of the Administrative Agent and each Lender and no Lender may assign or otherwise transfer any of its rights or obligations hereunder except (i) to an assignee in accordance with the provisions of Section 11.06(b), (ii) by way of participation in accordance with the provisions of Section 11.06(d), or (iii) by way of pledge or assignment of a security interest subject to the restrictions of Section 11.06(e) (and any other attempted assignment or transfer by any party hereto shall be null and void). Nothing in this Agreement, expressed or implied, shall be construed to confer upon any Person (other than the parties hereto, their respective successors and assigns permitted hereby, Participants to the extent provided in Section 11.06(d) and, to the extent expressly contemplated hereby, the Related Parties of each of the Administrative Agent, the L/C Issuer and the Lenders) any legal or equitable right, remedy or claim under or by reason of this Agreement. (b) Assignments by Lenders. Any Lender may at any time assign to one or more assignees all or a portion of its rights and obligations under this Agreement and the other Loan Documents (including all or a portion of its Commitment(s) and the Loans (including for purposes 122Â Â of this clause (b), participations in L/C Obligations and in Swingline Loans) at the time owing to it); provided that (in each case with respect to any Facility) any such assignment shall be subject to the following conditions: (i) Minimum Amounts. (A) in the case of an assignment of the entire remaining amount of the assigning Lenderâ€™s Commitment under any Facility and/or the Loans at the time owing to it (in each case with respect to any Facility) or contemporaneous assignments to related Approved Funds (determined after giving effect to such assignments) that equal at least the amount specified in clause (b)(i)(B) of this Section 11.06 in the aggregate or in the case of an assignment to a Lender, an Affiliate of a Lender or an Approved Fund, no minimum amount need be assigned; and (B) in any case not described in clause (b)(i)(A) of this Section 11.06, the aggregate amount of the Commitment (which for this purpose includes Loans outstanding thereunder) or, if the Commitment is not then in effect, the principal outstanding balance of the Loans of the assigning Lender subject to each such assignment, determined as of the date the Assignment and Assumption with respect to such assignment is delivered to the Administrative Agent, unless each of the Administrative Agent and, so long as no Event of Default has occurred and is continuing, the Borrower otherwise consents (each such consent not to be unreasonably withheld or delayed). (ii) Proportionate Amounts. Each partial assignment shall be made as an assignment of a proportionate part of all the assigning Lenderâ€™s rights and obligations under this Agreement and the other Loan Documents with respect to the Loans and/or the Commitment assigned, except that this clause (b)(ii) shall not apply to the Swingline Lenderâ€™s rights and obligations in respect of Swingline Loans. (iii) Required Consents. No consent shall be required for any assignment except to the extent required by clause (b)(i)(B) of this Section 11.06 and, in addition: (A) the consent of the Borrower (such consent not to be unreasonably withheld or delayed) shall be required unless (1) an Event of Default has occurred and is continuing at the time of such assignment or (2) such assignment is to a Lender, an Affiliate of a Lender or an Approved Fund; provided that the Borrower shall be deemed to have consented to any such assignment unless it shall object thereto by written notice to the Administrative Agent within five (5) Business Days after having received notice thereof; and provided, further, that the Borrowerâ€™s consent shall not be required during the primary syndication of the Revolving Facility; (B) the consent of the Administrative Agent (such consent not to be unreasonably withheld or delayed) shall be required for assignments in respect of any Revolving Commitment if such assignment is to a Person that is not a Lender with a Commitment in respect of the Revolving Facility, an Affiliate of such Lender or an Approved Fund with respect to such Lender; and 123Â Â (C) the consent of the L/C Issuer and the Swingline Lender shall be required for any assignment in respect of the Revolving Facility. (iv) Assignment and Assumption. The parties to each assignment shall execute and deliver to the Administrative Agent an Assignment and Assumption, together with a processing and recordation fee in the amount of $3,500; provided, however, that the Administrative Agent may, in its sole discretion, elect to waive such processing and recordation fee in the case of any assignment. The assignee, if it is not a Lender, shall deliver to the Administrative Agent an Administrative Questionnaire. (v) No Assignment to Certain Persons. No such assignment shall be made (A) to the Borrower or any of the Borrowerâ€™s Affiliates or Subsidiaries, (B) to any Defaulting Lender or any of its Subsidiaries, or any Person who, upon becoming a Lender hereunder, would constitute any of the foregoing Persons described in this clause (B), or (C) to a natural Person (or a holding company, investment vehicle or trust for, or owned and operated by or for the primary benefit of one or more natural Persons) or (D) any holder of Subordinated Debt. (vi) Certain Additional Payments. In connection with any assignment of rights and obligations of any Defaulting Lender hereunder, no such assignment shall be effective unless and until, in addition to the other conditions thereto set forth herein, the parties to the assignment shall make such additional payments to the Administrative Agent in an aggregate amount sufficient, upon distribution thereof as appropriate (which may be outright payment, purchases by the assignee of participations or sub-participations, or other compensating actions, including funding, with the consent of the Borrower and the Administrative Agent, the applicable pro rata share of Loans previously requested but not funded by the Defaulting Lender, to each of which the applicable assignee and assignor hereby irrevocably consent), to (A) pay and satisfy in full all payment liabilities then owed by such Defaulting Lender to the Administrative Agent, the L/C Issuer or any Lender hereunder (and interest accrued thereon) and (B) acquire (and fund as appropriate) its full pro rata share of all Loans and participations in Letters of Credit and Swingline Loans in accordance with its Applicable Percentage. Notwithstanding the foregoing, in the event that any assignment of rights and obligations of any Defaulting Lender hereunder shall become effective under Applicable Law without compliance with the provisions of this clause (b)(vi), then the assignee of such interest shall be deemed to be a Defaulting Lender for all purposes of this Agreement until such compliance occurs. (vii) Subject to acceptance and recording thereof by the Administrative Agent pursuant to Section 11.06(c), from and after the effective date specified in each Assignment and Assumption, the assignee thereunder shall be a party to this Agreement and, to the extent of the interest assigned by such Assignment and Assumption, have the rights and obligations of a Lender under this Agreement, and the assigning Lender thereunder shall, to the extent of the interest assigned by such Assignment and Assumption, be released from its obligations under this Agreement (and, in the case of an Assignment and Assumption covering all of the assigning Lenderâ€™s rights and obligations under this Agreement, such Lender shall cease to be a party hereto but shall continue to be entitled to the benefits of Sections 3.01, 3.04, 3.05 and 11.04 with respect to facts and circumstances occurring prior to the effective date of such assignment); provided, that except to the extent otherwise expressly agreed by the affected parties, no assignment by a Defaulting Lender will constitute a waiver or release of any claim of any party hereunder arising from that Lenderâ€™s having been a Defaulting Lender. Upon request, the Borrower (at its expense) 124Â Â shall execute and deliver a Note to the assignee Lender. Any assignment or transfer by a Lender of rights or obligations under this Agreement that does not comply with this clause (b) shall be treated for purposes of this Agreement as a sale by such Lender of a participation in such rights and obligations in accordance with Section 11.06(d). (c) Register. The Administrative Agent, acting solely for this purpose as a non-fiduciary agent of the Borrower (and such agency being solely for Tax purposes), shall maintain at the Administrative Agentâ€™s Office a copy of each Assignment and Assumption delivered to it (or the equivalent thereof in electronic form) and a register for the recordation of the names and addresses of the Lenders, and the Commitments of, and principal amounts (and interest amounts) of the Loans and L/C Obligations owing to, each Lender pursuant to the terms hereof from time to time (the â€œRegisterâ€). The entries in the Register shall be conclusive, absent demonstrable error, and the Borrower, the Administrative Agent and the Lenders shall treat each Person whose name is recorded in the Register pursuant to the terms hereof as a Lender hereunder for all purposes of this Agreement. The Register shall be available for inspection by the Borrower and any Lender (with respect to such Lenderâ€™s interest only), at any reasonable time and from time to time upon reasonable prior notice. (d) Participations. (i) Any Lender may at any time, without the consent of, or notice to, the Borrower or the Administrative Agent, sell participations to any Person (other than a natural Person, or a holding company, investment vehicle or trust for, or owned and operated for the primary benefit of one or more natural Persons, a Defaulting Lender or the Borrower or any of the Borrowerâ€™s Affiliates or Subsidiaries) (each, a â€œParticipantâ€) in all or a portion of such Lenderâ€™s rights and/or obligations under this Agreement (including all or a portion of its Commitment and/or the Loans (including such Lenderâ€™s participations in L/C Obligations and/or Swingline Loans) owing to it); provided that (i) such Lenderâ€™s obligations under this Agreement shall remain unchanged, (ii) such Lender shall remain solely responsible to the other parties hereto for the performance of such obligations and (iii) the Borrower, the Administrative Agent, the Lenders and the L/C Issuer shall continue to deal solely and directly with such Lender in connection with such Lenderâ€™s rights and obligations under this Agreement. For the avoidance of doubt, each Lender shall be responsible for the indemnity under Section 11.04(c) without regard to the existence of any participations. (ii) Any agreement or instrument pursuant to which a Lender sells such a participation shall provide that such Lender shall retain the sole right to enforce this Agreement and to approve any amendment, modification or waiver of any provision of this Agreement; provided that such agreement or instrument may provide that such Lender will not, without the consent of the Participant, agree to any amendment, waiver or other modification described in the first proviso to Section 11.01 that affects such Participant. The Borrower agrees that each Participant shall be entitled to the benefits of Sections 3.01, 3.04 and 3.05 (subject to the requirements and limitations therein, including the requirements under Section 3.01(e) (it being understood that the documentation required under Section 3.01(e) shall be delivered to the Lender who sells the participation)) to the same extent as if it were a Lender and had acquired its interest by assignment pursuant to clause (b) of this Section 11.06; provided that such Participant (A) shall be subject to the provisions of Sections 3.06 and 11.13 as if it were an assignee under clause (b) of this Section 11.06 and (B) shall not be entitled to receive any greater payment under Sections 3.01 or 3.04, with respect to any participation, than the Lender from whom it acquired the 125Â Â applicable participation would have been entitled to receive, except to the extent such entitlement to receive a greater payment results from a Change in Law that occurs after the Participant acquired the applicable participation. Each Lender that sells a participation agrees, at the Borrowerâ€™s request and expense, to use reasonable efforts to cooperate with the Borrower to effectuate the provisions of Section 3.06 with respect to any Participant. To the extent permitted by law, each Participant also shall be entitled to the benefits of Section 11.08 as though it were a Lender; provided that such Participant agrees to be subject to Section 2.13 as though it were a Lender. Each Lender that sells a participation shall, acting solely for this purpose as a non-fiduciary agent of the Borrower, maintain a register on which it enters the name and address of each Participant and the principal amounts (and interest amounts) of each Participantâ€™s interest in the Loans or other obligations under the Loan Documents (the â€œParticipant Registerâ€); provided that no Lender shall have any obligation to disclose all or any portion of the Participant Register (including the identity of any Participant or any information relating to a Participantâ€™s interest in any commitments, loans, letters of credit or its other obligations under any Loan Document) to any Person except to the extent that such disclosure is necessary to establish that such commitment, loan, letter of credit or other obligation is in registered form under Section 5f.103â€“1(c) of the United States Treasury Regulations. The entries in the Participant Register shall be conclusive absent demonstrable error, and such Lender shall treat each Person whose name is recorded in the Participant Register as the owner of such participation for all purposes of this Agreement notwithstanding any notice to the contrary. For the avoidance of doubt,

the Administrative Agent (in its capacity as Administrative Agent) shall have no responsibility for maintaining a Participant Register. (e) Certain Pledges. Any Lender may at any time pledge or assign a security interest in all or any portion of its rights under this Agreement (including under its Note or Notes, if any) to secure obligations of such Lender, including any pledge or assignment to secure obligations to a Federal Reserve Bank; provided that no such pledge or assignment shall release such Lender from any of its obligations hereunder or substitute any such pledgee or assignee for such Lender as a party hereto. (f) Resignation as L/C Issuer or Swingline Lender after Assignment. Notwithstanding anything to the contrary contained herein, if at any time Bank of America assigns all of its Revolving Commitment and Revolving Loans pursuant to clause (b) above, Bank of America may, (i) upon thirty (30) daysâ€™ notice to the Administrative Agent, the Borrower and the Lenders, resign as L/C Issuer and/or (ii) upon thirty (30) daysâ€™ notice to the Borrower, resign as Swingline Lender. In the event of any such resignation as L/C Issuer or Swingline Lender, the Borrower shall be entitled to appoint from among the Lenders a successor L/C Issuer or Swingline Lender hereunder; provided, however, that no failure by the Borrower to appoint any such successor shall affect the resignation of Bank of America as L/C Issuer or Swingline Lender, as the case may be. If Bank of America resigns as the L/C Issuer, it shall retain all the rights, powers, privileges and duties of L/C Issuer hereunder with respect to all Letters of Credit outstanding as of the effective date of its resignation as L/C Issuer and all L/C Obligations with respect thereto (including the right to require the Lenders to make Base Rate Loans or fund risk participations in Unreimbursed Amounts pursuant to Section 2.03(c)). If Bank of America resigns as Swingline Lender, it shall retain all the rights of the Swingline Lender provided for hereunder with respect to Swingline Loans made by it and outstanding as of the effective date of such resignation, including the right to require the Lenders to make Base Rate Loans or fund risk participations in outstanding Swingline Loans pursuant to Section 2.04(c). Upon the appointment of a successor L/C Issuer and/or Swingline Lender, (A) such successor shall succeed to and become vested with all of the rights, powers, privileges and duties of the retiring L/C Issuer or Swingline Lender, as the case may be, and (B) 126Â Â the successor L/C Issuer shall issue letters of credit in substitution for the Letters of Credit, if any, outstanding at the time of such succession or make other arrangements satisfactory to Bank of America to effectively assume the obligations of Bank of America with respect to such Letters of Credit. (g) Disqualified Institutions. (i) No assignment shall be made to any Person that was a Disqualified Institution as of the date (the â€œTrade Dateâ€) on which the applicable Lender entered into a binding agreement to sell and assign all or a portion of its rights and obligations under this Agreement to such Person (unless the Borrower has expressly consented to such assignment as otherwise contemplated by this Section 11.06, in which case such Person will not be considered a Disqualified Institution for the purpose of such specific assignment). For the avoidance of doubt, with respect to any assignee that becomes a Disqualified Institution after the applicable Trade Date (including as a result of the delivery of a notice pursuant to, and/or the expiration of the notice period referred to in, the definition of â€œDisqualified Institutionâ€), such assignee shall not retroactively be considered a Disqualified Institution. Any assignment in violation of this clause (g)(i) shall not be void, but the other provisions of this clause (g) shall apply. (ii) If any assignment is made to any Disqualified Institution without the Borrowerâ€™s prior consent in violation of clause (i) above , the Borrower may, at its sole expense and effort, upon notice to the applicable Disqualified Institution and the Administrative Agent, (A) terminate any Revolving Commitment of such Disqualified Institution and repay all obligations of the Borrower owing to such Disqualified Institution in connection with such Revolving Commitment, and/or (B) require such Disqualified Institution to assign and delegate, without recourse (in accordance with and subject to the restrictions contained in this Section 11.06), all of its interest, rights and obligations under this Agreement and related Loan Documents to an Eligible Assignee that shall assume such obligations at the lesser of (1) the principal amount thereof and (2) the amount that such Disqualified Institution paid to acquire such interests, rights and obligations, in each case plus accrued interest, accrued fees and all other amounts (other than principal amounts) payable to it hereunder and other the other Loan Documents; provided, that, (x) the Borrower shall have paid to the Administrative Agent the assignment fee (if any) specified in Section 11.06(b), (y) such assignment does not conflict with Applicable Laws and (z) in the case of clause (B), the Borrower shall not use the proceeds from any Loans to prepay Term Loans held by Disqualified Institutions. (iii) Notwithstanding anything to the contrary contained in this Agreement, Disqualified Institutions (A) will not (1) have the right to receive information, reports or other materials provided to Lenders by the Borrower, the Administrative Agent or any other Lender, (2) attend or participate in meetings attended by the Lenders and the Administrative Agent, or (3) access any electronic site established for the Lenders or confidential communications from counsel to or financial advisors of the Administrative Agent or the Lenders and (B) (1) for purposes of any consent to any amendment, waiver or modification of, or any action under, and for the purpose of any direction to the Administrative Agent or any Lender to undertake any action (or refrain from taking any action) under this Agreement or any other Loan Document, each Disqualified Institution will be deemed to have consented in the same proportion as the Lenders that are not Disqualified Institutions consented to such matter, and (2) for purposes of voting on any plan of reorganization or plan of liquidation pursuant to any Debtor Relief Laws (â€œPlan of 127Â Â Reorganizationâ€), each Disqualified Institution party hereto hereby agrees (I) not to vote on such Plan of Reorganization, (II) if such Disqualified Institution does vote on such Plan of Reorganization notwithstanding the restriction in the foregoing clause (I), such vote will be deemed not to be in good faith and shall be â€œdesignatedâ€ pursuant to Section 1126(e) of the Bankruptcy Code (or any similar provision in any other Debtor Relief Laws), and such vote shall not be counted in determining whether the applicable class has accepted or rejected such Plan of Reorganization in accordance with Section 1126(c) of the Bankruptcy Code (or any similar provision in any other Debtor Relief Laws) and (III) not to contest any request by any party for a determination by the bankruptcy court (or other applicable court of competent jurisdiction) effectuating the foregoing clause (II). (iv) The Administrative Agent shall have the right, and the Borrower hereby expressly authorizes the Administrative Agent, to (A) post the list of Disqualified Institutions provided by the Borrower prior to the Closing Date (collectively, the â€œDQ Listâ€) on the Platform, including that portion of the Platform that is designated for â€œpublic sideâ€ Lenders or (B) provide the DQ List to each Lender requesting the same. 11.07 Treatment of Certain Information; Confidentiality. (a) Treatment of Certain Information. Each of the Administrative Agent, the Lenders and the L/C Issuer agrees to maintain the confidentiality of the Information (as defined below), except that Information may be disclosed (i) to its Affiliates, its auditors and its Related Parties (it being understood that the Persons to whom such disclosure is made will be informed of the confidential nature of such Information and instructed to keep such Information confidential), (ii) to the extent required or requested by any regulatory authority purporting to have jurisdiction over such Person or its Related Parties (including any self-regulatory authority, such as the National Association of Insurance Commissioners), (iii) to the extent required by Applicable Laws or regulations or by any subpoena or similar legal process, (iv) to any other party hereto, (v) in connection with the exercise of any remedies hereunder or under any other Loan Document or any action or proceeding relating to this Agreement or any other Loan Document or the enforcement of rights hereunder or thereunder, (vi) subject to an agreement containing provisions substantially the same as those of this Section 11.07, to (A) any assignee of or Participant in, or any prospective assignee of or Participant in, any of its rights and obligations under this Agreement or any Eligible Assignee invited to be a Lender pursuant to Section 2.19(b) or (B) any actual or prospective party (or its Related Parties) to any swap, derivative or other transaction under which payments are to be made by reference to the Borrower and its obligations, this Agreement or payments hereunder, it being understood that the DQ List may be disclosed to any assignee or prospective assignee in reliance on this clause (vi), (vii) on a confidential basis to (A) any rating agency in connection with rating the Borrower or its Subsidiaries or the credit facilities provided hereunder or (B) the provider of any Platform or other electronic delivery service used by the Administrative Agent, the L/C Issuer and/or the Swingline Lender to deliver Borrower Materials or notices to the Lenders or (viii) the CUSIP Service Bureau or any similar agency in connection with the application, issuance, publishing and monitoring of CUSIP numbers or other market identifiers with respect to the credit facilities provided hereunder, or (ix) with the consent of the Borrower or to the extent such Information (x) becomes publicly available other than as a result of a breach of this Section 11.07, (xi) becomes available to the Administrative Agent, any Lender, the L/C Issuer or any of their respective Affiliates on a nonconfidential basis from a source other than the Borrower or (xii) is independently discovered or developed by a party hereto without utilizing any Information received from the Borrower or violating the terms of this Section 11.07. For purposes of this Section 11.07, â€œInformationâ€ means all information received from the Borrower or any Subsidiary relating to the Borrower or any Subsidiary or any of their respective businesses, other than any such information 128Â Â that is available to the Administrative Agent, any Lender or the L/C Issuer on a nonconfidential basis prior to disclosure by the Borrower or any Subsidiary, provided that, in the case of information received from the Borrower or any Subsidiary after the Closing Date, such information is clearly identified at the time of delivery as confidential. Any Person required to maintain the confidentiality of Information as provided in this Section 11.07 shall be considered to have complied with its obligation to do so if such Person has exercised the same degree of care to maintain the confidentiality of such Information as such Person would accord to its own confidential information. In addition, the Administrative Agent and the Lenders may disclose the existence of this Agreement and information about this Agreement to market data collectors, similar service providers to the lending industry and service providers to the Administrative Agent and the Lenders in connection with the administration of this Agreement, the other Loan Documents and the Commitments. For the avoidance of doubt, nothing herein prohibits any individual from communicating or disclosing information regarding suspected violations of laws, rules, or regulations to a governmental, regulatory, or self-regulatory authority. (b) Non-Public Information. Each of the Administrative Agent, the Lenders and the L/C Issuer acknowledges that (i) the Information may include material non-public information concerning a Loan Party or a Subsidiary, as the case may be, (ii) it has developed compliance procedures regarding the use of material non-public information and (iii) it will handle such material non-public information in accordance with Applicable Law, including United States federal and state securities Laws. (c) Press Releases. The Loan Parties and their Affiliates agree that they will not in the future issue any press releases or other public disclosure using the name of the Administrative Agent or any Lender or their respective Affiliates or referring to this Agreement or any of the Loan Documents without the prior written consent of the Administrative Agent, unless (and only to the extent that) the Loan Parties or such Affiliate is required to do so under law and then, in any event the Loan Parties or such Affiliate will consult with such Person before issuing such press release or other public disclosure. (d) Customary Advertising Material. The Loan Parties consent to the publication by the Administrative Agent or any Lender of customary advertising material relating to the transactions contemplated hereby using the name, product photographs, logo or trademark of the Loan Parties. 11.08 Right of Setoff. If an Event of Default shall have occurred and be continuing, each Lender, the L/C Issuer and each of their respective Affiliates is hereby authorized at any time and from time to time to the fullest extent permitted by Applicable Law to set off and apply any and all deposits (general or special, time or demand, provisional or final, in whatever currency) at any time held and other obligations (in whatever currency) at any time owing by such Lender, the L/C Issuer or any such Affiliate to or for the credit or the account of the Borrower or any other Loan Party against any and all of the obligations of the Borrower or such Loan Party now or hereafter existing under this Agreement or any other Loan Document to such Lender, the L/C Issuer or such Affiliates, irrespective of whether or not such Lender, the L/C Issuer or Affiliate shall have made any demand under this Agreement or any other Loan Document and although such obligations of the Borrower or such Loan Party may be contingent or unmatured, secured or unsecured, or are owed to a branch, office or Affiliate of such Lender or the L/C Issuer different from the branch, office or Affiliate holding such deposit or obligated on such indebtedness; provided that in the event that any Defaulting Lender shall exercise any such right of setoff, (a) all amounts so set off shall be paid over immediately to the Administrative Agent for further application in accordance with the provisions of Section 2.15 and, 129Â Â pending such payment, shall be segregated by such Defaulting Lender from its other funds and deemed held in trust for the benefit of the Administrative Agent, the L/C Issuer and the Lenders, and (b) the Defaulting Lender shall provide promptly to the Administrative Agent a statement describing in reasonable detail the Secured Obligations owing to such Defaulting Lender as to which it exercised such right of setoff. The rights of each Lender, the L/C Issuer and their respective Affiliates under this Section 11.08 are in addition to other rights and remedies (including other rights of setoff) that such Lender, the L/C Issuer or their respective Affiliates may have under Applicable Law. Each Lender and the L/C Issuer agrees to notify the Borrower and the Administrative Agent promptly after any such setoff and application, provided that the failure to give such notice shall not affect the validity of such setoff and application. 11.09 Interest Rate Limitation. Notwithstanding anything to the contrary contained in any Loan Document, the interest paid or agreed to be paid under the Loan Documents shall not exceed the maximum rate of non-usurious interest permitted by Applicable Law (the â€œMaximum Rateâ€). If the Administrative Agent or any Lender shall receive interest in an amount that exceeds the Maximum Rate, the excess interest shall be applied to the principal of the Loans or, if it exceeds such unpaid principal, refunded to the Borrower. In determining whether the interest contracted for, charged, or received by the Administrative Agent or a Lender exceeds the Maximum Rate, such Person may, to the extent permitted by Applicable Law, (a) characterize any payment that is not principal as an expense, fee, or premium rather than interest, (b) exclude voluntary prepayments and the effects thereof, and (c) amortize, prorate, allocate, and spread in equal or unequal parts the total amount of interest throughout the contemplated term of the Obligations hereunder. 11.10 Integration; Effectiveness. This Agreement, the other Loan Documents, and any separate letter agreements with respect to fees payable to the Administrative Agent or the L/C Issuer, constitute the entire contract among the parties relating to the subject matter hereof and supersede any and all previous agreements and understandings, oral or written, relating to the subject matter hereof. Except as provided in Section 4.01, this Agreement shall become effective when it shall have been executed by the Administrative Agent and when the Administrative Agent shall have received counterparts hereof that, when taken together, bear the signatures of each of the other parties hereto, and thereafter shall be binding upon and inure to the benefit of the parties hereto and their respective successor and assigns. 11.11 Survival of Representations and Warranties. All representations and warranties made hereunder and in any other Loan Document or other document delivered pursuant hereto or thereto or in connection herewith or therewith shall survive the execution and delivery hereof and thereof. Such representations and warranties have been or will be relied upon by the Administrative Agent and each Lender, regardless of any investigation made by the Administrative Agent or any Lender or on their behalf and notwithstanding that the Administrative Agent or any Lender may have had notice or knowledge of any Default at the time of any Credit Extension, and shall continue in full force and effect as long as any Loan or any other Obligation hereunder shall remain unpaid or unsatisfied or any Letter of Credit shall remain outstanding. 11.12 Severability. If any provision of this Agreement or the other Loan Documents is held to be illegal, invalid or unenforceable, (a) the legality, validity and enforceability of the remaining provisions of this Agreement and the other Loan Documents shall not be affected or impaired thereby and (b) the parties shall endeavor in good faith negotiations to replace the illegal, invalid or unenforceable provisions with valid provisions 130Â Â the economic effect of which comes as close as possible to that of the illegal, invalid or unenforceable provisions. The invalidity of a provision in a particular jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction. Without limiting the foregoing provisions of this Section 11.12, if and to the extent that the enforceability of any provisions in this Agreement relating to Defaulting Lenders shall be limited by Debtor Relief Laws, as determined in good faith by the Administrative Agent, the L/C Issuer or the Swingline Lender, as applicable, then such provisions shall be deemed to be in effect only to the extent not so limited. 11.13 Replacement of Lenders. (a) If the Borrower is entitled to replace a Lender pursuant to the provisions of Section 3.06, or if any Lender is a Defaulting Lender or a Non-Consenting, then the Borrower may, at its sole expense and effort, upon notice to such Lender and the Administrative Agent, require such Lender to assign and delegate, without recourse (in accordance with and subject to the restrictions contained in, and consents required by, Section 11.06), all of its interests, rights (other than its existing rights to payments pursuant to Sections 3.01 and 3.04) and obligations under this Agreement and the related Loan Documents to an Eligible Assignee that shall assume such obligations (which assignee may be another Lender, if a Lender accepts such assignment), provided that: (i) the Borrower shall have paid to the Administrative Agent the assignment fee (if any) specified in Section 11.06(b); (ii) such Lender shall have received payment of an amount equal to 100% of the outstanding principal of its Loans and L/C Advances, accrued interest thereon, accrued fees and all other amounts payable to it hereunder and under the other Loan Documents (including any amounts under Section 3.05) from the assignee (to the extent of such outstanding principal and accrued interest and fees) or the Borrower (in the case of all other amounts); (iii) in the case of any such assignment resulting from a claim for compensation under Section 3.04 or payments required to be made pursuant to Section 3.01, such assignment will result in a reduction in such compensation or payments thereafter; (iv) such assignment does not conflict with Applicable Laws; and (v) in the case of an assignment resulting from a Lender becoming a Non-Consenting Lender, the applicable assignee shall have consented to the applicable amendment, waiver or consent. (b) A Lender shall not be required to make any such assignment or delegation if, prior thereto, as a result of a waiver by such Lender or otherwise, the circumstances entitling the Borrower to require such assignment and delegation cease to apply. (c) Each party hereto agrees that (i) an assignment required pursuant to this Section 11.13 may be effected pursuant to an Assignment and Assumption executed by the Borrower, the Administrative Agent and the assignee and (ii) the Lender required to make such assignment need not be a party thereto in order for such assignment to be effective and shall be deemed to have consented to an be bound by the terms thereof; provided, that, following the effectiveness of any such assignment, the other parties to such assignment agree to execute and deliver such documents 131Â Â necessary to evidence such assignment as reasonably requested by the applicable Lender, provided further that any such documents shall be without recourse to or warranty by the parties thereto. (d) Notwithstanding anything in this Section 11.13 to the contrary, (A) the

Lender that acts as the L/C Issuer may not be replaced hereunder at any time it has any Letter of Credit outstanding hereunder unless arrangements satisfactory to such Lender (including the furnishing of a backstop standby letter of credit in form and substance, and issued by an issuer, reasonably satisfactory to the L/C Issuer or the depositing of Cash Collateral into a Cash Collateral account in amounts and pursuant to arrangements reasonably satisfactory to the L/C Issuer) have been made with respect to such outstanding Letter of Credit and (B) the Lender that acts as the Administrative Agent may not be replaced hereunder except in accordance with the terms of Section 9.06. 11.14 Governing Law; Jurisdiction; Etc. (a) GOVERNING LAW. THIS AGREEMENT AND THE OTHER LOAN DOCUMENTS (EXCEPT, AS TO ANY OTHER LOAN DOCUMENT, AS EXPRESSLY SET FORTH THEREIN) AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSE OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS AGREEMENT OR ANY OTHER LOAN DOCUMENT (EXCEPT, AS TO ANY OTHER LOAN DOCUMENT, AS EXPRESSLY SET FORTH THEREIN) AND THE TRANSACTIONS CONTEMPLATED HEREBY AND THEREBY SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK. (b) SUBMISSION TO JURISDICTION. THE BORROWER AND EACH OTHER LOAN PARTY IRREVOCABLY AND UNCONDITIONALLY AGREES THAT IT WILL NOT COMMENCE ANY ACTION, LITIGATION OR PROCEEDING OF ANY KIND OR DESCRIPTION, WHETHER IN LAW OR EQUITY, WHETHER IN CONTRACT OR IN TORT OR OTHERWISE, AGAINST THE ADMINISTRATIVE AGENT, ANY LENDER, THE L/C ISSUER, OR ANY RELATED PARTY OF THE FOREGOING IN ANY WAY RELATING TO THIS AGREEMENT OR ANY OTHER LOAN DOCUMENT OR THE TRANSACTIONS RELATING HERETO OR THERETO, IN ANY FORUM OTHER THAN THE COURTS OF THE STATE OF NEW YORK SITTING IN NEW YORK COUNTY AND OF THE UNITED STATES DISTRICT COURT OF THE SOUTHERN DISTRICT OF NEW YORK, AND ANY APPELLATE COURT FROM ANY THEREOF, AND EACH OF THE PARTIES HERETO IRREVOCABLY AND UNCONDITIONALLY SUBMITS TO THE JURISDICTION OF SUCH COURTS AND AGREES THAT ALL CLAIMS IN RESPECT OF ANY SUCH ACTION, LITIGATION OR PROCEEDING MAY BE HEARD AND DETERMINED IN SUCH NEW YORK STATE COURT OR, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, IN SUCH FEDERAL COURT. EACH OF THE PARTIES HERETO AGREES THAT A FINAL JUDGMENT IN ANY SUCH ACTION, LITIGATION OR PROCEEDING SHALL BE CONCLUSIVE AND MAY BE ENFORCED IN OTHER JURISDICTIONS BY SUIT ON THE JUDGMENT OR IN ANY OTHER MANNER PROVIDED BY LAW. NOTHING IN THIS AGREEMENT OR IN ANY OTHER LOAN DOCUMENT SHALL AFFECT ANY RIGHT THAT THE ADMINISTRATIVE AGENT, ANY LENDER OR THE L/C ISSUER MAY OTHERWISE HAVE TO BRING ANY ACTION OR PROCEEDING RELATING TO THIS AGREEMENT OR ANY OTHER LOAN DOCUMENT AGAINST THE BORROWER OR ANY OTHER LOAN PARTY OR ITS PROPERTIES IN THE COURTS OF ANY JURISDICTION. (c) WAIVER OF VENUE. THE BORROWER AND EACH OTHER LOAN PARTY IRREVOCABLY AND UNCONDITIONALLY WAIVES, TO THE FULLEST EXTENT 132Â Â PERMITTED BY APPLICABLE LAW, ANY OBJECTION THAT IT MAY NOW OR HEREAFTER HAVE TO THE LAYING OF VENUE OF ANY ACTION OR PROCEEDING ARISING OUT OF OR RELATING TO THIS AGREEMENT OR ANY OTHER LOAN DOCUMENT IN ANY COURT REFERRED TO IN CLAUSE (b) OF THIS SECTION 11.14. THE BORROWER AND EACH OTHER LOAN PARTY IRREVOCABLY AND UNCONDITIONALLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, THE DEFENSE OF AN INCONVENIENT FORUM TO THE MAINTENANCE OF SUCH ACTION OR PROCEEDING IN ANY SUCH COURT. (d) SERVICE OF PROCESS. EACH PARTY HERETO IRREVOCABLY CONSENTS TO SERVICE OF PROCESS IN THE MANNER PROVIDED FOR NOTICES IN SECTION 11.02. NOTHING IN THIS AGREEMENT WILL AFFECT THE RIGHT OF ANY PARTY HERETO TO SERVE PROCESS IN ANY OTHER MANNER PERMITTED BY APPLICABLE LAW. 11.15 Waiver of Jury Trial. EACH PARTY HERETO HEREBY IRREVOCABLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY RIGHT IT MAY HAVE TO A TRIAL BY JURY IN ANY LEGAL PROCEEDING DIRECTLY OR INDIRECTLY ARISING OUT OF OR RELATING TO THIS AGREEMENT OR ANY OTHER LOAN DOCUMENT OR THE TRANSACTIONS CONTEMPLATED HEREBY OR THEREBY (WHETHER BASED ON CONTRACT, TORT OR ANY OTHER THEORY). EACH PARTY HERETO (a) CERTIFIES THAT NO REPRESENTATIVE, AGENT OR ATTORNEY OF ANY OTHER PERSON HAS REPRESENTED, EXPRESSLY OR OTHERWISE, THAT SUCH OTHER PERSON WOULD NOT, IN THE EVENT OF LITIGATION, SEEK TO ENFORCE THE FOREGOING WAIVER AND (b) ACKNOWLEDGES THAT IT AND THE OTHER PARTIES HERETO HAVE BEEN INDUCED TO ENTER INTO THIS AGREEMENT AND THE OTHER LOAN DOCUMENTS BY, AMONG OTHER THINGS, THE MUTUAL WAIVERS AND CERTIFICATIONS IN THIS SECTION 11.15. 11.16 Subordination. Each Loan Party (a â€œSubordinating Loan Partyâ€) hereby subordinates the payment of all obligations and indebtedness of any other Loan Party owing to it, whether now existing or hereafter arising, including but not limited to any obligation of any such other Loan Party to the Subordinating Loan Party as subrogee of the Secured Parties or resulting from such Subordinating Loan Partyâ€™s performance under this Guaranty, to the indefeasible payment in full in cash of all Obligations. If the Secured Parties so request, any such obligation or indebtedness of any such other Loan Party to the Subordinating Loan Party shall be enforced and performance received by the Subordinating Loan Party as trustee for the Secured Parties and the proceeds thereof shall be paid over to the Secured Parties on account of the Secured Obligations, but without reducing or affecting in any manner the liability of the Subordinating Loan Party under this Agreement. Without limitation of the foregoing, so long as no Default has occurred and is continuing, the Loan Parties may make and receive payments with respect to Intercompany Debt; provided, that in the event that any Loan Party receives any payment of any Intercompany Debt at a time when such payment is prohibited by this Section 11.16, such payment shall be held by such Loan Party, in trust for the benefit of, and shall be paid forthwith over and delivered, upon written request, to the Administrative Agent. 11.17 No Advisory or Fiduciary Responsibility. In connection with all aspects of each transaction contemplated hereby (including in connection with any amendment, waiver or other modification hereof or of any other Loan Document), the Borrower 133Â Â and each other Loan Party acknowledges and agrees, and acknowledges its Affiliatesâ€™ understanding, that: (a) (i) the arranging and other services regarding this Agreement provided by the Administrative Agent, the Arranger and the Lenders and their respective Affiliates are armâ€™s-length commercial transactions between the Borrower, each other Loan Party and their respective Affiliates, on the one hand, and the Administrative Agent, the Arranger and the Lenders and their respective Affiliates, on the other hand, (ii) each of the Borrower and the other Loan Parties has consulted its own legal, accounting, regulatory and tax advisors to the extent it has deemed appropriate, and (iii) the Borrower and each other Loan Party is capable of evaluating, and understands and accepts, the terms, risks and conditions of the transactions contemplated hereby and by the other Loan Documents; (b) (i) the Administrative Agent, the Arranger and each Lender and each of their respective Affiliates each is and has been acting solely as a principal and, except as expressly agreed in writing by the relevant parties, has not been, is not, and will not be acting as an advisor, agent or fiduciary, for the Borrower, any other Loan Party or any of their respective Affiliates, or any other Person and (ii) neither the Administrative Agent, the Arranger, nor any Lender nor any of their respective Affiliates has any obligation to the Borrower, any other Loan Party or any of their respective Affiliates with respect to the transactions contemplated hereby except those obligations expressly set forth herein and in the other Loan Documents; and (c) the Administrative Agent, the Arranger and the Lenders and their respective Affiliates may be engaged in a broad range of transactions that involve interests that differ from those of the Borrower, the other Loan Parties and their respective Affiliates, and neither the Administrative Agent, the Arranger, nor any Lender nor any of their respective Affiliates has any obligation to disclose any of such interests to the Borrower, any other Loan Party or any of their respective Affiliates. To the fullest extent permitted by law, each of the Borrower and each other Loan Party hereby waives and releases any claims that it may have against the Administrative Agent, the Arranger, the Lenders and their respective Affiliates with respect to any breach or alleged breach of agency or fiduciary duty in connection with any aspect of any transactions contemplated hereby. 11.18 Electronic Execution; Electronic Records; Counterparts. This Agreement, any Loan Document and any other Communication, including Communications required to be in writing, may be in the form of an Electronic Record and may be executed using Electronic Signatures. Each of the Loan Parties and each of the Administrative Agent, the L/C Issuer, the Swingline Lender, and each Lender (collectively, each a â€œCredit Partyâ€) agrees that any Electronic Signature on or associated with any Communication shall be valid and binding on such Person to the same extent as a manual, original signature, and that any Communication entered into by Electronic Signature, will constitute the legal, valid and binding obligation of such Person enforceable against such Person in accordance with the terms thereof to the same extent as if a manually executed original signature was delivered. Any Communication may be executed in as many counterparts as necessary or convenient, including both paper and electronic counterparts, but all such counterparts are one and the same Communication. For the avoidance of doubt, the authorization under this paragraph may include, without limitation, use or acceptance of a manually signed paper Communication which has been converted into electronic form (such as scanned into PDF format), or an electronically signed Communication converted into another format, for transmission, delivery and/or retention. The Administrative Agent and each of the Credit Parties may, at its option, create one or more copies of any Communication in the form of an imaged Electronic Record (â€œElectronic Copyâ€), which shall be deemed created in the ordinary course of such Personâ€™s business, and destroy the original paper document. All Communications in the form of an Electronic Record, including an Electronic Copy, shall be considered an original for all purposes, and shall have the same legal effect, validity and enforceability as a paper record. Notwithstanding anything contained herein to the contrary, neither the Administrative Agent, L/C Issuer nor Swingline Lender is under any obligation to accept an Electronic Signature in any form or in any format unless expressly agreed to by such Person pursuant to procedures approved by it; provided, further, without limiting the foregoing, (a) to the extent the Administrative Agent, L/C Issuer and/or Swingline Lender has agreed to accept such Electronic Signature, the Administrative Agent and each of the Credit Parties shall be entitled to rely on 134Â Â any such Electronic Signature purportedly given by or on behalf of any Loan Party and/or any Credit Party without further verification and (b) upon the request of the Administrative Agent or any Credit Party, any Electronic Signature shall be promptly followed by such manually executed counterpart. For purposes hereof, â€œElectronic Recordâ€ and â€œElectronic Signatureâ€ shall have the meanings assigned to them, respectively, by 15 USC Â§7006, as it may be amended from time to time. Neither the Administrative Agent, L/C Issuer nor Swingline Lender shall be responsible for or have any duty to ascertain or inquire into the sufficiency, validity, enforceability, effectiveness or genuineness of any Loan Document or any other agreement, instrument or document (including, for the avoidance of doubt, in connection with the Administrative Agentâ€™s, L/C Issuerâ€™s or Swingline Lenderâ€™s reliance on any Electronic Signature transmitted by telecopy, emailed .pdf or any other electronic means). The Administrative Agent, L/C Issuer and Swingline Lender shall be entitled to rely on, and shall incur no liability under or in respect of this Agreement or any other Loan Document by acting upon, any Communication (which writing may be a fax, any electronic message, Internet or intranet website posting or other distribution or signed using an Electronic Signature) or any statement made to it orally or by telephone and believed by it to be genuine and signed or sent or otherwise authenticated (whether or not such Person in fact meets the requirements set forth in the Loan Documents for being the maker thereof). Each of the Loan Parties and each Credit Party hereby waives (i) any argument, defense or right to contest the legal effect, validity or enforceability of this Agreement, any other Loan Document based solely on the lack of paper original copies of this Agreement, such other Loan Document, and (ii) waives any claim against the Administrative Agent, each Credit Party and each Related Party for any liabilities arising solely from the Administrative Agentâ€™s and/or any Credit Partyâ€™s reliance on or use of Electronic Signatures, including any liabilities arising as a result of the failure of the Loan Parties to use any available security measures in connection with the execution, delivery or transmission of any Electronic Signature. Each of the parties represents and warrants to the other parties that it has the corporate capacity and authority to execute this Agreement and any other Communication through electronic means and there are no restrictions on doing so in that partyâ€™s constitutive documents. 11.19 USA Patriot Act Notice. Each Lender that is subject to the Patriot Act and the Administrative Agent (for itself and not on behalf of any Lender) hereby notifies the Borrower and the other Loan Parties that pursuant to the requirements of the USA PATRIOT Act (Title III of Pub. L. 107â€“56 (signed into law October 26, 2001)) (the â€œPatriot Actâ€), it is required to obtain, verify and record information that identifies the Borrower and each other Loan Party, which information includes the name and address of the Borrower and each other Loan Party and other information that will allow such Lender or the Administrative Agent, as applicable, to identify the Borrower and each other Loan Party in accordance with the Patriot Act. The Borrower and each other Loan Party shall, promptly following a request by the Administrative Agent or any Lender, provide all such other documentation and information that the Administrative Agent or such Lender requests in order to comply with its ongoing obligations under applicable â€œknow your customerâ€ and anti-money laundering rules and regulations, including the Patriot Act. 11.20 Acknowledgement and Consent to Bail-In of Affected Financial Institutions. Solely to the extent any Lender or L/C Issuer that is an Affected Financial Institution is a party to this Agreement and notwithstanding anything to the contrary in any Loan Document or in any other agreement, arrangement or understanding among any such parties, each party hereto acknowledges that any liability of any Lender or L/C Issuer that is an Affected Financial Institution arising under any Loan Document, to the extent such liability is unsecured, may be subject to the Write-Down and Conversion 135Â Â Powers of an Affected Resolution Authority and agrees and consents to, and acknowledges and agrees to be bound by: (a) the application of any Write-Down and Conversion Powers by the applicable Resolution Authority to any such liabilities arising hereunder which may be payable to it by any Lender or L/C Issuer that is an Affected Financial Institution; and (b) the effects of any Bail-In Action on any such liability, including, if applicable: (i) a reduction in full or in part or cancellation of any such liability; (ii) a conversion of all, or a portion of, such liability into shares or other instruments of ownership in such Affected Financial Institution, its parent undertaking, or a bridge institution that may be issued to it or otherwise conferred on it, and that such shares or other instruments of ownership will be accepted by it in lieu of any rights with respect to any such liability under this Agreement or any other Loan Document; or (iii) the variation of the terms of such liability in connection with the exercise of the Write-Down and Conversion Powers of the applicable Resolution Authority. 11.21 Acknowledgement Regarding Any Supported QFCs. To the extent that the Loan Documents provide support, through a guarantee or otherwise, for any Swap Contract or any other agreement or instrument that is a QFC (such support, â€œQFC Credit Supportâ€, and each such QFC, a â€œSupported QFCâ€), the parties acknowledge and agree as follows with respect to the resolution power of the Federal Deposit Insurance Corporation under the Federal Deposit Insurance Act and Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act (together with the regulations promulgated thereunder, the â€œU.S. Special Resolution Regimesâ€) in respect of such Supported QFC and QFC Credit Support (with the provisions below applicable notwithstanding that the Loan Documents and any Supported QFC may in fact be stated to be governed by the laws of the State of New York and/or of the United States or any other state of the United States): In the event a Covered Entity that is party to a Supported QFC (each, a â€œCovered Partyâ€) becomes subject to a proceeding under a U.S. Special Resolution Regime, the transfer of such Supported QFC and the benefit of such QFC Credit Support (and any interest and obligation in or under such Supported QFC and such QFC Credit Support, and any rights in property securing such Supported QFC or such QFC Credit Support) from such Covered Party will be effective to the same extent as the transfer would be effective under the U.S. Special Resolution Regime if the Supported QFC and such QFC Credit Support (and any such interest, obligation and rights in property) were governed by the laws of the United States or a state of the United States. In the event a Covered Party or a BHC Act Affiliate of a Covered Party becomes subject to a proceeding under a U.S. Special Resolution Regime, Default Rights under the Loan Documents that might otherwise apply to such Supported QFC or any QFC Credit Support that may be exercised against such Covered Party are permitted to be exercised to no greater extent than such Default Rights could be exercised under the U.S. Special Resolution Regime if the Supported QFC and the Loan Documents were governed by the laws of the United States or a state of the United States. Without limitation of the foregoing, it is understood and agreed that rights and remedies of the parties with respect to a Defaulting Lender shall in no event affect the rights of any Covered Party with respect to a Supported QFC or any QFC Credit Support. [Remainder of Page Intentionally Left Blank] 136Â Â IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written. BORROWER: AGILYSYS, INC.By:Name:Title: GUARANTOR: AGILYSYS NV, LLCÂ Â By:Name:Title: Â Â Signature Page to Credit Agreement(BofA / Agilysys)Â Â ADMINISTRATIVE AGENT: BANK OF AMERICA, N.A.,as Administrative AgentBy:Name:Title: LENDER: BANK OF AMERICA, N.A.,as Lender, L/C Issuer and Swingline LenderBy:Name:Title: Â Â Signature Page to Credit Agreement(BofA / Agilysys)Â EX-31.1 3 agys-ex31_1.htm EX-31.1 EX-31.1 Exhibit 31.1 CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER I, Ramesh Srinivasan, certify that: 1. I have reviewed this Quarterly Report on Form 10-Q of Agilysys, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrantâ€™s other certifying officers 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 registrantâ€™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 registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5. The registrantâ€™s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™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 registrantâ€™s internal control over financial reporting. Date: October 28, 2024 Â By: /s/ Ramesh Srinivasan Â Ramesh Srinivasan Â President and Chief Executive Officer Â (Principal Executive Officer) Â EX-31.2 4 agys-ex31_2.htm EX-31.2 EX-31.2 Exhibit 31.2 CERTIFICATION OF THE CHIEF FINANCIAL OFFICER I, William David Wood III, certify that: 1. I have reviewed this Quarterly Report on Form 10-Q of Agilysys, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrantâ€™s other certifying officers 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 registrantâ€™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 registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5. The registrantâ€™s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™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 registrantâ€™s internal control over financial reporting. Date: October 28, 2024 Â By: /s/ William David Wood III Â William David Wood III Â Chief Financial Officer Â (Principal Financial Officer) Â EX-31.3 5 agys-ex31_3.htm EX-31.3 EX-31.3 Exhibit 31.3 CERTIFICATION OF THE CORPORATE CONTROLLER AND TREASURER I, Chris J. Robertson, certify that: 1. I have reviewed this Quarterly Report on Form 10-Q of Agilysys, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrantâ€™s other certifying officers 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 registrantâ€™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 registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5. The registrantâ€™s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™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 registrantâ€™s internal control over financial reporting. Date: October 28, 2024 Â By: /s/ Chris J. Robertson Â Chris J. Robertson Â Corporate Controller and Treasurer Â (Principal Accounting Officer) Â EX-32 6 agys-ex32.htm EX-32 EX-32 Exhibit 32 CERTIFICATION Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Ramesh Srinivasan, the Chief Executive Officer, William David Wood III, the Chief Financial Officer, and Chris J. Robertson, the Corporate Controller and Treasurer, of Agilysys, Inc. (the â€œCompanyâ€), hereby certify, that, to their knowledge: 1. The Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2024 (the â€œ Report â€) fully complies with the requirements of Section 13(a) 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: October 28, 2024 Â By: /s/ Ramesh Srinivasan Ramesh Srinivasan President and Chief Executive Officer (Principal Executive Officer) /s/ William David Wood III William David Wood III Chief Financial Officer (Principal Financial Officer) /s/ Chris J. Robertson Chris J. Robertson Corporate Controller and Treasurer (Principal Accounting Officer) Â GRAPHIC 7 img210102116_0.jpg GRAPHIC begin 644 img210102116_0.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# @&!@<&!0@'!P<)"0@*#!0-# L+ M#!D2$P\4'1H?'AT:'!P@)"XG("
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[Q!_8/@"[2) M]MSJ!%G%CKA@=Y_[X#<^'I%>1_"_P0/%6F>)IY4!"V1M+4L,@3M\X;ZKM3\'J MQ\(#H/C^UAG)CM]0!LYE;C:Y MY3()=X"_\"-?4=?%>H:B]_K%UJ<2+;2SW#7
6$G&;LV[Y>XP3Q7UUX1UY/$W MA33=77 :XA!D4=%D'#C\&!%98^GJI]QT):.)M4445YYT!7#>)OA-X7\2WBWC MV\EC !]Z[FBJA.4'>+L)I/K$GJ?
4GGUKSSQ\40OF6/AU@Q^Z]Z1D#_KF#U_WCQZ]:].G@A MNH'@N(DEAD4]\;J&5AZ$'K7E_B3X3EYQ/X>E1$=@'MIW(5,IU;!./8_@>U8U M7-['KY1]257_
&KY7V^?]6/,"9[RZRQEN+F9^I)=Y&/ZDFO3/"GPL:39>^(L MJO5;)&Y/^^P_D/Q/:NP*>"-.\,1"51]IU!EP]RXY'J$'\(_4]S6WJ>J66CV M+WFH7"00)U9NY] .I/L*SA22UD>EC\]G5?
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R2R#E20#\H!YYYR!QCFO>Y'$<;R$,0H)(522<>@'4TZBN:M6E5ES2-80459 M'RCJ'AKQ=XK\6S7ESH&KV[ZE>BKK8AU$E:R0H4U&[/*?C#X'CO_#%O>:%I"F]M+@;H MK*W^>2-_E(VJ,G!VGV
-97P/BU_1=0U+2=3T;4[6SN4%Q%)<6CQHLBX5AD@< MLI'_'Q7M=%"Q#]E[-JX***_MWDDDLI%5 M%$BDDDK@ #O7U?12HUW2326X3@I6$(# @@$'@@U\R_$#X9:KHOBB8:'I-[>: M7-?
AGK6@>)YH=%TO4+S3G/G6LMK"IC!/W"5!PRG@>H MP?6Ô<_AWKNKZUX;1=>TV^LM4M<13=6S1"<8XD7(.>X'0YZ BNNHIU<0ZD% M&2U744::B[H****YS0\<^)?PAFUB^FUWPV(_M
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%%8MW=RPK!\:W]_IO@_4KC2[6YN=0,1CMX[:(R/O;Y0P M'\.=Q^E;U%$79I@SYE^&W@#5;GQQIYUC0[ZWT^UW3R&[M'1'*CY5RPP3N*G' M< U]$?\ ".Z'_P! ;3
%3_"M*BMJU>565WH1""BK'@'QB\!W@\2VE_H&B MSS6]U;[98[&T9A'(AZD(..JR_P#?)KT'X0SZJ/!$>G:QI][9W%A(88_M4#1E MXOO*1N R!DK_ ,!%=]13GB'*FJ;6P*"4G)'/^.K:>
[\!:];6T,DT\MC*D<42 MEF=BIP !R37CGP9\.ZYI?CUKG4-&U&S@^PRIYMQ:O&NXLF!E@!G@_E7T'12A M7<*;A;<'"\D^QP?Q8\&R^+O"H^PPB35+)_-MAD N#PZ9/J,'ZJM=+X7T"#PQ
MX:L=\M\$6\8#N!C>YY9OQ8DUKT5FZDG!0Z(KE5[GREX]\)^)+CQGKD\AW5Y M89-2N'21+*1E=3*Q!!"X((YS7U;116E:NZJ2:V)A!1;?+=Z=HFOVMRH*B6*RE5@#U&=M?75%5
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%SP:WBGPL;FRA,FJ:=F6!4&6E3^.,>I(&0.Y4#O7GOPD;Q1X5\3?9+SP_ MK*:5J)$7,%?//QC\.ZYJ? MQ >YT_1=2NX#:1+YMO:O(N1NR,@$9KZ&HJ*-5TI56/E+3_ 7XI\2>+H#JNAZI
M_>>9>3RVDD:(K- MND.XCCC./P%?30\.&!@:-IW_@*G^%:=%56Q$JMNEA0@HGCGQG\#-=:=IFH: M!HY>>&5H9H;&VRS(PR&*J,G!7'_ZG^!_P#;>F6FI:+JVDZC:0JXN;:2YMI(MUR?E=06
'93CW8UZY11]8;I>S:#D7-S!1117.6%%%% !1110 C[MC; "V.,] M,U\^^-V\0MKI'B(8E&?("?ZG;_TS]NF>_3-?0=4=6T>QURP>RU"W6:%N1GJI
M]5/8^XK.I#F1ZF58^.#KA\Y:7I5]K5^EEIJNTT[8]A[_U MKVOPE\[#PXJ75SLNJ3Q_KBORQ>R]/KU/MTK;T#P_IWAS3Q::?#M!P9)&Y> L0^K'O_(=L5JU-.DEJSJS3.:N(;I4_=A^+]?
+R"BBBMCP0HHHH **** /_]D! end EX-101.SCH 8 agys-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 100010 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 100020 - Disclosure - Additional Balance Sheet Information - Schedule of Additional Information Related to the Condensed Consolidated Balance Sheets (Details) 2 link:presentationLink link:calculationLink link:definitionLink 100030 - Disclosure - Earnings Per Share (Details) 2 link:presentationLink link:calculationLink link:definitionLink 100040 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100050 - Statement - Condensed Consolidated Statements of Operations (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100060 - Statement - Condensed Consolidated Statements of Comprehensive Income (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100070 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100080 - Statement - Condensed Consolidated Statements of Shareholders' Equity (Unaudited) link:presentationLink link:calculationLink link:definitionLink 995455 -

Disclosure - Nature of Operations and Financial Statement Presentation link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - Revenue Recognition link:presentationLink link:calculationLink link:definitionLink 995485 - Disclosure - Additional Balance Sheet Information link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Supplemental Disclosures of Cash Flow Information link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - Earnings Per Share link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Share-based Compensation link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Business Combination link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Preferred Stock link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Additional Balance Sheet Information (Tables) link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Supplemental Disclosures of Cash Flow Information (Tables) link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Income Taxes (Tables) link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Earnings Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Share-based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - Business Combination (Tables) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - Revenue Recognition - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 995655 - Disclosure - Additional Balance Sheet Information - Schedule of Additional Information Related to the Condensed Consolidated Balance Sheets (Details) link:presentationLink link:calculationLink link:definitionLink 995665 - Disclosure - Supplemental Disclosures of Cash Flow Information (Details) link:presentationLink link:calculationLink link:definitionLink 995675 - Disclosure - Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 995685 - Disclosure - Income Taxes (Details Textual) link:presentationLink link:calculationLink link:definitionLink 995695 - Disclosure - Commitments and Contingencies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995705 - Disclosure - Earnings Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 995715 - Disclosure - Earnings Per Share (Details Textual) link:presentationLink link:calculationLink link:definitionLink 995725 - Disclosure - Share-based Compensation (Details Textual) link:presentationLink link:calculationLink link:definitionLink 995735 - Disclosure - Share-based Compensation (Details) link:presentationLink link:calculationLink link:definitionLink 995745 - Disclosure - Share-based Compensation (Details 2) link:presentationLink link:calculationLink link:definitionLink 995755 - Disclosure - Share-based Compensation - Restricted Shares Rollforward (Details) link:presentationLink link:calculationLink link:definitionLink 995765 - Disclosure - Share-based Compensation - Schedule of Principal Assumptions Utilized in Valuing Service Condition SARs (Details) link:presentationLink link:calculationLink link:definitionLink 995775 - Disclosure - Debt - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995785 - Disclosure - Business Combination (Additional Information) (Details) link:presentationLink link:calculationLink link:definitionLink 995795 - Disclosure - Business Combination - Components And The Allocation Of The Purchase Price For Acquisition (Details) link:presentationLink link:calculationLink link:definitionLink 995805 - Disclosure - Business Combination - Schedule Of Unaudited Pro Forma Financial Information (Details) link:presentationLink link:calculationLink link:definitionLink 995815 - Disclosure - Preferred Stock - (Details Textual) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items] Statement [Line Items] Dilutive unvested restricted stock units. Dilutive Unvested Restricted Stock Units Dilutive unvested restricted stock units Plan Name [Domain] Plan Name Gross profit ratio. Gross Profit Ratio Gross profit margin Regular corporate income tax rate in India. Regular Corporate Income Tax Rate India Regular corporate income tax rate in India Entity Address, Postal Zip Code Entity Address, Postal Zip Code Numerator. Numerator [Abstract] Numerator: Weighted Average Number of Shares Outstanding, Diluted, Adjustment Dilutive unvested restricted shares Weighted Average Number Diluted Shares Outstanding Adjustment, Total Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent [Abstract] Other comprehensive income (loss): Revenues [Abstract] Net revenue: Cash payments for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Unrecognized stock based compensation expense related to unvested restricted stock Business Combination Disclosure [Text Block] Business Combination Shares, Outstanding Ending balance (in shares) Beginning balance (in shares) Components and the allocation of the purchase price for acquisition Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Net cash consideration Total purchase price Business Combination, Consideration Transferred Dilutive SSARs. Dilutive S S A Rs Dilutive SSARs Preferred Stock [Text Block] Preferred Stock Commitments and Contingencies Disclosure [Text Block] Commitments and Contingencies Shares issued upon exercise of SSARs Shares issued upon exercise of SSARs Shares Issued Upon Exercise of SSARs Shares issued upon exercise of SSARs Stock, Class of Stock [Table] Schedule Of Stock By Class [Table] Product and Service [Axis] Product and Service Deferred Income Tax Liabilities, Net Deferred income taxes, non-current Deferred Income Tax Liabilities, Net, Total Finite-Lived Intangible Assets by Major Class [Axis] Share-Based Payment Arrangement, Noncash Expense [Abstract] Payments to Acquire Productive Assets Capital expenditures Payments to Acquire Productive Assets, Total Employee Stock [Member] Debt issuance costs relating to the Revolving Facility Debt Issuance Costs, Line of Credit Arrangements, Net Debt Issuance Costs, Line of Credit Arrangements, Net, Total Title and Position [Axis] Title of Individual Revenue from Contract with Customer [Text Block] Revenue Recognition Sale of Stock [Domain] Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Gain (Loss) Arising During Period, Net of Tax Unrealized foreign currency translation adjustments Intangible asset, estimated useful life Finite-Lived Intangible Asset, Useful Life Entity Central Index Key Entity Central Index Key Assembled Workforce [Member] Assembled Workforce [Member] Assembled Workforce Member Components of Purchase Price: Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net [Abstract] Cash receipts for interest Interest Paid Receipts Interest Paid Receipts Common Stock, Shares, Issued Common stock, shares issued Common Stock, Shares, Issued, Total Cash received in acquisition partially offset Cash received in acquisition partially offset Cash received in acquisition partially offset Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table] Income Statement [Abstract] Entity Address, State or Province Entity Address, State or Province Identifiable intangible assets: Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets [Abstract] Other Expenses Other charges, net Income before taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Capitalized Contract Cost, Net Capitalized contract cost, net Capitalized Contract Cost, Net, Total Contract with Customer, Liability, Revenue Recognized Revenue recognized Treasury Stock, Common, Shares Treasury shares Cover [Abstract] Cover Earnings Per Share, Basic Earnings Per Share, Basic, Total Income per share - basic: Net income per share - basic: Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Outstanding Weighted Average Exercise Price. Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Outstanding Weighted Average Exercise Price Weighted Average Exercise Price, Outstanding at End of Period Weighted Average Exercise Price, Outstanding at Beginning of Period Operating Expenses [Abstract] Operating expenses: Other assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Noncurrent Assets Finance Lease, Principal Payments Cash payments for finance leases Asset Acquisition [Axis] Share Based Compensation Arrangements By Share Based Payment Award Non Option Equity Instruments Exercises In Period Weighted Average Exercise Price Share Based Compensation Arrangements By Share Based Payment Award Non Option Equity Instruments Exercises In Period Weighted Average Exercise Price Weighted Average Exercise Price, Exercised Selling and Marketing Expense [Member] Sales and marketing [Member] Current and other liabilities Current and other liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Other Share-Based Payment Arrangement, Expense Summary of share-based compensation expense Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number Number of Rights, Outstanding at End of Period Number of Rights, Outstanding at Beginning of Period Share based compensation amounts withheld from participants. Share Based Compensation Amounts Withheld from Participants Amounts withheld from participants Retained Earnings (Accumulated Deficit) Retained earnings Retained Earnings (Accumulated Deficit), Total Retained Earnings (Accumulated Deficit), Beginning Balance Retained Earnings (Accumulated Deficit), Ending Balance Plan Name [Axis] Plan Name Payments for (Proceeds from) Life Insurance Policies Additional investments in corporate-owned life insurance policies Payments for (Proceeds from) Life Insurance Policies, Total Supplemental Cash Flow Elements [Abstract] Assets, Current [Abstract] Current assets: Subscription and maintenance [Member] Subscription And Maintenance Member Subscription and maintenance. Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Weighted Average Grant Date Fair Value, Forfeited Total purchase price allocation Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Product and Service [Domain] Product and Service Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Accumulated Other Comprehensive Income (Loss), Net of Tax, Total Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual Terms Remaining Contractual Term, Outstanding at End of Period Property, Plant and Equipment, Net Property and equipment, net Property, Plant and Equipment, Net, Total Property, Plant and Equipment, Net, Beginning Balance Property, Plant and Equipment, Net, Ending Balance Net Cash Provided by (Used in) Operating Activities [Abstract] Operating activities Common Stock, Par or Stated Value Per Share Common stock, stated value Contract with Customer, Liability Contract liabilities Contract with Customer, Liability, Total Taxes Payable, Current Taxes Payable, Current, Total Income and indirect taxes payable Statement of Cash Flows [Abstract] Preferred Stock, No Par Value Preferred stock, par value Restricted Stock [Member] Restricted Stock [Member] Balance Sheet Related Disclosures [Abstract] Equity Components [Axis] Equity Components Entity Address, Address Line One Entity Address, Address Line One Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Schedule of amounts used in computing earnings per share and the effect on earnings and the weighted average number of shares of dilutive potential common shares Employee-related Liabilities, Current Employee-related Liabilities, Current, Total Salaries, wages, employee benefits, and payroll taxes Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Number of Shares, Granted Maximum aggregate principal amount of credit agreement Line of Credit Facility, Maximum Borrowing Capacity Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Risk-free interest rate over contractual term Gain (Loss) from Litigation Settlement Legal settlements Legal settlements Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Number of Shares, Outstanding at end of period Number of Shares, Outstanding at beginning of period Shares withheld for taxes upon exercise of SSARs or vesting of other grants (in shares) Number of Shares Withheld For Taxes Upon Exercise of SSARs or Vesting of Other Grants Number of shares withheld for taxes upon exercise of SSARs or vesting of other grants. Amendment Flag Amendment Flag Additional aggregate principal amount under the revolving credit facility Line of Credit Facility, Additional Aggregate Principal Amount Additional aggregate principal amount. Operating Loss Carryforwards [Table] Operating Loss Carryforwards [Table] Operating Lease, Liability, Noncurrent Operating lease liabilities, non-current Schedule of principal assumptions utilized in valuing service condition SARs Schedule Of Share Based Payment Award Stock Appreciation Rights Valuation Assumptions Table [Text Block] Schedule of Share-based Payment Award, Stock Appreciation Rights, Valuation Assumptions [Table Text Block] Accretion of convertible preferred stock dividends. Accretion Of Convertible Preferred Stock Dividends Series A convertible preferred stock dividends Series A convertible preferred stock dividends Net income Revenue Business Acquisition, Pro Forma Revenue Professional Services [Member] Professional Services [Member] Professional services [Member] Equity Component [Domain] Equity Component Statistical Measurement [Domain] Statistical Measurement General and Administrative Expense General and administrative General and Administrative Expense, Total Supplemental Balance Sheet Disclosures [Text Block] Additional Balance Sheet Information Capitalized Contract Cost, Amortization Capitalized contract cost, amortization Employee Stock Purchase Plan Discount On Shares Employee Stock Purchase Plan Discount On Shares Employee stock purchase plan discount on shares Other Nonoperating Income (Expense) Other Nonoperating Income (Expense), Total Other income (expense), net Other income (expense), net Treasury Stock, Common [Member] Treasury stock [Member] Disaggregation of Revenue [Table] Disaggregation Of Revenue [Table] Proceeds from line of credit Proceeds from Lines of Credit Proceeds from Lines of Credit, Total Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration] Share Based Compensation Arrangement By Share Based Payment Award Options Vested And Expected To Vest Weighted Average Exercise Number ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestWeightedAverageExerciseNumber Weighted Average Exercise Price, Vested and expected to vest at End of Period Operating Lease, Payments Cash payments for operating leases Stock Issued During Period, Shares, Employee Stock Purchase Plans Common Shares Issued under Employee Stock Purchase Plan Sales Commissions and Fees Sales commissions and fees Total Prepaid Expense and Other Assets, Current Prepaid expenses and other current assets Class of Stock [Domain] Class of Stock Total comprehensive income Comprehensive Income (Loss), Net of Tax, Attributable to Parent Common Stock, Shares, Outstanding Common stock, shares outstanding Common Stock, Shares, Outstanding, Beginning Balance Common Stock, Shares, Outstanding, Ending Balance Finite-Lived Intangible Assets, Major Class Name [Domain] Unusual Risk or Uncertainty, Nature [Axis] Unusual Risk or Uncertainty, Nature Weighted average period Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Activity related to restricted shares granted by the Company Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Entity Interactive Data Current Entity Interactive Data Current Product [Member] Products [Member] Document Quarterly Report Document Quarterly Report Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Forfeitures In Period Weighted Average Exercise Price Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Forfeitures In Period Weighted Average Exercise Price Weighted Average Exercise Price, Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Weighted Average Grant Date Fair Value, Vested Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Cash and cash equivalents at end of period Cash and cash equivalents at beginning of period Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Total Share-based Compensation Arrangement by Share-based Payment Award, Vested and Expected to Vest, Outstanding, Remaining Contractual Term Share Based Compensation Arrangement By Share Based Payment Award Vested And Expected To Vest Outstanding Remaining Contractual Term Remaining Contractual Term, Exercisable at End of Period Statistical Measurement [Axis] Statistical Measurement Cost of Goods and Services Sold Total cost of goods sold Cost of Goods and Services Sold, Total Non-competition Agreements [Member] Non-competition Agreements [Member] Non-competition Agreements [Member] Related and Nonrelated Parties [Domain] Related Party Selling and Marketing Expense Sales and marketing Selling and Marketing Expense, Total Product development. Product Development [Member] Product development [Member] Cash paid for business combination, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Payments to Acquire Businesses, Net of Cash Acquired, Total Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Shares available for grant Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Weighted Average Grant Date Fair Value, Granted Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Weighted-average vesting period Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Effect of exchange rate changes on cash Statement of Income Location, Balance [Axis] Income Statement Location Assets Total assets Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Expected term (in years) Percentage of deferral of the employer-paid portion of social security taxes due in year two. Percentage Of Deferral Of Employer Paid Portion Of Social Security Taxes Due In Year Two Percentage of deferral of the employer-paid portion of social security taxes due in December 31, 2022 Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Number of Shares, Vested Business Acquisition [Line Items] New Accounting Pronouncements, Policy [Policy Text Block] Recently Issued Accounting Pronouncements Entity Address, City or Town Entity Address, City or Town AOCI Attributable to Parent [Member] Accumulated other comprehensive income (loss) [Member] Equity [Abstract] Acquisition costs Business Combination, Separately Recognized Transactions, Additional Disclosures, Acquisition Costs Payments of Stock Issuance Costs Payments of stock issuance costs Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Number of Shares, Forfeited

Contract with Customer, Asset, Reclassified to Receivable Transfers to accounts receivable Depreciation of fixed assets Depreciation Depreciation of fixed assets Depreciation, Total Share issued upon exercise of SSARs Share Issued Upon Exercise of SSARs Shares issued upon exercise of SSARs (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Share-based compensation, grant date fair value Share-Based Payment Arrangement [Text Block] Share-based Compensation Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Shares authorized under 2020 Equity incentive plan Series A Preferred Stock [Member] Series A Convertible Preferred Stock [Member] Series A Preferred Stock [Member] Prepaid expenses and other current assets: Prepaid Expense and Other Assets, Current [Abstract] CARES Act [Member]. C A R E S Act [Member] CARES Act [Member] Revenue attributable Business Combination, Pro Forma Information, Revenue of Acquiree since Acquisition Date, Actual Schedule of unaudited pro forma financial information Business Acquisition, Pro Forma Information [Table Text Block] Other common stock issuances, net Stock Issued During Period, Value, New Issues Chief Executive Officer [Member] Chief Executive Officer [Member] Liabilities, Current [Abstract] Current liabilities: Accrued Liabilities Total Cash payments for income tax, net Income Taxes Paid, Net Income Taxes Paid, Net, Total Document Type Document Type Document Type Title of 12(b) Security Title of 12(b) Security Cash and Cash Equivalents, at Carrying Value Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value, Total Cash and Cash Equivalents, at Carrying Value, Beginning Balance Cash and Cash Equivalents, at Carrying Value, Ending Balance Statement of Stockholders' Equity [Abstract] Document Fiscal Period Focus Document Fiscal Period Focus Research and Development Expense Product development Research and Development Expense, Total Payment, Tax Withholding, Share-Based Payment Arrangement Repurchase of common shares to satisfy employee tax withholding Debt, non-current Long-Term Debt, Excluding Current Maturities Long-Term Debt, Excluding Current Maturities, Total Acquisition date Business Acquisition, Effective Date of Acquisition Indefinite-Lived Intangible Assets [Axis] Preferred Stock, Dividend Rate, Percentage Preferred Stock Dividend Rate Percentage Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Unrealized translation adjustments Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent, Total Other current assets, including cash acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Other Book4Time [Member] Book4Time [Member] Book4Time Member Sale of Stock [Axis] Net Cash Provided by (Used in) Investing Activities [Abstract] Investing activities Majority Shareholder [Member] MAK Capital One, LLC [Member] Two thousand and twenty equity incentive plan member. Two Thousand and Twenty Equity Incentive Plan [Member] Two Thousand and Twenty Equity Incentive Plan [Member] Revenue from Contract with Customer, Excluding Assessed Tax Total net revenue Revenue from Contract with Customer, Excluding Assessed Tax, Total Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Exercisable Weighted Average Exercise Price. Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Exercisable Weighted Average Exercise Price Weighted Average Exercise Price, Exercisable at End of Period Statement of Comprehensive Income [Abstract] Income Tax Disclosure [Text Block] Income Taxes Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Effective tax rates from continuing operations Cash Flow, Supplemental Disclosures [Text Block] Supplemental Disclosures of Cash Flow Information Stock based compensation. Stock Based Compensation Textual [Abstract] Stock Based Compensation (Textual) [Abstract] Line of Credit Facility [Line Items] Selling, General and Administrative Expense Total operating expense Credit Facility [Domain] Trade Names [Member] Trade Names [Member] Other Accrued Liabilities, Current Other Entity Address, Address Line Two Entity Address, Address Line Two Liabilities and Equity [Abstract] LIABILITIES AND SHAREHOLDERS' EQUITY Document Period End Date Document Period End Date Period End Date Net cash provided by (used in) financing activities Net Cash Provided by (Used in) Financing Activities Effective Income Tax Rate Reconciliation, Percent Effective tax rate Effective Income Tax Rate Reconciliation, Percent, Total Liabilities, Noncurrent [Abstract] Other non-current liabilities: Support, Maintenance, Subscription Services, And Professional Services [Member] Support Maintenance Subscription Services And Professional Services [Member] Support, Maintenance, Subscription Services, and Professional Services [Member] Anti-dilutive SSARs, restricted shares, performance shares and preferred shares Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Share-based compensation APIC, Share-based Payment Arrangement, Increase for Cost Recognition, Total Accrued Liabilities, Current Accrued liabilities Accrued Liabilities, Current, Total Income Tax Expense (Benefit) Income Tax Expense (Benefit), Total Income tax (benefit) expense Income tax (benefit) provision Trading Symbol Trading Symbol Business Combinations Abstract Business Combinations [Abstract] Equity, Attributable to Parent Ending balance Beginning balance Total shareholders' equity Other Liabilities, Noncurrent Other non-current liabilities Total Cash Payments to Acquire Businesses, Gross Activity related to restricted shares awarded by the Company. Activity Related To Restricted Shares Awarded By Company [Abstract] Activity Related to Restricted Shares Awarded by the Company Restricted Stock Units (RSUs) [Member] Restricted Stock Units [Member] Goodwill Goodwill Goodwill, Total Goodwill, Beginning Balance Goodwill, Ending Balance Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Summary of share-based compensation expense Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted Number of Rights, Granted Deferred Income Tax Expense (Benefit) Deferred income taxes Deferred Income Tax Expense (Benefit), Total Deferred income tax expense Share-Based Payment Arrangement, Option and Stock Appreciation Rights, Activity [Table Text Block] Activity related SSARs award Amended and Restated 2020 Equity Incentive Plan [Member] Amended and Restated Two Thousand And Twenty Equity Incentive Plan [Member] Amended and Restated Two Thousand And Twenty Equity Incentive Plan Member Stock Issued During Period, Value, Conversion of Convertible Securities Preferred stock issued, value Conversion of preferred stock Class of Stock [Line Items] Class Of Stock [Line Items] Schedule of Business Acquisitions, by Acquisition [Table] Scenario [Axis] Security Exchange Name Security Exchange Name Operating Loss Carryforwards [Line Items] Operating Loss Carryforwards [Line Items] Business Acquisition, Acquiree [Domain] Class of Stock [Axis] Class of Stock Maximum [Member] Maximum [Member] Liabilities and Equity Total liabilities and shareholders' equity Operating Lease, Right-of-Use Asset Operating lease right-of-use assets Prepaid expenses Prepaid Expense, Current Prepaid Expense, Current, Total Earnings Per Share, Diluted Earnings Per Share, Diluted, Total Income per share - diluted: Net income per share - diluted: Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Exercisable Aggregate Intrinsic Value. Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Exercisable Aggregate Intrinsic Value Aggregate Intrinsic Value, Exercisable at End of Period Two Thousand and Sixteen Stock Incentive Plan Two Thousand And Sixteen Stock Incentive Plan [Member] Two Thousand and Sixteen Stock Incentive Plan [Member] Two Thousand and Sixteen Stock Incentive Plan [Member] US state statutes of limitations member US State Statutes of Limitations [Member] US State Statutes of Limitations [Member] Assets, Current Total current assets Net Cash Provided by (Used in) Investing Activities Net cash used in investing activities Forecast [Member] Forcast [Member] Other common stock issuances, net (in shares) Stock Issued During Period, Shares, New Issues Entity Filer Category Entity Filer Category Asset Acquisition [Domain] Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Exercised Number of Rights, Exercised Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Nature of Operations and Financial Statement Presentation Nonoperating Income (Expense) [Abstract] Other income (expense): Current Fiscal Year End Date Current Fiscal Year End Date Share-Based Payment Arrangement, Noncash Expense Share-based compensation Share-based Payment Arrangement, Noncash Expense Share-based Payment Arrangement, Noncash Expense, Total Related and Nonrelated Parties [Axis] Related Party Entity Registrant Name Entity Registrant Name Net tangible assets (liabilities) Business Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Net Tangible Assets Business Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Net Tangible Assets. Indefinite-Lived Intangible Assets, Major Class Name [Domain] Gross Profit Gross profit Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table] Earnings Per Share [Text Block] Earnings per Share Entity Emerging Growth Company Entity Emerging Growth Company Weighted Average Number of Shares Outstanding, Basic Weighted average shares outstanding - basic Weighted Average Number of Shares Outstanding, Basic, Total Common Stock, Shares Authorized Common stock, shares authorized Debt Disclosure [Abstract] Amortization of internal-use software and intangibles Amortization of Intangible Assets Amortization of Intangible Assets, Total Shares withheld for taxes upon exercise of SSARs or vesting of other grants Shares withheld for taxes upon exercise of SSARs or vesting of other grants Shares Withheld For Taxes Upon Exercise of SSARs or Vesting of Other Grants Value Shares withheld for taxes upon exercise of SSARs or vesting of other grants value. General and Administrative Expense [Member] General and administrative [Member] Net income (loss) Business Acquisition, Pro Forma Net Income (Loss) Developed Technology [Member] Developed Technology [Member] Developed Technology [Member] Accounting Policies [Abstract] Amended and Restated 2024 Equity Incentive Plan [Member] Amended and Restated Two Thousand And Twenty Four Equity Incentive Plan [Member] Amended and Restated Two Thousand And Twenty Four Equity Incentive Plan Member Income Tax Disclosure [Abstract] Equity, Attributable to Parent [Abstract] Shareholders' equity: Statement [Table] Statement [Table] Operating Lease, term of contract Lessee, Operating Lease, Lease Not yet Commenced, Term of Contract Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Remaining Contractual Term Share Based Compensation Arrangement By Share Based Payment Award Vested And Expected To Vest Outstanding Remaining Contractual Term Earnings Per Share, Diluted [Abstract] Earnings Per Share, Diluted [Abstract] Operating lease not yet commenced. Operating Lease Not Yet Commenced Operating lease not yet commenced Denominator. Denominator [Abstract] Denominator: Securities Act File Number Entity File Number Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Net decrease in cash and cash equivalents Revenue from Contract with Customer [Abstract] Earnings Per Share [Abstract] Contract with Customer, Asset, after Allowance for Credit Loss, Current Contract assets Contract with Customer, Asset, after Allowance for Credit Loss, Current, Total Statement of Financial Position [Abstract] Interest expense Interest Expense, Operating and Nonoperating Interest expense Interest Expense, Total Operating income Operating Income (Loss) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Expected volatility Uncertain tax positions Accrued Income Taxes, Current Entity Shell Company Entity Shell Company Line of Credit Facility [Table] Entity Tax Identification Number Entity Tax Identification Number Assets [Abstract] ASSETS Entity Current Reporting Status Entity Current Reporting Status Net income attributable to common shareholders Net Income (Loss) Available to Common Stockholders, Basic Line Of Credit Facility Interest Rate During Period Line of Credit Facility, Interest Rate During Period Document Fiscal Year Focus Document Fiscal Year Focus Preferred Stock, Value, Issued Series A convertible preferred stock, no par value Preferred Stock, Value, Issued, Total Preferred Stock, Value, Issued, Beginning Balance Preferred Stock, Value, Issued, Ending Balance Series A convertible preferred stock, par value Repayments of Long-Term Debt Principal payments under long-term obligations Repayments of Long-term Debt, Total Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Forfeitures Number of Rights, Forfeited Capital Expenditures Incurred but Not yet Paid Accrued capital expenditures Business Acquisition [Axis] City Area Code City Area Code Schedule of Cash Flow, Supplemental Disclosures [Table Text Block] Schedule of supplemental cash flow information Liabilities, Current Total current liabilities Cost of Revenue [Abstract] Cost of goods sold: Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Debt proceeds, net of issuance costs Proceeds from Debt, Net of Issuance Costs Inventory, Net Inventories Inventory, Net, Total Stock Issued During Period, Shares, Conversion of Convertible Securities Preferred stock issued Conversion of Series A preferred stock (in shares) Incremental Common Shares Attributable to Restricted Shares Incremental Common Shares Attributable To Restricted Shares Incremental common shares attributable to restricted shares (in shares) Share based compensation arrangement by share based payment award non option equity instruments exercisable. Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Exercisable Number of Rights, Exercisable at End of Period Organization, Consolidation and Presentation of Financial Statements [Abstract] Local Phone Number Local Phone Number Share Based Payment Award Non Option Equity Instruments Outstanding Aggregate Intrinsic Value. Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Outstanding Aggregate Intrinsic Value Aggregate Intrinsic Value, Outstanding at End of Period Additional Paid in Capital Capital in excess of stated value Additional Paid in Capital, Total Additional Paid in Capital, Beginning Balance Additional Paid in Capital, Ending Balance Total identifiable intangible assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Finite-Lived Intangibles Income Tax Jurisdiction [Axis] Commitments and Contingencies Disclosure [Abstract] Treasury shares, 5,402,284 and 5,965,426 at September 30, 2024 and March 31, 2024, respectively Treasury Stock, Value Treasury Stock, Value, Total Treasury Stock, Value, Beginning Balance Treasury Stock, Value, Ending Balance Convertible Preferred Stock [Member] Convertible Preferred Stock [Member] Operating Lease, Liability, Current Operating lease liabilities, current Income Tax Jurisdiction [Domain] Retained Earnings [Member] Retained earnings [Member] Accounts receivable, net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Receivables Document Transition Report Document Transition Report Deferred tax liabilities Deferred tax liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Deferred Tax Liabilities Allocation of Purchase Price: Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets [Abstract] Proceeds from Employee Stock Purchase Plan purchases Proceeds from Stock Plans Deferred Income Tax Assets, Net Deferred income taxes, non-current Deferred Income Tax Assets, Net, Total Minimum [Member] Minimum [Member] Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Expirations Number of Rights, Expired Common Stock [Member] Common stock [Member] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic Value Aggregate Intrinsic Value, Vested and expected to vest at End of Period Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Weighted Average Grant-Date Fair Value, Outstanding at end of period Weighted Average Grant-Date Fair Value, Outstanding at beginning of period Weighted average grant date fair value (in dollars per share) Additional Paid-in Capital [Member] Capital in excess of Stated value [Member] Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Expirations In Period Weighted Average Exercise Price Share Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Expirations In Period Weighted Average Exercise Price Weighted Average Exercise Price, Expired Adjustments to reconcile net income to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Statement of Income Location, Balance [Domain] Income Statement Location Other Assets, Noncurrent Other non-current assets Other Assets, Noncurrent, Total Performance Shares [Member] Performance Share [Member] Other Other Assets, Current Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Scenario [Domain] Title and Position [Domain] Title of Individual Customer Relationships [Member] Customer Relationships [Member] Share Based Compensation Arrangements By Share Based Payment Award Non Option Equity Instruments Grants In Period Weighted Average Exercise Price Share Based Compensation Arrangements By Share Based Payment Award Non Option Equity Instruments Grants In Period Weighted Average Exercise Price Weighted Average Exercise Price, Granted Common shares, without par value, at $0.30 stated value; 80,000,000 shares authorized; 33,342,288 shares issued; and 27,940,004 and 27,376,862 shares outstanding at September 30, 2024 and March 31, 2024, respectively Common Stock, Value, Issued Common Stock, Value, Issued, Total Common Stock, Value, Issued, Beginning Balance Common Stock, Value, Issued, Ending Balance Investment Income, Interest Interest income Interest income Loss on asset disposals Gain (Loss) on Disposition of Assets Gain (Loss) on Disposition of Assets, Total Stock Settled Appreciation Rights (SSARs) [Member] Schedule of Accrued Liabilities [Table Text Block] Schedule of Additional Information Related to the Condensed Consolidated Balance Sheets Commitments and Contingencies Commitments and contingencies Unusual Risk or Uncertainty, Nature [Domain] Unusual Risk or Uncertainty, Nature Weighted Average Number of Shares Outstanding, Diluted Weighted average shares outstanding - diluted Weighted average shares outstanding - diluted Significant Accounting Policies [Text Block] Summary of Significant Accounting Policies Recently Issued Accounting Pronouncements Accounts receivable, net of allowance for expected credit losses of $755 and $974, respectively Accounts Receivable, after Allowance for Credit Loss, Current Accounts Receivable, after Allowance for Credit Loss, Current, Total Number of Rights, Vested and expected to vest at September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Number Payments of Ordinary Dividends, Preferred Stock and Preference Stock Payment of preferred stock dividends Dividend Payment Restrictions Schedule, Description Dividends declaration and payment terms Entity Small Business Entity Small Business Debt Debt Disclosure [Text Block] Indemnification asset, amount Asset Acquisition, Indemnification Asset, Amount Line of Credit Facility [Abstract] Credit Facility [Axis] Revolving Credit Facility [Member] Revolving Credit Facility [Member] Book4Time [Member] Book4Time Seller [Member] Book4Time Seller. Net Cash Provided by (Used in) Financing Activities [Abstract] Financing

activities Internal Revenue Service (IRS) [Member] Internal Revenue Service (IRS) [Member] Changes in operating assets and liabilties. Increase Decrease In Operating Assets And Liabilties Changes in operating assets and liabilities Intangible Assets, Net (Excluding Goodwill) Intangible assets, net Intangible Assets, Net (Excluding Goodwill), Total State and Local Jurisdiction [Member] State and Local Jurisdiction [Member] Repayment of principal amount under credit agreement Line of Credit Facility, Periodic Payment Line Of Credit Facility Commitment Fee Percentage Line of Credit Facility, Commitment Fee Percentage Net income Income (Loss) from Continuing Operations, Net of Tax, Attributable to Parent Income (Loss) from Continuing Operations, Net of Tax, Attributable to Parent, Total Accounts Payable, Current Accounts payable Accounts Payable, Current, Total Contract liabilities Business Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Current Assets Contract Liabilities Business Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Current Assets Contract Liabilities Accounts Receivable, Allowance for Credit Loss Allowance for expected credit losses Accounts Receivable, Allowance for Credit Loss, Beginning Balance Accounts Receivable, Allowance for Credit Loss, Ending Balance XML 10 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Document and Entity Information - shares 6 Months Ended Sep. 30, 2024 Oct. 18, 2024 Cover [Abstract] Â Â Document Type 10-Q Â Amendment Flag false Â Document Period End Date Sep. 30, 2024 Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q2 Â Entity Registrant Name AGILYSYS, INC. Â Entity Central Index Key 0000078749 Â Entity Current Reporting Status Yes Â Current Fiscal Year End Date --03-31 Â Entity Filer Category Large Accelerated Filer Â Entity Common Stock, Shares Outstanding Â 27,950,510 Entity Shell Company false Â Entity Small Business false Â Entity Emerging Growth Company false Â Trading Symbol AGYS Â Title of 12(b) Security Common Stock, without par value Â Security Exchange Name NASDAQ Â Document Quarterly Report true Â Document Transition Report false Â Entity Interactive Data Current Yes Â Entity File Number 000-5734 Â Entity Incorporation, State or Country Code DE Â Entity Tax Identification Number 34-0907152 Â Entity Address, Address Line One 3655 Brookside Parkway Â Entity Address, Address Line Two Suite 300 Â Entity Address, City or Town Alpharetta Â Entity Address, State or Province GA Â Entity Address, Postal Zip Code 30022 Â City Area Code 770 Â Local Phone Number 810-7800 Â 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 - DefinitionCover page. + ReferencesNo definition available. + Details Name: dei_CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItemType 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:gMonthDayItemType 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 - 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 - 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 - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType 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 11 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets - USD ($) Sep. 30, 2024 Mar. 31, 2024 Current assets: Â Â Cash and cash equivalents $ 54,888,000 $ 144,891,000 Accounts receivable, net of allowance for expected credit losses of $755 and $974, respectively 31,614,000 29,441,000 Contract assets 4,537,000 2,287,000 Inventories 6,446,000 4,587,000 Prepaid expenses and other current assets 11,216,000 7,731,000 Total current assets 108,701,000 188,937,000 Property and equipment, net 17,538,000 17,930,000 Operating lease right-of-use assets 18,120,000 18,384,000 Goodwill 135,426,000 32,791,000 Intangible assets, net 79,018,000 16,952,000 Deferred income taxes, non-current 74,898,000 67,373,000 Other non-current assets 8,309,000 8,063,000 Total assets 442,010,000 350,430,000 Current liabilities: Â Â Accounts payable 12,746,000 9,422,000 Contract liabilities 55,355,000 56,148,000 Accrued liabilities 22,315,000 19,522,000 Operating lease liabilities, current 5,473,000 4,279,000 Total current liabilities 95,889,000 89,371,000 Deferred income taxes, non-current 12,269,000 554,000 Operating lease liabilities, non-current 18,662,000 19,613,000 Debt, non-current 50,000,000 0 Other non-current liabilities 4,928,000 4,415,000 Commitments and contingencies Shareholders' equity: Â Â Common shares, without par value, at $0.30 stated value; 80,000,000 shares authorized; 33,342,288 shares issued; and 27,940,004 and 27,376,862 shares outstanding at September 30, 2024 and March 31, 2024, respectively 10,003,000 10,003,000 Treasury shares, 5,402,284 and 5,965,426 at September 30, 2024 and March 31, 2024, respectively (1,622,000) (1,791,000) Capital in excess of stated value 102,275,000 94,680,000 Retained earnings 153,225,000 137,755,000 Accumulated other comprehensive loss (3,619,000) (4,170,000) Total shareholders' equity 260,262,000 236,477,000 Total liabilities and shareholders' equity $ 442,010,000 $ 350,430,000 X - DefinitionCarrying 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). + 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(19)(a)) -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/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant 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 + Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source. + ReferencesReference 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/1943274/2147482790/220-10-45-14AReference 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/1943274/2147482790/220-10-45-11Reference 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/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 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-S99-1Reference 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-S99-1Reference 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:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-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)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 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/1943274/2147482785/280-10-55-48Reference 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/1943274/2147482785/280-10-55-49Reference 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/1943274/2147482964/270-10-50-1Reference 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/1943274/2147482810/280-10-50-32Reference 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/1943274/2147482810/280-10-50-32Reference 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/1943274/2147482810/280-10-50-22Reference 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/1943274/2147481203/810-10-50-3Reference 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/1943274/2147481231/810-10-45-25Reference 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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/1943274/2147481372/852-10-55-10Reference 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/1943274/2147479168/946-830-55-12Reference 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-S99-1Reference 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-S99-1Reference 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-S99-1Reference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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/1943274/2147481404/852-10-50-7Reference 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/1943274/2147482810/280-10-50-30Reference 30: 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(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 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/1943274/2147481203/810-10-50-3Reference 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/1943274/2147481231/810-10-45-25Reference 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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/1943274/2147481372/852-10-55-10Reference 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/1943274/2147483467/210-10-45-1Reference 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-S99-1Reference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + 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(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-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://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 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + 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:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerAssetNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, with jurisdictional netting. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-6 + Details Name: us-gaap_DeferredIncomeTaxAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deferred tax asset, of deferred tax liability attributable to taxable differences with jurisdictional netting. + 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)(15)(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-6 + Details Name: us-gaap_DeferredIncomeTaxLiabilitiesNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: 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/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 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/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 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(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InventoryNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: 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-S99-1Reference 4: 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 5: 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 6: 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(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: 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(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + 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(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: 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/1943274/2147481203/810-10-50-3Reference 5: 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: 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 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: 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-S99-1AReference 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + 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(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent 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 - 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 - 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 X - DefinitionAmount of noncurrent assets classified as other. + 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(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 - 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/1943274/2147482099/360-10-50-1Reference 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/1943274/2147478964/842-20-50-7AReference 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/1943274/2147481372/852-10-55-10Reference 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-S99-1Reference 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 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-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 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-S99-1Reference 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 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 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 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-S99-2Reference 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)(ii)) -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 X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount allocated to treasury stock. Treasury stock is common and preferred shares of an entity that were issued, repurchased by the entity, and are held in its 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://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 -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481520/505-30-50-4Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 12 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets (Parenthetical) - USD ($) $ in Thousands Sep. 30, 2024 Mar. 31, 2024 Allowance for expected credit losses $ 755 $ 974 Common stock, stated value $ 0.3 $ 0.3 Common stock, shares authorized 80,000,000 80,000,000 Common stock, shares issued 33,342,288 33,342,288 Common stock, shares outstanding 27,940,004 27,376,862 Treasury shares 5,402,284 5,965,426 X - DefinitionAmount of allowance for credit loss on accounts receivable. + ReferencesReference 1: 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 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(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant 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:perShareItemType Balance 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-S99-1Reference 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:sharesItemType 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-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + 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://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-S99-2Reference 4: 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 5: 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-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -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 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant XML 13 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Operations (Unaudited) - USD ($) shares in Thousands, $ in Thousands 3 Months Ended 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Net revenue: Â Â Â Â Total net revenue $ 68,279 $ 58,616 $ 131,791 $ 114,676 Cost of goods sold: Â Â Â Â Total cost of goods sold 25,065 23,520 48,709 46,522 Gross profit $ 43,214 $ 35,096 $ 83,082 $ 68,154 Gross profit margin 63.30% 59.90% 63.00% 59.40% Operating expenses: Â Â Â Â Product development $ 16,172 $ 14,583 $ 30,892 $ 27,904 Sales and marketing 8,794 6,400 15,808 13,701 General and administrative 10,162 8,785 20,645 18,150 Depreciation of fixed assets 915 1,209 1,752 2,133 Amortization of internal-use software and intangibles 904 347 1,155 776 Other charges, net 2,037 210 2,587 969 Legal settlements 104 0 369 0 Total operating expense 39,088 31,534 73,208 63,633 Operating income 4,126 3,562 9,874 4,521 Other income (expense): Â Â Â Â Interest income 1,095 1,227 2,877 2,328 Interest expense (458) 0 (458) 0 Other income (expense), net 383 51 226 (109) Income before taxes 5,146 4,840 12,519 6,740 Income tax (benefit) provision 3,782 295 (2,951) 647 Net income 1,364 4,545 15,470 6,093 Series A convertible preferred stock dividends 0 (459) 0 (918) Net income attributable to common shareholders $ 1,364 $ 4,086 $ 15,470 $ 5,175 Weighted average shares outstanding - basic 27,533 25,022 27,335 24,979 Net income per share - basic: $ 0.05 $ 0.16 $ 0.57 $ 0.21 Weighted average shares outstanding - diluted 28,257 26,117 28,202 26,148 Net income per share - diluted: $ 0.05 $ 0.16 $ 0.55 $ 0.2 Products [Member] Â Â Â Â Net revenue: Â Â Â Â Total net revenue $ 10,525 $ 12,640 $ 20,400 $ 25,422 Cost of goods sold: Â Â Â Â Total cost of goods sold 5,206 6,751 10,432 13,317 Subscription and maintenance [Member] Â Â Â Â Net revenue: Â Â Â Â Total net revenue 41,432 34,248 79,474 66,373 Cost of goods sold: Â Â Â Â Total cost of goods sold 8,827 7,804 16,935 15,441 Professional services [Member] Â Â Â Â Net revenue: Â Â Â Â Total net revenue 16,322 11,728 31,917 22,881 Cost of goods sold: Â Â Â Â Total cost of goods sold $ 11,032 $ 8,965 $ 21,342 $ 17,764 X - DefinitionAccretion of convertible preferred stock dividends. + ReferencesNo definition available. + Details Name: agys_AccretionOfConvertiblePreferredStockDividends Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionGross profit ratio. + ReferencesNo definition available. + Details Name: agys_GrossProfitRatio Namespace Prefix: agys_ Data Type: dtr-types:percentItemType Balance Type: na 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/1943274/2147482740/230-10-45-28Reference 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/1943274/2147482640/350-30-55-40Reference 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/1943274/2147482665/350-30-50-2Reference 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_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities. + 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(2)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: 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(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1 + Details Name: us-gaap_CostOfGoodsAndServicesSold Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CostOfRevenueAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType 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/1943274/2147482740/230-10-45-28Reference 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 - 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 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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:perShareItemType 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 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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 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-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 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 17: 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 18: 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 19: 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_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of gain (loss) recognized in settlement of litigation and insurance claims. Excludes claims within an insurance entity's normal claims settlement process. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 2: 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 + Details Name: us-gaap_GainLossRelatedToLitigationSettlement Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + 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(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 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(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + 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/1943274/2147482810/280-10-50-22Reference 2: 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/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: 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/1943274/2147482810/280-10-50-30Reference 5: 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/1943274/2147482964/270-10-50-1Reference 6: 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 7: 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/1943274/2147482810/280-10-50-32Reference 8: 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(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 9: 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(1)) -Publisher FASB -URI 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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 22: 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-S99-1BReference 23: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + 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/1943274/2147482810/280-10-50-22Reference 2: 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/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: 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/1943274/2147482810/280-10-50-30Reference 5: 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http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.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 11: 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(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: 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(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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.I.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:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: 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/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: 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/1943274/2147482810/280-10-50-22Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic

835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1 + Details Name: us-gaap_InterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: 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/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32 + Details Name: us-gaap_InvestmentIncomeInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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)(ii)) -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 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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-S99-1AReference 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)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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/1943274/2147482689/260-10-45-60BReference 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/1943274/2147483499/205-20-50-7Reference 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/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 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/1943274/2147482790/220-10-45-1BReference 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:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: 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 3: 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 4: 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 5: 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 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: 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 8: 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 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NonoperatingIncomeExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na 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/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 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/1943274/2147482810/280-10-50-30Reference 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/1943274/2147482964/270-10-50-1Reference 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/1943274/2147482810/280-10-50-32Reference 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/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense classified as other. + 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(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: 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(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + 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(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity. + ReferencesReference 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/1943274/2147482785/280-10-55-48Reference 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/1943274/2147481283/985-20-50-2Reference 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/1943274/2147482916/730-10-50-1Reference 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 - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10:

http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RevenuesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate total amount of expenses directly related to the marketing or selling of products or services. + ReferencesNo definition available. + Details Name: us-gaap_SellingAndMarketingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc. + 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(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_SellingGeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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/1943274/2147482662/260-10-50-1Reference 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/1943274/2147482662/260-10-50-1Reference 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 X - Details Name: srt_ProductOrServiceAxis=us-gaap_ProductMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=agys_SubscriptionAndMaintenanceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=agys_ProfessionalServicesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 14 R5.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Comprehensive Income (Unaudited) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Statement of Comprehensive Income [Abstract] Â Â Â Â Net income $ 1,364 $ 4,545 $ 15,470 $ 6,093 Other comprehensive income (loss): Â Â Â Â Unrealized foreign currency translation adjustments 709 (579) 551 (56) Total comprehensive income $ 2,073 $ 3,966 $ 16,021 $ 6,037 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-S99-2Reference 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-S99-1Reference 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-S99-1Reference 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/1943274/2147482790/220-10-45-1AReference 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/1943274/2147482790/220-10-45-1BReference 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-S99-1Reference 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_ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of income (loss) from continuing operations 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 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 3: 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(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: 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 5: 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 6: 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 7: 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 8: 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 9: 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/1943274/2147482689/260-10-45-60BReference 10: 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 11: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-18 + Details Name: us-gaap_IncomeLossFromContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax, before reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (a) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481839/830-10-45-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482014/830-20-35-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-12 + Details Name: us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationGainLossArisingDuringPeriodNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na 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 XML 15 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Operating activities Â Â Â Â Net Income (Loss) $ 1,364 $ 4,545 $ 15,470 $ 6,093 Adjustments to reconcile net income to net cash provided by operating activities: Â Â Â Â Loss on asset disposals Â Â 21 0 Depreciation of fixed assets 915 1,209 1,752 2,133 Amortization of internal-use software and intangibles 904 347 1,155 776 Deferred income taxes Â Â (7,634) (389) Share-based compensation 4,009 2,684 8,438 5,851 Changes in operating assets and liabilities Â Â (11,514) (8,994) Net cash provided by operating activities Â Â 7,688 5,470 Investing activities Â Â Â Â Cash paid for business combination, net of cash acquired Â Â (144,945) 0 Capital expenditures Â Â (1,520) (6,002) Additional investments in corporate-owned life insurance policies Â Â 0 (2) Net cash used in investing activities Â Â (146,465) (6,004) Financing activities Â Â Â Â Payment of preferred stock dividends Â Â 0 (918) Debt proceeds, net of issuance costs Â Â 49,655 0 Proceeds from Employee Stock Purchase Plan purchases Â Â 453 0 Repurchase of common shares to satisfy employee tax withholding Â Â (1,428) (3,868) Principal payments under long-term obligations Â Â 0 (2) Net cash provided by (used in) financing activities Â Â 48,680 (4,788) Effect of exchange rate changes on cash Â Â 94 (107) Net decrease in cash and cash equivalents Â Â (90,003) (5,429) Cash and cash equivalents at beginning of period Â Â 144,891 112,842 Cash and cash equivalents at end of period $ 54,888 $ 107,413 $ 54,888 $ 107,413 X - DefinitionChanges in operating assets and liabilties. + ReferencesNo definition available. + Details Name: agys_IncreaseDecreaseInOperatingAssetsAndLiabilties Namespace Prefix: agys_ 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 - 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/1943274/2147482740/230-10-45-28Reference 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/1943274/2147482640/350-30-55-40Reference 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/1943274/2147482665/350-30-50-2Reference 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_AmortizationOfIntangibleAssets 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. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + 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/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashEquivalentsRestrictedCashAndRestrictedCashEquivalents 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/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations. + 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/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(1)(Note 1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (b) -SubTopic 10 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9 + Details Name: us-gaap_DeferredIncomeTaxExpenseBenefit 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/1943274/2147482740/230-10-45-28Reference 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 sale or disposal of assets, including but not limited to property plant and equipment, intangible assets and equity in securities of subsidiaries or equity method investee. + ReferencesReference 1: 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_GainLossOnDispositionOfAssets1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType 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.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType 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 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 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:stringItemType 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)(ii)) -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/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: 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 13: 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 14: 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 15: 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 16: 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 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/1943274/2147479168/946-830-55-10Reference 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/1943274/2147479105/946-220-45-7Reference 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-S99-1Reference 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-S99-1Reference 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-S99-3Reference 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-S99-1AReference 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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/1943274/2147482689/260-10-45-60BReference 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/1943274/2147483499/205-20-50-7Reference 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/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 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/1943274/2147482790/220-10-45-1BReference 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:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe net cash outflow or inflow for net proceeds and payments derived from carrying life insurance policies for which the entity is the beneficiary. + ReferencesNo definition available. + Details Name: us-gaap_PaymentsForProceedsFromLifeInsurancePolicies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow in the form of ordinary dividends to preferred shareholders of the parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfDividendsPreferredStockAndPreferenceStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for purchases of and capital improvements on property, plant and equipment (capital expenditures), software, and other intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireProductiveAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from additional borrowings, net of cash paid to third parties in connection with debt origination. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromDebtNetOfIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow associated with the amount received from the stock plan during the period. + 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_ProceedsFromStockPlans Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15Reference 2: 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-S99-3 + Details Name: us-gaap_RepaymentsOfLongTermDebt 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 XML 16 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Shareholders' Equity (Unaudited) - USD ($) $ in Thousands Total Common stock [Member] Treasury stock [Member] Capital in excess of Stated value [Member] Retained earnings [Member] Accumulated other comprehensive income (loss) [Member] Beginning balance at Mar. 31, 2023 $ 109,310 $ 9,482 $ (1,884) $ 52,978 $ 52,764 $ (4,030) Beginning balance (in shares) at Mar. 31, 2023 Â 31,607 (6,280) Â Â Â Share-based compensation 5,911 Â Â 5,911 Â Â Shares issued upon exercise of SSARs Â Â $ 27 (27) Â Â Shares issued upon exercise of SSARs (in shares) Â Â 90 Â Â Â Shares withheld for taxes upon exercise of SSARs or vesting of other grants (3,722) Â $ (15) (3,707) Â Â Shares withheld for taxes upon exercise of SSARs or vesting of other grants (in shares) Â Â (50) Â Â Â Other common stock issuances, net Â Â $ 1 (1) Â Â Other common stock issuances, net (in shares) Â Â 4 Â Â Â Net Income (Loss) 6,093 Â Â Â 6,093 Â Series A convertible preferred stock dividends (918) Â Â Â (918) Â Unrealized translation adjustments (56) Â Â Â Â (56) Ending balance at Sep. 30, 2023 116,618 $ 9,482 $ (1,871) 55,154 57,939 (4,086) Ending balance (in shares) at Sep. 30, 2023 Â 31,607 (6,236) Â Â Â Beginning balance at Jun. 30, 2023 111,686 $ 9,482 $ (1,877) 53,735 53,853 (3,507) Beginning balance (in shares) at Jun. 30, 2023 Â 31,607 (6,255) Â Â Â Share-based compensation 2,534 Â Â 2,534 Â Â Shares issued upon exercise of SSARs Â Â $ 12 (12) Â Â Shares issued upon exercise of SSARs (in shares) Â Â 40 Â Â Â Shares withheld for taxes upon exercise of SSARs or vesting of other grants (1,109) Â $ (4) (1,105) Â Â Shares withheld for taxes upon exercise

of SSARs or vesting of other grants (in shares) Â Â (13) Â Â Â Other common stock issuances, net Â Â $ (2) 2 Â Â Other common stock issuances, net (in shares) Â Â (8) Â Â Â Net Income (Loss) 4,545 Â Â Â 4,545 Â Series A convertible preferred stock dividends (459) Â Â Â (459) Â Unrealized translation adjustments (579) Â Â Â Â (579) Ending balance at Sep. 30, 2023 116,618 $ 9,482 $ (1,871) 55,154 57,939 (4,086) Ending balance (in shares) at Sep. 30, 2023 Â 31,607 (6,236) Â Â Â Beginning balance at Mar. 31, 2024 236,477 $ 10,003 $ (1,791) 94,680 137,755 (4,170) Beginning balance (in shares) at Mar. 31, 2024 Â 33,342 (5,965) Â Â Â Share-based compensation 8,727 Â Â 8,727 Â Â Shares issued upon exercise of SSARs Â Â $ 164 (164) Â Â Shares issued upon exercise of SSARs (in shares) Â Â 545 Â Â Â Shares withheld for taxes upon exercise of SSARs or vesting of other grants (1,416) Â $ (5) (1,411) Â Â Shares withheld for taxes upon exercise of SSARs or vesting of other grants (in shares) Â Â (16) Â Â Â Other common stock issuances, net 453 Â $ 10 443 Â Â Other common stock issuances, net (in shares) Â Â 34 Â Â Â Net Income (Loss) 15,470 Â Â Â 15,470 Â Series A convertible preferred stock dividends 0 Â Â Â Â Â Unrealized translation adjustments 551 Â Â Â Â 551 Ending balance at Sep. 30, 2024 260,262 $ 10,003 $ (1,622) 102,275 153,225 (3,619) Ending balance (in shares) at Sep. 30, 2024 Â 33,342 (5,402) Â Â Â Beginning balance at Jun. 30, 2024 254,171 $ 10,003 $ (1,642) 98,277 151,861 (4,328) Beginning balance (in shares) at Jun. 30, 2024 Â 33,342 (5,470) Â Â Â Share-based compensation 3,877 Â Â 3,877 Â Â Shares issued upon exercise of SSARs Â Â $ 14 (14) Â Â Shares issued upon exercise of SSARs (in shares) Â Â 47 Â Â Â Shares withheld for taxes upon exercise of SSARs or vesting of other grants (312) Â $ (1) (311) Â Â Shares withheld for taxes upon exercise of SSARs or vesting of other grants (in shares) Â Â (2) Â Â Â Other common stock issuances, net 453 Â $ 7 446 Â Â Other common stock issuances, net (in shares) Â Â 23 Â Â Â Net Income (Loss) 1,364 Â Â Â 1,364 Â Series A convertible preferred stock dividends 0 Â Â Â Â Â Unrealized translation adjustments 709 Â Â Â Â 709 Ending balance at Sep. 30, 2024 $ 260,262 $ 10,003 $ (1,622) $ 102,275 $ 153,225 $ (3,619) Ending balance (in shares) at Sep. 30, 2024 Â 33,342 (5,402) Â Â Â X - DefinitionAccretion of convertible preferred stock dividends. + ReferencesNo definition available. + Details Name: agys_AccretionOfConvertiblePreferredStockDividends Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares withheld for taxes upon exercise of SSARs or vesting of other grants. + ReferencesNo definition available. + Details Name: agys_NumberOfSharesWithheldForTaxesUponExerciseOfSsarsOrVestingOfOtherGrants Namespace Prefix: agys_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionShare issued upon exercise of SSARs + ReferencesNo definition available. + Details Name: agys_ShareIssuedUponExerciseOfSsars Namespace Prefix: agys_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionShares issued upon exercise of SSARs + ReferencesNo definition available. + Details Name: agys_SharesIssuedUponExerciseOfSsars Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionShares withheld for taxes upon exercise of SSARs or vesting of other grants value. + ReferencesNo definition available. + Details Name: agys_SharesWithheldForTaxesUponExerciseOfSsarsOrVestingOfOtherGrantsValue Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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)(ii)) -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/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: 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 13: 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 14: 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 15: 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 16: 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 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/1943274/2147479168/946-830-55-10Reference 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/1943274/2147479105/946-220-45-7Reference 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-S99-1Reference 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-S99-1Reference 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-S99-3Reference 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-S99-1AReference 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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/1943274/2147482689/260-10-45-60BReference 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/1943274/2147483499/205-20-50-7Reference 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/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 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/1943274/2147482790/220-10-45-1BReference 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:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of new stock issued during the 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/1943274/2147481112/505-10-50-2Reference 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(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 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 5: http://www.xbrl.org/2003/role/disclosureRef -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 6: 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)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: 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_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + 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(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/1943274/2147479168/946-830-55-11Reference 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 (SX 210.6-09(4)(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 - 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 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 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-S99-2Reference 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)(ii)) -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 17 R8.htm IDEA: XBRL DOCUMENT v3.24.3 Pay vs Performance Disclosure - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Pay vs Performance Disclosure Â Â Â Â Net Income (Loss) $ 1,364 $ 4,545 $ 15,470 $ 6,093 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:stringItemType 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)(ii)) -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/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: 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 13: 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 14: 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 15: 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 16: 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 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/1943274/2147479168/946-830-55-10Reference 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/1943274/2147479105/946-220-45-7Reference 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-S99-1Reference 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-S99-1Reference 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-S99-3Reference 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-S99-1AReference 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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/1943274/2147482689/260-10-45-60BReference 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/1943274/2147483499/205-20-50-7Reference 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/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 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/1943274/2147482790/220-10-45-1BReference 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:monetaryItemType Balance Type: credit Period Type: duration XML 18 R9.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 3 Months Ended Sep. 30, 2024 Trading Arrangements, by Individual Â Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 19 R10.htm IDEA: XBRL DOCUMENT v3.24.3 Nature of Operations and Financial Statement Presentation 6 Months Ended Sep. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Nature of Operations and Financial Statement Presentation 1. Nature of Operations and Financial Statement PresentationNature of OperationsAgilysys has been a leader in hospitality software for more than 45 years, delivering innovative cloud-native SaaS and on-premise solutions for hotels, resorts and cruise lines, casinos, corporate foodservice management, restaurants, universities, stadiums, and healthcare. The Companyâ€™s software solutions include point-of-sale (POS), property management (PMS), inventory and procurement, payments, and related applications that manage and enhance the entire guest journey. Agilysys also is known for its world-class customer-centric service. Many of the top hospitality companies around the world use Agilysys solutions to improve guest loyalty, drive revenue growth, and increase operational efficiencies. Agilysys operates across North America, Europe, the Middle East, Asia-Pacific, and India, with headquarters in Alpharetta, GA.The Company has just one reportable segment serving the global hospitality industry.Basis of PresentationThe accompanying unaudited Condensed Consolidated Financial Statements include our accounts consolidated with our wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Our fiscal year ends on March 31st. References to a particular year refer to the fiscal year ending in March of that year. For example, fiscal 2025 refers to the fiscal year ending March 31, 2025.Our unaudited interim financial statements are prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information, the instructions to the Quarterly Report on Form 10-Q (Quarterly Report) under the Securities Exchange Act of 1934, as amended (the Exchange Act), and Rule 10-01 of Regulation S-X under the Exchange Act. Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations relating to interim financial statements.The Condensed Consolidated Balance Sheet as of September 30, 2024, as well as the Condensed Consolidated Statements of Operations, Condensed Consolidated Statements of Comprehensive Income, Condensed Consolidated Statements of Cash Flows, and Condensed Consolidated Statements of Shareholdersâ€™ Equity for the three and six months ended September 30, 2024 and 2023, are unaudited. However, these financial statements have been prepared on the same basis as those in the audited annual financial statements. In the opinion of management, all adjustments of a recurring nature necessary to fairly state the results of operations, financial position, and cash flows have been made.These unaudited interim financial statements should be read together with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended March 31, 2024, filed with the Securities and Exchange Commission (SEC) on May 22, 2024.Use of estimatesPreparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported periods. Actual results could differ from those estimates. X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R11.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies 6 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Summary of Significant Accounting Policies 2. Summary of Significant Accounting PoliciesA detailed description of our significant accounting policies can be found in the audited financial statements for the fiscal year ended March 31, 2024, included in our Annual Report on Form 10-K. There have been no material changes to our significant accounting policies from those disclosed therein.Recently Issued Accounting PronouncementsIn December 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) No. 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU 2023-09â€) to update income tax disclosure requirements primarily by requiring specific categories and greater disaggregation within the rate reconciliation and disaggregation of income taxes paid by jurisdiction. The amendments in the ASU also remove disclosures related to certain unrecognized tax benefits and deferred taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, or our fiscal 2026. The amendments may be applied prospectively or retrospectively with early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.In November 2023, the FASB issued ASU No. 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€) to expand reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker (â€œCODMâ€), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. ASU 2023-07 applies to entities with a single reportable segment. Annual disclosures are required for fiscal years beginning after December 15, 2023 or our fiscal 2025. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, or our fiscal 2026. Retrospective application is required for all prior periods presented with early adoption is permitted. We are currently assessing the

impact of the requirements on our consolidated financial statements and disclosures. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Recognition 6 Months Ended Sep. 30, 2024 Revenue from Contract with Customer [Abstract] Â Revenue Recognition 3. Revenue RecognitionOur customary business practice is to enter into legally enforceable written contracts with our customers. The majority of our contracts are governed by a master service agreement between us and the customer, which sets forth the general terms and conditions of any individual contract between the parties, which is then supplemented by a customer order to specify the different goods and services, the associated prices, and any additional terms for an individual contract. Performance obligations specific to each individual contract are defined within the terms of each order. Each performance obligation is identified based on the goods and services that will be transferred to our customer that are both capable of being distinct and are distinct within the context of the contract. The transaction price is determined based on the consideration to which we will be entitled and expect to receive in exchange for transferring goods or services to the customer. Typically, our contracts do not provide our customer with any right of return or refund; we do not constrain the contract price as it is probable that there will not be a significant revenue reversal due to a return or refund.Typically, our customer contracts contain one or more of the following goods or services which constitute performance obligations.Our proprietary software licenses typically provide for a perpetual right to use our software. Generally, our contracts do not provide significant services of integration and customization and installation services are not required to be purchased directly from us. The software is delivered before related services are provided and is functional without professional services, updates and technical support. We have concluded that the software license is distinct as the customer can benefit from the software on its own. Software revenue is typically recognized when the software is delivered or made available for download to the customer.We recognize revenue for hardware sales when the product is shipped to the customer and when obligations that affect the customerâ€™s final acceptance of the arrangement have been fulfilled. Hardware is purchased from suppliers and provided to the end-user customers via drop-ship or from inventory. We are responsible for negotiating price both with the supplier and the customer, payment to the supplier, establishing payment terms and product returns with the customer, and we bear the credit risk if the customer does not pay for the goods. As the principal contact with the customer, we recognize revenue and cost of goods sold when we ship or are notified by the supplier that the product has been shipped. In certain limited instances, as shipping terms dictate, revenue is recognized upon receipt at the point of destination or upon installation at the customer site.Our subscription service revenue is comprised of fees for contracts that provide customers a right to access our software for a subscribed period. We do not provide the customer the contractual right to license the software at any time outside of the subscription period under these contracts. Our subscription service revenue is primarily based on rates per location, including rates per points of sale and per room. We recognize certain subscription service revenue on a per-transaction basis. The customer can only benefit from the software and software maintenance when provided the right to access the software. Accordingly, each of the rights to access the software, the maintenance services, any hosting services, and any transaction-based services is not considered a distinct performance obligation in the context of the contract and should be combined into a single performance obligation to be recognized over the contract period. The Company recognizes subscription revenue over a one-month period based on the typical monthly invoicing and renewal cycle in accordance with our customer agreement terms.We derive maintenance service revenue from providing unspecified updates, upgrades, bug fixes, and technical support services for our proprietary software. These services represent a stand-ready obligation that is concurrently delivered and has the same pattern of transfer to the customer; we account for these maintenance services as a single performance obligation. Maintenance revenue includes the same services provided by third-parties for remarketed software. We recognize substantially all maintenance revenue over the contract period of the maintenance agreement. We also recognize certain maintenance service revenue based on the volume of payment transactions processed by third parties through access to our software.Professional services revenues primarily consist of fees for consulting, implementation, installation, integration, development and training and are generally recognized over time as the customer simultaneously receives and consumes the benefits of the professional services as the services are being performed. Certain professional development services are recognized upon delivery of the developed solutions to the customer. At the end of each reporting period, we recognize the most likely amount of variable consideration on any contract holdbacks we expect to bill for development services delivered. Professional services can be provided by internal or external providers, do not significantly affect the customerâ€™s ability to access or use other provided goods or services, and provide a measure of benefit beyond that of other promised goods or services in the contract. As a result, professional services are considered distinct in the context of the contract and represent a separate performance obligation. Professional services that are billed on a time and materials basis are recognized over time as the services are performed. For contracts billed on a fixed price basis, revenue is recognized over time using an input method based on labor hours expended to date relative to the total labor hours expected to be required to satisfy the related performance obligation.We use the market approach to derive standalone selling price (â€œSSPâ€) by maximizing observable data points (in the form of recently executed customer contracts) to determine the price customers are willing to pay for the goods and services transferred. If the contract contains a single performance obligation, the entire transaction price is allocated to that performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative SSP basis.Shipping and handling fees billed to customers are recognized as revenue and the related costs are recognized in cost of goods sold. Revenue is recorded net of any applicable taxes collected and remitted to governmental agencies.Disaggregation of RevenueWe derive and report our revenue from the sale of products (proprietary software licenses, third party hardware and operating systems), subscription and maintenance, and professional services. Products revenue recognized at a point in time totaled $10.5 million and $12.6 million, and $20.4 million and $25.4 million for the three and six months ended September 30, 2024 and 2023, respectively. Subscription, maintenance, and substantially all professional services revenue recognized over time totaled $57.8 million and $46.0 million, and $111.4 million and $89.3 million for the three and six months ended September 30, 2024 and 2023, respectively.Contract BalancesContract assets are rights to consideration in exchange for goods or services that we have transferred to a customer when that right is conditional on something other than the passage of time. The majority of our contract assets represent unbilled amounts related to products and professional services. We expect billing and collection of our contract assets to occur within the next twelve months. We receive payments from customers based upon contractual billing schedules and accounts receivable are recorded when the right to consideration becomes unconditional. Contract liabilities represent consideration received or consideration which is unconditionally due from customers prior to transferring goods or services to the customer under the terms of the contract.Revenue recognized from amounts included in contract liabilities at the beginning of the year was $12.7 million and $14.8 million for the three months ended September 30, 2024 and 2023, respectively, and $42.2 million and $36.9 million for the six months ended September 30, 2024, respectively. Because the right to the transaction became unconditional, we transferred to accounts receivable from contract assets at the beginning of the period, $0.3 million and $0.3 million for the three months ended September 30, 2024 and 2023, respectively, and $2.2 million and $1.9 million for the six months ended September 30, 2024, respectively.Substantially all of our arrangements are for a period of one year or less. As a result, unsatisfied performance obligations as of September 30, 2024 are expected to be satisfied and the allocated transaction price recognized in revenue within a period of 12 months or less.Assets Recognized from Costs to Obtain a ContractSales commission expenses that would not have occurred absent the customer contracts are considered incremental costs to obtain a contract. We expense the incremental costs to obtain a contract as incurred when the expected benefit and amortization period is one year or less. For subscription contracts that are renewed monthly based on an agreement term, we capitalize commission expenses and amortize as we satisfy the underlying performance obligations, generally based on the contract terms and anticipated renewals.We had $5.1 million and $4.1 million of capitalized sales incentive costs as of September 30, 2024 and 2023, respectively. These balances are included in other non-current assets on our condensed consolidated balance sheets. During the three and six months ended September 30, 2024, we expensed $0.9 million and $1.8 million, respectively, of sales commissions, which included amortization of capitalized amounts of $0.4 million and $0.9 million, respectively. During the comparable periods ending September 30, 2023, we expensed $0.9 million and $1.9 million, respectively, of sales commissions, which included amortization of capitalized amounts of $0.4 million and $0.8 million, respectively. These expenses are included in operating expenses â€” sales and marketing in our condensed consolidated statement of operations. All other costs to obtain a contract are not considered incremental and therefore are expensed as incurred. X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-15Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Additional Balance Sheet Information 6 Months Ended Sep. 30, 2024 Balance Sheet Related Disclosures [Abstract] Â Additional Balance Sheet Information 4. Additional Balance Sheet InformationAdditional information related to the condensed consolidated balance sheets is as follows:Â (In thousands) Â September 30, 2024 Â Â March 31, 2024 Â Prepaid expenses and other current assets: Â Â Â Â Â Â Prepaid expenses Â $ 9,153 Â Â $ 7,330 Â Other Â Â 2,063 Â Â Â 401 Â Total Â $ 11,216 Â Â $ 7,731 Â Â Â Â Â Â Â Â Accrued liabilities: Â Â Â Â Â Â Salaries, wages, employee benefits, and payroll taxes Â $ 12,973 Â Â $ 16,264 Â Income and indirect taxes payable Â Â 6,227 Â Â Â 1,684 Â Other Â Â 3,115 Â Â Â 1,574 Â Total Â $ 22,315 Â Â $ 19,522 Â X - ReferencesNo definition available. + Details Name: us-gaap_BalanceSheetRelatedDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for supplemental balance sheet disclosures, including descriptions and amounts for assets, liabilities, and equity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/210/tableOfContent + Details Name: us-gaap_SupplementalBalanceSheetDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 23 R14.htm IDEA: XBRL DOCUMENT v3.24.3 Supplemental Disclosures of Cash Flow Information 6 Months Ended Sep. 30, 2024 Supplemental Cash Flow Elements [Abstract] Â Supplemental Disclosures of Cash Flow Information 5. Supplemental Disclosures of Cash Flow InformationÂ Additional information related to the condensed consolidated statements of cash flows is as follows:Â Â Â Six Months EndedSeptember 30, Â (In thousands) Â Â 2024 Â Â Â 2023 Â Cash receipts for interest Â $ 2,852 Â Â $ 1,948 Â Cash payments for interest Â Â 299 Â Â Â Â â€” Â Cash payments for income tax, net Â Â 1,031 Â Â Â 900 Â Cash payments for operating leases Â Â 2,278 Â Â Â 2,376 Â Cash payments for finance leases Â Â â€” Â Â Â 3 Â Accrued capital expenditures Â Â 66 Â Â Â 227 Â X - DefinitionThe entire disclosure for supplemental cash flow activities, including cash, noncash, and part noncash transactions, for the period. Noncash is defined as information about all investing and financing activities of an enterprise during a period that affect recognized assets or liabilities but that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/230/tableOfContent + Details Name: us-gaap_CashFlowSupplementalDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowElementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 24 R15.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes 6 Months Ended Sep. 30, 2024 Income Tax Disclosure [Abstract] Â Income Taxes 6. Income TaxesThe following table compares our income tax provision and effective tax rates for the three and six months ended September 30, 2024 and 2023:Â Â Â Three Months EndedSeptember 30, Â Â Six Months EndedSeptember 30, Â (In thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Income tax (benefit) provision Â $ 3,782 Â Â $ 295 Â Â $ (2,951) Â $ 647 Â Effective tax rate Â nm Â Â Â Â 6.1 % Â nm Â Â Â Â 9.6 % nm - not meaningfulFor the three months ended September 30, 2024, income tax provision and the effective tax rate were primarily driven by activity in India and certain U.S. jurisdictions.For the six months ended September 30, 2024, income tax (benefit) and the effective tax rate were primarily driven by the impact of discrete excess tax benefits associated with Share-Based Compensation.For the three and six months ended September 30, 2023, income tax provision and the effective tax rate were primarily driven by activity within the foreign jurisdictions in which the company operates as valuation allowances were recorded against deferred tax assets in the U.S. and Canada. We released valuation allowances recorded against Canadian, U.S. Federal and certain state deferred tax assets in the period ending December 31, 2023.Our India subsidiary operates in a â€œSpecial Economic Zone (â€œSEZâ€)â€. One of the benefits associated with the SEZ is that the India subsidiary is not subject to regular India income taxes during its first five years of operations, which included fiscal 2018 through fiscal 2022. The India subsidiary is subject to 50% of regular India income taxes during its second five years of operations, which includes fiscal 2023 through fiscal 2027.We have recorded and maintain valuation allowances offsetting the Companyâ€™s deferred tax assets in certain U.S. States and foreign jurisdictions. The ultimate realization of deferred tax assets depends on various factors including the generation of future taxable income in the periods in which the underlying temporary differences are deductible. We maintain valuation allowances for deferred tax assets until we have sufficient evidence to support the reversal of all or some portion of the allowances. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 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/1943274/2147482685/740-10-50-12Reference 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/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name

Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R16.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies 6 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Commitments and Contingencies 7. Commitments and ContingenciesWe are involved in legal actions that arise in the ordinary course of business. It is the opinion of management that the resolution of any current pending litigation will not have a material adverse effect on our financial position or results of operations.As of September 30, 2024, we have an additional operating lease that has not yet commenced of approximately $0.9M. This operating lease will commence in fiscal year 2027 with a lease term of approximately 1.5 years. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings Per Share 6 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Earnings per Share 8. Earnings per ShareThe following data shows the amounts used in computing earnings per share and the effect on earnings and the weighted average number of shares of dilutive potential common shares.Â Â Three Months EndedSeptember 30, Â Â Six Months EndedSeptember 30, Â (In thousands, except per share data) 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Â Net income $ 1,364 Â Â $ 4,545 Â Â $ 15,470 Â Â $ 6,093 Â Series A convertible preferred stock dividends Â â€” Â Â Â (459) Â Â â€” Â Â Â (918) Net income attributable to common shareholders $ 1,364 Â Â $ 4,086 Â Â $ 15,470 Â Â $ 5,175 Â Â Â Â Â Â Â Â Â Â Â Â Denominator: Â Â Â Â Â Â Â Â Â Â Â Â Weighted average shares outstanding - basic Â 27,533 Â Â Â 25,022 Â Â Â 27,335 Â Â Â 24,979 Â Dilutive SSARs Â 432 Â Â Â 919 Â Â Â 571 Â Â Â 964 Â Dilutive unvested restricted shares Â 262 Â Â Â 171 Â Â Â 268 Â Â Â 201 Â Dilutive unvested restricted stock units Â 30 Â Â Â 5 Â Â Â 28 Â Â Â 4 Â Weighted average shares outstanding - diluted Â 28,257 Â Â Â 26,117 Â Â Â 28,202 Â Â Â 26,148 Â Â Â Â Â Â Â Â Â Â Â Â Income per share - basic: $ 0.05 Â Â $ 0.16 Â Â $ 0.57 Â Â $ 0.21 Â Income per share - diluted: $ 0.05 Â Â $ 0.16 Â Â $ 0.55 Â Â $ 0.20 Â Â Â Â Â Â Â Â Â Â Â Â Anti-dilutive SSARs, restricted shares,Â Â Â performance shares and preferred shares Â â€” Â Â Â 1,735 Â Â Â 24 Â Â Â 1,735 Â Â Basic income per share is computed as net income attributable to common shareholders divided by the weighted average basic shares outstanding. The outstanding shares used to calculate the weighted average basic shares excludes 345,625 and 326,290 of restricted shares at September 30, 2024 and 2023, respectively, as these shares were issued but were not vested and therefore, not considered outstanding for purposes of computing basic income per share at the balance sheet dates.Diluted income per share includes the impact of all potentially dilutive securities on earnings per share. We have stock-settled appreciation rights (SSARs), restricted shares, restricted stock units, and preferred shares that are potentially dilutive securities. X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Share-based Compensation 6 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement, Noncash Expense [Abstract] Â Share-based Compensation 9. Share-based CompensationWe may grant incentive stock options, non-qualified stock options, SSARs, restricted shares, restricted stock units, and performance shares under our shareholder-approved Amended and Restated 2024 Equity Incentive Plan (the 2024 Plan) for up to three million common shares, plus 237,080 common shares, the number of shares that were remaining for grant under the 2020 Equity Incentive Plan, as Amended and Restated (the 2020 Plan) as of the effective date of the 2024 Plan, plus the number of shares remaining for grant under the 2020 Plan that are forfeited, settled in cash, canceled or expired. The maximum aggregate number of common shares available for issuance under the 2024 Plan is 3.2 million. We may also grant shares under our shareholder-approved Employee Stock Purchase Plan (the ESPP) for up to 0.5 million common shares.We may distribute authorized but unissued shares or treasury shares to satisfy share option and SSAR exercises or grants of restricted shares, restricted stock units, performance shares, or ESPP shares.For SSARs, the exercise price must be set at least equal to the closing market price of our common shares on the date of grant. The maximum term of SSARs is seven years from the date of grant. The Compensation Committee of the Board of Directors establishes the period over which SSARs subject to a service condition vest and the vesting criteria for SSARs subject to a market condition.Restricted shares and restricted stock units, whether time-vested or performance-based, may be issued at no cost or at a purchase price that may be below their fair market value, but are subject to forfeiture and restrictions on their sale or other transfer. Performance-based grants may be conditioned upon the attainment of specified performance objectives and other conditions, restrictions, and contingencies. Restricted shares have the right to receive dividends, if any, upon vesting, subject to the same forfeiture provisions that apply to the underlying grants.We record compensation expense related to SSARs, restricted shares, restricted stock units, performance shares, and ESPP shares granted to certain employees and non-employee directors based on the fair value of the awards on the grant date. The fair value of restricted stock unit and restricted share grants subject only to a service condition is based on the closing price of our common shares on the grant date. For stock option and SSAR grants subject only to a service condition, we estimate the fair value on the grant date using the Black-Scholes-Merton option pricing model with inputs including the closing market price at grant date, exercise price and assumptions regarding the risk-free interest rate, expected volatility of our common shares based on historical volatility, and expected term as estimated using the simplified method. We use the simplified method for SSAR grants because we believe historical exercise data does not provide a reasonable basis upon which to estimate the expected term. For restricted stock unit, restricted share, and SSAR grants subject to a market condition, we estimate the fair value on the grant date through a lattice option pricing model that utilizes a Monte Carlo analysis with inputs including the closing market price at grant date, share price threshold, performance period term and assumptions regarding the risk-free interest rate and expected volatility of our common shares based on historical volatility. Inputs for SSAR grants subject to a market condition also include exercise price, remaining contractual term, and suboptimal exercise factor.We record compensation expense for restricted stock units, restricted shares, and SSAR grants subject to a service condition using the graded vesting method. We record compensation expense for ESPP shares on a straight-line basis over the applicable offering period. We record compensation expense for SSAR grants subject only to a market condition over the derived service period, which is an output of the lattice option pricing model. Under the 2020 Plan, the fair value of performance shares is based on the closing price of our common shares on the settlement date of the performance award, for which we record compensation expense over the service period consistent with our annual bonus incentive plan as approved by the Compensation Committee of the Board of Directors.The following table summarizes the share-based compensation expense for restricted and performance grants included in the condensed consolidated statements of operations: Â Three Months EndedSeptember 30, Â Â Six Months EndedSeptember 30, Â (In thousands) 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Product development Â 2,271 Â Â Â 1,239 Â Â Â 4,907 Â Â Â 2,865 Â Sales and marketing Â 243 Â Â Â 94 Â Â Â 574 Â Â Â 259 Â General and administrative Â 1,495 Â Â Â 1,351 Â Â Â 2,957 Â Â Â 2,727 Â Total share-based compensation expense Â 4,009 Â Â Â 2,684 Â Â Â 8,438 Â Â Â 5,851 Â Stock-Settled Appreciation RightsSSARs are rights granted to an employee to receive value equal to the difference between the price of our common shares on the date of exercise and the exercise price. The value is settled in common shares of Agilysys, Inc.We use a Black-Scholes-Merton option pricing model to estimate the fair value of service condition SSARs and a lattice option pricing model to estimate the fair value of market condition SSARs. There were no SSARs granted during the six months ended September 30, 2024 and 2023.The following table summarizes the activity during the six months ended September 30, 2024 for SSARs awarded under the 2020 and 2016 Plans: (In thousands, except share and per share data) Â Number ofRights Â Â Weighted-Average Exercise Price Â Â RemainingContractualTerm Â Â AggregateIntrinsicValue Â Â Â Â Â Â (per right) Â Â (in years) Â Â Â Â Â Outstanding at April 1, 2024 Â Â Â 1,297,339 Â Â $ 27.63 Â Â Â Â Â Â Â Â Granted Â Â â€” Â Â Â Â â€” Â Â Â Â Â Â Â Â Exercised Â Â (794,931) Â Â 32.51 Â Â Â Â Â Â Â Â Forfeited Â Â â€” Â Â Â â€” Â Â Â Â Â Â Â Â Expired Â Â â€” Â Â Â â€” Â Â Â Â Â Â Â Â Outstanding at September 30, 2024 Â Â 502,408 Â Â $ 19.92 Â Â Â 3.0 Â Â $ 44,740 Â Exercisable at September 30, 2024 Â Â 502,408 Â Â $ 19.92 Â Â Â 3.0 Â Â $ 44,740 Â Vested and expected to vest at September 30, 2024 Â Â 502,408 Â Â $ 19.92 Â Â Â 3.0 Â Â $ 44,740 Â Â As of September 30, 2024, there was no unrecognized share-based compensation expense related to SSARs.Restricted SharesWe granted shares to certain of our Directors, executives and key employees, the vesting of which is service-based. Certain restricted shares are also subject to a market condition. The following table summarizes the activity during the six months ended September 30, 2024 for restricted shares granted under the 2020 Plan: Â Â Number of Shares Â Â Weighted-AverageGrant-DateFair Value Â Â Â Â Â Â (per share) Â Outstanding at April 1, 2024 Â Â 436,177 Â Â $ 65.52 Â Granted Â Â 37,349 Â Â Â 106.81 Â Vested Â Â (118,920) Â Â 48.02 Â Forfeited Â Â (8,981) Â Â 73.88 Â Outstanding at September 30, 2024 Â Â 345,625 Â Â $ 75.75 Â Â The weighted-average grant date fair value of the restricted shares includes grants subject only to a service condition and certain grants subject to both a service condition and a market condition. As of September 30, 2024, total unrecognized share-based compensation expense related to unvested restricted shares was $11.6 million, which is expected to be recognized over a weighted-average vesting period of 2.0 years.Restricted Stock UnitsWe granted restricted stock units to our Chief Executive Officer, the vesting of which is service-based. Certain restricted stock units are also subject to a market condition. The following table summarizes the activity during six months ended September 30, 2024 for restricted stock units awarded under the 2020 Plan: Â Â Number of Shares Â Â Weighted-Average Grant-Date Fair Value Â Â Â Â Â Â Â Â (per share) Â Outstanding at April 1, 2024 Â Â 56,547 Â Â Â $ 70.03 Â Granted Â Â â€” Â Â â€” Â Vested Â Â Â â€” Â Â Â Â â€” Â Forfeited Â Â Â â€” Â Â Â Â â€” Â Outstanding at September 30, 2024 Â Â 56,547 Â Â Â $ 70.03 Â As of September 30, 2024, total unrecognized share-based compensation expense related to non-vested restricted stock units was $1.7 million, which is expected to be recognized over the weighted-average vesting period of 1.5 years.Performance SharesUpon approval of the Compensation Committee of our Board of Directors, after achieving the performance conditions associated with our annual bonus plan, we granted 6,098 common shares to our Chief Executive Officer in May 2024 that vested immediately for a total value of $0.6 million.Employee Stock Purchase Plan SharesThe ESPP permits participants to purchase common stock through regular payroll deductions, up to a specified percentage of their eligible compensation. The ESPP is compensatory because, among other provisions, it currently allows participants to purchase stock at up to a 15% discount from the lower of the closing price of a share of our common stock on the first or last trading day of the ESPP offering period. We measure share-based compensation expense for the ESPP based on the fair value of the ESPP grant at the beginning of the offering period. The fair value includes the value of the discount and the value associated with the call and put options that take advantage of the variability in the common stock price during the offering period. We estimate the value of the call and put options using the Black-Scholes-Merton option pricing model with inputs including the closing market price of our common stock on the first date of the offering period and assumptions regarding the risk-free interest rate, expected term, and expected volatility of our common shares over the offering period based on historical volatility. Â Â Offering Period Ended Â Â Offering Period Ending Â Â June 30, 2024 Â Â December 31, 2024 Â Grant date fair value Â $ 81.60 Â Â $ 103.43 Â Risk-free interest rate over contractual term Â Â 5.36 % Â Â 4.91 % Expected term (in years) Â Â 0.41 Â Â Â 0.50 Â Expected volatility Â Â 47.41 % Â Â 40.93 % The risk-free interest rate is based on the yield of a zero coupon U.S. Treasury bond whose maturity period approximates the expected term of the ESPP shares. The expected term is the offering period, which is typically six months.We record amounts withheld from participants during each offering period in accrued salaries, wages and related benefits in the consolidated balance sheets until such shares are purchased. Amounts withheld from participants for the offering period ending December 31, 2024 totaled $0.2 million as of September 30, 2024.As of September 30, 2024, there was $0.1 million in unrecognized share-based compensation expense related of the offering period ending December 31, 2024. X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 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/1943274/2147480429/718-10-50-2Reference 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/1943274/2147480429/718-10-50-2Reference 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/1943274/2147480429/718-10-50-2Reference 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/1943274/2147480429/718-10-50-2Reference 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 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 28 R19.htm IDEA: XBRL DOCUMENT v3.24.3 Debt 6 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â Debt 10. DebtRevolving Credit FacilityOn August 16, 2024 (the â€œCredit Agreement Closing Dateâ€), we entered into a credit agreement (the â€œCredit Agreementâ€) with the lenders party thereto and Bank of America, N.A., as lender and administrative agent (in such capacity, the â€œAgentâ€). The Credit Agreement provides for a revolving credit facility in the initial maximum aggregate principal amount of $75 million (the â€œRevolving Facilityâ€). The Revolving Facility includes the ability for the Company to request an increase to the commitments under the Revolving Facility by an additional aggregate principal amount of

up to $25 million. On the Credit Agreement Closing Date, the Company drew $50 million on the Revolving Facility (the â€œInitial Revolving Loanâ€), the proceeds of which we used to fund the Business Combination as described in Note 11 below. We repaid $12 million of the principal balance in October 2024.The Revolving Facility matures on August 16, 2027, the three-year anniversary of the Credit Agreement Closing Date, at which time any and all outstanding principal balance will be due and payable. The Company may voluntarily repay outstanding loans and terminate commitments under the Revolving Facility at any time without premium or penalty. There are no repayments required before August 16, 2027. Debt issuance costs relating to the Revolving Facility of $0.3 million, included in other non-current assets on our condensed consolidated balance sheet, amortize into interest expense over the three-year life of the Credit Agreement.Our obligations under the Revolving Facility are guaranteed by certain of the Companyâ€™s subsidiaries (the â€œSubsidiary Guarantorsâ€), subject to certain customary exceptions and limitations. Pursuant to a security and pledge agreement, dated as of the Credit Agreement Closing Date, among the Company, the Subsidiary Guarantors and the Agent, the Revolving Facility is secured by a first-priority lien on substantially all of the Companyâ€™s and the Subsidiary Guarantorsâ€™ present and future personal assets and intangible assets and the outstanding capital stock of the Companyâ€™s subsidiaries owned by the Company or any Subsidiary Guarantor, in each case, subject to certain customary exceptions and limitations.The Initial Revolving Loan bears interest at the SOFR Daily Floating Rate (as defined in the Credit Agreement), plus an initial margin of 1.625%, which is subject to adjustment as of each fiscal quarter end within the ranges set forth in the Credit Agreement. We are to pay a commitment fee under the Revolving Facility in respect of any unutilized commitments thereunder, which is determined on a leverage-based sliding scale ranging from 0.225% to 0.325% per annum. The initial commitment fee is 0.275% subject to quarterly adjustment beginning with the fiscal quarter ending December 31, 2024. We record the commitment fee as a component of interest expense. Interest and commitment fees are payable quarterly.The Credit Agreement contains certain restrictive covenants, including financial covenants that require the Company to maintain a consolidated interest coverage ratio and a consolidated leverage ratio determined at the end of each fiscal quarter as defined in the Credit Agreement. X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType 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: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: 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 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(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: 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 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -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 (g) -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 (i) -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 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: 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 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Business Combination 6 Months Ended Sep. 30, 2024 Business Combinations [Abstract] Â Business Combination 11. Business CombinationOn August 20, 2024 (the "Acquisition Date"), we acquired all the issued and outstanding shares of Book4Time Parent, Inc. (â€œBook4Timeâ€), a hospitality software company based in Canada. Book4Time is now a wholly-owned subsidiary of Agilysys, Inc. The consolidated financial statements include the results of Book4Timeâ€™s operations since the Acquisition Date. The acquisition expands the opportunity to increase our solutions-per-customer globally.The purchase price consisted of $147.2 million of cash paid at closing, funded from cash on hand and the proceeds of the Initial Revolving Loan, partially offset by $2.3 million of Book4Timeâ€™s cash received in the acquisition resulting in net cash consideration of $144.9 million. We allocated the purchase price for Book4Time to the intangible and certain tangible assets acquired and certain liabilities assumed based on their estimated fair values on the Acquisition Date, with the remaining unallocated purchase price recorded as goodwill. We determined the fair values assigned to identifiable intangible assets acquired primarily by using the income approach, which discounts the expected future cash flows to present value using estimates and assumptions determined by management.The following table sets forth the components and the allocation of the purchase price for our acquisition of Book4Time: (In thousands) Â Total Â Components of Purchase Price: Â Â Â Cash Â $ 147,181 Â Total Purchase Price Â $ 147,181 Â Â Â Â Â Allocation of Purchase Price: Â Â Â Accounts receivable, net Â $ 1,623 Â Other current assets, including cash acquired Â Â 4,390 Â Other assets Â Â 623 Â Current and other liabilities Â Â (3,018) Deferred tax liabilities Â Â (11,825) Contract liabilities Â Â (9,324) Net tangible assets (liabilities) Â Â (17,531) Identifiable intangible assets: Â Â Â Customer relationships Â Â 35,000 Â Non-competition agreements Â Â 8,100 Â Developed technology Â Â 2,600 Â Trade name Â Â 17,100 Â Total identifiable intangible assets Â Â 62,800 Â Goodwill Â Â 101,912 Â Total purchase price allocation Â $ 147,181 Â We assigned the acquired customer relationships, non-competition agreements, developed technology, and trade name estimated useful lives of 20 years, three years, five years, and 15 years, respectively, with a weighted average useful life of approximately 15.8 years. The identifiable intangible assets acquired amortize on a straight-line basis, which we believe approximates the pattern in which the assets are utilized, over their estimated useful lives.The goodwill recognized in the Book4Time purchase price allocation is attributable to synergies in products and technologies to serve a broader customer base, and the addition of a skilled, assembled workforce, which is not separable from goodwill under FASB Accounting Standards Codification 805. As part of the acquisition, the Company acquired fully trained personnel thereby avoiding the expenditure that would have been required to hire and train equivalent personnel. We considered the replacement cost method as most appropriate for the assembled workforce valuation. We valued the assembled workforce included in goodwill at $1.5 million. The total goodwill recognized in the acquisition amounted to $101.9 million, which is not deductible for income tax purposes.As of the Acquisition Date, we recorded current liabilities of $1.5 million for uncertain tax positions, including estimated penalties and interest, we identified during the acquisition. We recorded a related indemnification asset of $1.5 million in current assets covered by funds held in escrow under the terms of the share purchase agreement and escrow agreement we entered into with the sellers of Book4Time.We have prepared the Book4Time purchase price allocation on a preliminary basis. Changes to the allocation may occur as additional information becomes available during the measurement period (up to one year from the Acquisition Date). The primary areas that remain preliminary include, but are not limited to, intangible assets including the initial assumptions used in their estimates of fair values and their respective estimated useful lives, income taxes, and residual goodwill.The Company recognized acquisition costs of $2.0 million related to the acquisition of Book4Time, consisting primarily of professional fees, during the three months ended September 30, 2024. The consolidated statement of operations includes these costs in other charges.Revenue attributable to Book4Time included in our condensed consolidated statement of operations for the three months ended September 30, 2024 was $2.2 million. Net income (loss) was not material.Unaudited Pro-Forma InformationThe financial information in the table below summarizes the combined results of operations of Agilysys and Book4Time, on a pro forma basis, as though the companies had been combined as of the beginning of the periods presented. The pro forma financial information is presented for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place on April 1, 2023 or of results that may occur in the future.The following unaudited pro forma financial information for the three- and six-month periods ended September 30, 2024 and September 30, 2023, combines the historical results of Agilysys and of Book4Time, as converted to U.S. GAAP, for the respective periods: Â Three Months EndedSeptember 30, Â Â Six Months EndedSeptember 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â (In thousands) Pro Forma Â Â Pro Forma Â Â Pro Forma Â Â Pro Forma Â Revenue $ 70,783 Â Â $ 62,484 Â Â $ 138,737 Â Â $ 122,229 Â Net income (loss) $ 1,551 Â Â $ 2,168 Â Â $ 12,758 Â Â $ (1,235) We based the foregoing pro forma results on estimates and assumptions that we believe are reasonable. The pro forma results include adjustments primarily related to purchase accounting. We included acquisition costs and other non-recurring charges incurred in the earliest period presented. X - DefinitionThe entire disclosure for a business combination (or series of individually immaterial business combinations) completed during the period, including background, timing, and recognized assets and liabilities. The disclosure may include leverage buyout transactions (as applicable). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/805/tableOfContent + Details Name: us-gaap_BusinessCombinationDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 30 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Preferred Stock 6 Months Ended Sep. 30, 2024 Equity [Abstract] Â Preferred Stock 12. Preferred StockSeries A Convertible Preferred StockOn May 22, 2020, we completed the sale of 1,735,457 shares of our preferred stock, without par value, designated as â€œSeries A Convertible Preferred Stockâ€ (the â€œConvertible Preferred Stockâ€) to MAK Capital Fund L.P. and MAK Capital Distressed Debt Fund I, LP (the â€œHoldersâ€) each, in its capacity as a designee of MAK Capital One LLC (the â€œPurchaserâ€), pursuant to the terms of the Investment Agreement, dated as of May 11, 2020, between the Company and the Purchaser, for an aggregate purchase price of $35 million. We incurred issuance costs of $1.0 million. We added all issuance costs that were netted against the proceeds upon issuance of the Convertible Preferred Stock to its redemption value. As disclosed in our Annual Report for the fiscal year ended March 31, 2021, Michael Kaufman, the Chairman of the Companyâ€™s Board of Directors, is the Chief Executive Officer of MAK Capital One LLC.ConversionOn November 24, 2023, at our option, we required conversion of all the outstanding shares of Convertible Preferred Stock to common stock. On November 27, 2023, we filed a Certificate of Elimination with the Secretary of State of the State of Delaware with respect to the Convertible Preferred Stock pursuant to which the Convertible Preferred Stock was eliminated and returned to the status of authorized and unissued preferred shares of the Company. Following the mandatory conversion of the outstanding shares of the Convertible Preferred Stock on November 24, 2023, there were no outstanding shares of the Convertible Preferred Stock. Accordingly, we removed the Series A convertible preferred stock, no par value from temporary equity on our consolidated balance sheet and recorded the associated increase of common shares at $0.30 stated value and capital in excess of stated value further reflected in our consolidated statement of shareholders' equity.DividendsPrior to the conversion on November 24, 2023, the Holders were entitled to dividends on the Liquidation Preference at the rate of 5.25% per annum, payable semi-annually either (i) 50% in cash and 50% in kind as an increase in the then-current Liquidation Preference or (ii) 100% in cash, at the option of the Company. We paid dividends in the same period as declared by the Companyâ€™s Board of Directors.Accounting PolicyPrior to the conversion on November 24, 2023, we classified convertible preferred stock as temporary equity in the consolidated balance sheets due to certain contingent redemption clauses that were at the election of the Holders. We increased the carrying value of the convertible preferred stock to its redemption value for all undeclared dividends using the interest method.Â 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 terms, amounts, nature of changes, rights and privileges, dividends, and other matters related to preferred stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContent + Details Name: us-gaap_PreferredStockTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies (Policies) 6 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Recently Issued Accounting Pronouncements Recently Issued Accounting PronouncementsIn December 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) No. 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU 2023-09â€) to update income tax disclosure requirements primarily by requiring specific categories and greater disaggregation within the rate reconciliation and disaggregation of income taxes paid by jurisdiction. The amendments in the ASU also remove disclosures related to certain unrecognized tax benefits and deferred taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, or our fiscal 2026. The amendments may be applied prospectively or retrospectively with early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.In November 2023, the FASB issued ASU No. 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€) to expand reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker (â€œCODMâ€), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. ASU 2023-07 applies to entities with a single reportable segment. Annual disclosures are required for fiscal years beginning after December 15, 2023 or our fiscal 2025. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, or our fiscal 2026. Retrospective application is required for all prior periods presented with early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial

reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 32 R23.htm IDEA: XBRL DOCUMENT v3.24.3 Additional Balance Sheet Information (Tables) 6 Months Ended Sep. 30, 2024 Balance Sheet Related Disclosures [Abstract] Â Schedule of Additional Information Related to the Condensed Consolidated Balance Sheets Additional information related to the condensed consolidated balance sheets is as follows:Â (In thousands) Â September 30, 2024 Â Â March 31, 2024 Â Prepaid expenses and other current assets: Â Â Â Â Â Â Prepaid expenses Â $ 9,153 Â Â $ 7,330 Â Other Â Â 2,063 Â Â Â 401 Â Total Â $ 11,216 Â Â $ 7,731 Â Â Â Â Â Â Â Â Accrued liabilities: Â Â Â Â Â Â Salaries, wages, employee benefits, and payroll taxes Â $ 12,973 Â Â $ 16,264 Â Income and indirect taxes payable Â Â 6,227 Â Â Â 1,684 Â Other Â Â 3,115 Â Â Â 1,574 Â Total Â $ 22,315 Â Â $ 19,522 Â X - ReferencesNo definition available. + Details Name: us-gaap_BalanceSheetRelatedDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of accrued liabilities. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R24.htm IDEA: XBRL DOCUMENT v3.24.3 Supplemental Disclosures of Cash Flow Information (Tables) 6 Months Ended Sep. 30, 2024 Supplemental Cash Flow Elements [Abstract] Â Schedule of supplemental cash flow information Additional information related to the condensed consolidated statements of cash flows is as follows:Â Â Â Six Months EndedSeptember 30, Â (In thousands) Â Â 2024 Â Â Â 2023 Â Cash receipts for interest Â $ 2,852 Â Â $ 1,948 Â Cash payments for interest Â Â 299 Â Â â€” Â Cash payments for income tax, net Â Â 1,031 Â Â Â 900 Â Cash payments for operating leases Â Â 2,278 Â Â Â 2,376 Â Cash payments for finance leases Â Â â€” Â Â Â 3 Â Accrued capital expenditures Â Â 66 Â Â Â 227 Â X - DefinitionTabular disclosure of supplemental cash flow information for the periods presented. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfCashFlowSupplementalDisclosuresTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowElementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 34 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes (Tables) 6 Months Ended Sep. 30, 2024 Income Tax Disclosure [Abstract] Â Effective tax rates from continuing operations The following table compares our income tax provision and effective tax rates for the three and six months ended September 30, 2024 and 2023:Â Â Â Three Months EndedSeptember 30, Â Â Six Months EndedSeptember 30, Â (In thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Income tax (benefit) provision Â $ 3,782 Â Â $ 295 Â Â $ (2,951) Â $ 647 Â Effective tax rate Â nm Â Â Â 6.1 % Â nm Â Â Â 9.6 % nm - not meaningful X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations. + ReferencesReference 1: 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 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -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 + Details Name: us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R26.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings Per Share (Tables) 6 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Schedule of amounts used in computing earnings per share and the effect on earnings and the weighted average number of shares of dilutive potential common shares The following data shows the amounts used in computing earnings per share and the effect on earnings and the weighted average number of shares of dilutive potential common shares.Â Â Three Months EndedSeptember 30, Â Â Six Months EndedSeptember 30, Â (In thousands, except per share data) 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Net income $ 1,364 Â Â $ 4,545 Â Â $ 15,470 Â Â $ 6,093 Â Series A convertible preferred stock dividends Â â€” Â Â Â (459) Â â€” Â Â Â (918) Net income attributable to common shareholders $ 1,364 Â Â $ 4,086 Â Â $ 15,470 Â Â $ 5,175 Â Â Â Â Â Â Â Â Â Â Â Â Denominator: Â Â Â Â Â Â Â Â Â Â Weighted average shares outstanding - basic Â 27,533 Â Â Â 25,022 Â Â Â 27,335 Â Â Â 24,979 Â Dilutive SSARs Â 432 Â Â Â 919 Â Â Â 571 Â Â Â 964 Â Dilutive unvested restricted shares Â 262 Â Â Â 171 Â Â Â 268 Â Â Â 201 Â Dilutive unvested restricted stock units Â 30 Â Â Â 5 Â Â Â 28 Â Â Â 4 Â Weighted average shares outstanding - diluted Â 28,257 Â Â Â 26,117 Â Â Â 28,202 Â Â Â 26,148 Â Â Â Â Â Â Â Â Â Â Â Â

Combination (Tables) 6 Months Ended Sep. 30, 2024 Business Combinations [Abstract] Â Components and the allocation of the purchase price for acquisition The following table sets forth the components and the allocation of the purchase price for our acquisition of Book4Time: (In thousands) Â Total Â Components of Purchase Price: Â Â Â Cash Â $ 147,181 Â Total Purchase Price Â $ 147,181 Â Â Â Â Â Allocation of Purchase Price: Â Â Â Accounts receivable, net Â $ 1,623 Â Other current assets, including cash acquired Â Â 4,390 Â Other assets Â Â 623 Â Current and other liabilities Â Â (3,018) Deferred tax liabilities Â Â (11,825) Contract liabilities Â Â (9,324) Net tangible assets (liabilities) Â Â (17,531) Identifiable intangible assets: Â Â Â Customer relationships Â Â 35,000 Â Non-competition agreements Â Â 8,100 Â Developed technology Â Â 2,600 Â Trade name Â Â 17,100 Â Total identifiable intangible assets Â Â 62,800 Â Goodwill Â Â 101,912 Â Total purchase price allocation Â $ 147,181 Â Schedule of unaudited pro forma financial information The following unaudited pro forma financial information for the three- and six-month periods ended September 30, 2024 and September 30, 2023, combines the historical results of Agilysys and of Book4Time, as converted to U.S. GAAP, for the respective periods: Â Three Months EndedSeptember 30, Â Â Six Months EndedSeptember 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â (In thousands) Pro Forma Â Â Pro Forma Â Â Pro Forma Â Â Pro Forma Â Revenue $ 70,783 Â Â $ 62,484 Â Â $ 138,737 Â Â $ 122,229 Â Net income (loss) $ 1,551 Â Â $ 2,168 Â Â $ 12,758 Â Â $ (1,235) X - DefinitionTabular disclosure of pro forma results of operations for a material business acquisition or series of individually immaterial business acquisitions that are material in the aggregate. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -SubTopic 10 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(3) -SubTopic 10 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessAcquisitionProFormaInformationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed. May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Paragraph 1 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 38 R29.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Recognition - Narrative (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Disaggregation of Revenue [Line Items] Â Â Â Â Total net revenue $ 68,279 $ 58,616 $ 131,791 $ 114,676 Revenue recognized 12,700 14,800 42,200 36,900 Transfers to accounts receivable 300 300 2,200 1,900 Capitalized contract cost, net 5,100 4,100 5,100 4,100 Sales commissions and fees 900 900 1,800 1,900 Capitalized contract cost, amortization 400 400 900 800 Products [Member] Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Total net revenue 10,525 12,640 20,400 25,422 Support, Maintenance, Subscription Services, and Professional Services [Member] Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Total net revenue $ 57,800 $ 46,000 $ 111,400 $ 89,300 X - DefinitionAmount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of decrease in right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time from transfer to receivable due to right to consideration becoming unconditional. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10 + Details Name: us-gaap_ContractWithCustomerAssetReclassifiedToReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_ Data Type: xbrli: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 -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91 + Details Name: us-gaap_DisaggregationOfRevenueLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPrimarily represents commissions incurred in the period based upon the sale by commissioned employees or third parties of the entity's goods or services, and fees for sales assistance or product enhancements performed by third parties (such as a distributor or value added reseller). + 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(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_SalesCommissionsAndFees Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: srt_ProductOrServiceAxis=us-gaap_ProductMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=agys_SupportMaintenanceSubscriptionServicesAndProfessionalServicesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 39 R30.htm IDEA: XBRL DOCUMENT v3.24.3 Additional Balance Sheet Information - Schedule of Additional Information Related to the Condensed Consolidated Balance Sheets (Details) - USD ($) $ in Thousands Sep. 30, 2024 Mar. 31, 2024 Prepaid expenses and other current assets: Â Â Prepaid expenses $ 9,153 $ 7,330 Other 2,063 401 Total 11,216 7,731 Current liabilities: Â Â Salaries, wages, employee benefits, and payroll taxes 16,264 12,973 Income and indirect taxes payable 1,684 6,227 Other 1,574 3,115 Total $ 19,522 $ 22,315 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. + 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(15)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_AccruedLiabilitiesCurrentAndNoncurrent 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 + Details Name: us-gaap_EmployeeRelatedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 + Details Name: us-gaap_OtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of current assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -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_OtherAssetsCurrent 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 + 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 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/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 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(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482955/340-10-05-5Reference 4: http://www.xbrl.org/2003/role/disclosureRef -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_PrepaidExpenseCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable for statutory income, sales, use, payroll, excise, real, property and other taxes. 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-S99-1Reference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_TaxesPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 40 R31.htm IDEA: XBRL DOCUMENT v3.24.3 Supplemental Disclosures of Cash Flow Information (Details) - USD ($) $ in Thousands 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Supplemental Cash Flow Elements [Abstract] Â Â Cash receipts for interest $ 2,852 $ 1,948 Cash payments for interest 299 0 Cash payments for income tax, net 1,031 900 Cash payments for operating leases 2,278 2,376 Cash payments for finance leases 0 3 Accrued capital expenditures $ 66 $ 227 X - DefinitionInterest Paid Receipts + ReferencesNo definition available. + Details Name: agys_InterestPaidReceipts Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFuture cash outflow to pay for purchases of fixed assets that have occurred. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: 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/1943274/2147482913/230-10-50-3Reference 3: 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_CapitalExpenditureIncurredButNotYetPaid Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow for principal payment on finance lease. + ReferencesReference 1: 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/1943274/2147478964/842-20-50-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5 + Details Name: us-gaap_FinanceLeasePrincipalPayments 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/1943274/2147482913/230-10-50-2AReference 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/1943274/2147482685/740-10-50-23Reference 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_IncomeTaxesPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration 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/1943274/2147479041/842-20-45-5Reference 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 - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowElementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 41 R32.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Tax Disclosure [Abstract] Â Â Â Â Income tax (benefit) provision $ 3,782 $ 295 $ (2,951) $ 647 Effective tax rate Â 6.10% Â 9.60% X - DefinitionPercentage 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 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 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 + Details Name: us-gaap_EffectiveIncomeTaxRateContinuingOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType 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.I.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:monetaryItemType Balance Type: debit Period Type: duration XML 42 R33.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes (Details Textual) 6 Months Ended Sep. 30, 2024 Operating Loss Carryforwards [Line Items] Â Regular corporate income tax rate in India 50.00% X - DefinitionRegular corporate income tax rate in India. + ReferencesNo definition available. + Details Name: agys_RegularCorporateIncomeTaxRateIndia Namespace Prefix: agys_ Data Type: dtr-types:percentItemType 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. + 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_OperatingLossCarryforwardsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 43 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies - Additional Information (Details) $ in Millions Sep. 30, 2024 USD ($) Operating lease not yet commenced $ 0.9 Maximum [Member] Â Operating Lease, term of contract 1 year 6 months X - DefinitionOperating lease not yet commenced. + ReferencesNo definition available. + Details Name: agys_OperatingLeaseNotYetCommenced Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionTerm of lessee's operating lease not yet commenced, in 'PnYnMnDTnHnMnS' 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 (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseLeaseNotYetCommencedTermOfContract1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 44 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings Per Share (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands 3 Months Ended 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Numerator: Â Â Â Â Net Income (Loss) $ 1,364 $ 4,545 $ 15,470 $ 6,093 Series A convertible preferred stock dividends 0 (459) 0 (918) Net income attributable to common shareholders $ 1,364 $ 4,086 $ 15,470 $ 5,175 Denominator: Â Â Â Â Weighted average shares outstanding - basic 27,533 25,022 27,335 24,979 Dilutive SSARs 432 919 571 964 Dilutive unvested restricted shares 262 171 268 201 Dilutive unvested restricted stock units 30 5 28 4 Weighted average shares outstanding - diluted 28,257 26,117 28,202 26,148 Income per share - basic: $ 0.05 $ 0.16 $ 0.57 $ 0.21 Income per share - diluted: $ 0.05 $ 0.16 $ 0.55 $ 0.2 Earnings Per Share, Diluted [Abstract] Â Â Â Â Anti-dilutive SSARs, restricted shares, performance shares and preferred shares 0 1,735 24 1,735 X - DefinitionAccretion of convertible preferred stock dividends. + ReferencesNo definition available. + Details Name: agys_AccretionOfConvertiblePreferredStockDividends Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDenominator. + ReferencesNo definition available. + Details Name: agys_DenominatorAbstract Namespace Prefix: agys_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDilutive SSARs. + ReferencesNo definition available. + Details Name: agys_DilutiveSSARs Namespace Prefix: agys_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionDilutive unvested restricted stock units. + ReferencesNo definition available. + Details Name: agys_DilutiveUnvestedRestrictedStockUnits Namespace Prefix: agys_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumerator. + ReferencesNo definition available. + Details Name: agys_NumeratorAbstract Namespace Prefix: agys_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionSecurities (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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na 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:perShareItemType 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 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:

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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 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 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification 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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)(ii)) -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 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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 14: 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 15: 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 16: 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 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/1943274/2147479168/946-830-55-10Reference 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/1943274/2147479105/946-220-45-7Reference 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-S99-1Reference 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-S99-1Reference 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-S99-3Reference 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-S99-1AReference 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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/1943274/2147482689/260-10-45-60BReference 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/1943274/2147483499/205-20-50-7Reference 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/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 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/1943274/2147482790/220-10-45-1BReference 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:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: 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 3: 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 4: 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 5: 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 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: 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 8: 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 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe sum of dilutive potential common shares or units used in the calculation of the diluted per-share or per-unit computation. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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 + Details Name: us-gaap_WeightedAverageNumberDilutedSharesOutstandingAdjustment Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na 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/1943274/2147482662/260-10-50-1Reference 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/1943274/2147482662/260-10-50-1Reference 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 45 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings Per Share (Details Textual) - shares shares in Thousands 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Earnings Per Share [Abstract] Â Â Incremental common shares attributable to restricted shares (in shares) 345,625 326,290 X - DefinitionIncremental Common Shares Attributable to Restricted Shares + ReferencesNo definition available. + Details Name: agys_IncrementalCommonSharesAttributableToRestrictedShares Namespace Prefix: agys_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 46 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Share-based Compensation (Details Textual) $ in Thousands 6 Months Ended Sep. 30, 2024 USD ($) shares Stock Based Compensation (Textual) [Abstract] Â Employee stock purchase plan discount on shares 15.00% Employee Stock [Member] Â Stock Based Compensation (Textual) [Abstract] Â Unrecognized stock based compensation expense related to unvested restricted stock $ 100 Amounts withheld from participants $ 200 Performance Share [Member] | Chief Executive Officer [Member] Â Stock Based Compensation (Textual) [Abstract] Â Shares available for grant | shares 6,098 Share-based compensation, grant date fair value $ 600 Restricted Stock [Member] Â Stock Based Compensation (Textual) [Abstract] Â Weighted-average vesting period 2 years Unrecognized stock based compensation expense related to unvested restricted stock $ 11,600 Restricted Stock Units (RSUs) [Member] Â Stock Based Compensation (Textual) [Abstract] Â Weighted-average vesting period 1 year 6 months Unrecognized stock based compensation expense related to unvested restricted stock $ 1,700 Stock Settled Appreciation Rights (SSARs) [Member] Â Stock Based Compensation (Textual) [Abstract] Â Unrecognized stock based compensation expense related to unvested restricted stock $ 0 Amended and Restated 2024 Equity Incentive Plan [Member] Â Stock Based Compensation (Textual) [Abstract] Â Shares available for grant | shares 3,200,000 Amended and Restated 2024 Equity Incentive Plan [Member] | Common stock [Member] | Maximum [Member] Â Stock Based Compensation (Textual) [Abstract] Â Shares authorized under 2020 Equity incentive plan | shares 3,000,000 Amended and Restated 2020 Equity Incentive Plan [Member] | Common stock [Member] Â Stock Based Compensation (Textual) [Abstract] Â Shares available for grant | shares 237,080 Two Thousand and Twenty Equity Incentive Plan [Member] | Common stock [Member] | Maximum [Member] Â Stock Based Compensation (Textual) [Abstract] Â Common Shares Issued under Employee Stock Purchase Plan | shares 500,000 X - DefinitionEmployee Stock Purchase Plan Discount On Shares + ReferencesNo definition available. + Details Name: agys_EmployeeStockPurchasePlanDiscountOnShares Namespace Prefix: agys_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionShare based compensation amounts withheld from participants. + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationAmountsWithheldFromParticipants Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionStock based compensation. + ReferencesNo definition available. + Details Name: agys_StockBasedCompensationTextualAbstract Namespace Prefix: agys_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' 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 718 -SubTopic 10 -Name Accounting Standards Codification -

Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value of share-based awards for which the grantee gained the right by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash. + ReferencesReference 1: 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/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of shares authorized for issuance under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable. + 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_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued during the period as a result of an employee stock purchase plan. + 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(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://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_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_PerformanceSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_TitleOfIndividualAxis=srt_ChiefExecutiveOfficerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_StockAppreciationRightsSARSMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=agys_AmendedAndRestatedTwoThousandAndTwentyFourEquityIncentivePlanMember 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: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=agys_AmendedAndRestatedTwoThousandAndTwentyEquityIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=agys_TwoThousandAndTwentyEquityIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 47 R38.htm IDEA: XBRL DOCUMENT v3.24.3 Share-based Compensation (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Â Â Â Â Share-based Payment Arrangement, Noncash Expense $ 4,009 $ 2,684 $ 8,438 $ 5,851 Product development [Member] Â Â Â Â Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Â Â Â Â Summary of share-based compensation expense 2,271 1,239 4,907 2,865 Sales and marketing [Member] Â Â Â Â Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Â Â Â Â Summary of share-based compensation expense 243 94 574 259 General and administrative [Member] Â Â Â Â Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Â Â Â Â Summary of share-based compensation expense $ 1,495 $ 1,351 $ 2,957 $ 2,727 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: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_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na 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 - Details Name: us-gaap_IncomeStatementLocationAxis=agys_ProductDevelopmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 48 R39.htm IDEA: XBRL DOCUMENT v3.24.3 Share-based Compensation (Details 2) - Stock Settled Appreciation Rights (SSARs) [Member] $ / shares in Units, $ in Thousands 6 Months Ended Sep. 30, 2024 USD ($) $ / shares shares shares Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Number of Rights, Outstanding at Beginning of Period | shares 1,297,339 Number of Rights, Granted | shares 0 Number of Rights, Exercised | shares (794,931) Number of Rights, Forfeited | shares 0 Number of Rights, Expired | shares 0 Number of Rights, Outstanding at End of Period | shares 502,408 Number of Rights, Exercisable at End of Period | shares 502,408 Number of Rights, Vested and expected to vest at September 30, 2024 | shares 502,408 Weighted Average Exercise Price, Outstanding at Beginning of Period | $ / shares $ 27.63 Weighted Average Exercise Price, Granted | $ / shares 0 Weighted Average Exercise Price, Exercised | $ / shares 32.51 Weighted Average Exercise Price, Forfeited | $ / shares 0 Weighted Average Exercise Price, Expired | $ / shares 0 Weighted Average Exercise Price, Outstanding at End of Period | $ / shares 19.92 Weighted Average Exercise Price, Exercisable at End of Period | $ / shares 19.92 Weighted Average Exercise Price, Vested and expected to vest at End of Period | $ / shares $ 19.92 Remaining Contractual Term, Outstanding at End of Period 3 years Remaining Contractual Term, Exercisable at End of Period 3 years Share Based Compensation Arrangement By Share Based Payment Award Vested And Expected To Vest Outstanding Remaining Contractual Term 3 years Aggregate Intrinsic Value, Outstanding at End of Period | $ $ 44,740 Aggregate Intrinsic Value, Exercisable at End of Period | $ 44,740 Aggregate Intrinsic Value, Vested and expected to vest at End of Period | $ $ 44,740 X - DefinitionShare based compensation arrangement by share based payment award non option equity instruments exercisable. + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisable Namespace Prefix: agys_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionShare Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Exercisable Aggregate Intrinsic Value. + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableAggregateIntrinsicValue Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionShare Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Exercisable Weighted Average Exercise Price. + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableWeightedAverageExercisePrice Namespace Prefix: agys_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionShare Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Expirations In Period Weighted Average Exercise Price + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: agys_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionShare Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Forfeitures In Period Weighted Average Exercise Price + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: agys_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionShare Based Payment Award Non Option Equity Instruments Outstanding Aggregate Intrinsic Value. + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingAggregateIntrinsicValue Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionShare Based Compensation Arrangement By Share Based Payment Award Non Option Equity Instruments Outstanding Weighted Average Exercise Price. + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice Namespace Prefix: agys_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestWeightedAverageExerciseNumber + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestWeightedAverageExerciseNumber Namespace Prefix: agys_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionShare-based Compensation Arrangement by Share-based Payment Award, Vested and Expected to Vest, Outstanding, Remaining Contractual Term + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementByShareBasedPaymentAwardVestedAndExpectedToVestOutstandingRemainingContractualTerm Namespace Prefix: agys_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionShare Based Compensation Arrangements By Share Based Payment Award Non Option Equity Instruments Exercises In Period Weighted Average Exercise Price + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementsByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: agys_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionShare Based Compensation Arrangements By Share Based Payment Award Non Option Equity Instruments Grants In Period Weighted Average Exercise Price + ReferencesNo definition available. + Details Name: agys_ShareBasedCompensationArrangementsByShareBasedPaymentAwardNonOptionEquityInstrumentsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: agys_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for equity-based awards excluding options, 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 Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsOutstandingWeightedAverageRemainingContractualTerms Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType 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. + 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/1943274/2147480483/718-10-35-1DReference 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 - DefinitionNumber of non-option equity instruments exercised by participants. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares under non-option equity instrument agreements for which rights to exercise lapsed. + 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)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExpirations Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares under non-option equity instrument agreements that were cancelled as a result of occurrence of a terminating event. + 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)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitures Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNet number of non-option equity instruments granted to participants. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of equity instruments other than options outstanding, including both vested and non-vested instruments. + 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)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount by which current fair value of underlying stock exceeds exercise price of fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + 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/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingAggregateIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of fully vested and expected to vest options outstanding that can be converted into shares under option plan. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + 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/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining contractual term for fully vested and expected to vest options outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + 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/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_StockAppreciationRightsSARSMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R40.htm IDEA: XBRL DOCUMENT v3.24.3 Share-based Compensation - Restricted Shares Rollforward (Details) 6 Months Ended Sep. 30, 2024 $ / shares shares Restricted Stock [Member] Â Activity Related to Restricted Shares Awarded by the Company Â Number of Shares, Outstanding at beginning of period | shares 436,177 Number of Shares, Granted | shares 37,349 Number of Shares, Vested | shares (118,920) Number of Shares, Forfeited | shares (8,981) Number of Shares, Outstanding at end of period | shares 345,625 Weighted Average Grant-Date Fair Value, Outstanding at beginning of period | $ / shares $ 65.52 Weighted Average Grant Date Fair Value, Granted | $ / shares 106.81 Weighted Average Grant Date Fair Value, Vested | $ / shares 48.02 Weighted Average Grant Date Fair Value, Forfeited | $ / shares 73.88 Weighted Average Grant-Date Fair Value, Outstanding at end of period | $ / shares $ 75.75 Restricted Stock Units [Member] Â Activity Related to Restricted Shares Awarded by the Company Â Number of Shares, Outstanding at beginning of period | shares 56,547 Number of Shares, Granted | shares 0 Number of Shares, Vested | shares 0 Number of Shares, Forfeited | shares 0 Number of Shares, Outstanding at end of period | shares 56,547 Weighted Average Grant-Date Fair Value, Outstanding at beginning of period | $ / shares $ 70.03 Weighted Average Grant Date Fair Value, Granted | $ / shares 0 Weighted Average Grant Date Fair Value, Vested | $ / shares 0 Weighted Average Grant Date Fair Value, Forfeited | $ / shares 0 Weighted Average Grant-Date Fair Value, Outstanding at end of period | $ / shares $ 70.03 X - DefinitionActivity related to restricted shares awarded by the Company. + ReferencesNo definition available. + Details Name: agys_ActivityRelatedToRestrictedSharesAwardedByCompanyAbstract Namespace Prefix: agys_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType 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:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + 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)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + 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)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType 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:sharesItemType 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:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested 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)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe 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. + 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)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R41.htm IDEA: XBRL DOCUMENT v3.24.3 Share-based Compensation - Schedule of Principal Assumptions Utilized in Valuing Service Condition SARs (Details) - Employee Stock [Member] - $ / shares Dec. 31, 2024 Jun. 30, 2024 Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Weighted average grant date fair value (in dollars per share) $ 103.43 $ 81.6 Risk-free interest rate over contractual term 4.91% 5.36% Expected term (in years) 6 months 4 months 28 days Expected volatility 40.93% 47.41% 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:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe 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. + ReferencesReference 1: 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/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe risk-free interest rate assumption that is used in valuing an option on its own shares. + ReferencesReference 1: 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/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType 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. + 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/1943274/2147480483/718-10-35-1DReference 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 - DefinitionExpected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' 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 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R42.htm IDEA: XBRL DOCUMENT v3.24.3 Debt - Additional Information (Details) - Revolving Credit Facility [Member] - USD ($) $ in Millions 1 Months Ended Aug. 16, 2024 Oct. 31, 2024 Line of Credit Facility [Line Items] Â Â Maximum aggregate principal amount of credit agreement $ 75.0 Â Additional aggregate principal amount under the revolving credit facility 25.0 Â Proceeds from line of credit 50.0 Â Repayment of principal amount under credit agreement Â $ 12.0 Debt issuance costs relating to the Revolving Facility $ 0.3 Â Line Of Credit Facility Interest Rate During Period 1.625% Â Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration] us-gaap:SecuredOvernightFinancingRateSofrMember Â Line of Credit Facility, Commitment Fee Percentage 0.275% Â Minimum [Member] Â Â Line of Credit Facility [Line Items] Â Â Line of Credit Facility, Unused Capacity, Commitment Fee Percentage 0.225% Â Maximum [Member] Â Â Line of Credit Facility [Line Items] Â Â Line of Credit Facility, Unused Capacity, Commitment Fee Percentage 0.325% Â X - DefinitionAdditional aggregate principal amount. + ReferencesNo definition available. + Details Name: agys_LineOfCreditFacilityAdditionalAggregatePrincipalAmount Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionIndicates type of variable interest rate on debt instrument. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 470 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentVariableInterestRateTypeExtensibleEnumeration Namespace Prefix: us-gaap_ Data Type: enum2:enumerationSetItemType Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated amortization, of debt issuance costs related to line of credit arrangements. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479359/835-30-S45-1 + Details Name: us-gaap_DebtIssuanceCostsLineOfCreditArrangementsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe fee, expressed as a percentage of the line of credit facility, for the line of credit facility regardless of whether the facility has been used. + ReferencesNo definition available. + Details Name: us-gaap_LineOfCreditFacilityCommitmentFeePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe effective interest rate during 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(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_LineOfCreditFacilityInterestRateDuringPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + 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_LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of the required periodic payments of both interest and principal. + 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_LineOfCreditFacilityPeriodicPayment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe fee, expressed as a percentage of the line of credit facility, for available but unused credit capacity under the credit facility. + ReferencesNo definition available. + Details Name: us-gaap_LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow from contractual arrangement with the lender, including but not limited to, letter of credit, standby letter of credit and revolving credit arrangements. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromLinesOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_RevolvingCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember 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 52 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Business Combination (Additional Information) (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Aug. 20, 2024 Sep. 30, 2024 Sep. 30, 2024 Mar. 31, 2024 Business Acquisition [Line Items] Â Â Â Â Weighted average period Â Â 15 years 9 months 18 days Â Goodwill Â $ 135,426 $ 135,426 $ 32,791 Uncertain tax positions $ 1,500 Â Â Â Trade Names [Member] Â Â Â Â Business Acquisition [Line Items] Â Â Â Â Intangible asset, estimated useful life Â 15 years 15 years Â Customer Relationships [Member] Â Â Â Â Business Acquisition [Line Items] Â Â Â Â Intangible asset, estimated useful life Â 20 years 20 years Â Non-competition Agreements [Member] Â Â Â Â Business Acquisition [Line Items] Â Â Â Â Intangible asset, estimated useful life Â 3 years 3 years Â Developed Technology [Member] Â Â Â Â Business Acquisition [Line Items] Â Â Â Â Intangible asset, estimated useful life Â 5 years 5 years Â Book4Time [Member] Â Â Â Â Business Acquisition [Line Items] Â Â Â Â Acquisition date Aug. 20, 2024 Â Â Â Cash $ 147,200 Â $ 147,181 Â Cash received in acquisition partially offset 2,300 Â Â Â Net cash consideration 144,900 Â 147,181 Â Goodwill Â $ 101,912 101,912 Â Acquisition costs Â 2,000 2,000 Â Revenue attributable Â 2,200 Â Â Book4Time [Member] | Assembled Workforce [Member] Â Â Â Â Business Acquisition [Line Items] Â Â Â Â Goodwill Â $ 1,500 $ 1,500 Â Book4Time [Member] Â Â Â Â Business Acquisition [Line Items] Â Â Â Â Indemnification asset, amount $ 1,500 Â Â Â X - DefinitionCash received in acquisition partially offset + ReferencesNo definition available. + Details Name: agys_CashReceivedInAcquisitionPartiallyOffset Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionCarrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all currently due domestic and foreign income tax obligations. + 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 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_AccruedIncomeTaxesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionWeighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 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 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of indemnification asset recognized at acquisition date in asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 15 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480123/805-50-15-3 + Details Name: us-gaap_AssetAcquisitionIndemnificationAssetAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionDate when the acquirer obtains control of the acquiree, in YYYY-MM-DD format. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 7 -SubTopic 10 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479405/805-10-25-7Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -SubTopic 10 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 6 -SubTopic 10 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479405/805-10-25-6 + Details Name: us-gaap_BusinessAcquisitionEffectiveDateOfAcquisition1 Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5 + Details Name: us-gaap_BusinessAcquisitionLineItems

Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferred1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThis element represents the amount of revenue of the acquiree since the acquisition date included in the consolidated income statement for the reporting period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessCombinationProFormaInformationRevenueOfAcquireeSinceAcquisitionDateActual Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFor transactions that are recognized separately from the acquisition of assets and assumptions of liabilities in the business combination, such as related to pre-existing relationships with the acquiree, this element represents the disclosure of the amount of acquisition related costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessCombinationSeparatelyRecognizedTransactionsAdditionalDisclosuresAcquisitionCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionUseful life of finite-lived intangible assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedIntangibleAssetUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: 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/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 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/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 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(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_IndefiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CustomerRelationshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=agys_NonCompetitionAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=agys_DevelopedTechnologyMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=agys_Book4TimeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=agys_AssembledWorkforceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AssetAcquisitionAxis=agys_Book4TimeSellerMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R44.htm IDEA: XBRL DOCUMENT v3.24.3 Business Combination - Components And The Allocation Of The Purchase Price For Acquisition (Details) - USD ($) $ in Thousands 6 Months Ended Aug. 20, 2024 Sep. 30, 2024 Mar. 31, 2024 Identifiable intangible assets: Â Â Â Goodwill Â $ 135,426 $ 32,791 Book4Time [Member] Â Â Â Components of Purchase Price: Â Â Â Cash $ 147,200 147,181 Â Total purchase price $ 144,900 147,181 Â Allocation of Purchase Price: Â Â Â Accounts receivable, net Â 1,623 Â Other current assets, including cash acquired Â 4,390 Â Other assets Â 623 Â Current and other liabilities Â (3,018) Â Deferred tax liabilities Â (11,825) Â Contract liabilities Â (9,324) Â Net tangible assets (liabilities) Â (17,531) Â Identifiable intangible assets: Â Â Â Total identifiable intangible assets Â 62,800 Â Goodwill Â 101,912 Â Total purchase price allocation Â 147,181 Â Book4Time [Member] | Trade Names [Member] Â Â Â Identifiable intangible assets: Â Â Â Total identifiable intangible assets Â 17,100 Â Customer Relationships [Member] | Book4Time [Member] Â Â Â Identifiable intangible assets: Â Â Â Total identifiable intangible assets Â 35,000 Â Non-competition Agreements [Member] | Book4Time [Member] Â Â Â Identifiable intangible assets: Â Â Â Total identifiable intangible assets Â 8,100 Â Developed Technology [Member] | Book4Time [Member] Â Â Â Identifiable intangible assets: Â Â Â Total identifiable intangible assets Â $ 2,600 Â X - DefinitionBusiness Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Current Assets Contract Liabilities + ReferencesNo definition available. + Details Name: agys_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsContractLiabilities Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionBusiness Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Net Tangible Assets. + ReferencesNo definition available. + Details Name: agys_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNetTangibleAssets Namespace Prefix: agys_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferred1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedAssetsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of other assets expected to be realized or consumed before one year or the normal operating cycle, if longer, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount due from customers or clients for goods or services, including trade receivables, that have been delivered or sold in the normal course of business, and amounts due from others, including related parties expected to be converted to cash, sold or exchanged within one year or the normal operating cycle, if longer, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsReceivables Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of other liabilities due within one year or within the normal operating cycle, if longer, assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentLiabilitiesOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of deferred tax liability attributable to taxable temporary differences assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedDeferredTaxLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe amount of identifiable intangible assets recognized as of the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 55 -Paragraph 37 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479303/805-10-55-37Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibles Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of other assets expected to be realized or consumed after one year or the normal operating cycle, if longer, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedOtherNoncurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount recognized for assets, including goodwill, in excess of (less than) the aggregate liabilities assumed. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNetAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: 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/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 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/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 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(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=agys_Book4TimeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IndefiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CustomerRelationshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=agys_NonCompetitionAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=agys_DevelopedTechnologyMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R45.htm IDEA: XBRL DOCUMENT v3.24.3 Business Combination - Schedule Of Unaudited Pro Forma Financial Information (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Business Acquisition [Line Items] Â Â Â Â Revenue $ 70,783 $ 62,484 $ 138,737 $ 122,229 Net income (loss) $ 1,551 $ 2,168 $ 12,758 $ (1,235) 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 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5 + Details Name: us-gaap_BusinessAcquisitionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe pro forma net Income or Loss for the period as if the business combination or combinations had been completed at the beginning of a period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessAcquisitionsProFormaNetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe pro forma revenue for a period as if the business combination or combinations had been completed at the beginning of the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessAcquisitionsProFormaRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 55 R46.htm IDEA: XBRL DOCUMENT v3.24.3 Preferred Stock - (Details Textual) - USD ($) $ / shares in Units, shares in Thousands, $ in Millions 6 Months Ended May 22, 2020 Sep. 30, 2024 Mar. 31, 2024 Class Of Stock [Line Items] Â Â Â Common stock, stated value Â $ 0.3 $ 0.3 Preferred Stock Dividend Rate Percentage Â 5.25% Â Dividends declaration and payment terms Â the Holders were entitled to dividends on the Liquidation Preference at the rate of 5.25% per annum, payable semi-annually either (i) 50% in cash and 50% in kind as an increase in the then-current Liquidation Preference or (ii) 100% in cash, at the option of the Company. Â Series A Convertible Preferred Stock [Member] Â Â Â Class Of Stock [Line Items] Â Â Â Preferred stock, par value Â $ 0 Â MAK Capital One, LLC [Member] | Convertible Preferred Stock [Member] Â Â Â Class Of Stock [Line Items] Â Â Â Preferred stock issued 1,735,457 Â Â Preferred stock issued, value $ 35.0 Â Â Payments of stock issuance costs $ 1.0 Â Â 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 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 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(27)(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 16: 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)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 17: 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)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 18: 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_ClassOfStockLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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:perShareItemType Balance Type: na Period Type: instant X - DefinitionDescription of dividends paid, restrictions on dividend payments, statutory capital and surplus amounts, requirements and future requirements. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 944 -SubTopic 505 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477908/944-505-50-1 + Details Name: us-gaap_DividendPaymentRestrictionsScheduleDescription Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe cash outflow for cost incurred directly with the issuance of an equity security. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfStockIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe percentage rate used to calculate dividend payments on preferred stock. + 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/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.12-12A(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.12-12(Column A)(Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-12B(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6 + Details Name: us-gaap_PreferredStockDividendRatePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionFace amount per share of no-par value 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/2009/role/commonPracticeRef -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_PreferredStockNoParValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued during the period as a result of the conversion of convertible securities. + 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://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 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-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe gross value of stock issued during the period upon the conversion of convertible securities. + 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_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_SeriesAPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_MajorityShareholderMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 56 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (&B!7%D'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^ÕCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " !H@5Q9;7.^R.X K @ $0 &1O8U!R;W!S+V-O&ULS9+! 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G60K4L(VEXHG!<&"XBTDTS:XV81D9+=O[VYLMX@^@,?,_/GF M&YC61&E"PN<4(B9RF&]&W_59FKAA1ZH ;(YHM>YGA+]U-R'Y#5-SW2 J,V' M/B TG-^!1])6DX896,6%R%1KC30)-85TQENSX.-GZ@K,&L ./?:40=0"F)HG MQM/8M7 %S##"Y/-W >U"+-4_L:4#[)P621A'^ _1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^~+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \FIS_I,C0' MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">'P_T=HWPJOX@L Y M?RY]SZ7ON? 0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y?9A7;>? 8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY= <7^/1DN/;IF6U;J\1=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8]*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-:/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M &B!7%G#$*I]\04 /0? 8 >&PO=V]R:W-H965T&UL MM9EM;^HV%,>_BL6D:9- *DSA0Z!U%HO1A:+V]W-)MZJ:],(F!J$F<.0ZTWW[' M"21T<@[[1\C5=<:[(6Q3&Z55KI53RR)2;\4CEIZ+ MA,=P9R%DQ!2_L53Y\3IF\(_%,OVK!)YARN>:MX8_.!?V+R:\[R3V ;93PG8P M]:J9/+\GW$2*ASMV^ZL)"8UJB-0MD;IHF4; X^=,=R%;FICP^ 4+4U-5C-&P MAE 7)=3%<7F:BPD+YQ) M<@<7C1T5KE7\AT8UY.N7?/UOXMNFLY805_M*37QH3$.^RY+O$BW1=J1YXLM M=Y\ ^L@B8RO%=4;WDX>7VQ^YU+$R8>W)1SST4X1W%F4NI6^\03(540+\E,,65NLKBB MN<0O/"7$B-] [# ^K? IBK_CWN^-L*[W@%R{;;MMUS&"HI%-02O/XZ N8Y?G MNR $[S,&NJ60YL:,ZSPPN>1DY'G@YR7(^(6DD?@4OL>IC(^#6Y==RQ91'9X MIH3W>D9FN2U==NVN8P^LM8FQ M> M[Q16R*F\D(,;F"W?;<3E4O>Y]Z"@5F@B<<%ZT%-X(J"&G,D,.[F*> Q5R(A;$H3_-?R8S[F42,FH$Q)4^=E.; M0*U$ID@"P]&:A9DYIZ=P2+1R2!2W-3M8XP+-66OO!/%K0_*_KP11G9&PO=V]R:W-H965T&UL MK5G; _#B09MOW5(I2QZ;NNTN)TMK5^>S657JG:OUP.:&3YP>?J[NE=0]F\XN5O%,WRGY=71NXF^VBE%6CV[J2+3%J<3EY M2\^ON' .O<5?E7KH]JZ)2^56ZV_NYD- Y.8D<(E6KPKH0$O[3;$)*M9#KVG[6#W^J;4*QBU?H MNNO_)P];VVA"BG5G=;-U!@1-U6[^RL=M(?8_'8QLS"H;09@(P/'\MW;8QJ+9%=!XF=8_EL @@\@%M6Y]U* M%NIR NNF4^9>3>8__T23Z V6W2L%.\B5[W+EH>CS*]DMB6Q+4K@+]<^ZNI5] %8)H61I65);6&M]DYNY,TCON4 M3_)43"%2YRRA4=1/6-(;0/%>+IPF5/A)^X8L%V(\YWB7RIAXE21A'POF&:\O&7G^W 9T'P M7[25]0MP9C[."&I'?:"(99;E?+S.^0YJ?J3.(!R,?>KKZSK)"JC<]LL30YS[M.-*8(\T$,\QY-(J71@.O14'$GP"OM%5[1VH%-$^_X -3O3A=P\UXK;=1#TM(M6>1#1RUY)L:Q[W$R#6+_0^ORH:IK%"#UA^6Q8,BT14PY2P.=F@XL2H/$!5W! MRO:N@A:]K>7H5-@&.E@\>421N8!8TB2/V3C<@0AIF G?JX6"55:2JBUTHXB5 MC\!!UNWI=OFAT+D/'9@.@^Y;)BE/^3CT@11IF!4_] M@Q!" /N63B^-4R3;VVB&*?+'.(-X7'VP@2Q9F"R#L^08?)\(M:98D#(&/6.8)'><@-E F"U/F>W5KCR/U*= M1H2'$,LQB --LC!-^JQ^;$HC MO)DS1(I@AN*PSQQB'CB3A7>"5[II*NMT_V:;54";AEFBVF(,\P_0'4$/4?Y_ MH,.[3XU>*=IAU@,!LV,$W#2Z M)9U+'M;\0V67>FU!-AAR+^NUFA)IR4ETQB/2V?Z\L'_\AF31%":^[=U)G(- MOJ;Z5Y5O".=3+MB49=GSKU77K=TO;CJQ=)H+YRN>;WF:3+.$/1L#!!BM+5UG M@O%OU,JJYA:6T?/I8N_W49IBN3LQ/'X$Q+#==11AY/8"R\."#R*"A47$%P.= M=FV>=B6/IR)RE=KD%$_S!)ZPY#7S]F7&*4T8UJDQR] VD@^"A(<%R95<58[7 MJY:HQT)U_1G>_I1"3RJ1C7?$6(IH*<0T%TDVOH/@@R#A84'R65D)CTJBI&EA M2N*'JLAF/>:,85"Q? 7V:QN.=FP]2A(>E"&C4=;.N^[)N#\=T YUCZ3['W*O^ M_!2%[TN,4YY01(Q@EH*F@4+O'6*'YX_1^C;XX">&=L8]MDA'3L4WR;.\KD?M$!QWCKFH[4'D+\(W. M4JB$V7SUVMQ8O>H_'- UJ:W737RZ5!/#. 'Y?:&V?;]RWJ-VWQ_E_4$L#!!0 M (&B!7%F.K-2_KP((H' 8 >&PO=V]R:W-H965T&ULE97=;J,P$(5?Q4*]:*5N(/PF51*I3;7:O5@I:MK=:Q@=K $SJT18OQM/9UN22OLC]_=O]>Y8R[/ M5,-2\C\L,_G7%Y-?$]_QP0+X\ M+_]%%P6213-W%T_D].8:1)V,0>X08<;G,5=RJ+ ;P%W2?IRC9?ZW>TH MKV (LO%*>@#>*#B"/!]S !EVD.%7('<2IK0RN12L7^0#9$VAE&/8N(UOR/< M3P0>,$<=<_1U9J9U-N..-O\Z+31NWÄ,B8V Y! MQR.[I2;RWO$&-RLG04>EBN8\2! MN&D&PO=V]R:W-H965T&ULM5M=C]NX%?TK@KLH$F GYI>^IC,& M$DMM S3=8&>W^U#T06/1MA!;]$JT)^VO+R5K3(N\8F8:]B6Q/8=\.N3EY;FD M=/'AI> ME'VC_6Y.$(KF^Z*J9XN[_K?/S>).'.6NJOGG)FB/^WW1 /L#WXFG^QF>/?_P M<[79RNZ'^>+N4&SX Y>_'CXWZMO\PE)6>UZWE:B#AJ_O9^_Q;OQ#P6+5^*W6]5*;?WLV06E'Q="'?R9_"T5SX("CN^E=BU_;_!TX!% MLV!U;*78#XW5'>RK^OQ_\77HB*L&B@=N0(8&Q&S)AK0H0%]Z178T"]] KA MT*"7/C]K[SLN*V2QN&O$4]!T:,76?>A[OV^M^JNJNT!YD(WZ:Z7:R<52U*4: M=ÈX&ZE,K=E592/7E0:K_5#S(-A<#KX*<#;XIN7-0@S:]U<2PKA7D;W 2_/F3! MFQ_>!NVV:'@;5'7PRU8@DN3+/-)EGLB&PT!NPP!<[$O?A&RV 6U'@AH',X444_1 MK1JG1920.+V;GZX[V$:%282C,2JS49CB.,5C6 [,(MBS392&U[4ALZ 6XI6

M=LEH(T39!BI5E6#5U)9_).J70Z=\P0-([*7E@C'QMQ80C 6)D94 M90!,3;34G&D 3"V@:"+Z\)7SQD[-#\5.>6;EC;N9]H5WD0AJQE9"2^+43"T M*F+(S* "H<)2DS% (S&"$\H)EHQ<:
<77JLIM^LU%Z6J9JI6=E/P!#J7@6QT M%PA'UF#;L"1.0E.YC2(H8]&I'+BF2JMH0KDVR]AI!!<95]-F5?5%5+=HKJNO MJLHJVI9+N#*BUGVDV%PU 1 FYGJ80:@XM(+
<1A%\E=+'NK5#Q6Z+^GXO&EG] MYZ*[JB5OZF)WU%^*>E,]JCD!=@BS.P19D\ &41:;_6&# M, ZM0+!1\92#Q=K"8J ML4IM#+';&9[-L#"]!*@UMN\Q14EBJ@5@.*3,5&S#8DKL7&[#(AI-
SFSM%+'; M*FKW5-4KL8<%)[87QR0R]=HH&III/@-0:1(S4RUPQ9!,+5S:*>)O6,5^WIZ% M!F^&(7X+VD7LU2]Z9%;[MR-=".2%9?(7)#']68B9F4H!%$N8-<"0;PRQN5H"L"AF4X.L+2%Q6\)!L%(:
MO'E4!<&ZDF^[+8=3U1T^@=H!6Q>;&R)+ $7,N9X!H!N%,G

K5"/,U;QI5];12K+X$976J2CYQ,$2^:?B6 $1E*;/X^391 M#A&E>"IE:U](W+Y0#W902-E4CT=9=/T@A>J6_5Z50_VAV5;L2M[G6!O\4$! M 6P]HL3<4X2XH("P8:$]%B?
Z0GM%XO:*O_7'M5W!J)*AV/#G\T)QE*VJ^LK. M1=YTY[W5"NP(V]21.+3V&R%8B(AI)$$V2LT"$(*Q-)[*])I*$JV.$CSR M_4 A&T;,^U]"L ACT]3!;,C<'('9V$2.H-K64;>MFXB%03Y\K(I?% TPS(H&
M&&9MA@RP>!P,$^JUVZ-NMS?L^;;!/S_Q_2-O_@7]=7*\^AS9)UOFE2WWQ38> MC:OC_.\\S_=[H. W1- OD?[_XTR?:G],/9SJ4^", '87$2@, C$1600# "+). M#W((%K*IHU6J?
3'UV7+O++EOMC&XZ'].5WOD]M)QP29-:E "J* MK3(<0&'$J+4: S!*\41Y1K5CIV[' G!\;%=-=3@_P-@?RW7'%751K[AC(7+R
MOCHP?;)E7MER7VSC$=)U!$V^,XUREB&O'@B?;)E7MMP7VW@@=!%#W47,R]:H M%-C]MZ;S$H!11EAB)@<;%J?,.@ 8%%$XXD]#:8+%X9\K%',6?Z\-@*]LF5> MV7)?;./QT*430+"0L8GZF>F:
MB7VS9EKSMMLH[8]6FU.UXNX"RDWXZHCT6D!Y9"RBO;)E7MMP7VW@\= '%_!50]7X:7EDN20 EJ3F<]09@")8N2DS M#H%KQG%D/M5ZMT<69MY?E'D\NOEG;'W_9M2QN\)
\.T2 []G M^#8 OQ&FZ<\OJ'WJGSUOM@QU?JTNA=[$:T.;\SM?YBQ2' J6F1R&EV/=,!U-_70LCG+]T%+F_>+?X+4$L#!!0 (&B!7%D5W^E90P, 'X+ 8 M >&PO=V]R:W-
H965T&ULK59;;]HP%/XK5E9-K;0V(=>5 M0:1RF=:';E5IMX=I#R8QQ&MB,]M NU^_8R=D$%)4;;P0VSG?=VX?\>FMN7B4 M&2$*/14YDWTK4VK1M6V99*3 \H(O"(,W,RX*K& KYK9<"()3
RIRVW6W(N[QIEC< M"MC9-4M*"\(DY0P),NM;5YWN.-+VQN K)6NYM48ZDRGGCWISG?8M1P=$:",+X57%:M4L-W%YOV#^:W"&7*99DR/-O-%59WIOH93,\#)7
M=WS]B53Y!)HOX;DTOVA=V3H62I92\;("0P0%9>43/U5UV (3SO K0!N$^"_ M / J@/=:#WX%\%_K(:@)G6[S-T4;H05CGN"KY'0UL"F%Z;Z!@WUHDSK9*{$ MO*6
4_&0LQ2Z3E($*\ESFF(%FXF"!\A!2<1G*H $69:'2N"KEG"""X).'QA> MIA2LS] Y>IB,T.G)&3I!E*'[C"\E9JGLV0IBU)[LI(IG4,;COA"/AVXX4YE$ M8X@K;<&/#N/# W@;:E,7R-T4:. >))R0Q07RG'?
(=5R_)9[AZ^%>6SK_YWW\ MS]WBVN'5:O$,G_<2WT86+ZKB^]54*@%__Q]MO2_9_79V_4GLR@5.2-\"8DG$ MBECQVS>=-'T/G05OACDHV.238^$ME.B_RZ1?AA]O@SW"W4]**M 24V-%A]A:SB
MCA>"L%;;A=TW\@,_V#4:M3 %?N3L6HWWK4+GTJN-=C(,Z@R#@R+\HC(B4+*C_M/EI]DW(NY5FW+?/@F-(]MGHF&3C(Y'M-":L&Q,>E-X#@TDE[_A_H !!JYH
M!C>8$(0ESPB^"4SFN!P.TI]PL9G;I:U3I9-@2S.1<]F0Z+[->1 UC$;[1D'0 M:0BTC2ALUV=4ER$Z6(9[KG#>JL^V;*.]?XCK1%XCW7TC[S(,&^GN&T%?W6;" M^U:AXT6-C.VM@:
(@8FXF.0DY+9D]J;XOZM!X6K\R,U#@?=+K#3LOY"(;+# _E7&TV MVD$]9LIP^E$@ M2KB;MB@)RV@N&,]12;>WDSOW>HU#5:"R^ ^C1_'F&JFN;#C_KFZ^)+<31[6(MIC26"H+ WQ-=T3152-
"."PWHI*U3%7Q[_8K^N>H\=&9#!%WQ]$^6R/WM))R@_MA&](95?^?$7VG1HIO!BGHKJ%QT;6V>"XH.0/&L*0PLREM?_Y+DAXDT!P-$7
MP$T!W"_@CQ3PF@+>N37X30'_W!IF38&JZ].Z[Q5Q$9%D>5/R(RJ5-:"IBXK] MJC3PQ7+E*(^RA+<,RLGEBN<)##M-$%P)GK*$2+AYE/ '_B %XENT(F*//H-/ M"?3A6TX."0.;C^@*?7N,T(>?/]*?
$,O1'WM^$"1/Q,U40LL4_C1N6G%?MP*/ MM,)#O_%<[@5:0VL23?G(7*VP$*?*3%)^0Y/R/L8%_3GM7Y MQ3U==_Y>[>O_N 83,KS61[P*SQO!^[V@)9$LW]73FDE&M6-EZ ?
C1TUM^AT;^S)^=&D4:I)D_=TZMUD.KP%EX MK=%)1V=M1V=&G[M+_@O!KXY DL.2%/,\9BE%.3# :@;@N;J+570J2O[$8.ZC MS0OB&G^]UA$UL^FP-L$BFV!K2V GXQBTXQ@8'58Y*5()@1 P5
D3!1#6U<["QZ'1MCU1J9\V/8X-/;X+N.E9'^U/6:Y MI&5.TJN#H$CPK3R2DB)(,-0;DN_8)M6O0^&0"]>]1TUPEPZ8VR"18L!*U?SP.L-PEICY84+ M/7FNTV6TCI&^QSWXR952#PD"_D!2B-
=8Z=7>Y@15*@\ ,WR5T6+:LJDC&Q8.IJZF=$O=26K M:%&#=N(F,!'=OC?I[,+%PA^A%G?4XG=SKK-R#"VQ1NR+B;6)%C5H)[$K" <. M.[0ZR0%/6>TTA6L6%5_R)RK.
(="JJK"*%EE%6]M".QV03EFX9FE1B?R"L 1M M>8DV!P'O(7>#"+IA>15 ?Z[2;5B9]E XA\'5FK5^KVYJHL'S29:U*"=AA/? M7_3%SUIC..;UG:IQC;U6:6$6+&K13 F>XKPIU
M9H'CX!$*.T'AFA7%70*\@3<"BZR*(;5(A4OYF7!(2K3*W[,J5KSMA2>BT-) M\IBB@JS7&(+[CF43GH756I/R%4O18N>?#H8SW(/10TIR6M1W M>GJMZCNK:!$>ZC9_YO7)'1J-
D=L).VP6=E_I*V=54LNSC.=(J-V#:L]9[1J(M[0NBKZQ+\HR.3.[W/$T@@&MYMBKWK*)%>"CD8.G#?;VG,_/"8"PR=((/&_+ MN#*#=:^ M*VH(ZY ASRA)4IYOKN2M,9OWZ1L5TD-O1-;E8)6T:
(&S11Q-29C M21KN5!M^_X/08'/B0Y.Q?43;,[,-RK-%?T=-8W/E M.O,11CL%A\T*3OEL0N.2JLC+\F8[(4_J" _KCP)Y[@*$EE.K2LTJ6H0U,FSA M.,Y@,=/8S7P\LO.-\6&S8IM-
48D(A)MZ([EN0H%*M.E)>/:K1MS%1?S:U6\ M8(,EKNJM-;:O_OD,OZK$C[M#TA=E>=B^H]OW>O5Z[F M>>1>K^OS7QU\?1SM-U*";PJ4TBU4Y7R:P\B5]0FO^D;RHCK"M.%2\JPWV"
MR8,R@/=;SN7KC:J@/6>W_!]02P,$% @ :(%<6V91")Q=].TF?C2?NCT R/!%AM))&4G?37%Y0440!6$&EM\B6Q[,6S*SP+ M$'H6@*Z>\N)SM"J"KZLENORNK>HJH?
7@T$Y6ZA56K[*']1:_^4N+U9II5\6 M]X/RH5#I?-MHM1S0X3 FGLJCGX/ZK7S*_UBU_GU[UA'9%:JEE50Z3ZOT__P-/=F^>?UF/J6EFN3+?V7S:G'=&_6"N;I+-\OJ0_[TB]J_ M(5'CS?)EN?TW>-
K;#GO!,%-6^6K?6$>PRN=[_]O^XXX:D#8B09TWX!:#2@] MT8#M&S"[3_1@.\;<*L!/Q62V#<0MH?H1(-PWR"T&@AQHD&T;[!E?[#KW2TU MT[1*;ZZ*_"DH:FN-
5O^PY7?;6C.2K>M4O*T*_==,MZMN)OEZKA-+S0/]4YDO MLWE:Z1>WE?Y/9UQ5!OE=<+M("[7(EW-5E\)XC\V6?4U>/%QG6[FF;9^&?2# MC[?3X,5/+X.?@FP=_+[(-V6ZGI=7@TK'6'L:S/;QO-
W%0T_$\WM>]4N@V<3? M;)*O5CJQ=7?-/@?_?]=6GU3Q'P!F>L:['LWEIOAZ'B@^$T_ZD.DW4G>&^C)3 MY:X;JVW?/J;+C?)A)W[L#ZK24XP&4FFQSM;WI0]+^K'>S&:;U6:YC2NO%JH(
M9OE*SVF+>K)Y5#I^_%RN+L[_JO&X\K6>@4^Z0=_20=W3KF)]P_%;=9^LZ>CV1 M+-/U3 5I%;O+BU#5X/,X5UVS,1]0T MFKI&?3(:<=,J=]T$'4+7C\+7Y4,Z4]<]G1>E*AY5[^;/?R+A*_0,-
V!B:/WR+1I9/6]:]4/ MZ^':QZI*;U4QVBEXCO]+,.$6*/% MZZYCSTPQP>(VX2>8'B42F$&L.! KSA-;!EE9;C2UFX>\?G:H8I:5:OOTN'WS M 7R@>E&[CE],L*EP)CQJS02Q<&
<"VR;!C$DB@1D,AP>&PXL9#EX$S?P-T>UU MT95N3+!IZ' YMJ=T3'\))IA$ C/R(CKD1=0F+YZR:K%0RWF@/V$&5?I%_^I$ MCNB_/ZJRJI_Z^G>[A=M]D>KE.I0QD3O&6$2M]=#$&V+75(B
Q96P<@$,RUXJ M0))AA220P@^31@>31CR+Y>(D'$>X-I.L4@0DV';F<"WN.P'288())# C?<:' M]!E[T^(O?P[6JH(2P0O9-1$PP:9CJY.?&O!^_*]>H:-,JVC&7]N=L5(<)*IK$0C-3XTBA([]4
M^+LF_]>]#O.W6H\7Y/G6G%1(M1T9)6_2&O?)K,-AH8\8M@ MMZK(]// C1[WZT=55-FGI0JTIS5M5%/H#PFX:F&>/V5R=$E.I.TN.RW1Y9KU^7!TJC<;>8SX M]3&K-
RV9^WS/HNIDQ!6N(*$;..N'E(4V 9BQ):AH$@O-9+V1S(A?,P,+1;]M MUF?(=K4HHL?1R)DOPU;#R+6JAY&M90).!8N8L(<19#82SMK$->LS<91A9H)6[R!!]2FQT$R*&X6(^"6BYQ:0_+"=QS.J3D0
H8C: M382ZBJC--*I8A(5F[IUHU"+J5XM0"DE^'UUI1T6;4D QLG5B5()*IK$0C/S MHY&,J%\R^LX%)>]**WU"AM8'@8D_R,XI0=Q%F+-;!P[,7H&A!B:QT$RNCS92 MG1&1?
EQ=R1)]YQD#596B@/)#F)T?J&(3*IK$0C/3]!&EJ%^4>E9]R8_9.2%0 MQ:L]FC%?V"L'ZLH^]KH!-2B)A6:2W A2U"](75QE\N-W)AQUZQD%=*>133BF MQP0536*AF;G1R&O4+Z^U*C-
15_B@@O[P8^ZBPP5+49%2UKUA\3R:3+;2&CT MS+:SB\M,%-"BN'#6>ZB[R5#18E2TI%5_2"R?)NV-T$?]0M_SRDP4T-E$Y%"- MNEL,%2U4&14M0T>2YWC6I;J0]ZI?
VGE%HHJX^!A::]G;G#E.X5E\A"7 *%9H@_M,Z#0!)AY"DVTT=&HT>[L-#D1^^\G+%+4@>!\R@0A-J; DJFL1"_X_1-)H: M\VMJ9T\D56UBKGC"[6US$[_CSCR[!QGMVR9B*"S.[$D 54;"
M0C/9:^0FYI>;+BXC^?$[#VW4;6C,597L;6,QJL<$%4UBH9FYT8AGS"^>M2HC M,5>M(H)']CTN?E>=B<5$BU!DG8=(K&/-!(9/[/M[.)"$G>5)IMT?PQ= M24=%BU'1$E0TB85FYD:C]7& UO>\:A-
WI38AG MJ4/>1H:+%J&@)*IH\T[DF MT8VVQ_W:GK_6!*JXW!7(:#BDH7T%!8?N]W)%,<;+8W[M;3VY2:XZX))MN5JJC@Q"ZT3O9VT>2:U:KF0Z-KM?QB-HUK@0P M(X*,0F(/)&'C%F=T=&
(@-3H4]^M0G4XVP=V+>D:0 V<$H;$$R$CNVB]&C2U! M19-8:";QC2C%6XA2;:_$)H MWW05PW$Y5Z&B[L?"0C,O0VW$)M'JC../J#3Y(^DZ7Z"B306P-\9N3Z-Z3%#1 M)!::F46-
+"7\LM2S"DW"%4[<0I/?<6>:W=.-SE6Y0%3(ZDQ^_\\!&W8,F %',/J^(ZC%!19-8:&9N-*J9*MFK>I,PI6I"+-W M:TW\GCKSBGII%BI:TJH_))9/D]E&&1-G]IM=7&42KL!D5YG\,73F!,M1D5+ M4-
$D%IJ9&T=7Y/LEON=5F82KL$?.;05^SYTS O70(BI:@HHFSW2N270CZ0F_MI/>,*R+,?D"]TR ';2- V90E0E$ ZI,D!U498+52EJ^^-"I7-5U ;Z[W=Y7GU[47^=V.$K\&[^#U!+ M P04 " !H@5QH5B
>9X$" "\!P & 'AL+W=OZ,8A4"-,JK1,JZ_;9) >QFMB9[4#[M[V<[(8,V(-3Q);'/JSR[WRZ&VX8?Q09@$1/14[%R,JD+ >V+9(,"BQZK 2J M3I:,%UBJ+5,9HNW 4P,J1L M,[)
<:VNX)ZM,:H,=#4N\@CG(AW+&U! MC=A9(QW)@K%'O;E-1Y:C+P0Y)%(S8/5;PP3R7!.I:_QI.*U64@-WUUOVKR9V M%T;AA9**B%9T8#5 M#0I"ZS]^:O*P W / ;P&X+T$! < ?@/P3U4(&D!PJD+8
$SH=AV[25R,)8Z& MG&T0UJZ*32],]@U:Y8M072=SR=4I43@9S? S6@LT VYJCB: 8B*2G(F* _)(M'N8QNKRX0A>(4/0S8Y7 -!5#6RIMS6 GC!C[RCA',H>\!T/R'.\H.,^D]/A?E_I0JZ'KNF"[KI=&\;B!
(G,+)4\Q+ UV!%[]^Y?>=+5Z;/21:?DVQZ)K*] M-PG:-PF.L4< U)"XI0DK %U^9T)<=;U#3=$W%'HDK'/7[ZN"6N_F][53$;A MOE/J]%43Y)_)/5H^K0P((H& 8 M >&PO=V]R:W-H965T&ULG59-
CYLP$$# _BD6EGG8#(5]M M"DC)ME5SV"I*MNW9P0-8:VQJF[#[[VL;0M,J8:59(66)MIC+W524!$Y=+4,C\,@KE?8LJJ)')K M6YE$HM:,ZOQ0@Q+.=;$CL!58(&*3:$K"Y'>$!&+,@ MH_&
[8WK]EC;Q?'RB?W6UFUH.6,+\HT47L?? 0@0S73.]$\PVZ>F:6EPJF MW!4U;>SDHX?26FE1=LG&H*2\O>.7[AS.$@SG1% V2 M-MK0[,"5ZK*-'.7VI>RU-$^IR=/)QAPO
8F>)":4YV@E)>8YF&/7*O*UV<'& M^6E'6[>T\ IM@AX%UX5"7S@3!\F^^;\QZO?"DMPX'@7NH1F@2W*$P"*<#O$E? M[L3Q)E=XE\J\0X=7M.&$'BFI,;M4=0N=7H;:[V:I*IQ"()D/0X$\@I>\?S>>
M!Y\&E*>]\G2(GNQ]!F@<'&;WXW-MM'*BTO\?0YBO"5]R&F6^Y+7JWQ=K)UI4KML&PO=V]R:W-H965TZZU\=>#*H3F[6CD125K[@O;2(.5I74U#WAUJY%O
MG.1E$JKU:#H>OQG57)G!S57Z[<'+7-D8M#+RP3$?ZZ[S:W4=GT]F RV/SRJ M517HA]'5<-7#V>3M[07M3QO^KN3:]YX9 M>;*R]C.]O"^O\U,R2&HI FG@^/.
W5\ZNF:/=T$8/R=4D#>.4H:#,@\,J@ERX M^9V'Z"2S2 :QD8X34IYQ4[)WRG C%-=L'GB0B$-@#TYZ_$^[KD8!QY.2D6B/ MNLU'35\XZ@W[8$VH/+LWI2SWY4'IQ1-]Y MA\5YTG?^@KZ/;L6-
^D]R[XS= 0FK5P!)WWU"[!$GOUKMO#!@6S_/H10 M-N#BL &4@&]]PX6\'C1TEGN2@YOOOYN\&?]\Q+V+SKV+8]K_OZ$^?M2D8/_S M:8/LY/SUCC4-T=0-M9@Z4/M*3,$]ZLVZ2#L5$@ M*-G-
%J)-ER /+1*TR9I$ -!H9!X#@HFKB*%9G_9Z(S< M%+L <+TM4YY]-G9M$M8*^**VZW(H-/>^+8O2#054.258BVG!@ ,(@X=$VRS MQPN1L *HC#L;81-M2FI91-2ZU\W?0!=A1P_.GK;';H# !A1RQ!(G
5'$(A(Q M5!D-P(H>"'UVRUT072Z72B@)UDO?\S1O(8.$L_#K=S"I8C-X!AS/V'VDZ)PE M.S^HLD38[KD' C.O^/"!"P6M^=3WIE206"O(@R/EE\A= (DH-V:ZJ4")$+#A ME]D>;U(R_04TP7-R!S0-?
(%SO%PE+B1@D2=DPDK;!7SI0ZI,"6&'Z-V"[)Z0 MW\MD.HJ+#/R&]$3#8ZF(+:BN)5I[?FKKK#Q8''84!E62ND@_BKY8C,$< "KCPNO (S+L&O-O%H90@V9!JU
J+5MIY;01/DVGHM,@HHCTJG@H&R@ M :?S *OHMX>"?<3A2^4%+*Y5(ZL$ F:G'DD0M* M1(WM2<;1.BT1W%)IRJ6J59<8C@2CQ8)A.F'RF=>.!EE:,73$RZS/'U&X-2YU MT,OLQ"Y$"2!50W
;$[^+"1495$:XD.$@ %V9Z:N3)XH])%T24I_?9'9CR.>DPT M)NQI;&.3\? /=O+U\BG\I-Y!HG.)TI;*+;M_%JA3J%DS$0CER4_G%\@PN NO M,;2P$Q+H[SK-"?
@8D34X:CPAL4>Y0E13"LR'_^P=U9=W)@(E Y&Z5B$"/(>NT67D B"K56@:#71 M^4C) I1]!%=<6D.J$/*JEZ^MA[ZR$9/$@@S@:"%V)6&-RZE& M=NWUJ\,EM3=,4?KJO52G[C;+T'Y;X7[K6+
(M[Q#:]^X7!('>MLJORAZ=W)4F M4!_S;KITG\SO[TYS%]NPZ30K*M@GGZ9S3$2J3O/+0V))=R\ZZ%UNF53HB-2[M"N0D:$X%KC>"(JXU_RQ)Y"%&/UBW>S-EV@LRR7NJVWD"19B8)U[.=">]E"
MJQ5?*-TZG"4H&-MQ\<60O*1Z._VE\?:YH13WK(QN.RJU,F"APMQ?4-&G\&T9 M*A)2C6D6KKJTMF[SJ?.Z.'3I&_7N^1@45^F+1E)F0K[V=[]V'TUF^5O!;GO^ MX@*"K-!+<8]:0G1<_'
Y8"Y_Q<@O&*'3EX.%#1BXTV.5[ERT >O4J+8O=$#W M*>GFOU!+ P04 " !H@5Q9URGNV90% !1#@ &0 'AL+W=O>WF.Y,G:V*^N(/+BMBJU M.QT5WM?'DXE+"JJD&YN:-
%8R8ROI\6GSB:LMR30(5>5D-IT>3"JI].CL),Q= MV;,3T_A2:,JRPC55)>W=.95F?3K:'743URHO#$],SDYJF=.2 .?ZRN)KTFM) M547:*:.%]>QTM-@]/M_C_6'#;XK6;C 6[,G*F^_\
<9F>CJ8,B$I*/&N0^+FA MMU26K @POK4Z1[U)%AR..^WO@N_P924=O37E%Y7ZXG1T-!(I9;(I_;59OZ?6 MGWW6EYC2A?]B'??NS4MG$8"!Q-GQ"8M0*S@#L:"B@O
MI)=G)]:LA>7=/:#X&J0!CBE.2E+;[&J(.?/EC$9PF1BJ7*M,I5([<4B24RC M0*=YN#*E2A2YDXF'9:;)%H3N/ZA[]H3N_'!:%X\;-.*;TO/P'.'NRL WL^ MVZIP2?58C*=[8C:=[6W1-^^=GP=]\R?
T/>*E^'VQT.CL^?/=@^F;[:@W>O1[FW3_B]3M5WW;"Q^7+U8H.Z]5"6E M&+C$JCHP#)*F >$'TG(C77?26! K$AD64J&T\ 4)V:3*0UVFM-2)DJ5P7GH" M^[W#3ALV9 %J&FKX[%955;<],B1Z
V.\5%#$)C669CH%/: M&X)4$V&H*.PAG/;"-/K?&F5;$[55]$^%.*[NVA7VR-64<&Y05IYR8SD?\%'D M.**0358GRKHN%5 @^QQ[MHB<0-Z2OS?%H1:PCZ%,36P1P%F3K92'
MYV/Q!=J0YJ2!6X$ATCERCH%R]%2%7NHY 2%=PV(PD=_(G0,)4_ED[V@3VD5] MS!S[R&7[@&.@34\7Q'5#@4.QI)QUM5V$P;4\F!T]QH.X3:Y*ZB6W\'%PR >Z
MK1FRW24QK9(G>+$S((8OK&ER!%VC?R5TSW,A5[B3W6MEG6;8Q"V+@_-T%;VO%Q^ZZ.X JL/3BGMT MCP,'4.5BMAQ8H@2V?69>\81 M7N;) $:XH&GN&__+/O78?7$RN.979//PF $7^'"/-
_Y^MG\O+>(S8;,]/K9P M<4+$G2@I@^AT?+@_$C8^8.*'-W5X-*R,QQ,D# N\^&ULO5I9/&R;UKTZ MVWC??7=QX:J-VDHW-YUJ\W+3J[5G?)_[=Y9 M?+O(5&J]5:W3IA56K5Z=O;[Z[LT-K><%?]-
JYXK/@B19&O.1OOQ2OSJ[)(94 MHRI/%"3^W:NWJFF($-CX/=(\RT?2QO)SHOXCRPY9EM*IMZ;YH&N_>77V_$S4 M:B7[QK\WNY5E.<)T:M;X_BOV(6U-_.1-4[;[9Q,SC8ZC;EP]1#\6&YY?
P&&,E>+Q-6; MQ:,$[U0W%]>7,[&X7-P\0N\Z2WG-]*X_(>7*FJUX^UXMO &:]AOQE6GLK/[MZZ7CY_\XIH! _^8X?8J<[UPG*_7J#*AE+U79[=??'U]/+%()S?9.YO'J/^
MN39ZG,CU7!RA(W[K;70SA*18]@[;G!,=*4)72F@GO!&J]="0;O&Q46O9-'L\ M B)42BX;)796>Z]:447-NJ!:DVDKZ^;B+QL%S_VGP>*],*OP<]XAK1)K+%4?]=P7(]=;2T\Z*9C9F*WT=4&FT 2#((+
M^GFM6F5E(T!O&S;AX)HUX(@5V>XA7:WO==UC6>(JGT0T.FF]5BZ=0(K9X"?7 M=UW#?"6$R_"V!I_H3/7J4JO]DRFUJN5LB3&VI@Z,!-%!&U:(9TSE99$K]A M,2HT5F4=F,ZB0$3\<(SWN7BG+
(-V"^699:/7,L@;N-$5&U:2*$=[JBL)Q-HJHVHC4>$A@8 M6(UUR#%*7F4IDHI,:^K5^0")$X0BBA>[83$N)*SL24,X:,FF M8 -AI8TZ(!+0@Q1.WK@?1(18",@T7_KX'XUOD X>
<#)H8A)BD%^D3\F5;1 MQJVQ*MEV91I4'\>5&6S%XFG?>W7"DP%@A)40$"(K3VCIS,KOR+L:$&H=&28Q MF37. 4HD.T@$"8.N(6/O@CD2D;GX*8#4)XU8:C!+ 4$!SVH=?9 ACE6D_QB> M:,B(
*#O)4D/(6_=[K&&PP5=+;>"1Y>8VGE8=0G#[[" .59>@Z,!FY,>Y=J M17JWJF$ &QT2!0A!@%TP;!71C'P1)2,M62'_A(<#+/9=#7(1[E6U:4G+#+V M^+GXH,1&WK-75DU/)R3W.[
1#K",*A&:PAMFU]16LY#K"Z*3@5JV-1XHE M1 @(QGF$$9&-%1DY4E]T"JY)N73, MH4*!Y#@G!,!TIHE.@@U)V1$X8FK?CS67(S)#CL'7XA^.!>_H&)4EC&[T5M- M>,$(U8::)WHLJ3.HL=:5!PS,RJ
K0JWON$]$1NW@NO%P U0D,6I%,1^0#ZSS MVA$PEU8+*:E.S2T\2PHCO,CN/$DX"P!$849"C O#HLW&\=UPD MK*(E"['#X0*9.!SAAD/&!*Q\0V2@>F)8Y/Y@2N7M,7FH&@ M#6(TY%@9$
Q[IM8NZ2!FJPK5-.2F]!^*Z]6PS9W8%QJ&\MPA9Y)=-\8QQI5/ M0R=1R'X>#))3M7:YX*.BEO+UD#)/E?F/EM1!34CP#14(%#!+#J*YH:22$&*? MJKMB-5+8.36)DR(TA@99[RVBD8O:M,&-O2%[
5&15"R>;VEXD5Q\5-C'E"YX M14,]XKW1%6F4)$(7IW8$K_NJX1I>LA&# _:<-<-&_IJ%0,:9]T<-."1W\KG@ M2'1NW\;VC0&/JR(JCU#WU?1IV:^1F1^2I0]JI<'*A"_F1$'+FG2#,X$9'FN M=U@+ %V?
TP!P/S(3H1RC85OUEAI1P!,"]6 [/O6J*5)YN)3:JT,LH>PW[06.U3;9VG.@AV($5D#9XX*1+9*:DX;/1'18Z]Y?C$ M[GL8E7N8\3R$F_]X-\;U))+67UT1'>8A2QI3,#=SS&!,Y*<\J[0NXV"EOS#
MTB(0158*G^,""X2,95313Y,XC_0\$CS2\+(HV6QHY&G2,9Q],&28E0T-C3:5 M=+V- ZM06RS5WK2Q<:7A:**XYK%.[1V><:B2&LV@4P J'L M'F/.&T#7P9;*YX%+.7]QV.KBQ#C-4DYI^X-
B'PS)@E*2D!WL3Z%,O(02@[.V M;&@VYE33#(WOU^3=B\L7=W?O^-/5BV\H=K;R 2W9'[3.+$G7'-@03*9R_.OH M-
<13&!Y6(>FK!U7UQ/#AC.Z;P%& 2!O4H:19A#Q5!_SY5)T]S23I%RBNY,+2E.R?F M-%P;<9G0H$92;84B92Z^UTZN43&MLKB[3D4/E':&-*F,J849%=Z@(P[5"'&+ MZQ\=
,^*0FD_S.3H%'1B&P9..N^\VKIO9N/&)(!@KMURRCA$4@;8P,XP01_ M0Q =YAX4H01C##WXZ4MQ=3E_(K847O%$/%K,G^9'L_AP<3F_F:Q;"D>I9!$ M):AB%ZP?IOID1,#!.]5!S"7"/UWD\CI\N)
[Q0${QA7RSAS\6>I@=*N&PD#Z> MWHXH8X#R00=/GLV?3V2[>3]_/-#!U=75@1*>?SN__A\I(5]+OY$-C\"&)]+Q M?2;'51X'C(NLZ0W2D4LCOEN+D_+)W5IQ:1DGQ]+'@45HZ?*U(\U3#.5!S@Q<
MI&!QNB%UB+@P0(+*'[_Q34(-A47?1O)%:7+]$)I(@K(Y('Q(5>3RY@_0JW> MI#= 3G! [4N%GK6\&VRI#O([U5!WS@9-S1W?U\6&R06@&) RX"Y7X^4,+O%# MK]34?1.[B-C9NDB5H2Y!)Z-
A'N+GT=':8YDLLI"ZD;PL+%8[4Z%"PZE$'/Z81 M)>*;B/$O^9I[1)Z:^@20@]Q 1!/:]SU<3G,$X>+Y7%1^_XPI/GHY"(Z7?CH M0>,CN>-8=ZG6NN5V,!ZQIR['#JF, ?#9%!-
O"H@8A_F_%]X)4VX6\\7DK.NG M\V\/SOH,()GBQQM5R50'9H>95@]P&9IQC$S*_=T4$([X9K#Y%)-.Z#>UCE^* MRP(Q@\27)S'T/U/NH6ZO_CNJO3M(0!%*BLNN ,_YNC=.<*C>9E?#<\2]F[1I M?
1L*?7VRO.?) 0@=4X95TQ9BH)8JLZ)R/2@BQS5:RIX1!4LIKA9)8X48;/[W MD[A\RP4@F/EMR76O'-#HCB\F0$5CH:/F5/NZ87,Y,/!VF?IP3*M,R#PZ7C%KC M>]K16T-
%1PLXL"H6@E5BQ216!EB)J2)=AWS>-G[+H8UL96S%/8)/[EB8H M\>8]ZA%(>N@-U*V.JL#)M5'(!ZW:X8 TA!Z*^W8R5.9(KF2G(0B/!(\HNV"/ M>^F=&C6;C.C-OAA,31UR5DS2IF_!!#T-
EYX4,W0%2?J)TW(7K^NY$IM?30NQ MX@D<;Y"ECA?;, U:GS9S[W&R>@X46:%R?8RU5A\$5TDD5#2M*8]CU/L!'3$ M4"@>:E)D& *:1MT!I#TO*M4Q#,8; MLC+*AO?5DI
CWYSH.*55/*:SI]5OR>,X/LL+_UZ(/#UYPA\ MZM#_A\"GE)T<:8BKJ2/E?B\OX3GBU8O(RRC^%6?,'G!%#&5&'#FSLIJS 3!>+-C[W(>E&\> Q@7O/KU60-*#6\ M@YR?YC>X7X<7EX?EX?
7O7Z5=TZRF42MLO9P_>W(6RICTQ9N.7V->&H\LP!\W M2D(<6H#?5\;X]{4.R.^UW_X+4$L#!!0 (&B!7%FAGT8<#0, +,& 9 M >&PO=V]R:W-H965TPBZ6#?IH>B!DL86$8I42#K>_?
<94EK507>-H!>1',Z\>4,. MGY8G;;[8!M'!0RN5746-<]TB26S58,OME>Y0TFY8[6II#8CN#O Y!K4Q8 MFLZ2E@L5K9?!=F?62WUT4BB\,V";S<%74FK]Q2]NZU64>D(H
ML7(>@=/P#=^@E!Z(:'P=,*,QI0\\GS^AOP^U4RTEM_A&R]$[9I5=!U!C7M^ ME.Y>GS[@4, 4XU5:VO"%4^];3".HCM;I=@@F!JU0_<@?AG,X"[A.7PA@0P + MO/M$@>5;[OAZ:?0)C/4OY2=,
[0K*,ZM-W4M_/%P"5LNN:H0 M=]$9;E5_X[2W3!QE\OY)-!N>U3V NH,/FKE&@OO5(WUC_$),1QILB>:6W81 M<(?=%>1I#"QEQ06)?"P[#WCY"W@_UGJ/DCNLX:VPE=3V:-#"WYO2.D--\\S MY??
HQ?/H_B$M;,C-R+2^C_^\HNHC[/N;B" MG\EV[B3.S&8X5Z?!-0B5IFY0E@PTLUJ*.NR6 VQH8@O" K>PUY+TPBXFK\\5 M'>NCY:JVOP$U@L.V1#-V WSDIFH@S_KEY,Y@QT4-^-#Y9(2F:M"4W]!
[,@:5 M(WQ+F1; =7T%-W$VS6F3OX(82Q.9SD4:3;Y4SLJ\15D6Z%(Y.GUO%'0\6"XP^! M0<;BF[FGD,UB-BLFMZK2+097H6IA2,X&7XKDI40@/S:'+)Y=%P/C/,ZR*5FF M\V+DS%BB'ZU[V7<[J5
M@U 6).XI-+V:DP":7+B[A=-=D*52.Q*Y,&WHKX+&.]#^7FOWM/)QO_4^C0M0 M2P,$% @ :(%<64)J3.#< @ KP8 !D !X;"]W;W)K&ULK55+;]LP#+[G5Q#N4&Q $#O..TT")'U@/10H&FP[##LH-
AT+ ME25/DIOTWX^2DS0%TF #=I%$BOSXD93IR4;I9Y,C6M@60IIID%M;CL/0)#D6 MS+14B9)N,J4+9DG4Z]"4&EGJG0H1QE'4#PO&93";>-VCGDU49067^*C!5$7! M].L"A=I,@W:P5SSQ=6Z=
(IQ-2K;&)=IOY:,F*3R@I+Q :;B2H#&;!O/V>-%U M]M[@.\>-.3]#RV2EU+,3[M-I$#E"*#"Q#'H'1]H+7*(0#(AJ_=YC!(:1S/#[O MT>)\[I3+BAF\5N('3VT^#88!!)BQ2M@GM?F*NWQZ#B]1PO@5-
K5M+PH@J8Q5 MQ.<2>=QW(LQAELTF6FU .VM"

?JO2K[&[I[!=-S4V)4MP&M!'8U"_8#"[MO&CWHZLSS+L'YMUSZ/^G>V=#G$Z@UX)_#@WS-.7N0/;\2*U1,(LI6 4V1T@4 MO1)I2$$GHP1/ _:VQM-7MH ")"Y!1 /<
#.0*>&D<6/)M^^>6^/SO21<51DF M4_/%/QFW=!J>I,8$>6D=@"96%BD#"Y\@;@Y[,>WMYJ@[K$U+]EK'?V<:CT9P M>3&,V_'52;-$%0B6;9L@:<*VFU&G#:,H.F%+0:!-*8,<0A'@QI[0SZ
M)\PS+IE,<&^\XP"=QCQ)=.7*QTKN>H-;&N!4>=^ "GGEYX-$0*U&L_M*@UUH9*VGB<'[6$:S^LA]&9>C_('IM=<&N*6D6O4&O0"T/5XK 6K2C^25LK2 M@//'GXHJ)T!W6=*V;W@
AS^4;,_4$L#!!0 (&B!7%G:[0S@%P4 -X, M 9 >&PO=V]R:W-H965T+(HD M??SN[KL3?3:W[KLOF0/=UI7QYTRA.E)M^NSDFOE$SME@Y7"NEH

M[2(.:P;'O2<,TH5!&GFW!T66;U50%V?.SLG);J#)(+H:K4%.&TG**#BL:MB% MBQN3V9KID[IE?]8-0)3Y;K:POFRMTR>LA_3>FE!ZNC8YYP_MNV"RI)/>T[E,
MMP*.>)K0H+=/:2\]V((W6+HWB'B#G[I';[7/*NL;Q_3GF[$/#H+X:Y/++>+! M9D0IDA, 51F?=U %GMV,.QVOL?Z'!_M%QBF?Z^A"_NY3NOS[LTQ[&PX.CG>M' MGI&I:9CTZ5<9O$Z&[>
5&1NH9F40NZ*IZ-T#]W_B]O[3H16,Q^&E.4.84Z?1 M&G5U1[G#JJ'Q7=NW=+@#(K*;:Q51,G8!+9<^)Z.$OC5.^US'/N>3)=-GI.9H; !_!%Y[:1'O4 7J]>1AUR$;V=; M.\K33%6-:K]$4I'*("
[MP8XSZ\05-4%*?9"O"CN"'2&/8'&(^((<\RV>7"FC M8^#6P@$412]?'*=I[W0T96BMHN&,EOKC+Y:P[1[OWK] M-8[ZIWN+)["Q#HD)CRH!3B8]OK'(K=&[+""MH1CGD?
0(^,.([5P#/@$7"_NR(:%O[)M=72RZ6+37;MS MUNPF\6;MT?G I[U^+F>7E_&ULG55-;]- M$/TK(X,X5;;C)&TI2:0D!<&A4M4"/2 .&WMLK[H?9G>=-/^>V;5C K21X&+O MQ\Q[;\:[S[.=-H^V1G3P)
(6R\ZAVKKE*$IO7*)F-=8.*=DIM)',T-55B&X.L M"$E2)%F:GB>2<14M9F'MUBQFNG6"*[PU8%LIF=FO4.C=/!I%AX4[7M7.+R2+ M6<.JO$?WI;DU-
$L&E()+5)9K!0;+>;0<7:TF/CX$?.6XLT=C\)5LM'[TDT_% M/$]](!28.X_Z+7%-0KA@4C&CQXS&BA]XO'X@/XAU$ZU;);C=M%18/O'#U/+J,
MH,"2M<++=Z=U'[.N9>KQ<"QN>L.MBIUD$>6N=EGTR*9!<=6_VU/?A*.$R?2$A MZQ.RH+LC"BJOF6.+F=$[,#Z:T/P@E!]R21Q7_J/<.T.[G/+<8JVEY(ZZ["PP M5)(PH?F.0]W*J#RUZ .X<;
J@MO%<%%K_G)R1MT)<=]*VR MDX#WV,0P3L\@2[/)";SQ4.\XX(W_IUZXYC87VK8&X=MR8YVA0 /]N2YT))/G M2?Q%NK(-RW$>T4VQ:+88+=Z\&IVG[TZ4,!E*F0)Q"_=/=AKN(H;337E 8-00
MKK9:,+&@ 0BLF @W2BL+KF:.0KCU031#T*;@BNXXY+HUM*Q+V+26B*V-X9,# M;KNPABM_-6E;,D4>X"5T<'[2;6J=%Z_H(i@BN-<'U]"41006'.UZQ$+'C0H#2 M#FJV)<$$Z-!PK[+8HM> 94E.
!ZL-5"2/BJ/]AMM><=A/"/=9NOIR/9,0";% MR[!"1]&AW* 9SN,9[+#G(W\IBH!#D'VN%XCD&%U%-;-!WYZ<-J>&4W>IF;ZP MIC'ZB7O!8@^O(8W?PDT,GVQJTI](H6&/?(C)=T01&NIO)[8C3R
M;XI1/ T)-G[N-"9'9B+15,$RK?^2RG6^,JP.KKSLS.A7>&?!-\Q4G Z(P))2 MT_AB&H'I;+*;.-T$:]IH1T87AC7]6=#X -HOT:'B2<8 E6+GU!+ P04 M" !H@5Q9QRQ(A:\$!"" &0
'AL+W=OULE*Z9I:6^FYA&(RN]4BTF211-)S7C,EB>^7\W>GFF6BNXQ!L-IJUKIA\O M4:CM>1 'NQ]?^5UEW8_)\JQA=[A"^V=SHVDUV:.4O$9IN)*@<7,>7,2GEYF3
M]P)_<=R:P1R<)VNEOKO%=7D>1(X0"BRL0V TW.-'%,(!$8U_>\Q@;](I#N<[M]-^][^3+FAG\J,0M+VUU'LP#*'!#6F&_JNT?V/N3.[Q"">._L.UDTRB HC56
MU;TR,:BY[$;VT,=AH##_F4+2*R2>=V?(L[QBEBW/M-J"=M*$YB;>5:]-Y+AT MA[*RFG8YZ=GE)Z8EEW<&;E##JF(:SR:6<-WNI.@Q+CN,Y"<84_BLI*T,?)(E MED_U)\1G3RK9D;I,7@1<83.&-
HAB9+L!;QT[V3J\=)7.PE_7ZR-U903_QSS MMX/+CL.Y.CDU#2OP/*!",*CO,5B^?1-/HP\OD,WV9+.7T]DFY=.Y&6,^1B> MP\"W"F&C!-4A;4!)Z0*F4EL#EC98K5II#;0&2^
2"E4WK76".$0R'HG)TBOA M9D/5!51=>Z'=UM;7 V&Q>]14WB#;>DT :M-A&#5K M02Y0.T&MB2 5;?&=?+OG)1(C>/MFGL3)!W@'6;Z D\%Z$<_A9&B:6:OYNK7, M(5KU)!J5$B5J\X1>-
)\.Z>5A/,M'5R@5M8K.K]L?SV$7_=8:2P%$)_S>-39> M0#(+\Y3BDX=1DKA5FN:09.%BMAA=[8YJM;KX:B!+$V*_@'P6PV*:';9;BHAQ
M]L@(^5*X:6\RF280DWPRG5/XXU_H^""VDE-.IA$0CSEDK_3\G4)0)?,PR6=D M+XSCF5]%B5E]\]%U%_!#EO1!.*4P1N,HJT,\]0-AN"&)CVGUQH[J=:LD&EU0 M\GE_YX^(_&N>G+U
7$@/Q_>=0E: GKQ^,%V^7$ M\P"/?2,91KR7\:W#&6.B: 6S^ I<*E;1EC1)LSR<)KGO'RF=4;*(7(=XGD7, M MT/%GTWV5T27LV5M(]J@_ZN%X^A"PN1,/M$V:*/FVF=XZWMUE)9Z#.P;U]4
MRTICZ'>HR T%RE7VTD&D2@*;5C3)=+SLTS/7QTR+B+AYK)I@L'"'WYJ+>1&T. MKOJ,?7[$LH^/4^4UW3K6&6-""JF>#PT4H-%]EU[6G8E?> 8[A%])B3= 7V MWJ"UPOG=4/\J./-/)>U.S,
[GZ*6&/GZ#3M@%W5;DN _/F%Y3'QZ[/ MR>!Q0]WZSC_A7.+3==6]<_9_]Z_$B^YQ=!#OGIB?F;[CTH# #:E&XUD>=+[N M%E8U_JFT5I8>7GY:T4L7M1.@_8TB! J%,[!._R__ U!+ P04 " !H@5Q9
MS4G_$_X- 8+0 &0 'AL+W=OOP+CMCC-#T[I:4IIDQKFTFYU)ZXF3YF%G'R 2DK A"14D+:N_?K]S M %*D1,MV,MT7R[S@X-R^#7N_R(I4Z.WWU@N]=VUO5C+I;I1Q>?
UM<7514TEUJG*E5__GK$;W/+_RAU29O_"](DKDQ7^GB??SRM$<,J41%!5&0^+E5;U22$"&P M\:>G>5IO20N;_U?4?V'9(BE@M9)D4\'WFG\K+,R9Z
MD4ER_BLV[MW+WJF(RKPPJ5\,#E*=N5]YY_706#"];\' +Q@PWVXCYO*M+.2K M%]9LA*6W08W^85%Y-9C3&IGEIK!XJK&N>'6SDE:=DURQ>&-2V#J7I*X7%P6H MTSL7D:?
TVE$:W$/I4GPP6;'*Q;LL5G%[_06XJED;5*R]'APE>*/6H1CV C'H M#49'Z UK48=,;WA4U- M%Q9^\Y\N;;C-1MV;$9:>YVL9J9>G $NN[*TZ??6/'_J7O9^/B#*J11D=H_XD MJQVG- O%?
<3$%P5/VXHE5%0(G450$A DX)/15V'6]$X>B,QDYW^6,M$+#0)[M#V]NKC[B!QHHK(X*>H%VV[O%:\I,%[@OLUBLE>5P@RW]^W@:*RM,:-V-E4EP M?2[7:VMN0>(*%H37\>J/H"R)+OF-
>/=gJ8NM>%^S?YW(3)P5*^6>T^4S@>U$ MN1:%$<7**LBMDX14$)DTQ4_%]#HIM+?_C"AF93HG-A<5V\5*%F*C
MK(*\%")UMN2]G$Z=4)Z57C>KT$C>+=Y9O=#)@/>P,=U4BX7B:"=BO%G=K<7U MI>O$;.$$-^R7UZ6-5@!'PW'>W5Q?-WVF%XZ[/:9F(M;D[?,2DLJR M6!FK_\).N":WAU
U,$A5!;)K7MIM[41&$"+SA;_CX<7>0 "#;I6-=.Y6LZCL M"D] W2'B J)%@M:B(M6>&8G\YN*-0A"2N0J,5?D! *ND4*$0B@*# Y52D2) MR-X58;_,8%NPC-<)Z&)=H<"9C>'O M%\VILB.YM!4+B3^>
[5N9E"I@)R>G;4CF8T:)NTWV*65XVX-*+@%Z;&^<"#!A MOE V%-?[W%<>[]FIM84GY=J[DBP*A#5.^13KUBIRZ:KI]X;Y0]1T2G7[UM0: MX'%7]
Z>DB%5%FE"R*%U5O)6,0.6JD.2'7ZE.#+K6QTCJH.27H#8-G#<>M\(MFOHB KE,55-Q%*QTSBISL7B]3K;5RQSADBWYF%,.!R)L;2PQW8' \K6.50DG
M%!X>L[NBAZDGD;X<'RX#2)ER1I"^4#K]$UU1'4'VJGPYTSLS+2Z#0 MTW >9*1S M8VA)4#E@,BZ"(!+\C0.%2S[PA);%6_(XM^IT-'-\! >Z7&]*SH:PVY7(% M0M! P0%(DWG2 MIG%
(!QZ@RX3%+S80\7=*34CL[[V_;ZP>YZ&KVH:X2FO] MM/5"&H35"MJ*HP/Q)+.,O'INLC)OC"_6U,8AT-?]WGS+%)_:&?@*PR2H?MDI MV4?<<).C%[/9F*T\!B[[TP_O.1['W%]S#> PM-
P);A(=2PGE^.0&];NK(]R7DXX&HZ&8C<1X GKCV]XZ[%]8SN$:^=S&W/WNYN\M*DNQ-52(VUN$6O?9U%= MN,@G%'W[-48[9!P&::]",NH#V?XHX8/@R'19593L8.R[ZEQR5 =86
M$*G>C4#4URT^0/@KJAB?B=_JV=D7/H10\?D5XJ1<*O&N\IIK]KR/==Z_JB9O M)V=$CGW]F3C3?H;R[.1WE!P%=J.744%=P7()\.A$ MIGDV (Q/\H!I/P]03#J3<%7?Q;.!F(8]O#_:!1,1KV*&3;N-
RS_PTU0VFV#\:.=)Y,35PS/ MCE6&+J@&S&S%67;F/3G6>X[8M M*G>#D:]JNVO=@]9 "VOK L7'!<=K*-YX\@B=$T[T:.,#1#KIM-"6"383B=/@(NP]$XN!R,L?5D'$[&K.--)8CT M0:31QAT.8
[5YHN5_"E#%!ZF>0\Y[3FIEC=NZS+5>Z#%KR5ZX=OAE29^3'J MH=B$5N"\!Q69P&-8:H:._$ -&#HW,:T]QA?:8. MJPGL[AZ,MB=TOUEIM:#LX(M?E\LH%G[76AN[/(W0OI/X-
SDK#L%/Q+3@J%Y M_I:@\ M!X0^"N.1/KX,QB,"^J07]NY/FA[J^[?OSY>/R(NMG?\^@- 4MP,B M#0MXG(23"B:/1TG1%9T.<=(/QQ5.&H<%E4T_T_#,-7\0U$>Q^YL_0LMA\Q<(MN2@(MQ&
=%NEFF;GMCLXH/&1H2X#8G0WIVONQC<[\%X&O=ETKY0_CEPJ_3_(MK3,V3]&\%72;JI@V1_ E7$AOX3J(_RAZNY 5'C_]]"K\Y,] 2>"4;+J6%E6^ M7G/@!J/U:5$E M.J9H H/,M$6JS:6H ?
W20UE>Y4Q1VHRO81#;7N9&IG+,!. M)7JI*5@TW3'<\057JI\8NZT&L+ :N%GZHYW="4H@-,)2:=&P%0F=&",@'1'* M24.#2L]R?RQ^HB/>R)1(E/7Q(ZBX:-(Y-I'586Z[&W1G /ZX0UMW!)?082I:
M8P9X++<541:V:RR5\@GR(^_LE9??4C*3_>QPZJ$@5PC1-,O/Y=EGR_D5RR);V737T#):CEW]AZ M@-+0MC-)HV3LTFBK46UQWLG._^%PY4'':0[=]D3Z[K.7W:SXT6/N.H3O_+
M_/OD]^K]:_>^FU]UW,75R;_*3.W2WEL5^03G4[#+N0?%[(]BBL*-FK-^;QB. MAB7* &C<-87/U'WVCA3VO74*+2C/GTLTMN]TE#::$*/ M0:47SH;X_73D?&%_*+O5*HE=5/E+63J[YS.BS^$-
(%A]3H)D Q2M3$[?411P M=VQ:N0/EPSMV\/SP'*D5 *K/03X=O*7S+O,VTGNQ79-Q$6)W55QSBH[H7%*P M)2"L2" .I:TX[%@JD'@/_$C31YZ1Y8JI)!*,IO9T@T!O?27AJI2YRM1",\;] M8>INA#K'0C?
\5JJ@3X5@')2DV*W1K5:9)'AZF&6JQ"[SZYR]=J!B[H$#5XH M,]??,_G/NPY+MJ/=3CU'(%K]FA8D_[8*[YYHWCA>-KU5399?\32XE M;"C2?;A:WZT_^[UR7[ON7G??
#'^0%@DH%XE:8&D/'>RI&V55%X59\[>OZ" + MD_* *R51^M,+>+XPIJ@N:((Z8^A7_P-02P,$% @ :(%<64(FE-CK!@ MD1$!D
!X;"]W;W)K&ULI5AM%*>#"0,B37E@#Q)_[NB2M&9'@/&Y\3GHMF3#_G7K_2K&CE@RZ>G2 MZ@^J",O3P8N!*&@N:QUN[.HW:N)YSOYRJWW\7ZS2VMGQ0.2U#[9LC(&@5";]
ME5\:'GH&+R8[#&:-P2SB3AM%E*]ED&_'>6-UD:QF.ZR.Q%MKPM*+7TQ!Q7W[,1!T,&8MC(O97H>W M5(W$P60H9I/9X1Y_!UU8!]'?9ZPQ&OED)'X V^^";YR]DX5Y 7*'&)T':M-
M/.65>SKHA**E9 MB:JL2^" JP68@R=E(Z+$X?@[Q:LUU]$_7YO3:8[N/\]OWV#G7 M-2-E-S)+#QDUWV_:LI(&M%J$\+DF'+XT;()Z[8D?\ZK\.L*][AL9AUP8XX"\,VPOO9-KR'O7 HY8_%\TG'F#6[/:Y
M?-, M; ;R69H[CQM]! 7+,P?WU7R<(@I+,/IL39+E82)Y]%;VWV_0[L,#0L!?58P M^5%B6@#NT;Q]PPVN_!;]"= A<%#+5%BTJN9::IT59SCJ5<*X2#W)!.Z76D9WW/ ML<;Y^,.@ !:9DHO#;LH0 4?
D7%S@&$BI5% CU("A1>JPCI!0_R7^&9LP).>L M#\5E+2.HAQZRVY17YT=0\ZMCT8:V0 8C9*VX(IRGXP.VA08MHJ-66.YX &) M>9;7SO&)2.\IQ/.UM<,VB-EP0N+*6ZT*D%)TQ,
<^/V3)N:"^4BK)*M9G8*]?0UDL.K>:T*RN@4FQM,ZT6,=>_QSS86M322>S+V-8B)Q>DZK*]R0"6 MWO3XE4=ISKPJ%-(B=R7[&W[8BU^30ZM\QO%PNXCAC_D=N<(G:WBI0"23.K),3*DQD\?
W5#2]@5 M*E:4 PV7[J>QO:ECM(XDK7/C7A=F)PBR25Z>@(G?*6QT$85.#E>\')8N/ M"*=,%8)7Q]CGF&CAXS-8 4A,9D6L?X9?UH5PJ/B\6X<9@J([^;.EJBI,Z:+0:.\QLLJ#6H+M.QMA0_8 :[PO:8
M#7H$-QRRDC949X3]#&_9S:O?4AYK >54\5('2?F'-W!0%*^ M;4R18#1?]/C(7?,:44 39=\.%SRUW[T+._WJ2XH=L/'*GA.3^/]@Z7MP3GG1Z(Z3>T?>?U]XHVU?9N/>9S*^,1;QQP"PQ/-K^F+NGG:_-
YRGS^S-\01C MQ=NH8OXRF<-T,CI^/A N_0"0;H*MXD=W9@.*4KQ '>SRWFQ^:&-^A^ MA3G[%U!+ P04 " !H@5Q922CR3=* "O&P &0 'AL+W=ONLDJFO*G(S^+)Y/*LD+H< MW=[PLP=
[>V.:.M>E>K#"-44A[>Y.5%[<30=M0\^ZW56TX.SVYM*KM6CJK]6 M@Q9W9YV45!3=J-J4PJK5Q)%B>GUW3NMYP3^UVKK!M2!+EL9\HYM/Z"Y"4F=_R_V/JUL]E()(VK31$V0X-"E_ZO?
I^&&R83U[9 M$(<-,>OM#V(M?Y*UO+VQ9BLLK88TNF!3>3>4TR4%Y;&V>*NQK[Z]:QR>."?N M3;'4I217W9S5D$SOSY(@YEC*=CL5+DL3OI5@T:Z + M_O4^%L=UIL1HD?
S9:*=Y$?"D1B>1V"KD#AY;E0J9YX(6:N<:NBU3@4QW-2YT MN18ND_"%,"MQASP_X+T%0]X5-:1^%0F8W'\XP_S.)Y\Z%[S_?0#CI$B,Z[2 MME3.5X<()VHH1[I=AF)L]WIV9;8JEK
MEDZG&DQ#^BS6.M^YG0MZ?,E(0,*-7G#TD]QSJEG!67%.C=+!&3G!5>-33+:45F=>.NT(].@\3LQ/\: MQR"0/*>#\2B1+A.5U AB+9+<0.]U)%8-);!865/X%5B<493I'ZE969,HE;(? MZ/X3%":O?
58;DV\(_\PLHP@V=+SG)R_SH0[/'3R#C8V#3%H#3X?OV\/&XL_%&'7)!SL^KF[4-X&B$(&.4E M@+W6RURQ_8FRM22=NH<.EKE!=@P6Y5HN-:"LD0]8UQ1X[S%LV"IMA7*U+CSZ
M)&XW_F\H>^9K]6/N\& M9D&1 B2QYBSVR;*,9@M*\<&L0V(>? HD8PI.>=;H ?'!CR]@AA*SB$ZAYB^ M/CK^1*$TC:,D/Q%?#+CMZ+X_"JL?6ID)//)//ZZ)X\P-D:3>?3(]YRL&CP>K&G MXZ&L11)
<[?.)[(XX92 @NHQG1[_#*HLFPQ)!A\!&@?3(51R.+M#GT>S])).P) M(" A]^UV*@7\+IE4:MR3]V9KIR87423R>3H M-U.>$BA4[0,KUU:%HC"/IECPD]]@+H(W('I5DIB?BZ!*OOEB)FE%*P!_: MT&(?
QK_(J,LXFF/M+R%7Q70RC=Y/X[#Y 'P#=\9P8([K,C@;5.WD15L!AE>M MC)!/SPV,?';T]O4,UCBU:G(S;N/K?SP1.R4M!-49A/*-P-T*"[H;DC:]:**!>VFFAL WI?]_Z@E:)SF&">6 E0T/1B//?B?-I_+XG)
**E2@ M_ZN(?*6@GI!./:5^BDA;NY:_T LM5:[AF^)GLTJ68."2BI,?C''(P)$=D,) MSW%&&@D#6Y[5@*$'O?8M;3.7KTO:VY;$OE2]#@RT1=#(ZF7C.0^4ZG:ELFO*
**M*LB!^FF3M)37!IE>TDIJ:.&+)>@[998($*(:%O4LF:8=\\%QWZ M&4A6%S@S MY9D,3)FHUH/)>HS.5^@\K?EX\WHG 7\1$C]1@2IM2%YLBGL' M^>1B+!:.FXV6I0=T'/&#^]!
=L&&EP$5BC$E"CHJ9\I2<5]K%6J'W!B=MG6, M2A1Z6RY/=896:6N:/$5/M"$D*&I(@E@X+<-%FR)P,+U!\2)V[$[A$MRV*R%/ MK:IR#!*4>'B%IKQ0*!MYD+)CN%#N&RFKRX.O2TC
MJO.^Y.(PONC[)L)AS0ST!AJ')1"IA*!Y?[PC$NN[L ,(X'# C_.1K H= Y4' M8+HRCM)@T36:+_1#@R:G+6++#PN';P-X8/J4I^RX.!QDO<:_L]2F)T,O<=W E M&8OTQDL^N646K$H;VZ)EX
B.0=^$>>IEEZ6J*L,,T$\UQ4*[A=F(&/#B %" MJ4MW(E,Y1T"YA*9+GCD5D!35"G=]X).M9HJ-X-BEL[1_',L5FLKFF[5F=0F;; M_?&'3>1,0*%&' QH^QYN8I[%KERC9:,1C5EV+.XQ;*P]
QTT887$*)$DU'"Y MCG:HJI;^RQ2M62J"$%YOI,Z97 :Q*3!.(8N+D(X:"7;<5'02VC%?DIB*7@+; M21BQN-?=$9M+Y^G]^)[IH3,B@2(EXF?P$YO?59$+Q2B'GR^=_8SU;"];5R7
M;H.JP?'8Z^]+VL[J*:OU)AHD'$J%&-LTFDS2'9O=TNA@\P?ICQQ5DBW>#SI M(-PBOHWE*WURU(ZJ9'X_36)6&^EG/-Q7BE2-PWM<"Q71,C8=!5)>:1P](Z^!PQ8%8: M$'
ZR(+B]UUZM S_7?:)+8!(;H][RJ8V.83V&',JVF):1" D$*",(#I?2PF\ MD1H/UIZ?TV\,GTF\::=;]J"9+XN1,IKX$=P?*CO66:JU+'I';X8TSWK5# MI4K;C&X/>\7:P8Y0I;J7OBOG0@7-
5DN$M[38'DF^(U]%7C9&2^V%)B7J<.$ ML& M1$_9;J>?3AFKG:=?A2PM?_9X%K5A]"#*0 @&54/F0_M 6>?1"15R!(E,E#. MU_'C6/RR6#@$G;H#2@Q*7A]]X2P;?KT6C_II[\$1:\W.
[:X.9WMDD?!9].;5 M4[\35)+J:SW"!N>]\?D[E?S:/KF97=!7'41R_/WJ>R32Z7UQ,*>6CZ>6< MUT97%W2!V3>*9QBCJ2K[+TT<:V/5VGAN;:/:>;1\XX.*A^9@WK'D08DVEE+_
M,'U:D>TG4YG^!Q.#GYA[4A+4CX=I\[B8?I/#*2XHABA0>+O%)Z; M:6MC;=^6HJ1#===>5^S[W7_I"?S;X$06#SI^B)003G_>TKWM/LU:N%_A.F7 M^Y^R?
H4^&B[,U0I;)^.KBY&P_N$4+\>#GU6<*G\P-9-#VP2C*[YRY)NR5&YURL8NCWKCWOK%9[TH@KP8'A_6:L'7'/ZHKQQ6PPXE MUR577MN*',^/>B?CUZ=[(A\%_M2\]!O/))[,K/TJB_?
Y46\D!K'A+ B"PK\; M/F-C! AF?&LQ>]V6HKCYO$9_&WV'+S/E^N'X"B2P$D?;14*3Q=3=5SOFV_A#&=!9-UA:=3AX$0.9Z0--1GR:CR=X#>-/. MPVG$F^[
N_C6Z+"BOTYF/C@DP=_W^9@@]NZ'D,)X[6N5\5$/F>_9W7#O^.FC M\:-)P/Z#IFNV6GV=$)GMKIA%_3,\ ]"GRKZ MJ%8TF<0((Y+ILR6M>$ F5 P>04U.Z=Q_V"ZW]_;/R!?
&PL[VSCJ.X0O2 " M08<"#8%JY>A&F8;[!RO%Y422.7IZ:-7D\GHS:_8%T7';^B96-+J_5S\.05+ M'T\^T)FJ=5+&WC953I>#JP$I/&Q^..=?($_8>".<\"TGR?9\NK[V?&=-SLYW
M^*RRHD^Z(AT\90KAD*R#;ZKUE2-GFSMJJI@N+\^V8*\:EQ7H,FX-W*>Z<;Y1 M51 71#*P*R/7LG@/SWU EPQTLG#,\@1VU\3*C@CF>+P.YHS#DKF*NF>(JJI6
MD0%9=WOW"=T>KTDM@+D F!@1OR&X.HN>/*;I/CJ2,6BN _K"\#UK(O':B[V9 MI(T//LF.!Z,M897G8]$QWTN'0@6DG&.J.$0O%A@M/D0+:V:FJ?K*J4!KCH[JS,K(N\1T?O/%T:I7+
MY>.Y=AA5UGFDD6]5-<_IXI:S1F87?9K/0;[;D4>#EH X+U'%O]L;+F<0G^Q% M Z=] K7BGXT,Q,IVC/8H-&5WNH"7P(@%J%?D!^Z6FP4^4^(1K&MT:GDS96)'2
?:%!@QI=U;>6\S'271K7"(]3%UU@F;'$21/*;1 M8#]*081H,D+ LK;BT"?X-L.0$.TMJ7GCA$$YK\K!\ZZG;)D956+3%GW9MDCC MY+?6N0&ZP8W.T68\V-
72@5)>;09_5_RHG4TIBMA%!Y,R,^] ;1H!EQK;Y:G8 M4A19Z%.IW;JVM/8'DWUZ0C7+4*B:$C-)K93$S7.I7ZC8+@T"HZ/OS_1SVA\] M$<\SY8O(7+O^JJLXE] .NP#H9
K^JA=Q@H"6'799 0?Z>'0'WU];F[K:#V6$ M85,KG6_XWF[H5N=4#N(M?X=3O4%8Y!./E0 MR6BO^8#N.X@=/-^Y%);M%O/WA="8Q2U>D[FUWP3Q)ZH[\70[Q:A?X!A"AN=0
M'0T.]GODTHTO+8*MXRUK9@/N;/&QP"69G0C@^]S:I%[(!MVU^_A?4$L#!!0 M (&B!7%G]R6W%' 4 /\, 9 >&PO=V]R:W-H965T@&\MN,XETT3 TFS1?/0;A"WVX?%/M#22.)6(E62
MJI/]^CU#2K+<.@$6Z,,"04Q1G)DS9^:,Z?.-L5]<0>3%?55J=S$JO*_/IE.7 M%%1)-S$U:;S)C*VDQZ/-IZZV)--@5)73^6QV/*VDTJ/E>=B[MW#%95FUS&E%_E-]:_$T[;VDJB+ME-
'"4G8Q MNCPXNUKP~7'#@#T4;-U@+SF1MS!=^N$DO1C,&1"4EGCU(?'RC-U2&[@POK8^ M1WU(-ARN.^]O0^[(92T=O3'E9Y7ZXF)T.A(I9;(I_9W9O*,VGR/VEYC2A?]B
M$\\>+48B:9PW56L,!)72\5/>MSP,#$YGCQC,6X-YP!T#!937TLOEN34;8?DT MO/$B!]L 4YI+LK*6[Q5L//+52R&,)E8J5RK3"52>W&9)*;17NE-
FM7IU//4*S@VG2AKF*8>:/A#D6[XWVA1._Z9327?LI(/>XYQWNJ_F3#E=4 M3\3A;"SFL_GB"7^'/0^'P=_A(_[V)?SGY=IYB[[Y:U_"T=]BOS_6TIFK94(7 M(XC%D?
U&H^7S9P?'L]=/H%WT:!=/>5_>44+:EP_BQKF&TIUR6:.Q3@C*\6X? M\)_D6MQH<8W#U9HL5^%P+'Q!XJW24B=*ED/+E9OA/HAX-;L4YU^3[W>Y>I3;_:!3$+X7V:_ E)B*A(?
Y3WWZT=3 MJT2<+&:OSL1-55OSK47NS>"DN%8N*8UK+-MM W1.^T"P:B(,%8T]C-/>&"/J M:Z-L&Z*V"KI2X''JT+[AC%Q-
"6M,)/"3&\MMAAQ%CH'JP2/(L.SFNI4H;P=V.52U48A1Q$0XE@*81;!N" MDY:E,PA3@:M!;@Y;)0"D3$)"UF/:BT8S',R,?W@?7*Q)4Z9\S B3D:R-;\A- MQ(!15%I0EE$8R)?+")#)'3,
TGKX"976C-;,F-.^B8[.(IR'PN8F*8WP][Q M#SE5$M1CIZY+!12H/G//$5$3V%OR.UM,M4!\+&5JZD F<-9D*^61^41\AC>4 M.6F05E"(=(Z<8Z#,GJH@=\%-)@/7!7!1.X?
9D@8BLUXGSF,C'FP+VK$^ M88U]X+;]3F.032\7\+J5P(E84IFC9&.0%[YARX,C460$/YT@S)P(DJCX53%W_,*6)*W_H.^>5- M&1J'J55I5 D1C,S"D^Q.ON!!9:!95@0X
M<:)Q%.8%,\EXQ*8@'0"GC+S]Q0G5Y8FB0/)H;.378&?M*H+#19(X'40&"+# M34E[4,-#+,1.&VS[)_WOD^+PQT%QQ)J*17XR#FJE3.JZ"?PS!M3=<.)$BA+9 MS9F=X*"7=3*
$>X0FN?&_W).[;O23 >7THIL'J[>T)_NSS^-'@O+1AWHJ0,IK/)R=%(V'C=C@_>U.&*NS8>%^:P+/ +A2P?P/O,&-\] M<(#^-_R7U!+ P04 " !H@5Q9FEXB2(# #'!@ &0
'AL+W=OQQRM#PJ_&R'- M*JBM;1=19,H:&V9N5(N2=O9*-\S24A\BTVIDE0]J1)3&\2QJ&)?!>NEM#WJ] M5)T57.*#!M,U#=,O6Q3JN J2X&1XY(?:.D.T7K;L@#NT?[0/FE;1B%+Q!J7A
M2H+&_2K8)(MM[OR]PY\^VDI6 &[Y3XBU>V7@4? JAPSSIA']7Q-QST3!U>]83Q M7S@.OG$ 96>L:H9@8M!PV8_L>3B'_Q.0#@&IY]TG\BP_,LO62ZV.H)TWH;F)
ME^JCB1R7KB@[JVF74YQ=;ZJ*N^-A K9,,%DB[QEN=]Q=W1O?O*"H'F_3&*R ME-(%1N4 O^WATY_ S^"+DB3*R\E66+V.CXCJR#<]\=VF5P%WV-Y %H>0QFE^
M!2\;]6<>+_L)WFO1CRB8Q0H^%,9JNCW_7)+?H^>7T=V+6IB6 ME;@*Z,D8U$\8K']YD\SB7Z]PST?N^37T]8Y>:-4)!+6'LSJ>5^XDR"JP-<*= MHC)
(0P::&25XY7=?'8*Y)/,JD,RH&1OYB&^ &F(&] M$M1#S&+R[EY2L.H,DY5Y#W0G+#8%ZO%BP!>FRQJRI%].'C2VC%> SZU+1FBR M D7Y-;TQK5%:PC>4:?&CZUNX#9-
I1N,\S+)X\KL/2\-XED$>)Y.ORI+$MY D M89K,O-L\2R:;LM0=*1&<%S022"![TB6IED(1^IX-"O6"" 5*W-+)D>M M92^:Q()ESYY!DH:W M],WI/_>^Q5-5#EP:$+BGT/AF/@U
]VVS7UC5^E95*$N-ST]K^M.@=@ZTOU?* MGA8NP?CO6O\+4$L#!!0 (&B!7%ETO\E&[0((& 9 >&PO=V]R M:W-H965T5AV(-BT[%06?)$%NK]_>F M<4IJ?+1
354)^^<&E=G,HGZT/_@BUZ7S!_%\6HLU+M%]JQ\M[^(.)9<5:I)& M@\5B%BWZUS=#;Q\,ODOX<9=2&]X^%ZC_XQY,ZYK 3AK5$_9.[*632.(,="-,I],9M/N,OGTN-E1E$8
M8=/:7DXBR!IRIMHY,X-*ZG86VUT=#AS&R3\SGYLNFKA5RE9U0<"I FZ? $WJ KQB#@#?ZG&"_9W[=G!#\'7*W*6/Z1?QY)OL8?' ML?
WCNJ9:9#B+^/40VF>,YN=O^J/DPPGFPX[Y\!3Z?,F/-6\4^K;181:9SZ+P M6D5$R#[?D>&K+ MRIP[F@220! 41OG=]=E2;E[]-F?O'C3CFH:$SNE]:+T?!F>A818SE+7S)99
M.62V#MY"M?ICSW>Y/AN#6MQ9\V_BO3=#*!\S?CM)]^.&J6F0K!B6T/-$MF MOY<,^C!)DB.V+)R6*Z+7H)!U@YA#>C7F<7 U.F)>2"UTAGOC'0<8G"VRS#:^ M?
**6OJ6X947FRH=G.AI!FE[!L4\H/E"%"NTZ:!]Q%QKM6H'H3CMY7;2J\F+> M:O-G8==2$W,KV#6YN+J,P+9ZUVZ&PO=V]R:W-H965T M2(%G:BD&86Y-:6DS T
M28Z"F8XJ4=))IK1@EI9Z$YI2(TL]2!1AU.V.0L&X#.*IWWO0\515MN 2'S28 M2@BF?\^Q4-M9T L.&X]\DUNW$<;3DFUPB?9K^:!I%38L*1G*+13H+NDX0%IA8Q\#H]XR?
L"@<$<,FBL= M\-@^L'_VL5,L:V;PDRJ^\]3FL^ J@!0S5A7V46V_X#Z>H>-+5&'\%[:U[V < M0%(9J\0>3 H$E_6?[?9X.)<=5\!1'M Y'77%WF5M\RR>*K5%K3S)C9G^%]
MFL1QZ8JRM)I..>%LO)")$@@KMD,#K15;%VC:T] 2M7,(DSW-O*:)7J$9P;V2 M-C=P)U-,_\:')*G1%1UTS:.SA$LL.]#O7D+4C09G^/I-G'W/U_JOG'#+35(H
M4VF$'S=K8S6]C)^G0JX9!Z<97;=,3,D2D 74#@;U,P;Q^S>]4??C&;V#1N_@ M'"M\EV7H'RQ8DJR9I?)D6@E(*,]<5EQN@#J3#NAMFU/JS_.OR_ =B/)D'H'L20 6U M*-
:HFZIZ/S+ZDXN5QQT_(5@2P7'&16LAB5]5AF"F73,X](MUL7C1W%JCQ(S;M]I'ZM]"_%]%](^NA_1M071Y/>Q!F^S18'SQ;\Y"AAU>O#.&=>=4GU\ *DL M*22Z8W7!HH,"-H
MMS,>![J#K85,OK"I]@Z^5I7'AS9SF,VKG0.>94O:P.YN"4K)1Z=,9M,0MB1P@K7%N'P&EXPD]850Z(:/S18P:'E"[P>+Y' M_^JUDY85-_A)53]$8&M5&?^$7>\;'[!NC55U M'TP,:B&
[D3_W=7A+ .L#F.?=)?(L/W/+YU.M=]"=-Z&YB9?JHXF."K"LWE+*4P+E%ZQ[I@-C_P(VA&]*VM+ M%UE@<1H?$;$#.[9G=\->]5QB?AW(:Y-@U?XRR@'6%0/%YP?_\N&<8?
7R&;'9J.8)L,PGJ2# M)6I! A9$5I(Z*V@;]5Y@UH303I+UH^D[4D42(S@_;LQ2]A'N(LG\#ED3U) MQG!YG)I;J\6JM>Y@ *M.JE&JJD!M3NC%X^$QO3Q,1OG@,TI%)UBGZ\??O\.^
M^JTUE@KFOO '=]Z*-;!1F*=4GSR,&7-6FN; LG RF@P^[S_5O(+P'"$"1 M=5I2-C'@[-4MFJX1[_&PZ ,CT381251)RHG[ZSM#V;*3.MHTV'9?;(F:&<[Q MS?"33F^$O%9+QC2Y+?)2G?

676E=D?GYJUJ1R?BEKGO&13251=%%2NSUDN;L[Z;G^[<,D72XT+ MP_%I11=LQO3G:BKA;MA:R7C!2L5%222;G_4G[LFYZZ&"D?C"V8W:NR88RI40 MUWCS(3OK.^@1RUFJT02%OQ5[S?(<+8$??VZ,]ML]47'_>FO]G0D>@KFBBKT6 M^5>>Z>59/^Z3C,UIG>M+-G\ MT]M-(O848NF/0>,#DB%Z+4 M2T7>EAG+ [NH/P;W61V_KX[G7:7#&*IOXCD4\QPLZ[/EMS+ZQYW?&?/[/F"=2 MTG+! '2:7*W)OMR4KLWRY(;*C'S[#4R2#YH5ZH]#"6KV#P[OCXUVHBJ:LK,^ M=))BE9.P./LF, MW]Y9Z T^H'%1*W!"'1G0X8^_N^I-I@UERTW69[/))02*#7((6)W6QEPLNO4BJZ410K!!18NFHJPI,:L #U=, MME/$X&W/81"J050:?1!P3"T\QQV1:4X1.7=084&"4S#:%&"+ULT=8) >D=]K MLR'@[ZLY&5AV/%E!E1>,O+UE,N50G2F@G9%+AJ^(M# #L:T:E.NI]K#5@N\Q0F,(PJB3/ 1Q-2 "])+)\@-]SXD7VR.^]QZZ!T%X^ MBSW7>[7][VT=R,B 1 F U7?)$?$].W1[<-;- &3^L57%Y8/V>4P>2'3J>%3@Q M^.4F=N(1WW;@.@BL*'"VSICB/D']"PR-SA'85=2(E:I$2=2'E;5+E8PX$TTR*] M)M\NS)8'&46GH26"PU#/V1Q4'>!!_>8U97NC164^- ET)K45A+>,0DE0)[A=#;&]R@ M_?PX_AM02P,$% @ :(%<64:&ULG59=0*&]G[6NI7TOCO39?;0;@V$N1*SMI M9\Z5HT{)AD4PM[K$A2N;+4IA,-/L^O8TM:(5=1=Z(@Z'<* (55[.O9S2S,= MZ\KE4L'2,%L5A3"O<\CU?M(.V\>))[G+'$UTIN-2[& %[DNY-/C5:5!268"R M4BMF8#MIS\+1O$?VWN W"7M[,F:4R4;KK_3QF$[: 1&"'!)'" +_GF$!>4Y M2./; ;/=A"3'T_$1_6>?.^:R$186.O]=IBZ;M(=MEL)65+E[TOM?X)"/)YCH MW/I?MJ]M^VB<5-;IXN",# JIZG_Q2DHD-9.8.K$OW<=%Y9G+&6+72QD4KXK;I9BTT.]G;<<1B" M##O) 6Y>PT7OP/79)ZU<9ME/*H7TW+^#U!I^T9'?/+H*N(+RGL4!9U$0=:_@ MQ4V^L<>+_T.^EOTQVUAGL$+^?"OE&K[-B*I9F1+D<"DC;*P8)ZA/?WAN[? M_'B%;[? AV[V&/D6:I5:@G&5"IZZ0^*+WU,V5ED@Q+DY5&)L!0JECM MWRI)5F]E=+5H&^GM,X(&6/OI=HQ1Q7+' O#.HX^X: MY3]JW3PJ=-2514Q[R];:B;QULB]HO3QB+ESU%H(F['O6=@=\' 8MKS+A=') M\NR,XR76+$ET17$,)"""?*6_.%+9+!.#]*&[]BED9U*HQ2(<)2YO"F51)7J6T M50F1\>D92%F7QP_!P:>V902R.+KCOFF_F$NQD3EN"%AVPV(>A$-VV_H 6S"$ MX\3+A4D8\F'40YL%2I"*^6+]@<=1%Y<_(WNS5G=4%.#J@Q4[U#X4QOR M$ T^P#/>"R7E TFF=*YWKRSB?5Q:&Y$"4Z(8D/&]3'*JXQP_.D0;3]JG>YE MGK,P"/E#&!V<+XKOI#J;50B*1M57ZSOZ/1ZF'-)_NM 7G,D19?A<=SYFK/RY:Z@ULU*,%*GE@%U M<(;]UT&QP0,^- F%O_H_IF)/Z-]1;/70FL2YPCS$R=A"\(KU.9SN9O]K7NCV< MJISC\2& >@9#"3C-OMRO[MG'V6S)&[H(5(*_Q8\D1ZTUI7!VZ;"5?#F;:'G6 MQ)$UH\NFLL0=\[?\]5'K">M55=0\!@$?#&, <8,%UAUVJGWC(!_& 1E'$H^C! M*PW[.H#!:8MQJ&>T>N%^!_QL#_TMGS0HP&*CDM^NNJ+_MFMGDJS>H7PM_F]3OKDS [B7=>#EMT#>X'6&.F?KO4'TZ7_KVPT0ZE M[8<9/O? D &N;[5VQP*T#P@IW\!4$L#!!0 (&B!7%G4R.*!;@0 !P5 M 9 >&PO=V]R:W-H965TV)8K*4CSZRO)QP D7)(X7PY;?O99 M/;NZU4J3 Z&?V!: H\]Y5K"IM>6\O+=MEFPAQ^PU*:$07]:$YIB+5[JQ64D! MKY11GMF>XX1VCM/"FDW4V!.=3'Y\Y']6X1(OQ"PQ@SG) M_DI7?#NU1A9:P1KO,OY,#K]!+4A-,"$94W_1H<8Z%DIVC).\- A8SR-.B^L6? MZT"<&0@>LX%7&WB7!OX5@T%M,+C5@U\;^+=Z"&H#)=VNM*O 19CCV822 Z(2 M+=CD@XJ^LA;Q2@NY4!:H1%OJ;('C'(#QXG80+*%^C@7.'/,? S#?.9WVX^,,GQ]T@ M-WMO!6/0K(B!XAM9]D49]D<4]DK>3X37+\+O;9>\)QA@JQ M@= J*:8\5!2AHI ;Q7X6CKSA>&+OSP.LHX)1Z(9M5*2CW($['+MM6&R N7XX M/+&UU :- VJ!3[7'AT:HX?3$6BX>*(SCW[0T=YT*N >6/+E&1CO(]IQ(5ZZA! M.#Y#M<2&C=BP.[44%VP-E"%.Q/Z9D%W!F90.Z1XO,V.F0WTBFO ;,)&.,:C6 M0>Y5T<- &]+!3]!R7J5C1,K4H$46=BL9!/#!^)Q>Y2?)0FT7@:IIUD*^!HEN8 MXO]A:HD>-:)'G:(7. ,F5.9YRF3#Q9#81]$:P+B7CK09C#6]-V B'>-JZS\V M@*[F>- S('7]KCG%.*$^_J)W&I'VL1U_3?@,FTC%:?&(=,[JFW'5.W973]?V) MDM4N$?_"Q\A7P(UIO=!%^[A7,U@+ M5\[KH9@QK: [BJA=.2G77M"27Z5[IWV8+8,E]*:29!5MKJ[,P-.LME,RGY5.VLX!*N-#&[LF3ZX1R$ MVL^".'@P!'M376GLA9V7@I<@#5>2:-C,@L_QV2*.'*"V M^,EA;WIMXJ2LE/KM.I?%+ (@<(Q"PMLX%P]\=+$ (YPEY_&F=!MV:#MAO/WK_ M4HM',2MF8*'$+U[8[2P8!Z2 #=L)>ZWV7Z$5E#I_:R5,_27[UC8*R'IGK"I; M,#(HN6S^[+X-1 \0CYX!T!9 _Q>0M("D%MHPJV5=,,OF4ZWV1#MK].8:=6QJ M-*KATJ5Q:37.>BX"Z>3)!S)IA< UG6Y7,IFQIQL?Y(EE@^Q4X 41O2 M=D_2-KD$P"P6QBM@MD(62!68;![!EE.!%/? MD$4/>7X!E7)@/N,;-\H*\?_N! MO"59X\0RGK*&5'ZWC1%JO@;,4%G@#@ MK]CL-2SVE9P]$9QW@O.C.5CB4:51Y0G9XX6&/R@KH1X R HD;+C%(;>7*_:@ ME1#$LGM_6>? #G&4T&QWDS&-%)WGB3]JXTS ^JN%2KE4)-4TN"Z[Q\FQX.M9L M)<#'=^SA.SZD.S3**,W];"<=V\G+MN%DR"C-#QD-C9(X3OV,XNC?_1B];">V MN/Y!%$]22@]8> O=GF2=)TK*KJ6WVE M++X1ZN86GW&@G0'.;Y2RCQWW4.@>AO._4$L#!!0 (&B!7%GJ+3XC#0, M !\) 9 >&PO=V]R:W-H965T/.Q30P\67 3P9KM3,FQLED"v))J22Z:B5*A"@B)B0:94)>0:]YG<\.IY,84_O01-6:J^D*_D879) M3D^^D!/".F1B$)1'JNAK9',Z-M133&I*-Q7*'QR*[A.%+GB,<0O\VUTU-AR MM[8F[E'!&>3GQ'/.B.NXW1:>Z?O3O2,X7E-EKJ3SWE/EY[)>56N*_![/E9;X M2/]IJUVEW6W7-J_YA^M1G_3V(ORM!MRM]IAZ6 MSB5$P'(TC8\4/C8:\#ZZS7:EY9=:YC!:A>Z@YP[MU:Z=PZ!.T!TT02\P>PUF M[VW,G#Y5>_,69J75V\4,@CW*PQBG'=%O$/T/(T8B Z+IYHQP:"7U#R@ZCM?9 M0ST,"IQ78/L-;/^#L-B$))XF?$E2P#.X]<3H'];5[0_V:%N"O+[?CCMH< &ULK5;1:ILP%/T5BU53*ZV! *%M1I':D&E]Q%0U[?8P M[<&!2[*-K.=I/O[V8:P)*59M^4%;'//.3[W@B_AFO$GD0-(]%P65(RL7,IJ M:-LBR:'$HL67UKLW!/%KG4"W845G@!,Y"/U1U7,[ME24D)5!!&$8=L M9%WWA].!CC$!202,V U6T%$R@*3:2V\:/A MM%)#=P>;]@_&>_*RQP+F+#B*TEE/K(N+91"AI>%O&? KS]#X,1M,6"',%:WK M6%\%)TLA6=F U0Y*0NL[?F[RL 50/-T MP&X^P#_%8#7 +RW*O@-P'^KPJ ! M&.MV[=TD+L821R%G:\1UM&+3 Y-]@U;Y(E2_)S/)U5.B<#*ZH0DK 3W@9Q#H M- :)22'.T#EZG,7H].0,G2!"T4/.E@+35(2V5*(::B>-P+@6<%\1\- MHS(7 M:$I32#OP\6%\< !O*[.M8W?C>.P>))Q!U4.>\P&YCNMW[&?R=KC79>?_U^?_ MK+Z3#*\MOV?XO#^6'\5$) 432P[HV_5<2*Z^X>]=!X9.6Y&?:X-1843&%GJ MX!+ 5V!%[]_U ^=C5[*/218?DVQZ)+*LOAM6?Q#[)NR2%66TSE0R(@\0Q5G M*Z+/YZZBU'R!X=.]815Y%Y=N:*^VD_TRR+T: [,;$+V/.55!_-VKZ,BKP+]J8 M'<^#UO/@H.=IEH'I&L8VQQ*Z?![D^-N7KR:[W'+A])Q@SVM\3,EII^15L)^M +X$O3"<5*&%+*NN/NUUMF_6UZ5%[Z^/^<- +O6(]5A=LSK;EM/)*M,.YDSJ9J3&>;J!P6X#E#/,\;D9J(%VE^>Z!=0 M2P,$% @ :(%<6?.$FN8U @ L00 !D !X;"]W;W)K&UL?93=CMHP$(5? Q4JEJI4J$@)+6YI$6MA61=I5$6S;BZH7)AD2 M:_V3VA/"OGUM)Z148KDA'GO.YS-D)DFK])..I) AZ&)J] 4#-2 M-4A[LE=:4+2A+D-3:Z"%%PD>QE$T"P5E,L@2O[?66: (:Y$S"6A/3"$'U\P*X M:M-@')PV-JRLT&V$65+3$K: W^NUME$X4 HF0!JF)-&P3X/;\7PQ=?D^X0># MUIRMB:MDI]23"U9%&D3.$'#(T1&H? 1Q@"9P[D+7QIV<&PY5.>+X^T;_XVFTM M.VI@J?A/5F"5!A\"4L">-APWJOT*?3TWCI6-0B5YL'0@F MNR<]JO_#FX3++#O.AGMYF=N:II#&M@!,: /$&2O7XUG MT:#\>DU>K:!LN%4DUSI6MD2@+#NW2$]DCXF*UDP>LEYQ_[HV6Y0#UDT MNDG"P[FA*R-!.C2#XNQ%S82NXX:=H=YO.W:\%]Z-\P/5)=,&L)A;Z71Z+WM M9MT-2!>@JGU3[A3:%O?+RGY30+L$>[Y7"D^!NV#X2F5_ 5!+ P04 " !H M@5Q943IH8T," #@! &0 'AL+W=O'80^*S<1"=?$DY=*_'R4G M1@:DP5YL42(SZ%(Y6MC7UV-Z&&CI'8C5GO? W"2)*VM4W/5,@YI.YL8J[LFT MB\0U%GD5@Y1,LC2]2A07FA5YW'NR16Z67@J-3Q;<4BENW^Y0FO6(]=ENXUDL M:A\VDB)O^ *GZ%^:)TM6TJ%40J%VPFBP.!^QV_[- W2#X1X,RB7SANU#28&2NCVSS?;.NP% M9-D[=DV((N\VT21Y3WWO,BM68,-WH06%E%JC"9R0H=+F7I+IX+B?#$V2@E/ M5? 8.N*Y@;+07>H&Z%.C@$]Q6E0CEXQ(>==L#H9BG]^BYD.X,3D!HF @I:=OE MB2=. 3DIM_GOVOS9._FGV/3@(CV'+,T&\#*]A].3LW]A$I+4Z*,>+TDOBOBK1WG2>K SPN.AX71WE, M^$:HI8)?$U0SM+\/I3V*$*;RQC6\Q!&CL7-H5\B*CQ_Z5^F7(W4:=/P&_UFG M;Z%.Y^#1*C!S*I3VEF;F$.'CD'TJ-+=P!8H@:G>(9++7L&'V)]PNA'9T5W." M3'O#2P:VG:? 6*:)/3PSGB8B+FMZ@M &!SJ?&^-W1AB+[E$K_@)02P,$% M @ :(%<60F#S0G:! !14 !D !X;"]W;W)K&ULK5C;;N,V($T50@V*72"1)%WMU#;@1%YT@>XBB)ON0]$'6J)M(I+HDK2] M_?N2DBQ;%*VX7;\D$GWFD&>&G!EQM*?LC:\Q%N!]GA5\;*V%V#S8-D_6.$'\ MGFYP(7]94I8C(5_9RN8;AE%:&N69[3I.:.>(%-9D5(X]L\F(;D5&"OS, -_F M.6+_/.*,[L<6M X#+V2U%FK GHPV:(7G6+QNGIE\LQN6E.2XX(06@.'EV)K" MAQD,E4&)^(/@/3]Y!DK*@M(W]?(Y'5N.6A'.<"(4!9+_=O@)9YEBDNOXNR:U MFCF5X>GS@? U3*5Z*62".GVCVC:1B/;8&%DCQ$FTS\4+WO^):4*#X$IKQ\B_8 MUUC' LF6"YK7QG(%.2FJ_^A[[8@3 \EC-G!K U+6!=^D,?FW@7SI# M4!N4TNU*>^FX& DT&3&Z!TRA)9MZ*+U? 6DM_D4)ME+E@\E"R+X[!-ZWUD"[E(-96=U MZK!;DGEF0![[00JPYF!4I3@WV<;]]V&-O2^PGG>',//.<6N([K&];S=+FY9Y+S8[//.O?L+6=XS7;Q2C[O#-_7;8X9 M$I0]F"):V? IF6Y7R'O@&)7ALR9S&,=MA:_+S3S!T?C&Y]9ID\37)9E7;((NR'<&H>8! Y-A$W11 8P"LQ>B MQ@M1;[J)<4%ET3N;<*)K)IQKDL77))M=B:P5@D$3@D'O1OQ6MEKRQ"%Y"F7K M>*CZLNGD0I9XV3S(/D'V:B0Q16C0.1MN%'B>M@T-J,!Q76T?FK@\3TM9,P/* M'T9#\T8<-EX8]GHA)ME6=;1@/I^^&(_;L#.M[VD"GKJ8(=3331<31%"3:. Y M.=DM@= Y-H+.91*W,M]R%7$99IEY$O58!=W8S3E=?X>Z< ,(ZJIB(]- DVX" M.?",]I,F&/Z]K+4;%7/:W0 [*S(TPN- :-76@/$[8CO8LZ%W3U*=Z]POE/E M(&,[_ECSMQ?N!I'N @,LA##2W6!DX-X)=.5&&-2KK!FF^W%FAKGGCL"QKX3]C:5!>1UTLW;_M,NU&6%>[$1;HJ;V&16WI9Y0?&TT8]#89W4_@6Q!7TL&?TX7, R@1?QF=T-O" M_M?^XZIL\5799M=B:X?HV S#_FXX6@ARE[9J\&VW^5O>G15)D\=D"CO[M;#A?Q\)W/Q<,$!CI_4=L0+F^OI?8:K<9)]%$3-#>?DW!4$L#!!0 (&B!7%EM M'^1W;P(.0% 9 >&PO=V]R:W-H965T+S/9*/Y@* ,FCX-+,@@JQ/@]#4U0@J#E1-4A[LU%:4+2FWH:F MUD!++#Q(\C*-H&@K*9)!G_FRI\TPUR)F$I2:F$8+J/W/@:C\+3H/^X(YM*W0' M89[5= LKP&_U4ELK*%A*)D :IB31L)D%%Z? GB]3Y>X?O#/;F8$^:.=MV=S&U\:CK1HFW5]5:@R5I?H:>WXC"PVVQ9%R4B@A;)MV+X8B:K9ND*XY$%2V M_VT]6(%0]AY'K'<^'JM1&WCB [O)M,N3=#*-)UFX.U0_XA9/X_1X- ;]"@\: M1H#>^CEB;,Z-Q/;=#:?#J+KP'?KL?&Y'6#MQ_M&T\^^6ZBV3AG#86,KHY,PF MI=N9TAJH:M^6:X6VR?VVLF,8M'.P]QNEL#=<@&&PYW\!4$L#!!0 (&B! M7%ED&+,=2 4 #(; 9 >&PO=V]R:W-H965T[&4^46_+\(84B).6 Z9 M>K-D/"52W?)57^0<2&0:I4D?>]ZPGQ*:]29C\VS&)V-6R(1F,.-(%&E*^.L5 M)&QSV?-[VP=D!7.03_F,J[M^;26B*62"L@QQ6% [VIO[%53#0 M#&>W5/G7# MW>NM]5]-YU5G%D3 -4N^TDC&E[U1#T6P)$4B']CF-Z@Z9 "&+!'F%VVJ;[T> M"@LA65HU5@A2FI7_Y*4:B)T&^/Q UPUP 9WZEI,TW"5\$L'Y\:!GMSKB7?B#\;] M=0.L00UK\&.PRL']=@_I GCCZ#D-M1R]80USV&WHAQV /ZO!GSG'^"GC$+)5 M1O]2Z,OPE_,[W.T)O.AK4)DU(5*]E P5V1J$OE:8)*>AW+9OZF&)8;C##M_S MFLDQJH&/G,"GJ2:E4!E0QC$D5IREJ*<<$E#FA/UJ@G(: \(/@3DO 9R[@0R M V[T+@L54?7\](F*_D;7,84ENGV!L-""@GY?+FD(W,EEI[N6=/]F^*],ME< MV?^?\>](E.\,APF!0&2M](@L$D J.&C%%2%4. [GK\KJ8(<90^]\U$P-'ULT M^'TTQ_LSZDL%*5+3"2T)Y6A-D@(:D>$]S@X/<=:W&U&Z+OB$U&J+4K/Q=:WZK9MBI- A]$[@K$&W*? M'>(VME*&WY$R@U?5NC)1WJ>YBF-(2\2F(%8TG\^G#^_PW.VD)4^P54",N^4Y M=BIL6_Q6*+%;*#^(0<$>@P[1Q\HF=E=UTQ1T[8Q4 8YTFC3 3/5[^[V@\A7= MJ25K9I:E,UWH.4G4A8)BJZ!XT#&)NB@0L=58[-;8EHO2RNKNHC10]8IW,+58 MV<1NV6S+#5W2L#356P%O5HWJ^3UYH6F1NFG4A>9BJ[FX8\W%76@NMIJ+W0JY M15$A8\9-0BI4%+D.G+<-'*T#9W9OG/0ZWZ>7YZ!78&4W<,ON(7IY+>G5N&'6 M19T96'$_(XW_+K0Y<#JE_3TF5U5W.X.#,&QVBS,[^J5MG'S>LWB\V MO'G<*(:\=IN/W)C:QL]=-!Q81MT(7 78960U]1Z4Z(HDY)_]J[G6VW ME&?O):7*Y2[!!DTYJ;]SC)$"7YG#&H',5G5YHE$_K0^$IN4QB/V\/$VZ)WQ% M,X$26*JFWLF9&PO=V]R:W-H965T\KN>0(@T$.>$3XW$B&* M"]/D40(YYN>T "+?K"G+L9"/;&/R@@&.2Z<\,QW+&IDY3HFQ5C2[:8T:W(M4@)+AO@VSS%[O(*,[N>&;3P-W*:;1*@! M1#-> _J)];6L9*-IR0?/:62R/XM4.9NEGE7A8NP (O9HSN$5/6$DW=E-4OO66]4J(6RDHP^3:5?F*Q M2C"#CZK4,;JFN5Q_')<,O@] X#3C']!']&T5H/?O/J!W*"7H]X1N.28QGYE" M3D#!F%$=[*H*YIP(YJ(;2D3"44ABB'O\@V'_T8"_*1- OLG>>LK]R!@%74)PC MUSI#CN5X/?.Y?KF[VY?.CT4/_W/T5C'<9BFX)9Y[B_,BXP^ J 5L%T:R>N) MM7&&+K.,1M4ZH6MT"Q'=D/0?:;8$EE)ES05'W[_("_BS@)S_U;=8JNEX_=-1 M"GG!"QS!W) 2R.6!L)^079R4]C49;A^PWD=\!Z M5^8@VFM7!DZP0"=8J FL1XKX+305.#^H88X8[LC-,=&MN-VU"@X-O*FUK@C-#WA)B._7V@F M304FPQ7 &7 D=T=RC\:N0:1D,R@T2VBO790ZP0*=8*$FL!8ETX:2Z=L2FJE. M3G6"!3K!0DU@+4YMZ_G88OV?4E.CM_[\GMN1FAZC:7=+TV/CCSM&85\T?]JO M-/;!R+,&O0(#AK%0;',NS8?8 MRIGZW:U.G]78&7<4R#QH(^7 -F7_CLNTMD14;81FM.D17I:=L<[XE7UQ;?>, M!ZJG6+:MGN&KAN0-9IN4<)3!6H:RSL=2*UG5XZL>!"W*)M8=%8+FY6T". :F M#.3[- :7BZ4$%:#JMBW\!4$L#!!0 (&B!7%EB^OJBB00 ' 3 9 M>&PO=V]R:W-H965T1F8@TM M%,"*;$/YR/:_P\&A%-!GH4A_T?XPUK&0OQ6218?)BB"B<78E[X= E"9TSTW MAPDXYD]DB&:N L41G@TVQ@NI$"72R7LT=Q MB;X^0/0*_!OZA&PD].H"T1@]QU2**]6I[I\V;"M('(BQ+94+&L3V#[O5!#!>? MP>VC!Q;+C4#W<0#!]_-MY7KN/S[Z/\? &!9>0=)#G7"'LX"YZ7MZABT^79?;L M8K#DY9'V4DN>*=)H?AKI&>-?-O>N:5I_^N=6[CMCJ MD]7Z*^M%%+M,HW7B"C/8$WC6#?4F 5PR@+T3V5T,V3\345? @AFF=P+C5&/T,RS$&&K>.24%Z#,6R*,\,?*$SKK'0U\,7%:^&T&OZ7+F%3+AFG:B%*]?!&KS,DNN6^#S< MZ9VIA6XA$:Y9(VH9R\6QAK&Q:IN6YXEJ#/6R'7MO2C=%I MQ3*X@0LMPV8M>P3]_:@SXE:JW7/UI;8E(7H"'IGSI0JRQI2'!H!PT_L\+N0- MF^7-A&W%ETILLZD&V(6X8;.X_?B'R"&K9LJI^V-6/;&T^[O].A^@RA"8L1N% MH)!(;)(V7K-84VD^II27#06U$5F*?25";,0B^Q62\-F&WK3R5VKU%T[=(A2 1\G1[U'.2S;2RS\Y"\ M-S].FF6'*,7P["SJ&7#U/B=0""LUU>D,% '/CG>RAF1>]3RRJ1D47J[1(MUP/4_RO&Y+&A#>2';- _ 5!+ P04 " !H@5Q9,X*[9Q\$!9$P &0 M 'AL+W=OV$$GT2-IN@/WXDI0BN=/%LIOV)1(ED><[O'TQ MQWO&'\4:0*(O:9*)B;66,$=DKCS)J.S;-;/AVSK4SB#&XY$MLTI? SI"A*VGUC8>GYP%Z_64C^PI^,- M7<$]R$^;6ZY*=ME*%*>0B9AEB,-R8LWPY14)= 7SQ4,>W%PCW0J<\8>=>'/ M:&(YF@@26$C=!%67'5Q#DNB6%,>_1-6&5- 7/+Q_;OV#25XE,Z<"KEGR.8[D M>F*%%HI@2;>)O&/[/Z(R-?M+5@BS%^T+]YU++38"LG2HK(B2.,LO](O14<< M5'!)2P525"'"&.P]D^-]32:=CSO:(ZZ]5:_K&I&IJ*[@XTZ-R+ [EZ&ZMZ"'O*(_3F/4@:)^+MV):* M0[=F+XJ85WE,TA(S0#2:'"%Y+A,.^D&SQB/Z^@70.,)^F[#N;TLOL4FSH B:6 M6D<"^ ZLZ>M7.'!^[0#U2E#/M.ZV@,[T+(_EDQJ]A&ID? M[J+$5L6V._07ULI),VB.%LA*M$<5G&6Z8+Z M9@,\9A'ZKW0\V3R<+X)I[>KW=1S SP2%#T"Q M$PS:I@,F%2EY$=)R_1P!)750+QPX;3U:>0=WBZ_6I._0'P[;E5[D&=\NF9OA/62Q%I^>[6SQ3CKC2#@Y^ MJNIQI^;.3:=2%S[57=]I>UP7FQ_X7HOM<>4U? *K8^O@>U[W6(EA<20V?:K4> MNL=U@;6 D,I=I-M=Y[J^:+8/2^4@TNV@%U1]$:GG#"*5?,@Y\ODAJB](OMTO MG8'CMN10B8F\C)CZJKX(UV;^3^J^<-LI* M-:3[)\Y/47O! <'2JV@>G'2GPE3G3$6C!MIG,#S[*I^6YT2P_+:D^SP^=;BA7 M2TJ@!):JJJ/^C; 0S\]Q\H)D&W-V,F=2LM3!&&)2M6KP,.W!2VY; M:TX<;+==^?5<.UF4C:SB@3XT_KCG^) [C:WN\D^!!KQ$-/!:BU!-O;4QUYOLZ M6V/!]$!66-+,4JJ"&>JJE:\KA2QWH$+X41",_(+QTDO';FRNTK'<&,%+'GO0 MFZ)@:G^.0NXF7N@]#5SSU=K8 3\=5VR%"S0WU5Q1SV]9%RXDW# ML]G(QKN 'QQWNM,&J^1>R@?;N>-0Y,:7MI=7!A%LYQP)EVLF<(C:T0.,UE0<6CF_#V"!55,OA$(<@ES MQ.:3&]UO#^ @WC M0G\@XL]%)>0>$19&9@]P>X7%/:H[FGD+/FB;D1[[AM39/VL47)>*XE>47*! MV0#B\"-$093TP&>'X=\V)<&#/KA/GK;&1JVQD>.+#QD+YW\;.U6*E2NDDV#@ M? _=N#G;N^'ICJD<;K\)3'5P:+/1=GQWU^DG_^O;TG^F*93CQZ'AKVA7TTG=O MPE'PJ<^<_T3VS*JXM2H^Q)[^=&>-]+,M*KHZ8$4.&-1?_;#- OOAP>P_/U9TV=*^V.R<_7LD\WLM/\PT@H+$KOM.]>PP M,FF0$)U00>SU@7(;M;)&_R9K*P6S-YC9]RD:]7B:!*,;7B=(4*7!(P&!R3#:I^^EH3? -=?T2J.R 32_E-(\=>Q# MT+ [[Z1]02P,$% @ :(%<67Q8PLM4ULM9A;;]LV%,>_"J$50PNDT<6W-+,-)$Z#!5B0(%FZ MAZ(/M'0L$Y5(C:3LY-OOD))E.Y:9U7!>;%UX+K^C0_(/#I=*_E1S $V>\XRK MD3?7NCCW? 17/(:?J5!3 \>9'0=#W<\]X-Q:[9_=R M/!2ESAB'>TE4F>=4OEQ")I8C+_16#QY8.M?F@3\>%C2%1!/Q;W$.[_QDK < MN&*"$PFSD7<1GD_"@3&P([XQ6*J-:V)0ID+\-#_M5.OB6D,-Z]7WJ\M/,),J8*)R/YAB9Z/O#./)#"C9:8?Q/)Z(%Z MQE\L,F5_R;(>&W=D+I46>6V,&>2,5__TN2[$AD'W;([!5!M$KPPP<+M!IS;H M6- J,XMU134=#Z58$FE&HS=S86MCK9&&-41DY'5Z4Z2D)^RQ[?TF>5E3FB:2DBI!E)(QF-68 /27)1;H,Y4#@3M-:])^C&Q'*PEMCFDN@YX,JXFF4U_*SNC3;V M*G1O@SUZS>[,[D#V? L/>=[+?2Q$#)(K,I,A)5O=\Q=6&T]_!Z06O<)P!#\09 M-#@#)\X#%/3%M*&AV/,)_T_'.J/\ZB0>[+1_UV(\:S#/G)AV1V!*E93' M0&*AM,*NS'!#P*;4PG;I>B^X=K1G%6>PD5MPVGGU09VY/A!OS2D7YRD=K&] MVUV%;[@&C*;)@YFL5Z4TH/<@F4C:,*L@8;3%&83]G;GHS.9 UC!8;_3!V]_U MABLM2].9)^0;E8Q.,]CF/2%_OQ1 OG]]UD:LF?=?.5I(JPA:=Z4W I?J*W&PO>18^%1]=BQO&T78:W(0K '=UW3]?O M+(_N_ [E7PNUT*W45I+4V? 5'DE,U\'N(LW"MSL+^^W3]D418783WD'3A6M.% M;E'W7ET:_.ZSF[7'TD.5OS^QDD [MFI/2!1J.)0HE:' LW3YA#FPAX]^.OA MU0G.+94IXXID,$/3X'2 W2JK0Y'J1HO^GBM,A=8BMY=SH*B"S0!\Q-"KVY, M@.9H:OP?4$L#!!0 (&B!7%ER2-?7:P8 "PS 9 >&PO=V]R:W-H 9655T=(QS0! MN[V8[H5)GK862=S9+@SI_OAS?M#4- !C*'EYL-*F?3^SOXS[NMTX.;Z6ZU@L M0W[F6:&/>@MCEA_[?9TL(.=Z3RZAL._I,JYL8=JWM=+!3RM@O*L3X-@U,^Y M*'J3P^K<%S4YE"N3B0*^**)7> <[5W0ED\O:H%_;N3YR+^<*4)_J3PR6?PP68 MK\LORA[UUY4Y%!H(0NB8';4.PX_LB@J ZH6_PBXU1NO23F4*RFORX/3]*@7 ME#V"#!)3(KC]6]M\=I*LI7/"..G M13T; [=$[\C8&PT6FWY$/Y.M%3-Z^>4?>$%&0RX5<:5ZD^K!O;*]*=C]I>C"M M>T ?Z4%$SF1A%IJP(H6T(S[VQX\\\7VKQEH2>B_)"?4"CU?S/4*#]_8?'72- MQQ]^ 'O]:./.'GW%EP\.N<$>,:#T_HHH7/34_CI,?*Z&K64&^_VW/ MD5,#N?ZWHXLG-7+0C2Q+WT>]Y D<]6QMTZ!NH#?Y_;=P%/S1I38F+,:$,228 MDY?!.B\#'WWRK:J D!)^ \I6=+ ($)637Q^?$"]HU&YBPV#_$<$CN@"M-QB2O M/^'A_4GY75>-84C](@AC^DRQE73&Z4G8R MVN[F, C<3DZ]5]MUOF'"&!+,47E_K? *^5^5+Q5,@GWD.FGP_@_P*5&;D9;S.R]C[$3DM#"_FXBH# MPK4&\YZ -L)^D;5KYDK#;)613,R@*SM>*[9??R?HWK2L6+(QG2 !S=PZ!U M%(&W9]/*M8 BYY!5OD$OQ-)? I_S$725'I<6H-(9%:)VH;I=5%J,2F-8-#<_K>,-!Z]0NU#=+RHM1J4Q+)J;G=8# MAWX3_"NU"]4D/]'/R%.Z7AK)L$;@:M]Z[M!ONF.X@4PNK=*7D"P*F!_I+-0O5PC_1 M3X])?'$DPQJ!JWUKST._?SV1\GIP*7+P%RI4+XY*BU%I#(OF;GFUIIT&^(6* MHMIV5%J,2F-8-#<[K6VG7N,YV4Q*:LM39S*>0-SO:CZ^K8EJS%%%I#(OFZM\: M<^IWK5.N%YV:T^T]C,$^W=K%\.-WEK;SJN%!^&"#'^NJKFBMZQ^/UV*1A0D M(&[L>BK*FT+:6;SDR@B>97=$SF9VZ>U4M^8/-\9)HVUM41TS*HUAT=P,M(Z9 M^G=0/X,A29F%1!9:I*"JGV,[I1YL21T.!N-ML5$-<.=5NR;R:UA;VEI;^O+] M77_HSDM@Q]9M$(Y#^F"'MVDW?*(=P^J=*USK2ZG?EVXN6XG4IG,;V,_86<'1

M=LT('D[C^%FM&%;/7/5:[TC]F[SGUM47*VM-C%'B:F6X]2F= J+:Q8;F2+.U MH,6HUV18-%?HU@92OTG:MB+D/W)L#6%N%4_)-ZFN9U(E?J?BO\;.64#=U$6E M,2R:FZW6.-+Q*S@55!^)2HM1:0R+YMXMV/K(R+_YZULK_:$[WQ<8/./^H?A9 MK1A6SUS16GL7^;W9\WX+\4-VE@_5[:'2&!;-34?K]B**7V$BU U85%J,2F-8 M-#*<[&S8/V S.1_4$L#!!0 M (&B!7%DYD7C0]@4 (H 9 >&PO=V]R:W-H965T[.R% K)A"HA* ME<39:++$1X]'/@<[R)5''!6RYSNV U37_)KH?><1B6,4Y;)F&=(ML.W%:(W/?8\4 >49?\7L((^V49'*>=? BYT/X<7(+7K$$A:H0H+J/_=LPY*D M4-+]^%:+CIHVB\#C[0?U]V7R.ID[*MF&)W_'H8HN1O,1"MF6[A/UF1_^9'5" MDT(OX(DL_T>'^EQWA(*]5#RM@W4/TCBL7F&)W-0+8BC #Q^) (#4 >0T8/)(@%<' M>$]M85P'C$LR52HE!Y\JNEH*?D"B.%NK%1LES#):IQ]GQ76_44+_&NLXM;K< M2WU$2K3AZ5V5+]_VI9'KO]=IGBL:)?*/UOMSXZ/6K-^@5BC,=R_>29J% <.DJG4'3$ M">KN;JKNDD>Z.T57/%.11+]G(0O->$>GWN1/'O*_)%;!]7YWAHC[5O\CX[[^ MV,-O6'Z&O,?#?7OX%14Z'/>%&]EXS=7T2CWO$;T/H;YD\3:F=PG3I!7-=G&Q M2:5D2I[W=/"R$ASW"Q:SKSG,:< N1GI:D4S-')>/ZTC*U]>F;&BR;C MA75H'!F%IPV-!>30@!3S@<0,C-AMK9EKO7760<#WQ0PC6,#B^^*A_A9E3/4Q MM$L-A5BK&;?9E'@G-QE4FR:>(^>*K7@^J8@)[9&%T--P;7'>:M<3)/LPSG8H MT'.+KBNT(16G5K%F9M4?S QWF(V]A7O*#*A-DQEIF9$G,*M8]2*QA@]&0CI(M>NXBH"9-(JUCQE8? N=H\W#^ZS.$EG43;YSC1-0SK1P3JF&NU8T3O/!?/3R&] MA!G&K1O&=COLLRW3F$*DZ/>?\@'UQ[6:P0?C.9F< @)JU034.FELM](;794* M&JB?P@%UT[6: 6? A%96DR>8EC#)NG3*V.LC51Z;0226*7A]Q>M,+"M0OUVKF M732;>*>V":I5DU1KAO$,NGS'0-ZVY@2IYD.IF31;XXV?XKQC*]->I$#FN4;: M=>Q3,C_U]3Y4HR:KUK)CJY6UON^PAP[FL>A:2QF[3>F]B]=U_9 MAFA3V?1QLBL.Y41Z+'A?I0?5JLFI->'$;L*[[Y#0?^A6T)"ACS1ETO0IJR:X] MF!BDF@^E9G)MC3HAT(\" NK=0=5*#639FORB=WD/_=18)<=C+3K]?$,=QX% M4(V:K%JO3^Q>?U-^=-)UT&>6E'.=C.)<'@_OI[TWMC,X0,E!YN #'+3J %7SH=1,FFUQ M0NS%R;',&CA0KJ%R[SGX? T298O7EBV>O6SQV3U+>,Y"=,N"*.,)W_T8/K+M MC0Q>% "IYD.IF8#;>L?#X"LL0*L<4#4?2LVDV58YGOUSQ'-'MEUV,%+2^?9* MIIV1#=5FAMRT5E3GMZM3;OBHI=G$F4 ML*T.=<]F>HH2U7*W:D?QO%P =L>5=O;E9L1TA2Z*$_3O6\[5PT[10+/H&PO=V]R:W-H965T<-M82 M.[.==OQ[;"<-O61E@O6AL4^^[SL7G^1DL&;\0:0 $CWE&15#*Y6RZ-NVB%/(ML;A@!5!U9\%XCJ7:\]4M"@XX,:0\LSW'Z=@Y)M2*!L8VX]& E3(C%&8 M;]2O3.XJEWLL8,RR[R21Z=#J62B!!2XS>;TSM%< M]6-29H"^+- =Q65")"1HQADRQX.N%)3&!&?HFE;-JGFG$Y"89.),*=S-)^CT MY R=($+1UY25 M-$##&RI@M:N[;@.<%0%Z#T3H()N&)6I0%.:0-+"GQSG=X[P M;56LIF+>IF(C[ZC@'(H+Y#OOD.=X04L\XY?3_;9T_L_[])^][Q3#;]K'-WK^ MW]KG,GXLB2"F#7Y\4C9T+2$7/]L.O)(,VB7UB[$O"AS#T%)O/@%\!5;T]HW; M<3ZT5?LUQ2:O*39]);&=WL):0EOU*V+'$/44645=I]M3S;#: M+NLAJN,%O6 7-3E$N7ZOZW=W8=,6F*=^[QO83HYADV-X-,?/:HH2&K,>F'GP)=F4@H4 MLY+*ZN%KK,TPOC0S:,\^,R#B 0 "04 9 >&PO=V]R:W-H965TU-@7V9)30%UB"?DH6$G-VJ1*R"&+%1$PDK,;6G7L[<_O&(*OQ M)X.M.D@3$\]S$*\F\R4<6X[Q"#@$VDA0_-G %#@W2NC'CT+4*MLTAH?IG?KO M6? 8S#-5,!7\+Q;J]=BZL4@(*YIR_2BVGZ$(R#=Z@> J^T^V15W(D&JM(@* M8_0@8G'^2]*$ <&;N^$@5<8>$<&)UOH%0:]XQ;Z)PSZA4&&VLY#R3C,J*:3 MD11;(DUM5#.)#&9FC>&SV/3[4DO\RM!.3Q:(&:2$D"RU"%[)-;F<@::,*_(-MWG1*^166/2UGY/+BBEP0FZ@UE: (B\E3S+3J'!1\6XM4T3C$P@N3GS/.L7/5 MR-;HJFG0#@JWIKE;W@FW!F0N8KU6Y%,<0EBUMS'$,DYO%^>]UR@XI^_$\SK$ M"Z96=ULOT>B?TIIPJ1;ZNBC[[M_H#?R1<-D?]J[QKG[7*Q?+V86EEN5T #&%JX<"N0&K,FOO[@#Y[J3]8@B7'B408B#6%.-DV!#>0IU#!NUSF68BPTS,;,P;R9.MS>R M-X=HFNM4(O;+B/W&B(_G^HQM6 AQ2!XQ=K(&4"L<;&OB[]1^=SX<[&;2FR. M[_E'"%IJL\)J4+(:-++:L5&XB02<2IKO4@@KH>^X[VFB049U*]M]H_"YJ'Y" MC.@UD,^"AR 5V8($@NXRS;'?M2!A&1C&8VH^L!\I"_/X\A$"<0"$ZNRK-$-# MK(C?]?P/) &)#.(TZA@,])D#41"Q:U-&.7\GP-!(DDMV17SG@]D# JK6&;$VX)(X[JKK.7[^R<%4E6'=TU.9S@ M"8W? NW4+3TM]5!E:PW)H#1N'UA(DP_WR#AV,-R U,QB/Y^;W.43/(&O7\T;Y ME-L5'K M7(:YV.!P4$C:#UIJK@+&=?8'9:<1S? SN#S*E"=.4DZ\Q=,C#P[22[%5M5E;:E7D!W<3M\TI7:BU1;)-M5E;:E62WIZD=\Z\)DRI]/A>54#, MA?R#>>@.>W[?'U9GX[2YQ;/YM*16Y;._4+F-5XT3?#JGE[Y"[W"YZOG'A%J] M* [6E5B6TORVYS=>E17[L5>9TM6=$S9DL$$K7GH0+R4-([C&C-B]6L[;4YY2&&X:Z_R%I2PMG\#NLHU\]?S^;4_G"8D4XK-#4Z0YQ?LG\ M22K(:)%DCS3/0FL191B$. , ,X3 - >&POA;7E68T MK\&I%'&OTTGCDG))1@.Y**]+4T=3M9!F2-+6%+G;EWQ(NND'$CFZL3N)^]/3CKW9U?[]M,&."-QD/3B!:3G..TY2ISN$OO5G;>6ZK2= M8,Z7 >>-)^K6? U$RSV6#II.%T]G-QRN+?3U'@T+)35D3X@R6GY8L>J!B2,94 M\(GFX%70DHN5,_? ,%5"ZB%=@CSC :5-08IN6UG32+&^,3*/+CNU5E%CJAA 8U1I!SFG,R5IHV'MX0>6=LJ$N(7G\$>Q MP[TLMBK7@;K)=F@%^:&C<1/@WV9SW-NTR:MXHXH_*/-Y8=.1S1QZC=UH5O!E M,U\6K0",O8NSTZH2JT^"SV3)7/(O#C@:T+5?-%>:/]IHT"I3:V":1],&S[= MMOS2M+IC2[-NIV6!:^X=H>:_N\\S)IFF8ENT[?U#WN57*TXN_Y7DYK?*ON"@ M1O]R/721%\<@,CT&D4?1D_W#%YEDAZ_1']X.3F3L#QE;)YF="\."3? MX?PI-D&CR8(+PZ6?S7F>,_GD.&/I#9W8/U9V^.WZG!5T(NFRN,8#X. M"R. 87$P!9B/\\+B_$_Y]-%\'(9IZP>1/NK31WV<5P@9-Q\L3M@GLU*=B&6* M[S4@X7T#CRP+5QN+ QY8%;#>@?CA.-!38\D@:IBVK G&$>R#$.@%\,]FJ;(M[J3P"=<'>TJ2),O""&!A!4F"(? TX@BF #1@2)(T[\&]]U&\?D_%F__@C7X# M4$L#!!0 (&B!7%F7BKL

-8?20$3;8T.P6BP^0"X99K>] M9!:GVW$'- M[2N]!X5GMMK4W.&AN9G:O0%>V1V J^4TF\U.IS47*GG_[EC7RDS# ^V@=$(K M+&P+O@NXLW_/MX?L(*S8""G-TY^$=& 6W,%GHYN]4#=M-=B*:= ,'X?C;Q?$,_,O8=3;K2AAH&U;4OQT"2JQ)8)D1D-F(D^R #(G(/-1(-0!Y2D">C@E9!)"O"W M/7HA;"FU;0P$B&\(Q#=Q$9?*B@H,NS:\PDS-SHWAZJ;M,!M'^9R7I6Y0 M/B$FZ9O(PKF" Z@&V!64&BD?FY"R3!I9,^=5Y7FX_-,_/\SX;>T0D_),&EDT MZV:_E[Z#(.C?[FS;-W_!PTZ34J9)(ZMFJ4I= [OF]]!CHL221C=+70OGC769)\, M92F5I)%=LH"-"UDH::21K?&AL4*!M6V@-BB*1W'**%5DD56Q,K %8_QP19>W M(1:EABRR&DB#]0:G&3D9&5,3?4Q*$]F8FNAC4IK(_J,FV N"XG_P8-,2EU9)'5,90.!V-)^2.+ [(^!L2F;L$MNVE'_ MH1=+2BU99+70"2B<'^>49?+H$Q(J ?4P*>ODD:W33T +<%S(WB>94[+)(\MF MD(Y=P[UKN.Q1DDM? T=>^B'$UFX28E&ORR*X92N=#+YQ23CZ"0CS5@\9G_EF!)/'ED\-&8O55+BR2.+YUG,"2K3AE.O@A)/$5L\ MSV.NL?H0DQ)/$5D\[6P5D0*;![M# [$6(21FHB&R@X9';'^H0DU)0$5E!@Y@3 M__ZUZF^_D/LOD17T#&;[759-;[A>4!8J(EOHT0H!$O;&'B$F9:'"6VAZW&NM M8(N-KR[Q$1;+2R[+E6'M3[? V6YRT2S;;1LH++/NFOFI>';=NC]O.[W\!4$L# M!!0 (&B!7%G[+-6EK@$,$; : >&PO7W)E;'(O=V]R:V)O;VLN M>&UL+G)E;'/-V;MNPD 0A>%707X EIE9;A%0I:&-> $+EHLPV/)N%'C[("C@ M6"G2H#V5M;8_AM_LM:SKU"5Z5"?X_[0Q-[E5)WCO-BGU'PX%]?[<"ICOV[" M^79E6[>G,MV6[ZG;H]Q'T(J>JNRW84T+]RE>IZ. [GZ0_FURT5MNYD6[W$CA<@BOJK01Z*^JM!'HKZJT$>BOJK01Z*^JM!'HKZJT$>BOJ MK01Z&^IM!'H;ZFT$>AOJ;01Z6V>SA$!O0[V-0&]#O8U ;T.]C4!O0[V-0&]# MO8U ;T.]C4!OCWI[KT]ZNT)]/:HMR?0VZ/>GD!OW]GL)M#;H]Z>0&^/>OMW MZAW3M0KQV?-8X_/?276ZW1N>C[\O'R<[[_@=9P=_[!:_4$L#!!0 (&B! M7%DF^H>GM0$ -P; 3 6T-O;G1E;G1?5'EP97-=+GAM;,V9S6[",!"$ M7P7EBHBQG=(? 9>VUY9#7\!--B0BB2W;4'C[.N%':D6C(BIU+K$2[\Z,O=)W MR?1M9\@-MG75N%E4>&\>&'-I0;5RL3;4A)U7 MT<$A#IU=C2M*XX:A(&)G'=J=GPT.?:\;LK;,:+!0UK^H.E2Q;<6H?K_=!VU&PO=&AE;64O=&AE;64Q+GAM;%|+ 0(4 Q0 (M &B!7%G#$*I]\04 /0? 8 " @0T(!X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0# M% @ :(%<68ZLU+^O @ B@< !@ ("!$A4 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ :(%<6:XCMMMC M!P 9X$" "\!P & @(&8. >&PO=V]R:W-H965T&UL4$L! A0#% @ :(%<60!ZCZM# @ B@8 !@ M ("!3SL 'AL+W=O&UL4$L! A0#% @ :(%<6=&PO M=V]R:W-H965T&UL4$L! A0#% @ :(%<64)J3.#< @ KP8 !D ("! M-UX 'AL+W=O# &0 @(%*80 >&PO=V]R:W-H965T&UL4$L! A0#% M @ :(%<6<&PO=V]R:W-H965T&UL4$L! A0#% @ :(%<69I>/(DB P QP8 !D M ("!Y)H 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ :(%<66#"*1C" P]@@ !D ("!4Z0 M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M:(%<6=3(XH%N! '!4 !D ("!N[, 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ :(%<6<'R)K@ M_@@ !D ("!&+\ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ :(%<60F#S0G:! !14 !D M ("!]<8 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ :(%<664)DWX0! =14 !D ("!*]0 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ :(%< M6:_OSITD P P@ !D ("!B.$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ :(%<63F1>-#V!0 @"@ M !D ("!&/ 'AL+W=O<" #>" &0 @(%%]@ M>&PO=V]R:W-H965T# MB 0 "04 9 " @6/Y !X;"]W;W)K&UL4$L! A0#% @ :(%<67MY&(0X P SA, T M (!(OX 'AL+W-T>6QEP2[P $ #Z'@ #P @ %N @$ >&PO=V]R:V)O;VLN M>&UL4$L! A0#% @ :(%<67TLU:6N 0 P1L !H (! MFP8! 'AL+U]R96QS+W=OU 0 W!L !, (!@0@! %M#;VYT96YT7U1Y<&5S ;72YX;6Q02P4& #8 -@"Q#@ 9PH! end XML 57 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. 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={};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.innerText=p+a.innerText.substring(1)}}} XML 58 report.css IDEA: 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 p { 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, san-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, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .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 .nump { 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 60 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 129 250 1 false 34 0 false 4 false false R1.htm 100000 - Document - Document and Entity Information Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation Document and Entity Information Cover 1 false false R2.htm 100010 - Statement - Condensed Consolidated Balance Sheets Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets Condensed Consolidated Balance Sheets Statements 2 false false R3.htm 100040 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsParenthetical Condensed Consolidated Balance Sheets (Parenthetical) Statements 3 false false R4.htm 100050 - Statement - Condensed Consolidated Statements of Operations (Unaudited) Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited Condensed Consolidated Statements of Operations (Unaudited) Statements 4 false false R5.htm 100060 - Statement - Condensed Consolidated Statements of Comprehensive Income (Unaudited) Sheet http://www.agilysys.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfComprehensiveIncomeUnaudited Condensed Consolidated Statements of Comprehensive Income (Unaudited) Statements 5 false false R6.htm 100070 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited Condensed Consolidated Statements of Cash Flows (Unaudited) Statements 6 false false R7.htm 100080 - Statement - Condensed Consolidated Statements of Shareholders' Equity (Unaudited) Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfShareholdersEquityUnaudited Condensed Consolidated Statements of Shareholders' Equity (Unaudited) Statements 7 false false R8.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 8 false false R9.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 9 false false R10.htm 995455 - Disclosure - Nature of Operations and Financial Statement Presentation Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureNatureOfOperationsAndFinancialStatementPresentation Nature of Operations and Financial Statement Presentation Notes 10 false false R11.htm 995465 - Disclosure - Summary of Significant Accounting Policies Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPolicies Summary of Significant Accounting Policies Notes 11 false false R12.htm 995475 - Disclosure - Revenue Recognition Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognition Revenue Recognition Notes 12 false false R13.htm 995485 - Disclosure - Additional Balance Sheet Information Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureAdditionalBalanceSheetInformation Additional Balance Sheet Information Notes 13 false false R14.htm 995495 - Disclosure - Supplemental Disclosures of Cash Flow Information Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureSupplementalDisclosuresOfCashFlowInformation Supplemental Disclosures of Cash Flow Information Notes 14 false false R15.htm 995505 - Disclosure - Income Taxes Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxes Income Taxes Notes 15 false false R16.htm 995515 - Disclosure - Commitments and Contingencies Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureCommitmentsAndContingencies Commitments and Contingencies Notes 16 false false R17.htm 995525 - Disclosure - Earnings Per Share Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShare Earnings Per Share Notes 17 false false R18.htm 995535 - Disclosure - Share-based Compensation Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensation Share-based Compensation Notes 18 false false R19.htm 995545 - Disclosure - Debt Sheet http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebt1 Debt Notes 19 false false R20.htm 995555 - Disclosure - Business Combination Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureBusinessCombination Business Combination Notes 20 false false R21.htm 995565 - Disclosure - Preferred Stock Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosurePreferredStock Preferred Stock Notes 21 false false R22.htm 995575 - Disclosure - Summary of Significant Accounting Policies (Policies) Sheet http://www.agilysys.com/20240930/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesPolicies Summary of Significant Accounting Policies (Policies) Policies http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPolicies 22 false false R23.htm 995585 - Disclosure - Additional Balance Sheet Information (Tables) Sheet http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureAdditionalBalanceSheetInformationTables Additional Balance Sheet

Information (Tables) Tables http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureAdditionalBalanceSheetInformation 23 false false R24.htm 995595 - Disclosure - Supplemental Disclosures of Cash Flow Information (Tables) Sheet
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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": [ "r54", "r589" ] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowance for expected credit losses of $755 and $974, respectively", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "totalLabel": "Accounts Receivable, after Allowance for Credit Loss, Current, Total", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": [ "r723" ] }, "agys_AccretionOfConvertiblePreferredStockDividends": { "xbrltype": "monetaryItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "AccretionOfConvertiblePreferredStockDividends", "crdr": "credit", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited", "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfShareholdersEquityUnaudited" ], "lang": { "en-us": { "role": { "documentation": "Accretion of convertible preferred stock dividends.", "label": "Accretion Of Convertible Preferred Stock Dividends", "terseLabel": "Series A convertible preferred stock dividends", "negatedLabel": "Series A convertible preferred stock dividends" } } }, "auth_ref": [] }, "us-gaap_AccruedIncomeTaxesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedIncomeTaxesCurrent", "crdr": "credit", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/DisclosureBusinessCombinationAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Uncertain tax positions", "label": "Accrued Income Taxes, Current", "documentation": "Carrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all currently due domestic and foreign income tax obligations." } } }, "auth_ref": [ "r57", "r108" ] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Accrued Liabilities, Current", "terseLabel": "Accrued liabilities", "totalLabel": "Accrued Liabilities, Current, Total", "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": [ "r57" ] }, "us-gaap_AccruedLiabilitiesCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrentAndNoncurrent", "crdr": "credit", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/DisclosureAdditionalBalanceSheetInformationScheduleOfAdditionalInformationRelatedToTheCondensedConsolidatedBalance
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Examples include taxes, interest, rent and utilities." } } }, "auth_ref": [ "r109" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "totalLabel": "Accumulated Other Comprehensive Income (Loss), Net of Tax, Total", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": [ "r18", "r19", "r71", "r136", "r436", "r463", "r464" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfShareholdersEquityUnaudited" ], "lang": { "en-us": { "role": { "label": "AOCI Attributable to Parent [Member]", "terseLabel": "Accumulated other comprehensive income (loss) [Member]", "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": [ "r5", "r13", "r19", "r381", "r384", "r415", "r459", "r460", "r701", "r702", "r703", "r710", "r711", "r712", "r714" ] }, "us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/DisclosureBusinessCombinationAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Weighted average period", "label": "Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life", "documentation": "Weighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [ "r228", "r556" ] }, "agys_ActivityRelatedToRestrictedSharesAwardedByCompanyAbstract": { "xbrltype": "stringItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "ActivityRelatedToRestrictedSharesAwardedByCompanyAbstract", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationRestrictedSharesRollforwardDetails" ], "lang": { "en-us": { "role": { "documentation": "Activity related to restricted shares awarded by the Company.", "label": "Activity Related To Restricted Shares Awarded By Company [Abstract]", "terseLabel": "Activity Related to Restricted Shares Awarded by the Company" } } }, "auth_ref": [] }, "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": [ "r642" ] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Additional Paid in Capital", "terseLabel": "Capital in excess of stated value", "totalLabel": "Additional Paid in Capital, Total", "periodStartLabel": "Additional Paid in Capital, Beginning Balance", "periodEndLabel": "Additional Paid in Capital, Ending Balance", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": [ "r64", "r589", "r831" ] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": [ "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfShareholdersEquityUnaudited" ], "lang": { "en-us": { "role": { "label": "Additional Paid-in Capital [Member]", "terseLabel": "Capital in excess of Stated value [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": [ "r475", "r710", "r711", "r712", "r714", "r784", "r832" ] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation Amount", "terseLabel": "Adjustment to Compensation, Amount" } } }, "auth_ref": [ "r655" ] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis",
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Excludes amount capitalized." } } }, "auth_ref": ["r333", "r338"] }, "us-gaap_AllowanceForDoubtfulAccountsReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivable", "crdr": "credit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "Accounts Receivable, Allowance for Credit Loss", "terseLabel": "Allowance for expected credit losses", "periodStartLabel": "Accounts Receivable, Allowance for Credit Loss, Beginning Balance", "periodEndLabel": "Accounts Receivable, Allowance for Credit Loss, Ending Balance", "documentation": "Amount of allowance for credit loss on accounts receivable." } } }, "auth_ref": ["r137", "r212", "r216", "r217", "r218", "r799"] }, "agys_AmendedAndRestatedTwoThousandAndTwentyEquityIncentivePlanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "AmendedAndRestatedTwoThousandAndTwentyEquityIncentivePlanMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual"], "lang": { "en-us": { "role": { "terseLabel": "Amended and Restated 2020 Equity Incentive Plan [Member]", "label": "Amended and Restated Two Thousand And Twenty Equity Incentive Plan [Member]", "documentation": "Amended and Restated Two Thousand And Twenty Equity Incentive Plan Member" } } }, "auth_ref": [] }, "agys_AmendedAndRestatedTwoThousandAndTwentyFourEquityIncentivePlanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "AmendedAndRestatedTwoThousandAndTwentyFourEquityIncentivePlanMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual"], "lang": { "en-us": { "role": { "terseLabel": "Amended and Restated 2024 Equity Incentive Plan [Member]", "label": "Amended and Restated Two Thousand And Twenty Four Equity Incentive Plan [Member]", "documentation": "Amended and Restated Two Thousand And Twenty Four Equity Incentive Plan Member" } } }, "auth_ref": [] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Amendment Flag", "terseLabel": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfIntangibleAssets", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited", "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of internal-use software and intangibles", "label": "Amortization of Intangible Assets", "totalLabel": "Amortization of Intangible Assets, Total", "documentation": "The 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." } } }, "auth_ref": ["r10", "r225", "r232", "r567"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Anti-dilutive SSARs, restricted shares, performance shares and preferred shares", "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": ["r190"] }, "agys_AssembledWorkforceMember": { "xbrltype": "domainItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "AssembledWorkforceMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureBusinessCombinationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Assembled Workforce [Member]", "label": "Assembled Workforce [Member]", "documentation": "Assembled Workforce Member" } } }, "auth_ref": [] }, "us-gaap_AssetAcquisitionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionAxis", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureBusinessCombinationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Asset Acquisition [Axis]", 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"http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual",
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"http://www.agilysys.com/20240930/taxonomy/role/DisclosureBusinessCombinationComponentsAndTheAllocationOfThePurchasePriceForAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Customer Relationships [Member]", "label": "Customer Relationships [Member]", "documentation": "Customer relationship that exists between an entity and its customer, for example, but not limited to, tenant relationships." } } }, "auth_ref": ["r50", "r727", "r728", "r729", "r730", "r732", "r733", "r735", "r736"] }, "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.agilysys.com/20240930/taxonomy/role/DisclosureDebt1"], "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": ["r91", "r161", "r238", "r239", "r240", "r241", "r242", "r251", "r252", "r262", "r263", "r264", "r265", "r266", "r267", "r268", "r269", "r271", "r272", "r273", "r405"] }, "us-gaap_DebtInstrumentVariableInterestRateTypeExtensibleEnumeration": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentVariableInterestRateTypeExtensibleEnumeration", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration]", "documentation": "Indicates type of variable interest rate on debt instrument." } } }, "auth_ref": ["r429"] }, "us-gaap_DebtIssuanceCostsLineOfCreditArrangementsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtIssuanceCostsLineOfCreditArrangementsNet", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt issuance costs relating to the Revolving Facility", "label": "Debt Issuance Costs, Line of Credit Arrangements, Net", "totalLabel": "Debt Issuance Costs, Line of Credit Arrangements, Net, Total", "documentation": "Amount, after accumulated amortization, of debt issuance costs related to line of credit arrangements. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs." } } }, "auth_ref": ["r406"] }, "us-gaap_DeferredIncomeTaxAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxAssetsNet", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Deferred Income Tax Assets, Net", "terseLabel": "Deferred income taxes, non-current", "totalLabel": "Deferred Income Tax Assets, Net, Total", "documentation": "Amount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, with jurisdictional netting." } } }, "auth_ref": ["r342", "r343"] }, "us-gaap_DeferredIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxExpenseBenefit", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "label": "Deferred Income Tax Expense (Benefit)", "terseLabel": "Deferred income taxes", "totalLabel": "Deferred Income Tax Expense (Benefit), Total", "verboseLabel": "Deferred income tax expense", "documentation": "Amount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations." } } }, "auth_ref": ["r10", "r120", "r709"] }, "us-gaap_DeferredIncomeTaxLiabilitiesNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxLiabilitiesNet", "crdr": "credit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Deferred Income Tax Liabilities, Net", "terseLabel": "Deferred income taxes, non-current", "totalLabel": "Deferred Income Tax Liabilities, Net, Total", "documentation": "Amount, after deferred tax asset, of deferred tax liability attributable to taxable differences with jurisdictional netting." } } }, "auth_ref": ["r342", "r343", "r431"] }, "agys_DenominatorAbstract": { "xbrltype": "stringItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "DenominatorAbstract", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareDetails"], "lang": { "en-us": { "role": { "documentation": "Denominator.", "label": "Denominator [Abstract]", "terseLabel": "Denominator:" } } }, "auth_ref": [] }, "us-gaap_Depreciation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Depreciation", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited", "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "verboseLabel": "Depreciation of fixed assets", "label": "Depreciation", "terseLabel": "Depreciation of fixed assets", "totalLabel": "Depreciation, Total", "documentation": "The 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." } } }, "auth_ref": ["r10", "r30"] }, "agys_DevelopedTechnologyMember": { "xbrltype": "domainItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "DevelopedTechnologyMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureBusinessCombinationAdditionalInformationDetails", "http://www.agilysys.com/20240930/taxonomy/role/DisclosureBusinessCombinationComponentsAndTheAllocationOfThePurchasePriceForAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Developed Technology [Member]", "label": "Developed Technology [Member]", "documentation": "Developed Technology [Member]" } } }, "auth_ref": [] }, "agys_DilutiveSSARs": { "xbrltype": "sharesItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "DilutiveSSARs", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareDetails"], "lang": { "en-us": { "role": { "documentation": "Dilutive SSARs.", "label": "Dilutive S S A Rs", "terseLabel": "Dilutive SSARs" } } }, "auth_ref": [] }, "agys_DilutiveUnvestedRestrictedStockUnits": { "xbrltype": "sharesItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "DilutiveUnvestedRestrictedStockUnits", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareDetails"], "lang": { "en-us": { "role": { "documentation": "Dilutive unvested restricted stock units.", "label": "Dilutive Unvested Restricted Stock Units", "terseLabel": "Dilutive unvested restricted stock units" } } }, "auth_ref": [] }, "us-gaap_DisaggregationOfRevenueLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueLineItems", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionNarrativeDetails"], "lang": { "en-us": { "role": { "label": "Disaggregation of Revenue [Line Items]", "terseLabel": "Disaggregation of Revenue [Line Items]", "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": ["r294", "r570", "r571", "r572", "r573", "r574", "r575", "r576"] }, "us-gaap_DisaggregationOfRevenueTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueTable", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionNarrativeDetails"], "lang": { "en-us": { "role": { "label": "Disaggregation of Revenue [Table]", "terseLabel": "Disaggregation Of Revenue [Table]", "documentation": "Disclosure of information about disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor." } } }, "auth_ref": ["r294", "r570", "r571", "r572", "r573", "r574", "r575", "r576"] }, "us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensation"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement [Text Block]", "terseLabel": "Share-based Compensation", "documentation": "The entire disclosure for share-based payment arrangement." } } }, "auth_ref": ["r302", "r306", "r334", "r335", "r337", "r580"] }, "us-gaap_DividendPaymentRestrictionsScheduleDescription": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DividendPaymentRestrictionsScheduleDescription", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosurePreferredStockDetailsTextual"], "lang": { "en-us": { "role": { "label": "Dividend Payment Restrictions Schedule, Description", "terseLabel": "Dividends declaration and payment terms", "documentation": "Description of dividends paid, restrictions on dividend payments, statutory capital and surplus amounts, requirements and future requirements." } } }, "auth_ref": ["r52"] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Fiscal Period Focus", "terseLabel": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Fiscal Year Focus", "terseLabel": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Period End Date", "verboseLabel": "Document Period End Date", "terseLabel": "Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Quarterly Report", "terseLabel": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r609"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Transition Report", "terseLabel": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r641"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Type", "verboseLabel": "Document Type", "terseLabel": "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": [] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/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": ["r652"] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "lang": { "en-us": { "role": { "label": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "label": "Earnings Per Share, Basic", "totalLabel": "Earnings Per Share, Basic, Total", "terseLabel": "Income per share - basic:", "verboseLabel": "Net income 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": ["r150", "r169", "r170", "r171", "r172", "r173", "r174", "r180", "r183", "r187", "r188", "r189", "r193", "r367", "r375", "r387", "r388", "r426", "r446", "r561"] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "label": "Earnings Per Share, Diluted", "totalLabel": "Earnings Per Share, Diluted, Total", "terseLabel": "Income per share - diluted:", "verboseLabel": "Net income 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": ["r150", "r169", "r170", "r171", "r172", "r173", "r174", "r183", "r187", "r188", "r189", "r193", "r367", "r375", "r387", "r388", "r426", "r446", "r561"] }, "us-gaap_EarningsPerShareDilutedAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDilutedAbstract", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareDetails"], "lang": { "en-us": { "role": { "label": "Earnings Per Share, Diluted [Abstract]", "terseLabel": "Earnings Per Share, Diluted [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShare"], "lang": { "en-us": { "role": { "label": "Earnings Per Share [Text Block]", "terseLabel": "Earnings per Share", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": ["r179", "r190", "r191", "r192"] }, "us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "label": "Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations", "terseLabel": "Effect of exchange rate changes on cash", "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": ["r396"] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesDetails"], "lang": { "en-us": { "role": { "label": "Effective Income Tax Rate Reconciliation, Percent", "terseLabel": "Effective tax rate", "totalLabel": "Effective Income Tax Rate Reconciliation, Percent, Total", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r345", "r582"] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureAdditionalBalanceSheetInformationScheduleOfAdditionalInformationRelatedToTheCondensedConsolidatedBalance], "lang": { "en-us": { "role": { "label": "Employee-related Liabilities, Current", "totalLabel": "Employee-related Liabilities, Current, Total", "terseLabel": "Salaries, wages, employee benefits, and payroll taxes", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r57"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetails"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "terseLabel": "Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items]", "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": [] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition", "terseLabel": "Weighted-average vesting period", "documentation": "Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r336"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount", "terseLabel": "Unrecognized stock based compensation expense related to unvested restricted stock", "documentation": "Amount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": ["r777"] }, "us-gaap_EmployeeStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureSharebasedCompensationScheduleOfPrincipalAssumptionsUtilizedInValuingServiceConditionSarsDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationTables"], "lang": { "en-us": { "role": { "label": "Employee Stock [Member]", "documentation": "An Employee Stock Purchase Plan is a tax-efficient means by which employees of a corporation can purchase the corporation's stock." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Employee Stock Option [Member]", "terseLabel": "Employee Stock Option", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "agys_EmployeeStockPurchasePlanDiscountOnShares": { "xbrltype": "percentItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "EmployeeStockPurchasePlanDiscountOnShares", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual"], "lang": { "en-us": { "role": { "documentation": "Employee Stock Purchase Plan Discount On Shares", "label": "Employee Stock Purchase Plan Discount On Shares", "terseLabel": "Employee stock purchase plan discount on shares" } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line One", "terseLabel": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine2": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine2", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line Two", "terseLabel": "Entity Address, Address Line Two", "documentation": "Address Line 2 such as Street or Suite number" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Address, City or Town", "terseLabel": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Address, Postal Zip Code", "terseLabel": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Address, State or Province", "terseLabel": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Central Index Key", "terseLabel": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r607"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Common Stock, Shares Outstanding", "terseLabel": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Current Reporting Status", "terseLabel": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "terseLabel": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r607"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Securities Act File Number", "terseLabel": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Filer Category", "terseLabel": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r607"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Incorporation, State or Country Code", "terseLabel": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": 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"http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual",
"http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfShareholdersEquityUnaudited" ], "lang": { "en-us": { "role": { "label": "Equity Component [Domain]", "terseLabel": "Equity Component", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": [ "r14", "r124", "r146", "r147", "r148", "r164", "r165", "r166", "r168", "r173", "r175", "r177", "r195", "r214", "r215", "r236", "r281", "r357", "r358", "r364", "r365", "r366", "r368", "r374", "r375", "r380", "r381", "r382", "r383", "r384", "r385", "r386", "r398", "r399", "r400", "r401", "r402", "r403", "r407", "r408", "r415", "r443", "r459", "r460", "r461", "r475", "r535" ] }, "ecd_EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": [
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"http://www.agilysys.com/20240930/taxonomy/role/DisclosureBusinessCombinationComponentsAndTheAllocationOfThePurchasePriceForAcquisitionDetails" ], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation": "Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": [ "r224", "r226", "r227", "r228", "r230", "r231", "r234", "r235", "r422", "r423", "r556" ] }, "us-gaap_FiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": [
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"http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities, Current [Abstract]", "terseLabel": "Current liabilities:" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesNoncurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesNoncurrentAbstract", "presentation": [
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Commitment Fee Percentage", "label": "Line of Credit Facility, Commitment Fee Percentage", "documentation": "The fee, expressed as a percentage of the line of credit facility, for the line of credit facility regardless of whether the facility has been used." } } }, "auth_ref": [] }, "us-gaap_LineOfCreditFacilityInterestRateDuringPeriod": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityInterestRateDuringPeriod", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Line Of Credit Facility Interest Rate During Period", "label": "Line of Credit Facility, Interest Rate During Period", "documentation": "The effective interest rate during the reporting period." } } }, "auth_ref": ["r55", "r59"] }, "us-gaap_LineOfCreditFacilityLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityLineItems", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Line of Credit Facility [Line Items]", "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": ["r252", "r707", "r743"] }, "us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityMaximumBorrowingCapacity", "crdr": "credit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Maximum aggregate principal amount of credit agreement", "label": "Line of Credit Facility, Maximum Borrowing Capacity", "documentation": "Maximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility." } } }, "auth_ref": ["r55", "r59"] }, "us-gaap_LineOfCreditFacilityPeriodicPayment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityPeriodicPayment", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Repayment of principal amount under credit agreement", "label": "Line of Credit Facility, Periodic Payment", "documentation": "Amount of the required periodic payments of both interest and principal." } } }, "auth_ref": ["r55", "r59"] }, "us-gaap_LineOfCreditFacilityTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityTable", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Line of Credit Facility [Table]", "documentation": "Disclosure of information about short-term and long-term contractual arrangements with lender under which borrowing can occur up to maximum amount. Includes, but is not limited to, letter of credit, standby letter of credit, and revolving credit arrangement." } } }, "auth_ref": ["r55", "r59", "r252", "r707", "r743"] }, "us-gaap_LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Line of Credit Facility, Unused Capacity, Commitment Fee Percentage", "label": "Line of Credit Facility, Unused Capacity, Commitment Fee Percentage", "documentation": "The fee, expressed as a percentage of the line of credit facility, for available but unused credit capacity under the credit facility." } } }, "auth_ref": [] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Local Phone Number", "terseLabel": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Debt, non-current", "label": "Long-Term Debt, Excluding Current Maturities", "totalLabel": "Long-Term Debt, Excluding Current Maturities, Total", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation." } } }, "auth_ref": ["r132"] }, "us-gaap_MajorityShareholderMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MajorityShareholderMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosurePreferredStockDetailsTextual"], "lang": { "en-us": { "role": { "label": "Majority Shareholder [Member]", "terseLabel": "MAK Capital One, LLC [Member]", "documentation": "Owner that controls more than 50 percent of the voting interest in the entity through direct or indirect ownership." } } }, "auth_ref": [] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureCommitmentsAndContingenciesAdditionalInformationDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesDetailsTextual", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual"], "lang": { "en-us": { "role": { "label": "Maximum [Member]", "terseLabel": "Maximum [Member]" } } }, "auth_ref": ["r247", "r248", "r249", "r250", "r300", "r339", "r389", "r420", "r455", "r457", "r465", "r487", "r488", "r539", "r541", "r544", "r545", "r546", "r554", "r555", "r565", "r568", "r579", "r585", "r586", "r587", "r588", "r591", "r747", "r792", "r793", "r794", "r795", "r796", "r797"] }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Measure [Axis]", "terseLabel": "Measure:" } } }, "auth_ref": ["r654"] }, "ecd_MeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Measure Name", "terseLabel": "Name" } } }, "auth_ref": ["r654"] }, "srt_MinimumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MinimumMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureCommitmentsAndContingenciesAdditionalInformationDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesDetailsTextual"], "lang": { "en-us": { "role": { "label": "Minimum [Member]", "terseLabel": "Minimum [Member]" } } }, "auth_ref": ["r247", "r248", "r249", "r250", "r300", "r339", "r389", "r420", "r455", "r457", "r465", "r487", "r488", "r539", "r541", "r544", "r545", "r546", "r554", "r555", "r565", "r568", "r579", "r585", "r586", "r587", "r591", "r747", "r792", "r793", "r794", "r795", "r796", "r797"] }, "ecd_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MnpiDiscTimedForCompValFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "MNPI Disclosure Timed for Compensation Value [Flag]", "terseLabel": "MNPI Disclosure Timed for Compensation Value" } } }, "auth_ref": ["r673"] }, "ecd_MtrlTermsOfTrdArrTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MtrlTermsOfTrdArrTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Material Terms of Trading Arrangement [Text Block]", "terseLabel": "Material Terms of Trading Arrangement" } } }, "auth_ref": ["r681"] }, "ecd_NamedExecutiveOfficersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NamedExecutiveOfficersFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Named Executive Officers, Footnote [Text Block]", "terseLabel": "Named Executive Officers, Footnote" } } }, "auth_ref": ["r655"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by (used in) financing activities", "label": "Net Cash Provided by (Used in) Financing Activities", "documentation": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r155"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]", "terseLabel": "Financing activities" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Investing Activities", "totalLabel": "Net cash used in investing activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r155"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]", "terseLabel": "Investing activities" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. 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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." } } }, "auth_ref": ["r62", "r434", "r589"] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureAdditionalBalanceSheetInformationScheduleOfAdditionalInformationRelatedToTheCondensedConsolidatedBalance "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total", "label": "Prepaid Expense and Other Assets, Current", "terseLabel": "Prepaid expenses and other current assets", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r700"] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrentAbstract", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureAdditionalBalanceSheetInformationScheduleOfAdditionalInformationRelatedToTheCondensedConsolidatedBalance], "lang": { "en-us": { "role": { "terseLabel": "Prepaid expenses and other current assets:", "label": "Prepaid Expense and Other Assets, Current [Abstract]" } } }, "auth_ref": [] }, "us-gaap_PrepaidExpenseCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseCurrent", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureAdditionalBalanceSheetInformationScheduleOfAdditionalInformationRelatedToTheCondensedConsolidatedBalance], "lang": { "en-us": { "role": { "terseLabel": "Prepaid expenses", "label": "Prepaid Expense, Current", "totalLabel": "Prepaid Expense, Current, Total", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits within a future period of one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r139", "r219", "r220", "r560"] }, "us-gaap_ProceedsFromDebtNetOfIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromDebtNetOfIssuanceCosts", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Debt proceeds, net of issuance costs", "label": "Proceeds from Debt, Net of Issuance Costs", "documentation": "The cash inflow from additional borrowings, net of cash paid to third parties in connection with debt origination." } } }, "auth_ref": ["r152"] }, "us-gaap_ProceedsFromLinesOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromLinesOfCredit", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from line of credit", "label": "Proceeds from Lines of Credit", "totalLabel": "Proceeds from Lines of Credit, Total", "documentation": "Amount of cash inflow from contractual arrangement with the lender, including but not limited to, letter of credit, standby letter of credit and revolving credit arrangements." } } }, "auth_ref": ["r22", "r707"] }, "us-gaap_ProceedsFromStockPlans": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromStockPlans", "crdr": "debit",

"presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from Employee Stock Purchase Plan purchases", "label": "Proceeds from Stock Plans", "documentation": "The cash inflow associated with the amount received from the stock plan during the period." } } }, "auth_ref": ["r7"] }, "agys_ProductDevelopmentMember": { "xbrltype": "domainItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "ProductDevelopmentMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetails"], "lang": { "en-us": { "role": { "documentation": "Product development.", "label": "Product Development [Member]", "terseLabel": "Product development [Member]" } } }, "auth_ref": [] }, "us-gaap_ProductMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProductMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionNarrativeDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "label": "Product [Member]", "terseLabel": "Products [Member]", "documentation": "Article or substance produced by nature, labor or machinery." } } }, "auth_ref": ["r570"] }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionNarrativeDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "label": "Product and Service [Axis]", "terseLabel": "Product and Service" } } }, "auth_ref": ["r208", "r421", "r448", "r449", "r450", "r451", "r452", "r453", "r454", "r557", "r570", "r590", "r591", "r592", "r593", "r594", "r741", "r742", "r750", "r800", "r802", "r803", "r804", "r805", "r806", "r807", "r808", "r809", "r810", "r811", "r812", "r813", "r814", "r815", "r816", "r817", "r818", "r819", "r820", "r821", "r822", "r823", "r824", "r825", "r826", "r827", "r828", "r829"] }, "srt_ProductsAndServicesDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductsAndServicesDomain", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionNarrativeDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "label": "Product and Service [Domain]", "terseLabel": "Product and Service" } } }, "auth_ref": ["r208", "r421", "r448", "r449", "r450", "r451", "r452", "r453", "r454", "r557", "r570", "r590", "r591", "r592", "r593", "r594", "r741", "r742", "r750", "r800", "r802", "r803", "r804", "r805", "r806", "r807", "r808", "r809", "r810", "r811", "r812", "r813", "r814", "r815", "r816", "r817", "r818", "r819", "r820", "r821", "r822", "r823", "r824", "r825", "r826", "r827", "r828", "r829"] }, "agys_ProfessionalServicesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "ProfessionalServicesMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "documentation": "Professional Services [Member]", "label": "Professional Services [Member]", "terseLabel": "Professional services [Member]" } } }, "auth_ref": [] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment, Net", "terseLabel": "Property and equipment, net", "totalLabel": "Property, Plant and Equipment, Net, Total", "periodStartLabel": "Property, Plant and Equipment, Net, Beginning Balance", "periodEndLabel": "Property, Plant and Equipment, Net, Ending Balance", "documentation": "Amount 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." } } }, "auth_ref": ["r11", "r414", "r428", "r440", "r589"] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Table]", "terseLabel": "Pay vs Performance Disclosure" } } }, "auth_ref": ["r643"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance [Table Text Block]", "terseLabel": "Pay vs Performance Disclosure, Table" } } }, "auth_ref": ["r643"] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureCommitmentsAndContingenciesAdditionalInformationDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesDetailsTextual", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]", "terseLabel": "Statistical Measurement" } } }, "auth_ref": ["r247", "r248", "r249", "r250", "r298", "r300", "r329", "r330", "r331", "r339", "r389", "r418", "r419", "r420", "r455", "r457", "r465", "r487", "r488", "r539", "r541", "r544", "r545", "r546", "r554", "r555", "r565", "r568", "r579", "r585", "r586", "r587", "r588", "r591", "r597", "r738", "r747", "r785", "r793", "r794", "r795", "r796", "r797"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureCommitmentsAndContingenciesAdditionalInformationDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesDetailsTextual", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Domain]", "terseLabel": "Statistical Measurement" } } }, "auth_ref": ["r247", "r248", "r249", "r250", "r298", "r300", "r329", "r330", "r331", "r339", "r389", "r418", "r419", "r420", "r455", "r457", "r465", "r487", "r488", "r539", "r541", "r544", "r545", "r546", "r554", "r555", "r565", "r568", "r579", "r585", "r586", "r587", "r588", "r591", "r597", "r738", "r747", "r785", "r793", "r794", "r795", "r796", "r797"] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]", "terseLabel": "Recovery of Erroneously Awarded Compensation Disclosure" } } }, "auth_ref": ["r611", "r621", "r631", "r663"] }, "agys_RegularCorporateIncomeTaxRateIndia": { "xbrltype": "percentItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "RegularCorporateIncomeTaxRateIndia", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesDetailsTextual"], "lang": { "en-us": { "role": { "documentation": "Regular corporate income tax rate in India.", "label": "Regular Corporate Income Tax Rate India", "terseLabel": "Regular corporate income tax rate in India" } } }, "auth_ref": [] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosurePreferredStockDetailsTextual"], "lang": { "en-us": { "role": { "label": "Related and Nonrelated Parties [Domain]", "terseLabel": "Related Party", "documentation": "Related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r211", "r299", "r416", "r417", "r432", "r439", "r490", "r491", "r492", "r493", "r494", "r513", "r515", "r538"] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosurePreferredStockDetailsTextual"], "lang": { "en-us": { "role": { "label": "Related and Nonrelated Parties [Axis]", "terseLabel": "Related Party", "documentation": "Information by related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r211", "r299", "r416", "r417", "r432", "r439", "r490", "r491", "r492", "r493", "r494", "r513", "r515", "r538", "r789"] }, "us-gaap_RepaymentsOfLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfLongTermDebt", "crdr": "credit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "label": "Repayments of Long-Term Debt", "negatedLabel": "Principal payments under long-term obligations", "totalLabel": "Repayments of Long-term Debt, Total", "documentation": "The cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": ["r84", "r472"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "label": "Research and Development Expense", "terseLabel": "Product development", "totalLabel": "Research and Development Expense, Total", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r340", "r556", "r563", "r798"] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date [Axis]", "terseLabel": "Restatement Determination Date:" } } }, "auth_ref": ["r612", "r622", "r632", "r664"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date", "terseLabel": "Restatement Determination Date" } } }, "auth_ref": ["r613", "r623", "r633", "r665"] }, 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[Member]", "terseLabel": "Restricted Stock [Member]", "documentation": "Stock including a provision that prohibits sale or substantive sale of an equity instrument for a specified period of time or until specified performance conditions are met." } } }, "auth_ref": ["r29"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationRestrictedSharesRollforwardDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationTables"], "lang": { "en-us": { "role": { "label": "Restricted Stock Units (RSUs) [Member]", "terseLabel": "Restricted Stock Units [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Retained Earnings (Accumulated Deficit)", "terseLabel": "Retained earnings", "totalLabel": "Retained Earnings (Accumulated Deficit), Total", "periodStartLabel": "Retained Earnings (Accumulated Deficit), Beginning Balance", "periodEndLabel": "Retained Earnings (Accumulated Deficit), Ending Balance", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r65", "r96", "r437", "r462", "r464", "r473", "r497", "r589"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": 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"us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionNarrativeDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "terseLabel": "Total net revenue", "totalLabel": "Revenue from Contract with Customer, Excluding Assessed Tax, Total", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to

customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r114", "r115", "r194", "r199", "r200", "r205", "r207", "r208", "r209", "r210", "r293", "r294", "r421"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognition"], "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Text Block]", "terseLabel": "Revenue Recognition", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r122", "r285", "r286", "r287", "r288", "r289", "r290", "r291", "r292", "r297"] }, "us-gaap_RevenuesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesAbstract", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "label": "Revenues [Abstract]", "terseLabel": "Net revenue:" } } }, "auth_ref": [] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revolving Credit Facility [Member]", "label": "Revolving Credit Facility [Member]", "documentation": "Arrangement in which loan proceeds can continuously be obtained following repayments, but the total amount borrowed cannot exceed a specified maximum amount." } } }, "auth_ref": [] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Rule 10b5-1 Arrangement Adopted [Flag]", "terseLabel": "Rule 10b5-1 Arrangement Adopted" } } }, "auth_ref": ["r681"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Rule 10b5-1 Arrangement Terminated [Flag]", "terseLabel": "Rule 10b5-1 Arrangement Terminated" } } }, "auth_ref": ["r681"] }, "us-gaap_SaleOfStockNameOfTransactionDomain": { "xbrltype": "domainItemType", "nsuri": 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May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree." } } }, "auth_ref": ["r104"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/DisclosureSharebasedCompensationDetails2", "http://www.agilysys.com/20240930/taxonomy/role/DisclosureSharebasedCompensationScheduleOfPrincipalAssumptionsUtilizedInValuingServiceConditionSarsDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationDetailsTextual", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationRestrictedSharesRollforwardDetails", "http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationTables"], "lang": { "en-us": { "role": { "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "terseLabel": "Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r303", "r305", "r307", "r308", "r309", "r310", "r311", "r312", "r313", "r314", "r315", "r316", "r317", "r318", "r319", "r320", "r321", "r322", "r323", "r324", "r325", "r326", "r327", "r328", "r329", "r330", "r331", "r332"] }, "us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Activity related to restricted shares granted by the Company", "label": "Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block]", "documentation": "Tabular 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." } } }, "auth_ref": ["r97"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsAndStockAppreciationRightsAwardActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsAndStockAppreciationRightsAwardActivityTableTextBlock", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationTables"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Option and Stock Appreciation Rights, Activity [Table Text Block]", "terseLabel": "Activity related SSARs award", "documentation": "Tabular disclosure of the number and weighted-average exercise prices (or conversion ratios) for stock options and stock appreciation rights that were outstanding at the beginning and end of the year, exercisable at the end of the year, and the number of stock options and stock appreciation rights that were granted, exercised or converted, forfeited, and expired during the year." } } }, "auth_ref": ["r97"] }, "agys_ScheduleOfShareBasedPaymentAwardStockAppreciationRightsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "ScheduleOfShareBasedPaymentAwardStockAppreciationRightsValuationAssumptionsTableTextBlock", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosureShareBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of principal assumptions utilized in valuing service condition SARs", "label": "Schedule Of Share Based Payment Award Stock Appreciation Rights Valuation Assumptions Table [Text Block]", "documentation": "Schedule of Share-based Payment Award, Stock Appreciation Rights, Valuation Assumptions [Table Text Block]" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_DisclosurePreferredStockDetailsTextual"], "lang": { "en-us": { "role": { "label": "Stock, Class of Stock [Table]", "terseLabel": "Schedule Of Stock By Class [Table]", "documentation": "Disclosure of information about stock by class. 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Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": ["r326"] }, "agys_SharesIssuedUponExerciseOfSsars": { "xbrltype": "monetaryItemType", "nsuri": "http://www.agilysys.com/20240930", "localname": "SharesIssuedUponExerciseOfSsars", "crdr": "debit", "presentation": ["http://www.agilysys.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfShareholdersEquityUnaudited"], "lang": { "en-us": { "role": { "negatedLabel": "Shares issued upon exercise of SSARs", "documentation": "Shares issued upon exercise of SSARs", "label": "Shares Issued Upon Exercise of SSARs", "terseLabel": "Shares issued upon exercise of SSARs" } } }, "auth_ref": [] }, "us-gaap_SharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharesOutstanding", 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M8R4LLB&?6&: <\$X'IW5OBV7THPI55ZXL9E(:[@SR*9]50(@#5Y8%1)+PF$7I M(]I653Q)@\E(N_!@\]T5/,F"..>-$*6#?-*\A:A>1H80@YE@4/H+;ZWM;H*1! M:Q_+"9QCRXP,0,J\\A$XFN#@*@F%I+? $TNBBC+T-N_90Q59$0QQ7Q&@0BZ!S MN"(IY PUB&IP=;TU"IMU7Y-:R1EBJYC*9)A5TL/+%3_9MZ,HTD)J:WARSO8N M\M3CA:P5V#N"@Z52*T1=NY#%P- [E**).1GHF$\:D_V'=ZS>1OAF//L?)- ?F M[[21]-9M: NBQ/ ;3-;Q[L2.FOEQU,U?C\]^<[Y1[=(#&1[]L/^>!B6?A@# M1E@@2F\C6QSLJ;%*0PR%'0<&JH3$%IRM= L1ZM2L"]=^/? ND]7)$6NK!9J#RPWX9Z" M!N;"NL+E0HP4F+3!^;SWF,!UY9[UUL]9?K6Y6S?EB9T81WB.=H>(7(P@%90& MY&0^@M0R:IF-#L?>\;EUJ+RZI-E2- !G**#*&2)@M#MXP]@0IY00G+HK$>ZO# M*U.<'JPT$6VD34XAX@U!W%B&-.$:$1=4P(QPHWJWMZ!_F^16-'CNB*@%&3#)..HWS.3#Z=7"*; M8D3&*A><,#BJWB:O]@;BEL.-J?4Z:4KA<2)7F87YT=8()*CB0>3U!]\[CK4& M275=SI#7DN6R-\EX!LJ3 V0AFKS22D106JK06^59@VR4%9&^R 2S#J/ T=< M28$TL#T4I)=&P#0XM>Y1SQ6I75=+Z#2:A$WP2,N08J1%E%HF;K7IW5[KOC*2 M/J"L)5*:R)# &+!5@J81B72P6KB*8^1K_T*U:I.G5@!\'+L?!+!@-&, ?&D M!#(A1A2]2Z' <'"O:AU,GED/%.?6"8<&0SW%QCDD^P)WGHZ0# R81E/4].^ZN MPSUUT'DMO,;(X[SCB(#Q-X"3%L8B*"H=_VM+=V;V%D//"ZNB:/8Z"S$V;YJ M@RSC@,HR46"^(5*S]$7HE;EM7 LK<\V"*/*F>",9/)'&D]N3(F]=5N>6!H--YB08 +";=6ED ^<>Z.6G]MY7PF\5O,]G*H+-;G< 3/Z(4_C] M*>\BY5$2011!4A #B$4#TOE8OVB$U3$1@W%O#5GOJ@F?HQ"[P*/W*?H"KMZ M9!]=>$,"BZ+_<]8OWR MKNR9)#9&K34RCK=A;XF,,A;E QN :P09U-JOJ:]XFV"CJ?D,N40#K(LG\FF M Q@YS&W>ZJNDT=ZG_E6;[_IKJO89B&5P#JQA"PFH%(@X?*P&&U5A&M F=! M]G8.UT?C.L/'2 VG0$B\SI7@ J?(<861B59K("5!]'=C[JH+,B^'[]=8#6X_:!BM8A)+),4*U19Y+(/\Z!F0U9BA* M'J/4(3C3V[!='Y*FEZ-J^7P\P#V/"&WCW'E3G$0 /KQ7QFB;5'^#'3T,IJXF MJT=AQK$W&CFI N"E-D@[91"VA &+]$GRWF4P].@HO17D.2LLA# 9!PW%B"LG MP#N3^:0.G@(P1,EB[X(@:US!>S7A$)CD0 D@:E R[[;FH)82IMMQ(EWDFCJV M]N&0QP[S=VGYB)58"X%2>VYB!"?-:<&1\,%&VK6OK>6KS=I7RO@D8I$98.% MV7**@;L6&;(6QM2MX"1%I9Q>]\6S53O7'2[6*W#7%(7I 7V2B"<&) (7Q?(I! M)%Q$I[7H'0;VM>;LBO2-1ZE2FS+(#/AM.J_4PY_!.HV-%-+[WNK;-7[;;W&2 MQI.#EJ/DJJX/+C"8)6:WGN85U^U1J#_780;>_6E)F3?[=4Q;1]'/LI/_(240 MJ"44D5V2G1161&844L'GLBE>(I-\CI8IJ[2U0'%Z&Q[K+XOI*GBI) U$:X]" M;$^38QPYZRQ*2G!.N;1<]LZ1Z&LF81\\>1IV" M3_TEI:O//>F#M?0R1&D]$EI;\"J40);E[:>- *:*,$MZMU&N?W4%5C5W0>F(M!>+6@:7C3N0*Z FYZ)G#SE$22UV!-9W:H%E*7"$3<_DJQBRR427$97 J$QNP MEWV=VFZ<_5N_[HF?DSR#WK5"\?O>X6SR-8?_H*6 \:? %,^#7DP>?NMYERZ/W_X-H[&!_7HJL'6^]=\>C?FSKQG= MFU]\U?CNO+WTN%L.#_Q1'VW *\>S"1BO^9_[T896%]%#/_U'5?T _U;-]'@(M"GYH@7../J'I^' #OQ3UZ/6_43T*\6@#L='X[E6PAN&[3+N M:S<^0DW];WC$AAM/X#4(/GD-S3\\>4,"JO#^SD$SRV?=_K]KMD M#^KA<3:^1_6!K=Z//]N3J]QX.AT? P(59KI$=UI]&&\.8IOD%S:$=G;SCRSY(M)()?-P E$=?)O;P]847GWW77\Z^[*^#QHX:U(8I[;+7^HPW=](]12U&C7* MK_O??R(2O_[A57XKC.3AF=%\U)YZ)W)QI]:_,6O;^KW@[O- SO3X7%\7DYT[M1U]2<3BMPG@&\/GZK$"=OG^UTR^[G_VESGL^XR-.[COS7^8*Z\;#<';P]8,' MX??WV[M;;ZN=WO/A MUU^W=W:V/[Q?ZP&B#QZ@_]I<^=OV^Y]W/[P?5&_? 5!2+3!6O'I)%[]F;W#\ MYU,(673WVRA"7HH+C?W&R.5+3\W4?"SS[54S'M;AY-I).R2Y(3<.\PW PU8& M/!@OT#EC1:#QJR63M6]KU;B]BX@D#IQAKK\%S MXA%I"2X<,XKF,^=R3= (7U8)D?XSIUI49JI'-OE2(]<;;,7BET*<_;(!., M_GXJ:><&Z*>E:"XNFGO%J/"[C$JW=/'A(O1=+DI1?1C%[R]T?&J!&U[@CKD= MV6^ 3N1OT= >CV=3>.)1#*_G3R<8OX397- S@LXMYV$3P@\M.($1W@@/AZ=/ M3A[]N6YJUZ;;;YQRZ,3 $3N>1<(8'2Y\-D8@PGAJ44EZLEU0A*P5'5"J>9*+48];5;+RK M&P"X?\ HOX-/FA6/JMPLAO2",O+^$L4L)>7S*N/MQ M_W.=DL,^\H9[QLLZ!=GG)XJU 4I3)/Q0;67_ZNFX_DO=[>3ZSTX.3VS;K.1 MJG25MQ&^4);*A\+[M5IN4D<=Z/M1]XTGP6B04NY%>=AFDO;@25$*TW2[4? 7T+99N&RWY&#^U>_E'T_?P3:>:!N&YN-W_>_N4? M._8&53;[]^\[,SSZM$:[W=O$ABI,!\1<-$ M,)W8]YR@O@$7/NVS$:;Z?IF/!M-)\=OQB%>=O>;?,7A9/PY/^?>H=[;./QO MX]!^L3EE]UX>_Q.6#4&99=$B';W/FZ4I,E(8%$.*-DFAB-3=R,:N/=I>)+O/ MR[!TYBU8=]_@3FJ=Y"C5D^$D C6GRHQI-JG#>:5/^<3>HF MU+X-9XS3V;GILN6IN\ [N\0J+2*#J2$:9I7;I$F=W9P9W M5PSC6Y""M5-)X1R&6?(.YJ SDF#=# 6!6TQ2327R'_P?FLR5E M'R;0SL_4%;JL_T<@1+5-TWY\W/9,#.*,.F04L3[_(J$;,SU :W%*2CAN>HH M6KV0B=_&,.G#_Z\^;+WX)=I=C&EQU?I(N!>"D,/=AQ/ A?K0#JMX4J\(/LX% MBYKBM7QS$$&!JJQ!W_1+[IC'P-=ZJ?[KTLG_I.F1+UNJFD*)*: ;O#^;@C)<'A\KE&A8Q, MJ >GAV9"MPD#W1'6=SC"2MU$VGO5W.^7GMX14M+:8PNVWV$>8A(R,1,4YY MBEUP\L%T/U?-'OZ65;*'Z1V:8*3T;=RYLNZZO'77BV]^M-UWIH,4?S^;U-,Z M-M6D-4AQ$D-U.)LTL[RH/QU7<$4;5"3T._=])D$Y^6[33Q]DASIJ?=7C-?*+ M[&09:^0]R7-GXNX+X.3NMU#Z**_A-][S#=_+=)6!/]_M?%UZ]458I5]Q]0JI MO4(MS!H[$^V21UM0-L- 1M'Z_\KGHUFU3U^\[M-6?4OL?9LL[A?$/-=S>'.(J"%05;$MR?))RV:!^/_+X=?8(/1A6\ M$#[YREWO&"N]H[V^.59ZNPE=4=3]CK3[^K0IQYE@B#IPG;DP%%F=3PD1"DM! M(.&/-3Q7O@EQX2ZUM(O,?(^+VE>M567!]67>KH/Y+D"7EQ]ML/9?;/F'B(' M2]36G@/=FNM%"$P;@Z+,99*UBDCC]!"U+/H4:$SLP:FF"[8Q-\G+7'7^^1\[M1?*+Y-]\A4W3AN=$'&6(FY9 ,E/(,)$BH=X9P\N)#&B4786AC_=@_1I17Z M3 V6OCC_WC;!_NO1HO$/CY/-!?7GX=C98;43A]%/JUQV*TY[L!S7@RAH/I;& MYX1<=USY_>C_J YR4;(O^['- SLT1S\G7G4[?D>^K?=M4J1[&4-GA$+[,6_IS M"/5?LSH'4*?CRL7%!?#,TQ@JR\FN\VW?BTCJF0#LB63GZ&K^.F_[K@)_.K4 M7II/4HWM8B"A55LOIJF^@^>!#E3- #%APLS_.VZU.]D-/]^WT8MN_V/.MS$V< MW[SHP_>#RHY"]1V=]]&!)L'W[I]99.#Z]E*X*;=B\9QCH%L&JMUF0\RKQI>%Q%X%#'U78F-M:WB3AO[=3.JQY< M@.&OSSB[KO5Q!E=R+!;;6/.Q'QFB=![N]5VVE^HU9?3EXH+I?MU B^UAWLVZ M;$R>M_<4:F/S_:, *5/Y$%8?$,V[P7D4!FGN")+,R:@MIXR$KG;*GT)S!Z1<3Z(&*7O;TE MI'D\ B5;YSEX#YYA4?6BZJM3]74=LR)8?1"LG>M"1$]I%)^.J*U)]$*+J EE M"D7.,>+1:62\8<@F0KFG@&7LP1M4Y]&+5GY/#C[O_""![LX-*(3LD0!MZ^HP M=H&S F?WAC,36=(16R2H- (WE>MB$\2JV[@[$1Z?VZ%]\U<=GL, M:T6%5JU"99#*()5!NG7.;MO0>I2+A&Z(EXRQ/W^CO,.C;9!_"G7R'SOM(WTC MP2)7"[HR*Z1.5V76M?ET,52C<9L.- VOFR1G0W_GAFU>M.\:'N>7YXU2 MT)KC:A2_Y,R/2?Q<-VTP<&1'OK;#G,N1"Z#GBYNI'04["4V5J^?5X;H:$^P[M^_V5>195R?*Y599/LQ^'PQ.)J+Z#>6ZS;>9'](SG<;- /E/OCI.!_)2_2@.GMP[H;-KAL7VXZO/GV M+WV :[=0LG=MKC&8E[F668JU59(@S*A!7%B'M#,,82("3LYPH2XYMLY:*QQV M""'>!$8P A?$4+2YY\1-5 R/P0!!\HA@G_5Q" MOO+=,7/>I2RP?KZ_NLG#4(V_CL#%W,D^%6\B2^:FBTS/MIS:O)I#&,^ M[\^ MZ^!\NPS;XXW%Q3)UN_4!S.Q[H'T?QP=V=+;6>[,Q]BF@T#O'D'FA7 M_GK1K'^W+LO1!F*OTS >H5!/YC0QI[S.#D:O0]T<#NWQ1OV8@D[_%+4\Y8M L[S#_XY:Z9UL.CYY87LK K[[^G \Y[H;DY@W@GR.9]_,3\MO'^U@F^[#ZI+> M=J[(.:<29F'Q,T_9_FGP?M'X>C0$2HE D2>+\ [/.?P$#.O^XG>%Y;-\FZ-N& M'7ZQQ\TBA_;L9)]W[/-4G9G^2]/8A]GJ0L"<3-/2Y;*UG_83W-H<-WOU MR'=Q#D6GH[,XP;&7!5$O'BMY:Z-WZ=V/@R=+&XC=S;_^LI6/M7[SX? WNUOO= MG3[S@(O%3I_W28?D/A48 ;+EW6]3[!Z;-E[R>^W;>-!"](7X\T$=PC#VR/(L M.2)?NE^Z?['[5]]@I0U("VZ]6'SIX%RU,_@":)Q?]>,+]N*:X5Z<(?$8TF:K M_4F.5? SI+/^[AED(R3RY);-H7Q6B7YP%N#$#SC_)3L0#)^LW<$VJ[9?5N]/5 MB.W1/)P";SF=0WO7XSJ*9'=K+1]1@ON(EZ7[I?L%4SJQED7"^M/]I>>[;D_C M047Z.Q@=L:5ED:.OI*@]\7!>P.V[WT=V%J 5X?NUYD=+%SY6B-)S ;+2_3YU MOP?@4HC2DY:PTOW'HT;0Y!!'30Q[%M[ED7>2[[G[!"X2=QK]F.<7E=<=06< MZW&JG;6Y;5HR0U]5./ 1>E=.T&)ZG:9WE5VT%LE_MQ.]7 MC)S/XBJ4JU"N9X<)I?M][7X/P*50KB2-E31HW2 M_;YVOP?@4DC9DY:PTOT^D;*\FW=RW6[,OI*R-VVC]^&Z? #;+]@@Z$0L]>T1Z M)@H]>\KX4;K?U^[W %P*/7O2$E:ZWRMZ9IO[1N] P:7;T;CK]T'#,K"YG? MG!M92-E31HW2 ;YVOP?@4DC9DY:PTOT^D;*V_-#^FI&RMDC4_G@(KVS^4FW] M:U9/CTO,[!'IF2KT["GC1^E^7[O? W I].Q)2UCI_N/1LU0W>Z/Q-#9[T_'> M:3WHK_2L/[3L?6YEKD!#3\K.R4?,KJZT*FGK.^E^WWM?@_ I="I)RUA3[.D M!.WO8)R2*^CYP1[=.[C^VD1[IUXV=- \1H#SX='C=UCS9._GK:T#9ZI5XW MU=O3]K91JLU%FW,(["OARHQL?OQ(ON9C;&;#B^G^A7U]:^ I+O3KN_)ZYV'#0)TJ9_'L1S:R72OKO?&D[WZZP$G=S>5 M;6,> [V"6[9?5A_8,\W{J2SF5I:>P6;K_G+M?,*7$&)Z6@I536<[%&,C>WMXP M?K+#>8@AYN.G>Q1C^"4W;1YG1\BN$7REWA2@]12 KW>]3]WN_+H4H M/6D)>Z)$:,._HW&!*=F]2=W\L9>LGXXG/>)(.4>E>C=O5:%'A1X5^"K=[UOW M>X NA1X]:0E[FO1HC;9B[>W-1I%J6Y NW,5(CN,S5YLJ_7L-=')OUA3+^? M:6BUDQN:=U0M*@WMY+,6TSK.$UM^;V+^M^#]"E$*PG M+6%/DV"MT6:KO1"3S=N_JV:'XQ%PJE$]GLRI54M7^L.OWBX:6OT.#05"E1MZ MAE<5#E4X5,&XTOV^=;\'Z% (XU).6L*?)H=9H0]4>=*3N-3;%Z?'1)O5>[:KZ M%1Y1[;0-/+LMO7"FPID*H7N]ZW[/4"7PIF>M(0]3)DFZ\IS0?@S&>9(D]_;BT7[M MZFF/(DE;BQ855O1- 5G1EBEUA14\1M4KW^]3]'J!+844=6L(&/K73V23>W02V M[W^,NCL[)VU\@%5\YFK[S+O?]1:/B>Z,BON!+_@7^N&L?VU)Y+P]<5GW[5; M'\2F>A^_5!_'!W9T>W'(/0OUY\H/;=/\^.+0?HHH- [QY!YH5_YZT:Q_HQK0 MZ6@#L===I&(]0J"?1MZ@%$S4[&++T.=7,XM,<;^=O7AS;D0A:GG7XIZGG+%J9@ M_L$_9\VT3L/+)7+9BWL[,&5FX-*?= M3MWJU*H3O#V9IJ7U]$1"JSK\^,)^@EN;XV:O'OE[RNQ9=M+IX&S^O/W+/W;^ ML7,R/+UJW*#:?O_FY05H['+.)-QWW:Q=<[Z]LT, [\G&OV8_QVGC+RD;LS8?W M;[?>[VR]K>"WG0^_;+_=[.7,[D(+_[KYR^,[-UO5SM^VMG9W+LQR:^0O8&B& MCSE(+O J-SG#%ZA>OAR!F1O/P%S51Q%]I,JU4[MZ6$^/-T[NO\ (%FK].RI>;JS^?Q=9%I^?@^NJ: M^\A+]>]QUSUNH2^UN4\#GX.?;O*9G?5_?)],P3U$"XU*[7_+<*9/3?0)<3N< M5BTJ5:#&QH=XC>76JP["7*0>X/&=]NC:KH_GL&EH1E4\2BR0]- @+<3OU\Q,OC!35[]E#6Y:.^CK#]_*$*1A'Z$./ILEN\?BIU-)O!, M99LF3IN-(GL%A0H*E>X712B2\&A>\F7+VW8V9PF,3O+^KNK>#?,Y[*I<^Y"S M3\475PK7U'S;9K\MP>GS+[F2Z& <[A*^:FZ3V-@/Z'YNC9C7LT(N?%J.,X MS']V*"H]2/R[W6#<)QUW0#^4!^!N(S>36R,T=:F9;S;}A:*Z-'GDN)>$H, M.1\42B%@:I34U/(75?N4H^G'G!S\9B\%Z3D/ =$@".),>:0=3B@ZDJ1*A%LK M7E0C>P#]G#7HD[6'&QD!-D=MV"[8>YB>T)IB!Z&:-C\^ +!?_-]PC^^J(^F&Z/9 0KC-L/#2H%:'LN$%<_;<'5CG'U;C J&?4L1H:,T@'Q0 FRWE@D M5!31$",LO@2C'#N?1#!(.<$Z%4"F1 CBMXEF3C'BKI5PBCA@*.&%!QJY+!? M\3/NOUCG/0SSM*DFT4?0#C>,@VH4I[GLOQT.QU]RMFF6^BH>'48_C>"13&*H MJ5PW#2Q:=>IYQ-]B?<_9]797ZN"&P M7!><;?-DQ-Z/\'_$=L^*)"'\\>"-T$8)<2W2/*H,S:<\.ZM]FG//)#Q M$)&U,'4\18>,CSD? & T&1#JSW%X7+CR$^-+* M/7.>GA)%?F#H09J8 *-LBEQ3,$F"(:ME0-CI$!@3GMC8B1F[!%_OXW2QH-@1 MD#*$RD.1Z+"M*4U"TH&A!T0YXH&%1>BP +UT&P,"_TVGND2*.6:8DH=)VP@.7 M#*YK4##@OX86RC+DVX84W\%L6TT4:4K%PQ<(5"[=T/\$E193#!*5 ,>+$!*1E M%DA2KBV3 8M(.UFB7&CW?]?3_3>S!@8I3C:SHG=N^?A ,%4,7_$6"I86+%VF MMR!$C)@9B3 6.+L,"KE@,7(XD!:4T?)Q?6BFXU[+DHT$G'5!=H+,L2:Z-S[ ]-M^@R_C"=G#\LL-J[8N&+CEK:N0%,$UX @RPW/!LPC@TE C#/KB&%:N-2%OW"B M+V<=@Y#JR;G+ N2SE6K3@&!30+:- [3,=! \1D1%*4$/@%7V"]K;%Y0B$X3C!T5 MH0O'8 D8R0>B> #KO&IPM\)"S\%^&T2#RWT/RX#_122 G>]2\2TU0CL)T9&HJT\93HQ$0* MG?@I"W39FH/+YBBTARVVX;FFV^ <(0- *ENB_%/TKH%Y O7]"]91 _6X8'@GE M5GJ%L+ <6<8T9#\/50+$E)F4]'VU[U"48VL42#'VB M[M7N>&]'R_.DBDE=]8CTS& ^)7/X0!\G, MNC.#@V3CP5XQ+R#"FD.!$126X M=[R3\A)+\6:P'BA<$I3+.>1\08S8B3H1!6LF K'8 G]QB M3R^%@NZUJV,9,*GUP)1TUAZLR-R'_S\)@@\W'$(WC]MUDUQ=[O OF@K/Q1[M5>Q5L5=+Y_F*!RV\)2@X"0;; (^ZI1TYR@B*GAM@ #@%F7?@"IQK_2U;XC[FY'|+O36R# M7)T%MP:$%KM6G($"HP5&EUO455+KI<@5/8E$/%B#C%0Y.-=RN&5%8&5>0,_C\? A2ST<%EM5;%6Q5NOLG[2U(X^U6YX$L4O:3W%2!4C]4BG M0UIF:5Z7EGR^0@U8Y3A!VAB.:<*XYX_5HOH_3K2_G(5Z]*ECBZ;_ M)-2WE,H?T'3@J9+I?Q8$X&#=DA*

[!WQBGE$;*)Z4P]IRD3I+Z'Q$\B1P8 M00MXEL#^]MR!MS'%R22&]A[Y\4&LIO8H9I=@/$*+#;[%F!5C5HS9TET#SIF7 M5$HD@]:(1\Z130PC*\%2$>6D3:(+U^!$X;=;?

=^U1Z=&KBN'()]R7!R"XA 4 M#"T8NMQ=OL9:30U&T; ,?R0B0Z-!P1J;/"7)\$L'V=S'(5@Z9$HU8(H5R%R; M58'^55U:_GZ

MGSJ&;^@E%#M@_'KWYCUS#P^KVI[#\T[\EAI"=;1JY"W'4>- MC/4.,<*99#IJ(RZ=AGJOK09?J^V]'X]\I_4S](!A4PKN]5CA"HKW?\S63JB> M$HK?$;0E-BKQA$C

"G'I#*):60IDP#8/(6.=CHL%;2Q7*(#]'STZU&/J;A3 ME=3S'ER2CQR M3\E$/S01+,KD391(.H;!9F.9SXRR*5,N64D,',I??G^=5RL.BF*XP5F2]R] MW4<-[#41[L<0%6CO"-H+DO?

>V7*2,T(#199)<)R$A:=E=9 MMJM=)P(/^#++2?51O_KC87US$>I*F;SL=JU1+EIW!/67[U[C_GB\(-J6%M7#^MI'9N-(H %B@H4E>X712B2 MT),#'4D7!SJ2)

[H,N>D]#/.TJ0[ML77#6+8K/*"M"FNSA/B4@LH/7!YT5@43 M*$/4QWP,2X!D.PHF*_W<]W7\S:V"0XN27A;8?=V3WA!@P(8KA*_Y"@=$"HTLM'"%I M,,XIY/.Q6D#Q.,

(L&L2<$]HZRT+07;@)CX*:0ER1:(ZBDB72TK) U_)>O"MYMA(S2 M 2/%4RB>0H'0 J%+]11X,B9YXI#3%E@___[O''8H*DI-Q(8XB3M:4%@J8A(S

M$&5189T7%>Y6PN(Y^!$73Z@_XT\,JNZ7+5_>OADC_[6;_QJQGEO5YU35ZH/MB MM6+!@1>B$W@A8$<#N"(Q,]#++/E.-*_**

M>8'S_@G54X+SNZ$W33A:%3228G[VF4A3TY@.J2I'1 M=5N6N5.]NN=9B\Y?WLY9(HLELE@BBTOW;L"=*41XCYCW"6P=L=D^N*@4[5STB/1.(IX2==X-*XJAD+D64A&&(*\J1

ME0)<"J66F.C4^>EN1 ^D M+-G'Q2LH4%J@=+DNWWR0EN!=*()<6D$LAH+%*A+U@A/$K^$G!TF&76/G&8@ MR1+31)^*HI2%@N4M%+AI\0&*X2J&ZW%]

&Z#=,Y;I*5UB%.5+9DV*#DCI+#6 M:-V)#_#+>/!I-TX.LIYW.K!L#X%/-5B'_!SX^?RR3^&-+OHJ?"(<(T1-YXA M32)&)@(FFNB$I.X3+51_#>?\!?).

(N"IH2^+E!9%@%6M@<PW8^3LTR_M; (H5JM8K4=E_9IR,%;.("_B0EQ2C#37 HG$F?0.!W9Y5?M>D?^LZV=7LKMF M_GQ@:*E*6(A_@= "H M:MJ5DUP?.* 7;H)//:J/T'X=0AQM

,&PDB;+ DJX+6B&-3+@>2(F(A988A(D MO?$AR3&A@@"=,Y0B3FE$UK.(O I 4UC*S[J^W+]^1(!_7T(.83ZNPHM,I<

MCS[%D3\KF%SY3SEML9R[622A=+\H0I&$98<2UX=*+#V4N+-0)W%/ QQTOLE MBO^.U=/C:SPWZV(-A3K.^XQO"[;\F90?:FG M^^/9M#JTD^JS'<[BH++3ZO3T>0"]]_;M

M>#BTDV9Q]=<45 M=QZ_9%?EDUT3-7U4?9EC6M..QUQ#7E<]THX8E2 ^*<1S>!PF%R,MG40*%,51 MY;HJ-'!&0-KY;39G !P3 ,-P3C#FN.*%Z#O0;.>C0UQI SVS!%G! L*,$NF(

M5QIWB5S*OH\ J886"]QIQ M C+BJ*0H^>!-XH+$;@X\NB09VTTS6YJ\FZ XYT(CRD%L>9# >P* OI=*<,NQ M]%XL1=X[ZA5C \;I@.JK$@3Z(.OG1+MN._VZ77GHD6A'Y15AG"

"LXVX#@9 MS"1* (*&%"%UZ.CDWPM"\&$V!1LW"07NFBL@;J!X1GUKJ]^T >0ZJG4IRB= M"Y&C:'.E4$D\LMX#[>7$$2*#Q-PO1?

{GGJFY$!_8U_PZG1^_+6CV.#BI&)X4%%,^3<$Y5<[\?L5(_,+!Q4\[S!"QS['X7%) 2HI0'4%:.E9E,+'' M@ . G;(<_!U@2\BX9 !\J,*1!VNZ.2CF#$"V#G!7FWZS12R;?DOR9$'.@IS+

M99(B"D; DPPV,O"/'9Y'3H@(CM$DG.VF7$(!RC7+F7S (2ME3>5;AZS *#:S MR?'IJDJ/W$JG%...@6)S+1&WB2*M*4,J6A*\%X%;UP5K.AF#%@X6R+!P(!_H M4XH!QSFNU)-

H0B^#!SRJW*(%Q(=OB/F9824*3Q[$+R%_F+!L),TUE MKV:Y9U&"5:25%:),B.Y-1/<^SO_#1O&[I8+O0_=[JI"()P*!W06;2YA'QG*& M(B.*,>4L%!?**

0^,$VMU,*/I!/Z5SY\S/>L21^7X"] /MS!_:>XO@=#Z */F") M!>+F2E=J7",H, M>UCG@VKK416/?&R::IRJLTEW9:6@V-DG;&?[XKD$HE,DX(5(@2GB@5%DE!"(

M^<3!$R%*ITL%U^[CN6R&4.?7VN%OM@[;HX7^=[:"0 =4E;(+9:VU(&A!T.4N MK^"8!)$!)27!<6 N(DL]_ #O(0A%B.>=9.TN%S -'TA=*OJ6)=>U<1@^QJFM M1^ =1#L9U:-

/I91E,6_%O#U"$B8S3'!@JU;*'" /K E,]KG7!*R75RQ=VI5U M'P?A1+^W%NJZ?WL8#;, 8&W,=6^[NPL%L$E#!9?H?@*!4P+F"[55Y"..:VMU M0L(K!;Q?2V2L$<@'X;#6)FC7R?

K"XV$G4P,E"G:NBD.IU4S M'M:A L$W/L1GYUF/9^'#7UYU@-QTV7SL;=)J!8T'Z.6<]L M[,T#U ,K7)+&SI=ZL99XPG+.+F;@3XF$'',2G*; O-#.4'$IDGBOI9>O^-96

MOWYS%MVV1P!\V\1> N/=Q^B'MVJ/;4X4&9AI^NZE,P$ 2LSS&T#]HZ'_R66^' MKEBB8HGZ9(EZ:GCNZ(6"/;$I6$1Y/EJ!6H4TC1AIQ<$]]1H+VTE=I:78F78? MR>T,#1\0M<0EK?

YI?@_3Y1ZP^D4?QXNE3]2+W1WG=+KFBHK-A3$4QE 80U\B MR]T&CDA2KF@$ X!'$ 1\DXCIU#44=#(G#*VD_.DVU3U!9!LM3#240B92CR@ MW@65?1M]?

I60+S_8[9V0O640/RNY4NUHR1(Y!7F@-F)(6>) N FRLCD0I"7 M"EK?QP\;*F8S.>!*%"LX7!![A4]"7-DQ#&,S>,S]RI.G-^=ELˆ]E&=K)LG MHECHOH[:4E<"_0.11>XIV>\'.F'>,\D-

L\A$8Q W*D=4:4 8$T.D55+Z3G(B MSYQ3NSD*2S/OG-,!)H\6.NV';O:;/_=CB KHKSHJ7S#^'T>JIF>"PUP0!3B?$ M=<#(<@&,FP2GL-#)^]2%C_9(D,X$'O KC]AYPIJW;)\-

_K70O_;76W1,PI_W MZ=I7S;N/K_.U*;<;COE-^1T;>7]A[:_#33&ROJ<&VE'Q[FD_F@\!8]H.@:1 MM;.0SX?*"@+^7S/_K?7@V[3*5(_LR-=Y@2J7>&C/ 'I]Y9JCSB(;Z<^6'M@'Q MK2?

(AJ-0SQY.XQ%_GHQ%/]NOIV$\0J&>Q%.\-V"09@>CUZ%N#H?V M>"-_^K0AGP P)@0CUJ^[APN^93AF1NG66G!T2V$G=^\$XDH3.74 Z9D\3//W_[D0F2@'@WK$;1G M:B?

3#3N;CE^?_P)&=_YQ.]WSH(9-T,L-._QBCYO7+UZ="L;BR2=SV>)&.V[G M9.'2G'8[=8_!][J:IRNP[&2:EM;3$PEM#6JJF[VZ3?G8.]7XKK)!NQJDS9^W M?

G'SC]V!M7V^S<7T>AQAND4+O?.PN77(6OVQH=Q8GLW=&\^O'^[]7YGZVT% MO^U\^&7[[>8N+'SD,JM2VOL+K3MUZWWNSO5AW?5A]^V/F[N;D.KESCA\B0:

MV@5V+VUL%/[L7VPG"B^JK/EY75GR]\N. _2*CBV=\;UZ,]3N_@0\^%_A[_VFV@+B M&=K"]N?JW=]1[M9EL/NBS;&3:,?N6(U94^_Y#NU,?%<5>NICV@NG;>/H;

(OH_3:A(_Q}$L;MQ#=)_1BLTW\?#ICT/I^_/L^\WR_VP6;TOW MGW/WBR(422C=+XI0).%12NOU]1#RI==L@!O"S$_+^5!/Z4B3M:FD\)1VT%X: MYCN6/6)4!^M-

KG.D$1=6(DNC14Y0HHQBBJIX<4NMIHF8Y!*BE&'$HZ#(8FU1 M8DP)085+)%P^_:0-O[R;C _>P,-R(_Z[GNZ_F34P7G&R=>2'L[QK,+-I(OP_

MW*G&^0W'S@Y$.4EJ:341"NRN>D3Z6L0@*:'L'8_CBT+CE,^0\M8A;G5 UOI< MB88&:Z5U45\"5849Q]YHY*0*B'-MD';*(&P)8YKY\F?0)4.)"]'TQ90?4.@ M6KALS[DL"<8"@V4H M*9J$$BY(YMQ%4(U$:.^$1UA% 4#,(W&6*T30C0![&%!]PA4Q8#3)=:Z?RJ@ MNO2JR,\V&KXSMVN7BQ0>VSM_9D8_%O#TA\]8SOO.4K-H#?8? I);6

M"N0L$_G(EH0L9V#U:%22,R\#N50MV"3L%;,B9##/,%[Y+@$+\(&82R+*KD> M^0Z<##@K9]X#@5<"[@NU66P3@F<6$!2&@+'T'S/DDO0HL>BMDYA:'"YB*4Z& M60478:

[R\2L1(TL415I(;0U/SEG;'RQE?$"Y+EA:L+1@:<'2QR6J@40: D<* MY[,%-9(:D]0-$H3IZ72EP^D!Y{%<46>2TEXHEIY!C7B*9(&J=UQ)'X*K, M &Q =<"K@5<"

[@NDZ@R'5Q21B'AK&$&<>\#2! C)#*->&&T9(Y>."!)42I3/B38V66N(1=]+"'!?0+Y_ M0O640/ZN&XB#HQ'(4(ES1FBM!X)K2WB40'99R&AQ)/&5!%F">D/R#,R,$05

MD.^Q/A:0[_^8K9U0/260OQNF1R>5"M0@(UW&=_:8;I1"T@8L,6.)]}@ L M!JL]_+)]R-FG+@9YW1=)=L=3.ZQ&7PN9EHR DA%0,@*6[@QZ30WHG,M[MBB6RW@64-**

QICCRD+CE]:N@A:.A<"HD9&Q%/28&&]!3=(14&UH,;1_EA+J0=4 MF9(B4-*M"K@6<%VFY\$-=CA9A73*7H04&&FJ+-*!&<4L-29>2K?R,C ;B$0N M2KA'!8!1&Y?

J#14(/))$%2PN6%BPM26/JXA1RY"9H"N#+-#.) M2P%F*48NFP,&$:)=2]W+LE+1@:<'2QR6J@]D4NF,,9<A+Y.5V TZNJ6&&6M J"1!)6;"* M"LC1*V:L$IRM 723 NQO<"AF$?

OK3AQ>;G[CIGHK78M%?16NR^T^_9: M@#5F'2*9J)@.H*(@()PKL"1"0I36&4=Y\:9KAQ V6^9>4;;;K@Y"'1#K_/)F

M=ZR$OT>L(]8/&.L[2D(*B2CEA$)@8T0AM*2A,@(ECN=G,C)R=#-JG<'^-SJ ME(C-PEDY*XE4IE"5,!(#'V_8+=Q0E)K AA.)8AVV*YU)(,EP?A,#7L@I:Q N M*G T.C")NQAIUCZL-

5O>J-=DRY.WT\GTRPX7'<] ,=AAN6.[0YC7+[.]4Z1# M@ODC%_^ESU13")Y1,@]"YXX]H0IATG)L=.YEAMA=VRQ^Y$:&6(;D1W74IU M2.A*8AR>2ZC-9 FB?8$W"$\,>%?

B<*H%%3)*F4SLI!GG-EC.^FS^CG:',$>8 MUZ=4%<"\]U71?O>3'^^_DLJ7M,=X#TQ&"H(E!I9K!4;%K#*QU#C2S2&"ZZ[PJ):9# RN-?L(Z3D"W,%N!@5"$4L>$H-$.:

(EL8:RM=./V]V*!VY(JA M$021B\A%Y")RMQKV>B]8._T08GL"3)BLP4BE0.40>>#)*=+1 8+:&4S94-(> M%XZ.W.80PKN62&4*<4@0?F2]9"""IL2)%.8ZSD%3UJ<9J-5(CY9VLFJ>_W,

M54.-<2\>8]CY$,/5BOSGU(=$LUQ'8K;FRY,]8D./0YZG -.$PK0;V+'9HMFD$JAW7C*K&LW&0E\A+Y.5V TZNJ6&&6M J"1!)6;"* M"LC1*V:L$IRM 723 NQO<"AF$?

\NJ MBPV7@I?/M1"=#=GD2FS+%==AAE4'NW6("/F^ZQ.LB/.M)53:)N(!9IS.UU> M>2*!J:2%"""2M+95MLN_2*[W%/JM8];?4861(;Z0W1N?'A/,G1N=&*4>5 M#'!D*]]P6IY-

S>!%:V5+B,0*5MX[H]DLM0*-F#H5-H@LAUY'J]2E4!UX^J+:_(QGG#F M%8BH.H%FC&<=(I4A/65GI4_G\,"Z9"&Q12\6(;_07]RY'F"I$XHYBDP

MVK:=+0F"7_@.D1+%@^$FR[4\X3&;+)@GH G6("#D^A$H505A"]NQ#M!(3E'C6>1:;_6L_PQ6SR[SQ,L--6W"[/S=%*X:*_PL_WKAD%//#US MD-%\'2)"#

[#KH!&!OZW<34G"DU("+!&B;&>@P6>C@82860B&>;_6!/K)IV>V MQG39)T@F6!".9/ N!.#<"_J=49'Z MSL_7;"_"QQ,XZ +0!6"(?TC$?QS@:6:.<)-!"B8+L0UK!ZL'*+_;*MJLM%G;

MVW_R"9RM 5X.J<8C]+V=T7GDN9P[U75]>Z:"H>H[\P!US C;_N47]6F?^=,,W M!39'+@J_&.^?#0$U 2\?#0$U 2\?#0$U 3LD%!?1=S?EN^4XL 5 ,GW:54 MUPRFBWDS=Y,XFKP?

P,"WZQA8+U_1.FD-,JMZ^,W2>OE:-L.$)\$%GL$%QT"H MK,!0Y+"HJE)/EU2YN0S9-972E<@VG2Z MFQY*OK6.1FB,>R @)/P1*-4A$?[1#7"80K%#,N=A% M?

=NN@"Z'A.&8Y9IM#X%>O\SV3JD.">A/#-EMBD0:&X#PY$!8E\!GK\$;26WR MD1HMNJA?VUW(SCG.9*[9&)'P]-^_2;+E6>L=IWO*P;S4=C]VL6;[D]H+IF[<_W+-B2IX1W

"K>:\"F5^_S/:C=\;A M(_YQ1->,&2U$ &5R .&B!.\\A:@$U41D2I7IHGAM!T2G6VO+5H/Q(=&1Z!C% M'P?BGUK.YC(G7)0XW-!<(G+!2D0N'9B@VZ(U:@)=B^(W*6?; ?.E1N8C\'Y'Y

M&,7O.>(?>::0>1,9CY"RBP71)()A-(&6BAE)0HG6GS0>9X=$9Q2)CG5L^T'] M(]RBP\U:U 2\?#0$U 2\?#0$U 2\?#0$U 3LNU9O'=O#^J[%T7A1_@A71W%U M=+^7W]I4?

2IU6LB9VJE@*R, Q&4 \-L!)-TN^@1519KIWX[[+SV:H64M<_ M'9[[-4.&.V!5FR,ROGZ9[9U2'1+C'SEXR!)O-,,0+8D@E.&%YCX"S3:ZZ#.7 M=&WP4(>]U[:

:=#6D%)%>I_4ATNN7V=XIU2$A_8EANPN!.)4(*%-B=V&#!:]H M!"]{VWI3^G62I0[[+ZVG;"=8(?-FLT1&5^_S/9.J0Z)\8]#>F:,B"\ \1$Y, M"

<%EAA+%&W#"QJAL*M%\Z+'_VG;"=F$0Z5BYMA_8/\)-.=R>14W RT=#0$W MRT=#0$W RT=#0$W #FSU5J[]2@>VJU(U[,&&"Z+8O6$/EDJ?N!TF&%7<>P+. M> %"1P%>.

$\FLB$[*]M;?3+GJP72V:8A>V^M=,D?I(?>S?I&$?[85S&I*-T MX+UL2]}B>62%!^NH4%(0*7NHPO5IB.?=B0ZNG#MA^]?8SDJQWRCV1ZB>!S" XD)X7/ MO##=

<*.!^$RXLXDJFOOHQ+85IC."3.]N3Z7\U_EQ6CY\P(6I\N,FE_;9 #?9 MO?C\51XFCM6+VL]X/IJ7+Q!^54"G*0U<"-.+\]T^M8?N)].BIX/YM*BP6\16

M=5L[B6G2K!XMM<&UO\ZCB9N$D1N7JRF_N"AOV#R[)>I6HG'T81#&KBFJ?>G> M)YA,8[K^]"*+]NDK4?P'1N53/CX'_ET>IX\01[.T5.

[G14B+B\EW<=1ARNKO1I&KJ6'7OGK]}O3UJT%Y M='KRXYM7+\[*#Z=GY3_7@JSJ"__T^NW9Z>#DA_)]?WKW\^O_*5_^S5]?MS?^ MY*?7/=[ZUM/7;PG?_N7:3?_^*UDLPYJOZ-

V":X7G*U*VW[4%9]'S]L^A.-CI MHCC*T<>V>F3Y>9209^1WUR\(;>!ZV:3G3;ITLZ+KUU);AO^K]_[FZUJ5#Z-F MY$?CT?S3\^O7WU6$LOPX63Z-

_^XVU*\N=D7U/_S*R^@S9NT&+WO\2^PS:CGY M_\;O,4F+\'KP^NKYOHZ,J6&1X,>6_5X'-=^4_RJ?JWX]6%%B7=TK("-,(%1W&2T=L;S0<)]DN!P5$0T7#7?_#!<]+AHN&NX>&BYZ

MW$,Z]%_KD?X.3O!W48Y['%LQCRTD/90RT0V+LP^1J/])YVN7C0T2AT+W>"+PR$T'6,IKB6 X6ETXFE/T44IPFG@H M=+1@A"?@G58T4!UC>P3ZZ:>KM\90-

226(T+WIB+NX%:D3^;G:398'1@\3Y-F M]"%=]YC]=EST__?WMI6M0$HU;M,=FQ?'RS_*RT=#0$W RT=#0$W8 M5@G1\F+;7CV3JW?L9Y#

([>X5RX^Y_;GDZX8:^YD"_F52!#'TN%Q';M8IRDR:# ML)C-TB1\&LQGY?7CY9+'P,6VJ]6RPTQ7U4MX. H,Y>'@Y9WV(*8IR6 ,9,88 M")$H6'XX&,*%9L(0F7T7-

5+++=:7MY>95FNL/ZR(_(*.&1Q;UA-D#(W(+04D.Y#Q*U,U88R&:.2:\40F]25 M5>5VFO*)Y=$]_D?JH_(_76ZRW]N? 1T1.B)T1'N2FF29 G-,0X[4@"'"J9"64 M9$@Z"F*RE3FN#3KS?B=-

'V=;]OFXP=Z#;9V73NQG=62O:S&W:_U#'$6 ="'5+;TWF= M=PNO@@"DEI0T->Z\"@ZHM@1$=@8(D/:[#A01[MO*\R)EV44M(1%B0&@KVHTE!=*' NKHE."= MM#;HG^5\:-76,K,Z3

Y9CBS'R/V8X/[$R-T')K)*' 0-%(3W'DS($8((@B86 MM9)KM-]D,ZE_VE,U)&QK^T!U6"7B'G&/H?L!T_UQ, _^Z:P(_^5="=VC,>!B ME)"94"KX0%VB76S1}

_SPG*ND>5=!CDJ_VT'RCYT*J_:BPGJJQ>UG_%\-"]? M(/SZB*Z4!BZTVQ1N\FDT>3^83.>I&GO$TRF,5U_>I"%K>'JMT:IYW'Z"'$T2TOU;B?Q

M+BXFW\51SJR'*7SY1I+OZ]?)VK[8,72Y7 M^=R-?W&?FJO!K+?O_/6]7')C>=]NZ<+:/>WVUFTCH.KJ/MW!LNO;M"^]^KL2

MQ8L_O_GQ[Z=_/QVVT]6_9D[OPEB&%3=0_,=M*/[C,PK_$5QS_H]GKQ]M]?KMZ>M7@_+H].3'-Z]>G)4?3N\JJ=GYESTKW^VGUV_/3@OCC]G\$/ M/Y[

[;3'&ZZNJQ&JUO]O_W+MG'__E2R6PJ5Y.U"'7E&?G?]@G+!8W?9I.=-NG2SHN'74EN&^:OW_N;KVI0/ MHV;D1^/1_-/SZ}??472R^CC-GQ$J-YE6KLUVQ](7[\/8EB:P;^F:S#-+^KBD

MHVV_5DO+B_\EW-=9M[],)X*YBX_7GUV+[;*&Y @LA!9.$Q^FU##N?$'RCR< M&X]SXW$8YFX5$*?8;B7$07FXA79NN#C%MJ=H'+,^S/JVAK M0_^M:A[:(Z56Q[RQS-^F><=M9

Y:$?=B#,;>"'(]I"-$:V)^W)DBYHP-7C (M,3,0CMOV!^%(D-4GM-DJ.CB@&BQ]_397$2]SX<]T2@[EHBM1[3/"1^/K)+ MIF;61^[BQQ!<.? ::_!6)=HXI88H[HX@MD'+G'H-B[&[33F?

%YDEI[,'.6 MRE-A-$Z#R4TRT/Z^:D]6_0\E6*UN^.*0D M]8F+?)*ER%,RH(VD((AA8%F(0&WB@3EK?%Z;[;#)(M_U;(:3R:NE>2\;7)SD M%ZW%-[3KL0Q]=H,[O4GFC,%K.

M@1L\V"ISJN$HI,\ KU?)1)!U>K]{/2%P='.IC$BB?3-('EQ0\F(3.GA#C+ M2!>IQ&U3[ZI<8*@E0W>'*0-"$Z'99Y& M9YQJSPXXP4(9DH4&)T#PC/GAG*; M32<90@^,9$/*L48

=Q7V)B5X<3$M,OC/34HP:DDS*2)9-&G03/\%S=+ S>) M[3-N\G[DQ_#]Q6K>Y0@#&*#')9+71XUM MDBO<9L!)?G-CYZNELLZR!RHE>D;,'A"CB-$^LP=N.)'>,."NY R"! >>20E*

MQ4P,L]YHUT7VL!5J:MWCA,9#,1'<8*@EFWB5_O6(O'W2%60^%L/H_H%_"/GW2<; M$L\!LG>B'8. MK:9P7K0FLER!0)>++O> 76XMV8U0/CFG2?&!JG@V3A@8%S3X3)1F(3OM9!?

9 MS=+,OV^M_.4M(^]H4=$,!3>'X_TJLQ;$YZXE4IE"'!(^!F1+8(6S"6@01U0 M3A2R99Y V,B),I1:2KO('7JEI1P:B2?E]G@3YG3CD8XAB7Jb;O4S,836[W

MA5GN6RV+O<8CMQS8^X#>SH_@((ZF>CP=ZI-99<[U4?-K:E\P/)(M(F:(|,%0 M$)*6K"A&#EZR %%%QE1@)- G;1&Y]Y^:YV\FH7B3)KU*J_^^F=RTKE]5:+R8

MQ!^7G&LQUU61&QU*VN,V47TXV)N-I/1$A]X'O4]-WJ=29_XWV*R9[M:M?;>VLIT@@>U(,5U M5UQWQ777_AN8)6FX+VXP>E;2+IYSR9Y&([Z3I0[/YE,?MW5U;_ M_:>_-&U%QV?

O>&/X7=7'#Y7!K2SZLAM-$_*%W9&4)P!@U,-ZAHQ^F;R(35/&S%Z-/X+>[2(C)N#EHR&@)F"9 M>D7+@"^7BW]N%-O@<^ 7S6B2FJ:M6/>CR;(Z:[B<4S3-JW5'%_Z]&,U2Q.05 MD]

<#3EZQ$.3+0A 1O$A1022$M]4@'"PA%+)67F@O8J"FBV7)=^[3B5U5@=@QM.* &A[M3:$'V8$SM'6P+GFI!+=^;1)Z)[E/-MN>:X:#=6NN[O*MD![2-BNH.H1]1CQ?G](

^9FL!-2:)H3@7*-($/GD,H^9%V MY3FVOHC524[5$\C5D) #&O.S_U7D>/"YNVD7,2[']0),;:[2L,EE:5'L..DQG ME].9*Q\X_662VB/0.97?-XN9FX0TN"QB"W@<>M>NO3Z95>;\]^) 6BTI&

(\\ MJ.@,,*%*3N5I *^% Q{JOJ4J@*R'U7B){CEQ',/FL3B"CSS8*1Q8+)B1EA._?IX MIJ'ES8YJ/>PUO7E0H9"86DA[K4A M_A'_1Y5R!<=9CMZ6CU81"K83>$L-
)%^R(FT25[&3822[@WN[^W;8\&M;< MS*?A7X,X:F/=2<3U4DR8#SEAKF6ADAAFJ-(6M&^[X!MEP2410?4.1^Z MK#XYR:^N+?S=M>F?
MI,_8A)7OTB3D);_V8,BE".W(P3KKB52F4)4 -.:C6HF4 M(K DI8D!-=;=MW5(3'$VOCVO MDI^W?>>7A5(W7:9&3;-85O*':3/"% <]\2%[XEI2G&0,YRH1HDQ(1D*&F!
M*PZ/&NV)TDIU4HMQNRRR-?]ECY$W5U;_LC7XCGRBL$,E#ZCRHC+309;N6B*5 M*02R](:E.AMO4W*@:%O7QI_KY,!{R3/F?- F>LDX>B)t;@ZA!LG>YQ57)O% M(!>
[&+R^N!Q//Z4T6";<@W>+63AW31J\&Y>O='GU$V89Z!G1,VXARRIA)7$ M@.3>@K Z@S?*@V:R/-94R8Z.\=[RC$N[;ZV]L\Q"VVW![6FP M6NTXJGPA-3"9R-L<>IQ,_I.D-
8CK^87EP4 M:VS.W2PU@_ETT+CYJ,F?!NDZQYB[CX-?1O/S\V+=H\E[=(SH&_8,>)QUB|[M%''M5(@E,Z&Q/?&4+'AO @1M0O)!6ID[K1+[.8W=/,6SZ9G[^+?/T/EA.CMM M"?
5]H59\,;VX3)-F.<:GL^CQ@AUVN0&>:$4/@!X Z\B^XKLQPFLN,I <*8@L M&%AC,MA0DJLL)8VZTR9".^{!QIUV'S?=M6C9MC9^L*GL^M;0:!)&EVX\N+PR
MLF(S14:#\73R'@I"+P937[[>TIZP@RSV&:PZ -B+/H.U9&=".*Z4T.!8X,43 M"PM$&,$P&QIB-47?2NJA;5X&=82M+\QZY*8>=82^O M>G@-_*?!MU=M8G_R!OT,L)EU3U:H:G,'U?
@;6O)F2A5GC%G07*MVG&'Q1%Z M:B H[TF2AOO$>FS0>M/%;),>?K]=PF>&RAS0",3*3 B9NFN)5*80%3#UJ#(8 M0WG*5D0@R;43:WD"DY)OE[V8%LE3WLV@PS[
_;#FJV*H#>Y25;1+U<^F5$T) M3G=E(:]S3F'9ZR!]#.=N\CX-VGF&@]7C9E#LN$V(<.425RYK]NI[L7)92R[E MM>?9\.*->3#M$'D#+GH!6=O 0BKIB)==Y%(KMISDUU=D^;F
Y632>NGV_U__M>S'G4/SNLKRDF<]&89YB^)2+2?SR%[?^LJLN13TV2T=;10> #J^I:K 1Q5 MXJ=+5+AD?X<7+N/*/MQFYH&SXE@^)6VX\N+PR K:EMDTZ3E@/MV,\Q-
XNH!^FPBN$2+2[2X1'LLY\E"X,E908 Y7CRX-<5# M.Q7 2YT,$R;X;C+&)WGM=T48T_AFLJ+7JRN*E9_'B_:PPNWX8!4S=.WF+1D2 MT F>*.\"\{23?B#[[1_D M4#!
[T.YAUVD>;A1V19>7OY;X#=Q\X%/YKI.V#K*="+4T*UP?QO7AFB."O5@? MKB7=<[*X;&HT(%5G*WP*BIKUWHC$ARRC!5D(#")K"3:F!"GX MK+(01#/?]3OOJH>($$-
CZ3&MS^Z=2+OZY?99WBG5(?'^D269/J?H: !$GN1*TXQXP.(47BUKI#26EER>)*7J>2 J%CR?6B9*(\SY)E1VW5>*=LJ$1
M1W7^K"]+K&;7[4N1LV>LE7F<+OPX59^0=;> ^IL96BJ_[S\WJT/T^^:MZY!: MKXO[_[5EE3LD7_[$W,TFI07A%&SQRR!"\>M>D02$95+^RTEPZ6OGGJ,*0L0(M+$H*@NL
QI,,R=.L=*,"N6ZWZCIR[K*D;GT>O:C1;JN.L^L0$3J$72_G(_^W ME"LM:$N< M3$FY'$R-N*=$#P7ML<"B1K/L.YLK_W7E^I8/'W!AJORXR:5]-LM-LJ;/7^5A MXEBIJ/V,YZ-
Y^0+A5P5TFM+ A3"!*-_J4[NC-9G.5QWU%Q.WB.4+Q=9Z8IHT MJT?+W+YMAGK=#<2-R]647RR[YSR}>I6HG'T81#&KBGJ?>G>)YA,8[K^]"*+ M]NDK4?
QGV=_RXW/@W^5Q^@AQ-$M+]7Y>A+2XF'P71\WEV'UZWE[%@5#*-A&1,*KY!9+#6V&]]]FN^08M MG4S<:M QT'8&GP*;@X9@M-/&N<[!119. &UYB92(U.,DYN,2"-=D'1]?
PG"W)@M($DEL!(A$#)O$,7)6W M(ERF$NAN;S%?TJ%1%/F,?$8^(Y]Q668K;L.JE%*0##B-):JGEH$UP@(UCKEL M [>,?
NTV'(_92RO!LMQ&]8R!#\:"$8:%.+-2]5.W\;!E&3'DS!R0]\!E&?0K M=2C+(@?F5PP*X\3QP3EQYWT)QP4LTZBE$*7V5*N8$N-? UP8ZAFQ!H)4"43+
M;L<%!ZLR\X;'Q&RGZ^J_R6TFQ9!JC/NWW2L03Q[_KHXC)-&M=J M);K-@W*;E67H-70_W;ZM_>__91AEJ$4(%@0+@@7!4]JT6(5AV+Y+*5 +!@EJ$ M8$&P(%@0+!5J$8)E]R*I3"5P
Z+KNM D9/E&&JC/"81T$4QV#*B4GA E@T]V MK;!?L4B-"1"3-2 \,YM!> =92R&84$XH__4&Q(OXST4SORA?I3F;OHAQU'X' M-W[G1O'-
Y&J(Y'+9=KE]^_+6HNW/Z=^,+45/D=9IF"T8AO2M7.8T_IS!]/UF^ MRU_;+J,=;6?PH<$B4R0Z$KTZHF.HB%I4T?4C66&I7"00++:&"!<&.6CM.2A3
M7D;C*20M2P[*I0'GO(*D?,Y.2L/CVN$7&HWR/D9@MBV"R[F\Q@8'CNLDF9', M^K4J9LQ!#\I\L97O=@OJFL&H.18I#A:7Q733QS0+HR8-IGEP>OKBYWMG1*#3
M1:O%:!ZC>8SF$2P5J02"!;4(P8)@P66"VI<)>!#.,^/!A,"@?0Q6, 9$6)*C MC,&1M4$$QMC(M=40B+$@>"3@-=7@0V1*2T.DOCDKY]Y_:E8=3=\L\YR_E#3G M]5663_XE=>4/YW.S]-
L\'{F)G.L@T1_@OX$_4G56H1@V;U(*E,)! MJ$8(%P8+[MO;C?N]DH@Y"3$M&#Y=RTI4$6,.01F#',<\]4].[)4.Q/V4O%Q<^S4[R*KG[VU5N M\]-T=M9F=G?L
)_,_KK*WD[R29ND_7F9HW4WIAY'">/.,'H9]#+H9;94592R M3B\"+*D MOO0I_5GKRXEQ5^\I.3$V9MU:E+.T@';&^<6T_1;3*]EDU8W":D9#B9ICA$ M1@"[CP PM4
MJNCZ$2RUJP2"!;4(P8)@.<0UB\-:"% F.L\8!>Y(,/%$!$N5 M FYT\-P0(XQY2D'6]?"6TS:Y635Z>K68E?1_-8-EM6SP-OVR?.KI#5H9/Z#4
MOS+;0QSO7B25J03BN&LBSVS$41U21DK<;L&FL1754[Y-\%%H$J87";TC>L?=>T<, MNU&+*KI^!$OM*H%@02U"L"!8$"P(E@JU",&R>Y%4IA((%M0B! N"!<&"8*E0 MBQ
LNQ=)92J!6YL=;VU219-R7 *7GH*P4H+UT;4'R;QWWEKOO==;FX(%(X,A M$ @OKREO 38X!=8)0J-FP0OZ]=;FVS1_L]S<^7':=+6%28=<"=S$1/PB?BO#
M+\9UJ$4573^"I7:5P+BNX[B.:T(X)QF"M&UO &; ,NXAF,")B-$[MG;R:9.2 M-8SK][@XK:=F?[Z\/,UNQ-$*^7$"8 J(EU:"(";A^$MG=JA8!#
M3:Q#$Q%P^R"TO5,K!!QJ8AV:B(#;!Z'MG5HAX% 3Z]!$!-P^&WOU H!AYI8 MAR8BX/9!:'NG5@@XU,0Z-!$!MP]"VSNUPFJGSJO8.0U>!DC9$1"<,? ^"G!>
M^9$3%YK@]*

~~MNKXYO\XFX'5WDQLZ;_U]_)(_>GI#27%$[G;/9 9A].5)TC.60!A=P"AUFG%6 M!Z)%-$343!!+C2!&T<'"%TE[*K2J;'<)HCEK>CJ)/J*!$++$4L12Q]/5B*R:J-M9%50W,N*1&8HH#.SQ*D0"#.ZUDHKZ\LGU4WN"='O=RCJF* ="R01XX\,XS%\ MB4R#.-(CDO2,)1!'D&D01Y E$$<01[*_9/^J[=[':=&,_/@R(GXC?B-^(W[W MB&D01UZ>)#UC" <019!K$$60)Q!'$$<01Q)&79@G$$60:Q!%D"<01Q!'$$<21 MEV.')'M1F]J0JTG+M355%PH5)W209)9913GPIA)4^*F'BS:I(KVCI/0U$N4H2 M(4M.="DUX:,RK-2.!QMN5D6^C]-W.8'RYW&[JWIV-:"F/*\"QYX)"\+FRY.D M9RR!]A((L@3:7SOKYFUKX(?*276,IB!&1QXFRE2 B,$_@#Y0X92QWU'H6MAI./Z2"+_^\ M.O5^3M-#/]1O5JF>WQ>9GMQS[]=%GF?7S?4,TT>4Y<3V>@CU1P;U:#(BTR". M](@D/6,)-!G[93(R[FDIN2.5X0I,1EL2${TA2I6TDK$,4I=/GAN*)N/AF(Q] MZ5SFX/(X6=(E4;1HQ\,F%+!XXT-\:=KO0=?\=024&\(J0C&=P->'-DNJ#7^? MM=-+^,XNZ^9Z2.#^J^\>$JUG"O([%$)7 AGO11@/\>P0B'9P;(5XAHR'>(9X M=BQLA7B&C(=XAGAV+&R%>(:,AWB&>'8L;(5XAHR'>(9X=BQLA7B&C(=XAGAV M+&R%)4[]*G&JJ:25V"7A@@8B*NF)=HH2[BNGM8(?3M\L<9*UXD+P"KY>L_DU M)M2DKB5S-M+*>W>SK]>'Z46Q%';(Y=FZ_?QI,(._5F-IG=D;_^ ME"H[NA<\'85/JSJ/TV69Q_LX_5!_LE]_'T_R!]/H'&SJ77#^&G\NX7;3'== M)275_HJD>@@J?:V\[R&I4&FATD*E]=Q*J_(JUJDNET57$^%E2:QFFE!5\N#+ MP,IJ)\TH46D=#JCTK_9W3]TQ-VG/3W@?AC/4DO)GE!_#UKQ%SNT(Q\+.RW. MXM4T7KHX*4HZ*#CEY=Z404^H>VA61D_(UFL[XW8:]<#2Z(F.UZ6ORJJDQ,L0 MB3"J)$X:1I@PKE)!VK*26\>U*7B?4M:$VPB.J1"&:%%1$JRNO:ZK,@\)V=3Q M9Q>@?=L/LVD[M:/0C,XW]'";/UU7P._>__8=Q5NR@:.+5/Y">$Z5M!Q\+V(J&XBP01(C!05/3$UL'PR'?B(MPO2*<&O'RV.%U/\PTDL(19]EQ?GL5?H,Z"-62^1\%[5DLB151$E(H3*ZQ-R2&,X?8!P! M8?TPR(:P\A2P;HTM@S*$DHME\K\ 4+T5->&E-9*F%MPY,YKNJ0?(V\,/; M0'1E(PG:6,:DD925SP?KU<"4!F$=81UA'6']Q6$=8T-KRD7IX*0N*T!KH8FH M%"@*HQPH%Z.D5+:.7\%+7S>B\&(VG ML2VF8V!9.POP/B&)(1EMOLM'Q&RZ<]U,[(CW]@A+ ;^D-NWGZQ1.A$T-)\+ M/[0ML/>5/8]D- YQ\70@1?IX3HE_D@:>\O4G4OY<#^-7$I)S.S]$]'H=CGZ M.33MU=!>_Y0^_?G*AE3$L79ZJ1GE-WFOIZ\,OQQ/Y79XF(M6&=,"6S'^F_;M8'I.: M+Z,9#9L1O,_43J8_V=ET_//F!T#=[L]YN[O#4K:&<5?IS'ZX9(SY M=3Q[=F6$C[!L-+VSMZ6ZW[C.]UWMTRO0MMBFO:UTP:%9A=9-^\%Y0YK.OZO MI? 3_UU+Z'\G'7[KM=: Q=TNPTW]_]^?_//O/LT'Q[OV;F\BT=Y+UC!CO/WQZ M>U9\^E"\^?#^U[?OS][^FGX[^_#G=[^>?H)__/;N_>G[-^]._URXWRPME^Z$]^^3V,+*;3>TZ; <%F)TM+9E?F]8/Q^UL$C_! M6_PR!)O^#T4$N_T*GC"=S.)S*Y@7%P=V4KRW4R!(;.Z+#U=QDHG7%G84BB4! MBR4%BW42KVNM?5I43R'<0^ET?R/[-K(= (T7N5,3G<%U[W187MBU/,VK/,E.,1@?5<-FU,C0UF';>F&U^ $3.$FP&# MCB?3CH/)9):^F(Q8^,3;MAF-TR.CR=48MBR]T3C ,C\W/A:7=@3F;>+R?).I MG4TL8,8@^? GP=LE"37>!#T(SNX3?TA,NHAU.+SRL[J3X=!&+-YW3E1OG53^W MJ[6O7K89^>$LQ.)JW #]QS5I+;CB/_S^X>S'07$U&0,W =%6;P,?_25]U(P^ MP[_&D^O\8/BB!_[K7O? *7F=\Z]XI&]'@R]FK*V#@N4 #R:?SF^8OQ=%%/K<__MA9>&2\$Q*YGL.KB[^/99!2O3XKE!MMA.RZ:MOC':/QEE&G=_'V_C"?#0+(? M6'C0<&/0!B0I_:03YC0]*? X"Q$@RDAX#+_!%YV#"D0M;.[/D+^4;UO,8+>6 MSU^1#CS8YA)6_GGQLL/Q-=#_&EAHDKAD$H%$,_AP,OXRO>BH >0&AP7N-UZ(M*0!.K.O&-Q'0+,9K*^V^DE{3\:PKO? 21? %:=9S=E"\G:7=&>3W_$L3 FS, M6]L"_4_;QI+?K6_@KMU3WXU"U=\:>![ZX)'PWS/PK8")DFR<#J_2T83I%+[P M[Z6;[S$, "8G:Y\.Q@VU;YQ[P)N'B MR?51TN_^:N@7 +4V2=BQ.^9OL=1&L&L5XWJSC'&]68]QW6+7K% 9T"_?;I;^ MN!$:R[*7QI^BB)U8V;=0IX?KL,VJ STH"]]G)KMA 5/)4)?@0'E&]B@ MMOCAWT]/? _^Q4]5;3VU&74("6I39W_=/H*O4Q(W-B_^"! NRX)1\G^*VY"._L,UE^Z=*S"(9)-I:*MU\]6!E@<9SZ:6(H9DH!^A&&"ZL. M\/H_I O6O_5CISX_SD 1P*,H2Y=]C.>S^531,_+_K3UJ_!GJJ=[VM%H!E2Z=9>^M4.)Y&N"O{JOPR:, M+YMIVJVKV:2=)5P *K-OV6I&U3'>EP@(;=N\TW?<;4TI;#AW@_M=L-&6KNCZTMWW4MM> M%+\-QU_FAOR]+LJ'8.>9R;G;4709RBS_V?"^F,3.ZF^;K^"!C:87;=$)X#:9 M\O=2\ZY!]J4E?IT4__X"]C7DPP:,;Q=0E8"L)25<2=7+&W75Z^S2%-TN^/3;M5IM]96?0D.\&L3RS;> M5\NU%^,9>'@:0N^FXO<<'"[M.8Z@"?S[+3CHFV]]?\N M!6)AG\!%&^:)2+L]7-AZ-Y19>Ô)2X8"47S9MFSCQA[.W;W[LS++#K@O/N1D?) M _?W2O[:YL@8N.AP(}BD8Z3&76O_/0-?9WX #6[EXLZV3V9*PNF5_3"})@-S) M/%D+_P!47=I_Q!4Q.PX=MIO=7FW$=L LK.L(EE8'9HG}$ZA>=DY'0L2VC7,1 M&C;6-<,Y8W=7)*%;&&K9A+V[;KV(O.30TM>KI+7: (LPF"P=^>0T :S,.R57R MTR2F"]#U&1E"4R?WI)Z,+^9E4>+)]UESM%;6+!;E?$^]<%B&"]Y.45P#>FC17"P!* M.G$])K'N,LX}!;;,*&GE.H=A;UAEMV+!0I/>_')_GQA)KBMG,E M+\\]G2M??+)?4X3M$SBBOJ@$_?&GXEV7D^J0$?!I];D&J#^TVJ.D6,+5?^_#.Q?[HPHN:VB%T[MH7%O7V8WA6FWO,&KLXCNVL!5_F,1:%BD-> V$[AGX:[GGR2]W5[%7-$ WL$T MGH\GBR#8.0@5"%2RJ^TY_..\(W:*8LQ=AUQ;_ Y!A-BV*8$M>N .=DI6G@ MYE>V"\>D5_CZ,-&UH?)?US G>E"!;AD[2(2(YR%4IL(A4#[*>VUG$!T&A^7E. M:#9*KP,NPS_3WT$QNSB*=3./:H24Q)QTG^0T[DH[IL*7F,,J*9R?W)XUER<5 M/L&&CQ*LJBL3"DF%PY0RO^L$K?P-[6UIA2[?"'LR3DG;MZ<:? 7KPGE=QTB6:3HJ_Q1R]]WD23C)Y4^RG;1?AF.82V&RZ MB/9L,,.X<]/N%XE=H_I11CR_832_3Q;?#:,9[."E_0LLM+)IJY[:M&?S6IO. M&T_<,3=LN;[-L/VXJM)97++EFX/;"5MPV<*MU S=^O>HR'%OE1G> XV -':<7 MD_'L_&)1.[?!_H5UX]ET(RRQN/,B'OHM*$)L_L@OEVN)JYF#;]'H9P 4 M&4<7>,*NNJU+M^3$VN:,CY_?.ZOY9H3>]3M;4('E7#C[GG_JRW\11.763#@ MBG1<,2<[4B1ZLB3RFP^__F5!W0&\]LW(4T[N+-X#MOZR[33,3>)W";5<(P.F MV+Q&[S+:CK(YES?_YO]*VFH,>YY@<9AJ]&8L..NNXPNO$_QY2*.\@OG\I.+ M\9>\N.%P[#NMU *\^4V4K^,0FYD\$R']GE$6G@RW&=Y6H7.RB&5ML,&*?\++# MU46YK2UD2GUVF_S-Y\P#ZPLUO LM]7%=[:R7DR9EL_'PE'X%.5E[C:NN'&V1 M2^NSLOKC#;-QW:F\Y>_?3#,XJ6OCN)#MZI2 - 2XX,B47O+ZR!KS782-/S8 MY5M^FXPOW\#-TJGAOP&=W\P+<>\;++S/Z_;--Y;HJ%,[-_EM#YVEN-K*ZQ, MU6M=87?*MKA9FZKHDV"GJD4?DQWOI0KR_ND_N'7(=CUJ: (JL2FCQDJOTR2C.=L M9V;2=E5&N2@:G^O%2_MW<#&FUXN4Q>J*A WG8(9,1AW26_AN.\V:I:O*OED}(]B_=>O$N1PP2Y"BS[M6)WVZI*?:1GGZ5A"5[#3+;'M#$S Q3$@6\ZC3KH_WZ(XNZ5D6![=]NXGQ>]Q MDDOD4M'4&"R-\WGAV=+C2QMKTU)N67G:#G"8FM$9#>"\7LR73M "_:1F)<).X^L/:6N;XO% Y*\(E1EVKW.UV(:TDQ+3^ M3).-E23-!*N&-KZ]23XCA]>"&5(5QJ]96(";-.PL'^"JW/JCR^]/ M9Y-1YXO6LU'X.2UA?HNT1KCI&NTRG2TL,#+TZSO)V.7MR)O4,[$=31(MTC. M[X;QNJ@G2/^=M,G&FL6NH/GFF[PJO_/F;BXV;+6MZ;>T%>E0Q>*XU:*H8PQ& M\)?;^:9CR[R3S70&=O+M0ONZO/RD =.!K$D3ITD'+@]S@1T\=ZD6^[&4HPR{ MB7I7L:MOR1*44BMM)V2+FYP4_[XHY_Z..&XZ=?,-R[&S:3R?K*)K'3?,S\;. MO4,P@8?STNGEI6D%Z?Y+"Q[>#@3P"MRBBXQ=7>H#%I63Z+.Y@EZN/L-=/K&7 MT" [6X^R*=*&WC8S M$%:EC:L08_E"NG%FR9]MQ2G MS%G9&&S249GYZTFGX-"F;ZN(O6DR--!O65P M=,7*GDEIG:EX1-@@(.\KN3GYL#\V6Y9 M_YJE]X::W]BB=4MZPXQ8J+4-%9/P#*SU:7.9;(QIFPWZ>LZT:\ON'KXZ0-6N M'M)VQPN_1ZG5U.'"S>E.3,.MBQQBS>62?]/|[Y83LDGVM:L/B&$SXWU+J3 M3_GW^=QXW,X/.>"10F++TB3?? AAO.]FWX6FM8DT9N%\5C";,BKG1PBV\NC+9 MDGAU,M,=QYY'E;(:RV9]LN_!<0GI-S<[!WOKZX*IMXS]%4/7\Q3%;1Y99IV M)39A9:G#-,U(:-[WV .6N?6\S,U@ MF=L1E[G=,Y/VJ 0<[W$";E=4OYC'9O(QX2L[!5;.-02+>/=-USX'H.<'/Q9. M8GN[$94;#GS;/$F-BE87+NW=+KJT]F++6RYMPNP;-I- YDF@_"Z3"-3^1\P! ML:6&VC!QDS$#:@D<]=S.83C<>/,-Z^86&VEAF:U?L51,NLA 5QIWTZ-+EM{> M,)D^)V60G8BENL_>L"1UGP(K=FW]BR38LDAF8>,-Z.>K\E>^OVVX.:"WNN^ M5#;2NYC$NN>93D8"UPY2!4?2%RZ5ROO?K >!TZ]U#[']X?@J;]F\STPS6IBZ M.9.Z;"*R98PG]_%FB+1M+N$M[".B.9VUW34I++3.E+7!)=\6RH'+.F[=&=A>W MWP@3=XFYN6"FX,FBD_C,?Y]_(;??Z^(0 M:VF&X? 4WXZ/=T>'K]9C'I,MOY(*OY;.WTDR#]>!GRN-W)5Y==K9SSEV\'H_F M\?QE"1E<<9E#,]N)JQM9QQPAM/-3Q8.[F' 2U_WBI5=\#_=WPZ_HSGG?K5-N MWZ%5@CI'C;M 1B=[\(#%> <=VT2MC'G160[= 5WG?VXD+GI M&*K'BQ(_9(_7>:AUM-2+5S:SLLC%BFF.ZC]FA3+WV(6M\X$2(9&*LZ;C!-J);)W M/GIV>^TP)8+,:IRN\@&+ZLVSL]^7I;$=N=9R$E\CV/9 UL57&,-A#NPC=_3 7 MD$3^KBA@?IXR?HU^EJ<*;"6D?^S>,%X=L0C>^XT0ZKP28-[Q:"OJ?Z,09%7[M<5*\NR&B\^SW=^V]P1SM<]_+6PLZ%@6C\Q2-O2MF=E*\&6^$B!<)^*0V4S>N MNS+IRY+?5-_[7(1.E[TRM]Y149)S1WQM*8QV)7&PP?.(Z&L2CK-%9B7W9X4? MF;&R736'P70N9(/([UD#/+@VTM7X7'?"DM-'6]W,GCYOIH%7MX!Q1)PD11W&Z MJ"B;U]+F]MF4+:.NM=9U7JMI# ?@L@)SJ1SD@V2[0;XJ]: MV7^Y[24>]82=#\1B4M0ZQIHP8VLBJ!)$UZ(DNM+>^Z"MV2V LQFIG8UX;RD M1$3)B:?:DKHL*RFY=#4+#RQ ?_MUG@ \S:7\,7RR7^-'UZDQZ+"*V:58I)8'I*H6$J6KWY538N^CXD+H> MKMRLP;,M9U/0#WT?8NOM0KSHHMU/[M1"&4A^ #_G^+]D? 975R]T1B%'#4A?<5E:JN M0##2X)F7E0%28KXCUM2%21,X$_+$6]9;9Z+E33C"P$Z4!LQ'TIU5:$:,$F)-* MS(<L#,SS';Z?Q,67<49=G%)1UY&Z=*JUR0D\O@\MC[.Z:RRX691RY,F-YI'QYNF]SSUU,74I;(-S:#]TJ? S:FJ:S(O'F/ M^8IR"X#-3Y9=@S9NGPXC+;+XJW5W3=922=#^L"LSGZ=>=26;4S-/P?AB^']IOR\JI6))H G@YX-L0Q MJ4A9&V:4U$KQC+.0UHY%P+A1D4BZEH3: [PEMJRBY%IRX_A-Z^TVD^W/\WV\ MGG;/!QR43["[G6J'AAC[.T^,!UC$5!5*.M&YA*OVV?)R7D1*!$>:'NC>/8Z"&7]=C;'.&%J2G0H4U2;!_@M"!)E$$[(TEC/>B$EI3HQ M*"7WU4CW"'+/=K&#X)7J[.+6T]+-OGG4!3SN=L]|PA//!RYMQE%M<^LY5OAG* MN<-76YSI[-5>RSR'#2:"*XDRAK0=*FPW"DO2 VF9$4CX[8J]^6JI. ZW#/W M-T=23S'*CJIQ!W(B0I"L5IQHKL'Q,J$DV@E!F!?>5ZKT++A] M.6LH)SV1$W37GDG:%/?CB13:.^NDDUSLRUU[#FE#APVU MTB[DQ-8@*(PY4M>\)0]P2"%%U%4RI[9: <[,IA>PXY8>BR[=-E>TU)P;.M M OIY$GNMZ7=7&+#L\#]OQ)4:.,3,7YI(%MOV1@N:V:AK8M+JXQY0\[#Y[&-UG&<7VLT?0?O9)_L6=$]*Q"^V<^%]B MFAB7AR;_]ZJX=9T0N[!]R5N-*G+=7;#Z[6&EC>-O<%:!\Z;H^(ZY;0:K)+L MT33F)"FE>9OZP[#+=MCDZ,*BF_\=-]_SRD>1#>&*@LM.P7DW52F(LEJ6VI5> MQ>T#J4%Y(5*2)DA&1%EYHAVM272L5E7-A+7;X;"E:(2%V9L,XO=QNJMSIR<, M_?G[Q+UZS(Q!V]H38FO\O%-&8F55A.OA G"B$JQK2.?W$06&8^$6^-23Y&2 MN'3XLS+4RAB5K? U6^X.],Z/H.3,FVBWVEK,)\AJX-:FM291ZE]L5YM1"\[[M ;GX2);M.ZT79W6D(V!>'!HN&S?]2!MC^& QIH%[SW @=)$U*HD6M>*V%+4]>46]_E6 M9=UC"@AR3.+-TF!K3T?AMQC;G:4_;="_"9E=]$,H8RPM(YQY080W(U"4A*8 M4[6CK(QF)XG+_4H#P]KM>[0\V,SJS\?>K8=-5P/C%[IM(]AX0[TO3B?U1)OW M6,B,E"Y2P4C%ZY((K6I0.6"0,B:8 ,7"!-TZ'/ZHFK7;+=#3M4W[G);V>M)GVZY/26Z/0^1-"J<")FB(,H'D)\07&53C\@M27M, M/2BZ/2_^+JAWOBL-4AK.F6-$5S2F>LU(7*ASG32OC%5.^*WJZ,?4H>W;[4%I M0+>GMT+&C995,L\TK\!0I\X14RI-^/258PKX;>.ZCSJ"*Z/3T2.%0_JTA) MU0ZT#'?$&0OJAW%/G 3UXZ+P@3&0CE+MI SZ&24#(W /=7NZI<$JD.-F4FDY MVVCYE3SPDOT\UV#=;*,T;2]]J?EFJJF=PG]R,5\]$+Z:=WI*I<&IL#BGK[Y5 MG0BOELHG[RB'G-?]3B*P2%R6",>76*MKW*@3^4[QWM.+BE93Z1=YGU"5SIM M2I:&/\18$2? J0)CROI3*UD;N)-1P-KM:S,8=SEO7G.7\WJ]-ZX?C-%VT_01/ M^&4X]O_X0Q%!VJ[@ZNED%GM;F]"HRP8IWHPYRUL0WL<[M M_'&3*@_F#U-&;.B.I*Y2MUM#*V("[#JC(? 565P+\@YWPQP3W(?ZU'O8]?#G M52.O3RGP<7C MG[O',4I/Z+\N+DA-%>U5&W];#M>4"1W4.ZN_8?%.\!++ MY/S=MTS7,^&EQ MC[4OPC? #DF;YL0J\6Z'_=;W,=K[HKL[VC]^XEIVH1UIXR,NJ$_!.GO>1S[W$ M\D1(9=;^M\?'_^F/T\EM/#W4.ZN,[BFB:5GT_%P]DCE-U_M_/7X!1NPKPG[HM V/2'V]'K=O{[',$Z!B-X+M:=J/^\K/%>E/Y?38N,/@4 I/$AWE'ZK?<%+8_6 MW8^&FA_>I<+@\0R^&MH?-\RY:?@&4KX$3.^R,/XFD6 'TZ?_^P_\#T\EV"WK MVQL!GW9^9'? LN%T(MT^6?'D*OPR3[HYLJU7MC7#9"_D'W5'XGT3AO]B)ORA* MAH*]!P9]G'T50_K_ONRKYU;YS_2OT__90+&VSBZ-8^];92-__1X=D2'#:8< MKU;[(%60*BA-R#>],B"^&:"Y(Q9XV\KZH?KN:T#LS%ZX#XOVF%XO*KKK#Q^- M>T2532[:L<7Y+SMFF1Y XQ\]SG(/"VPX WG9]P9]%&N5&T47ZG:,,,F+R[B^1!BM-+X$G_A0:A MJY[0BTB[!Z1]X/EL[WRITR15Q0!8,1F)-A"_M'MQY:5@>1?>R+P\)K!3Z)UJ1B,0U,,>ED1>E)',7U MMI*595NG,1[CL&04Z;K5[E:I\@%5>_964.J.1>H0Y9'?#A+E'WBJNU(53[7G M-:L< '2LB5VU-T+6-DM,M4'^,L[0W4!?T[ÍYV*&)'D9?9W %^PM,6A/$L M5:8AZMA^4.ZC$SWT(>$Q:^(F^EI"2@@JNB:*I?6SE M%#%24R*Y'"*KFJHSE5H_)IR>'3D=A;WJ:L0%GZCE5=3^DM/?V<#_(A&K@&)-0 MKPWU'QA0BUR6/#!22V;!CX(?SK- :NHIK:5TE=QNG?KD1-4^0;X:5.6SNF/] M$,&7<,B>^_3BJU((KYD$6,R+Q;PH.B@Z*#K]K8/'@W1/VY-YXYQBN.J<@T?F M=@5NKX,<2 (D 0H%6/[]EBAW8"^GI0?+'GZ3_Q\FHXOHYQ,>,: M_I2.Q5_9Z\EX."RF]BL>?'LMIR_ZF__L@6_3E]RFXXRQP".15#@B- W$>)Z[M7U:2J=+)U(?XZ6'OMW-@^-AU?USKDKGCS"8?F I/P>T[:XF@VP>J]#G;>$P8 M^\#Y<)5FKE2,2)6&,%:<$JQZCPEE#A]= 2.B8]T1?@M4F M@!=1D}(J\"58-,36W!%,;2&X4H:SK3K)Q_@2GY*<_JZ)^6Y5'6@Z7J&F0^DHH:,T4H&2_E+GR&_4$G&RB-3L)!IR?Z M=[@.FV2\ (@78/[KU4$6^KN/33W1(0BTLJT(D@*0J3,23Q=?0 2B/!^&'0[2.8Z)GA_8(_6RDFOC$^Y:?A12T<< M]89H*6H*OI,MXTZ.X3X+FK.!K/;L+KTN@>MCUJ6/Q^.P5\8KUKK]H-Q!U8]] MME/33W2Y0-M*Q5D@P=<:%*[WX'P9212KC1"BK*7?GLO]")?K3OU\.@KOQR._MVUZ%?% ^K^_5#T'MO8'<#S*A)CC& K;7!OP/P_G:LRK0LB8L\)*(]!DQHK3$ M<>ZXL$'SL!-G[%EQGIF!Y!QQ?E]^&?R>$H__MJ#P^]DEW-G#OT/S^8Z_PJ7W M(0;C\._]_KJV3NF65HF+/>.A=[O84M9G5-P+JHR&FNB9X0Q"}JE2&FCO## M6A>DB3Q2M662!4LI_)V(U(Y4L) (20Z4B-;6VAOL8K,9$]8UM+WX;CK^5>[M+T^*=2(5:U0JQG61"%DD2A;O1AU> 0JMRU?7Y>%31^_%!_'EW;T .2X M701NKN7!(A"HET(H3TI:)A&H@? LK!XJHE!44,64W*Y,>X0(G/F+&&;#^*!^ MGC D!"R21+R$0.R*_T]#:!)/ ^LW*PXO)ETA>S$=%]..+F+8CI'Y9Z6#O* L6?[&PZ7E@>Z[2[!Q]N" [U^;MHF6VW7+RWN<5=,-3]6J1.CJO3@5IV<5*4=/ ({CL4 MOD0,8^\5A3D?,HD^-E?3%."=%$V2S=A.\6#R$Y,/JCRP!YHC+Z4_KE**>4Y M)]$K2D10G&@#/YA2K-9UJAC9GJ#R@"2;/;]N?WHWE_S?;1,^SB%A9Q.)M=QS M\<5B!%I6=U$ M4.V-$Z:F1(=2$A%Y@-^"(%$&X80LC4T-/)\'0=G"(T(>K"1_>/T'*[L=50)'W>#W67C@(;T'V/74>)02CM M!55ZR!C'!*4/0TY.TF!J80D/GA)1!D],F5I>!EU[5FL60KD;SV!/R&DH1=S$ MY$%_O8/Q59S8.3,Z+X,1MCC)$G4:ZK1G;^G,M9#=<$6TT*#D3*V*,"B2Z0%6M M#:^-W85[\&$AZG].D0([' 5V5FG$*\R3HXN <(IP^JPN@JN=9=9YHLN\&A&#Y M$U,%2:(1E:I,R:AUNW 1]HR>9:40/3&-T%]'H6Y&=N0CN@FHUU"OO4BM452E M%:38%P@(LA K!.1U>)KIFI%2_FDLP@+1?=:)^B=FILT(]}'3!WFS-%5 M0$CM"6,<$Z0^\"R"++FT)A)*7@I6\BJDGMO"& M$:$8> H\6"]KTP0PC.V$T_A32?N;]>D_5W7OC[\,IN^'T__,^0:VU-LL<(M&3H-B*Z(KL_J-%AFO%:\(QQ* W>#*8G5DA,)KH3S08%+L#7]Z3%.PS.#*><5 MHIFG/!GX<>L/V/V4*W#.LP%2]HI(94M8F$"$K1HSSCL2ZIJ8,-55"[(0">C67 MX*Z)!/EIS0C*JS? 50)T5'U")?1WY_L,639[N4M7>RBHJ8 MDG(B*NZ{23'I+&DB@<6=CW8XFU=1T# SW')/A_M-'Z,| S?#)L\R>'ITRU> M9-[+KMC@TT6,BJO).(U) UJ1Z&(^^+FSJ*L MA2Z? F,9A++CI)5!'MYA.CO8*##I>EAV5(HNX?*9_T=,'.X-$791=D)6ME%O8NR MB{)F'+*+>K:=C6RK!Q0+6CD7 N%&12+J6A-KO"6VK*+D6G+C M^)T%DKG.N(V_=+"PJT.)@TKCN#D\I/%*D1:!]>5/:\@J&N$T &*WHL MW++>PH_#;=]L &GEDDT8QL,6R5@*//6/CI-Y$Z-]N'8Y$C;:;Y.9A8?KSF_6C MR^/3C+TQIU H7{GF//%P9>B'KTE31E5P'4EG/P;JDD;C2"N(##2H(XZG>ZK+S MF+CM[:T>WHQS*Y[F=#{O\C\>;?;IO)I-XM+B)'S=Y/RNQ7ER_![JHZ7H7Q%9 MT=Q!T(>+&>#3?(_M\ {#VBJD9G1_:%ECTRIV'AJ'N'C8'S9ZU?V3-*,0O_Y$RI_K8?Q*0

=SUL&,74J4/ M)]M0= Z029 J#HH.B@Z*#HH.B@Z+^%^O?Q>]31=CNDA:_QM$8/MOA M_(G^4;6'\H]$0B*]Q)BHUT$P)!(2"44/N0f)=,!$0M%#KNJ!__ERS>'P#%-Z MVM_R[L106""8/8_=D:6V&,.^F[=2.0C,Z+TCA4N8=D^/]+(;J0;"K+T6*0@5A MF+6DHFG02%W61,>:P.O%4@7/]TJ*71Q36DC-:27+DX^U&=9=CZL1&>[M8J43KT<6K?!J(;L]JRM%P<0]Q5=7!7B@#'9,R\PH+>1T](!5"=SJ,:,8DV M"GZ4K$K'D%RIV"[.)[T4T,L!Y1R!_D#D$(^^4"AWH QV3$#_1:_Y%1:RVO" M>&6)D-80&P0%/=*NRJ-PWK,:27,_'+$@JO273M:T4P$?D/A7('R#'A/P/ M/7!*K0,:D,!*1X0.DN@SUDKA9>:E]P:(;MX#^,>>>/7@KHQ^2CE\&7: MJ,E=#!Z7QYE>^+49SJ;-YUBP[UH*B@H=X+JO20,8X)0Q\&F(-.P/9O.*!D(F;V@2@\9XY@@\ZD% M)UKQ."W8F2("AC(EB"Z-(C'ZJ+7WE/$M#'WP()$]8:BL&&(H8BAB*&+HL[.6 MM:&61E! /K JA:XI<3Q%>,'=EC8*&H1_\I2,?9F=^VX3?DR2\3(%X1B-O4L@8QP2X#PT82,6C M+TFE_G_VWJVWD>38'WS?3U&8/,,8 THZ[Y79?=: YF,'I' ,,8+!]C'TZR*M4 M'HJD661WRYJ^(:.*%"52W;J04E'>>@1R;I&1OSBFA$(ZXQ VAE"D74'A!.'> M!2$?%2D>#K[B8M"^H"+2^S6#*8'G-.(CR](A9R0/H22\/ +7+UXGTDO3/8PU^ MC8D@8.O7C-!D\ MDHV1(8"HY<7WM.3D63C_2'*R/]7# MGG3H61""(R'2<7@'PZ/;43+72T+X>^X:J4D441'D? T>!O41)U&9.K.8RS! MC\IA;R703P/H3[IWO(C/M-B% EM;$H!UIBWB1*1N(48@ M%:4(5DJNQ-8<^P?79S\-P-,#Q^*+$!:$+P@_;.9Z20A_STV+4D4PTVM$(V Y MEY$AS:A 6M?>.>R=#%N-_QY-$[2/34AR-=!^V Q[\7A2MU_C;?EKO?IA)Q0 M49?N544T[RJ.Q^B? %)X[;IY[)A^%",RI-1[5DD7$E:7(1AX1K77T5C$CMM/$ M>VQ._@3H+T\(*>A?)+&@?^&YP?+<4)P!{:(W1EJD% 5GH :05]Q&Q'#PV$LE ME8\'[%C^-,X +M,JBF@6=5!X;K \]TS.0*!]NIXYQ!BWB!O)D"94(4\C]ZZN MA0M;F\3vV,:,9P!_J0YZ9ZYKV$(@^]XQG,'??0W/D[S=QTXM0S<*\[]RJK4+73L+PW+>3<R;K?Y4X[;,..=K#614DL M$K67B#',D8XR($VQHUYSZAG=1PW?3V8^;29G[6]AGJ.TVW,F4[UY*CTWBJ#^ M&D\O@ #._#@=C\V\S:=LQFO?_?+5S P*V>(3+(@.%C29R\#GOR)3##EU0H\H M4G18.")H72,G!2!]+352!!O$*2-,.ANYV4+ZA]3K/0/2$UF0OB!]0?IB],\6 MZ'^DU6^P\%9HU=GZ/ J'C%42>2^U4R)&IK:.J# ^D6&\ONJ"OU\";6H%^52>4 M?3M%)Q2=4*S_%ZL"[H? X3GA::UDC04V-.\<4+/G 6=5-8UDKB>B_=:&YJJ+YVO.0BCDDW%^ ^D>"/%&QD0^-\/Z[U3SO"HD7)<[!- MO;!8*J2M\U92+J/=$0> 9\'ZDHTH6^POEC^KP?\'VGY2Z*'TT8C9F,$;,: I MTB(2)"07D5'!HMO*3.\C&_% ;?# ?$3Q (I6*%JA> O50G<,P--9#3"1$04 M!\R75"-C ACW%AL<#0$C7QPB'_&DF$^?=.S4,$3R.3(2]]P-<8^& 3NR$*]# M.]QY[)/K($G[]5U M? TEN^0,#9"\I^/7(# CUA$AN)/*UK!$GEB(EL4%$6&NP(CS:K0&.#ZE]2G*R M$I/WP2WGS:()[4^?W7CI@_JY/KWX87HQ6RY,>K9?X\W@V>D% -3BP4TU8_,Y M>/2?,)\[CE*4+Y>'C8\5(7OYRK4P1D'?^T[+=9+$.B(0A8");&H1 DC:JK MKFM3ZZU"TX<4'STOV&ZE(@RVB5?!V$%09(&.\)+ G];+T/9TSJ6",," M)BKB@AND&? QEL/1@O1JCPJ/&E0\4@.F!1^ 6(2OH.PBJ#) Q7A+ZWG-,GR2: M^=3Q!ZZW3?<6?5J@^^)?RW;1Q,O5#?.1*$S\]VFT;?*UVV&LDM"]M=// MB59PS3? KPK#/=^120F^0]ZY+>86F#PGX[U[:^S,WH=<6N%O0U0*>KQ,N_7LT MDW$S@0=:F/GBC5DNIF^O_P#D[;[.Z]UE74R$UWQCQI_,9?OVFS^O:.._\FHQ MLTSDA=M@AJU%W>_:/9\; {@6%-N5L]{O>[9:= DRW:B9+LQGOT37EEA+$E4JE MH(@PU+C.Z)U[6]MO5?_2PXL)X)B^V+^+D71]?<[!_0M*@^DVH.OC)M-0F+ MU3%FL9@W=IG50;68IL,N@*SYM'/P^|*\K6#9&E#PE;VL%N>A^M0/Z*I,-Z&K MZY&\2JM-KT9SC:H/*L+,UY7QK> MP_*ZOHRWV6%*RD"-4LA2SL"+Q019K"/"DM44USH:IQ_C})JSR_,-NXF;APMX M*#/^(.]5-Q'M=&,=/TQ_7^=%W_<6UKZ,+L,%B:2WFUW/R?PYI,LW]CC #TM MK32PP#2"RW!0K?-L1$7 =.F =8N7"2?X'[M@#IJ?!A$YI&AGJVG(/MDH | MJCHC.6)WZQ4(?D)N:\9]944 S>+3)HO1I@*TK%5NO^-DAJ2=]$%#K:FY@$=8 M)+J:\;B:3=/)#? QY6:W+6MJU5UT:/;(3>@;ZZX*CZ9ZC.33IR,75_P&,M%N.T MQ#-X,==T)E$.3,35=[E&YD^[BF2N?94NE.4?OM]5$P//#LN3 ..[$%D \)&O_8M&X\ M;9? S\&M,$8LP:?,S_IY,]>!_F+.+=M79+/C?S&7"T_8#W/3[,1#KFRH -L[@ M@HOY,G0/I*\9_.GBKF\Q:%MT:]/UOL1$CZI,5F037:M-TK\FM 1OC"7U=G< M3+(9GF1])=='5=); (T2:8GJ!_+^&I8[.6TO6/MY;_?5FRMX0@EN# SD$'S#G7+ZZ=_+9G%9O5L__F^@_JKO$L[EW]/"/V6% MLIPE4W^X9IG$ M?$,["I#%CM)M1(62,0H1P,>BLP(WBK5L!(&PFER*M4*T!S M9HMJY&C@PCKK'(LW4><*4389_W0.,'"6+:,/O+[=_3>DELNSJ=S M()K-DM4FO]31!"CIDNF6RDS,/GH+XOS>0C#M-G@O"%;JTV_%-AY-E[NTI/< M_]97 .(E!1XR@JDJ,!I^(JL=5!Z1RM.RYRU@G/$N .]$3WP8706"46(MDUJ'FJI#\=1'TXR3:_#S=/[7!$L[6>L^+7(HJT^P&J@?<(.7$F9-,CV2;,9I M]&1+&MPITQ6YG&'VAUL]F"'=X-A-M1W NAWZQ,[E#39V$Y?AA@[.S\;T:MO MUX#:_W.:[[#8V:(7EMS<%@;.5?T2;4R(QN0,].>G\"_\"KI&[A4^#QKP!KL M@CD7!FB]O*C,V=D\G*5GO'J0:V2MS(JG\O,D]R3KG6N/U+U5BDX-5Y2=A>JU0D-3XJ&L6@[DIRO"]P9\=<.% D^_CL@H[A*6..9!$^.T M3U91OHN6V.'2,5NQQV^:!$\P,G9,_ ^TSZBM*)H/FA%SD3-M+\:.[LF/>#30..1.H^5514IZ0?1- V\4=0V76=FL.4@$3=!&K5=H E,(\&'#* M+!%HE$&QC TWO_F1=FAP@T$QA[!JV.SN++>[LSQG>[5[3M$9VD:R5A?XVK M!CICY5IF:Z2G;S4#VL&"+MM%95/$9Y$"?V- 8K445DH^:EBJ=D*(JR0*!U_P# M#NI.@Q5)N'O=.1A.\@DK*R^GH#+3AQ]SYGX*%TMFF1TW[7D?IYME'*M ,CL@GL^)WAQM7<5:\X=$"3>'-9LW)FN.'9?I*;6^ MRJMBM]^W@_% OMMD]=-Y2%\:M%NPZ) ZM.4EX3 M5@<.3\9OBG%W^KWCT&P2]R?9,)Y?2DO8S*MHX}]^A3Z:\3*<9.A*4+2QB+T=_MO4SA\(W'3X&:GLWA*BWHMW3[;?<*P*UM#/-1]=O- IU_A6/\X:\: 7Y:S7FK, M8@&F?C(L_T_ WV8@T2;:#;-SP>>1$?4[K[KJVU 8ORMY SQQ,.5F@@7NSSIGK87@Y-~>J4+M&!);!(NF6%- MFTG6^2>SV?AR=7'VW<:729PZXKPJ(? EG\D#==.YS-F8-,.'5P=_IMQRS3K2Z M?U!PE_I+G+"A_SJ2]^GZ,$^,5X7>N.M8*P4J5]]4?HVJ'3?W)LE*8OO"H=- MJ"SU1.8=QA^_?B=C[^%%=E$Z5GQ6[32<=&N_"ZN? &,*<7U=:VU^;1) M96X&9Z^LDI[_"F!;2%H(^*(OA=A[\YOWK);Y,,;R&QOW!WKOP)T)+?H[+(=`!H M^D4"YNL+SIOV#Q3G(66_0/%"Z \ICY[B,LV[/YUK:17:V>#,^GH M3UDO-&"_;#[2FBI>%/Y^3QYRJUF+/-I2K9L]-)CH&D_&G;86)G4@ G7%OQ M:^_3L=5.MM^6[Y-,66ZGA7%/9EN"<;;0;ZD()+/FZUO>-^."^#2:7DN-KDSF@3(16=> MZS3) M#DK6I6 M ?,EG)E&,"NS%LNB<*>;?5E;,3'H^K9@E34I>+8B07?+DQ[@FF0= MI.H2D(&5TO\2A(RJ?VQ']T]V6 \[L1@/5^5=Y#N;TIL1]U[9$OE)%.J>[-/ M7R;IRC[7Z=+5W+2)0SL@3,]D)I,DP'8Z6;8;J>!9"CN"3EO')_O*R_NZMEL5 M&:7Z_5BKWUFI?G\!U>^WU:_?L6;H0:5&]+H,/Z+?? JM@R]6>UXIX5/N8B(7=]U6RO7R+:./L7$^.!/^RD9)M!K"1X.FX59[5UD:)UEW,IYN51,TET9NP M.:F<=3(8$.GT3A%.QXTWG?$%_\OU=5E/PX7RS=K-08>K36O]XUZ#ND34#LMZ M6$G42R@#I$^'(U!'8(1TC8G>=B0A&(_PMZL37.H"/FO#FS,,3'("5FN8HUS= MM;_9U=LM1.QL-O7?K*YQ6].V?%LN1Y)_NXF$_;IT4/CG+YQ*G@:H+%ZVCN6 M]ROO=Y_WD_2 =SQ 5\:'-Y9_5?T+ULU1Y6W-4;>G_0*SSQ955@V[IF>L7NY@ MU'NL(QD/!9I)D5MBS2/!"R%6DNNGF ;%G(M5J2YZ.87P)8/\]Z_."'VX>.5GBF0?_)2W"""7[I%Y,2[TY(N*6263@2&1< MZO&H3*PMWVI.W!6#]*W.MFI%?NJ*&JX/"W__XT/{OY_0FI26Q*4%?&D!7^#U M20<>.8N-IQ09KA7BM9(1TV18C#Z$T?R%;#&T0'7KV*- :*"H9[;FD=&;,."HXECX8P%V5NG1=K;Y"OA0J4 MAZ#-JG"XIW7]E2S3B)ZS']M$=+=+*#(&/NR8=W2[>9G)6&+*@^(&,9!(8H3Y@ M9!RCB#LBD*D] R,Y1.NQX$;'F[!NF+4N4CC248!U+L&FMI0B[6OMC&32/G,, M@G)60+V8R,5$+N#ZI$U<%;=*U1J9P"7BQ*?^P]B#Q6P)MZ;&P6PU<=5:U8"_M'GF7AJ)C)%6DB(,AFFTVELAMIK2/RF6ZC(=N4!I@=("I<]KIRILF-.8(,$% MX*1V_*L2*Z08I98Y3,3VN&O3O;'<_]**-,^^1@I9 ^=$@%;BNN&1YGOTS8JNH M" [@6<"W@6L#U2>U4IDVM>$QU!VEHC?4465)'!_Z_5-Z+&,,6EG)OC08(1C4S M-HU)#4C3()" [PS ,5'XF7U^4:H.CKHTJZ$;;X\XU/O7, ES,^[:GGHX*DU> MR*W7]LJYPZ/L -7!O4KXCUYA/-(:]R36G'F+M 8=P+UDR'@PM(6U MOHB-?A MI@:A3DDPU"F*VC'$:1!7XX-&S#(PWFLE:_^\D0YRPO6!DX%%$H]2$1R'33|| MNATE<[TOF+JG+M#5LM91HB!H:E3'8.:E@+2-5MZ1LE,H!EFNUM>U$!M $03(4:P(&/P**<$X;.C_PW1AQE\=VW! 3A\&G0>O9';3Z26IF<>F K@*,3"#3.TDXIZH M5& [#4#"6F,B,Y"\+FR!>26M!.5$M05?%J$!7.;@$JX.@2E!MMR?7[U0W>]M5 M"0O[E'JF2-\1D>D8/8AA4.Y(&>PEP?L]|\Q3PKFP AD:.1#*IF,SB)##HN1: M$_ F_$TT=](SXXE$-DB'>*T R*6OD0R:Z5HY%:U]4C2G)U(=N+"R"%M!\X+F MQ\%@+PG-'VFL:R&-"$$BX5+ QQ**C(D125IS[KC'F&![^X-F/QX2WM4)9ZK M^Y%(7X'W8Z'^^)BMY0AYP."N#9>V2P2^'[P#PEK-9Q:[^16"Z-(T^*XN)$/6U)SLL7MLT@(_R=)NK^9?NF=R\:JQ.SX 0[65[4KVJN-%K6LI_AFJ9 M*%A]5>]P=WY=:Q:]'= 1*#0=)8Y/)$SS1"_F/]0ER^T"[+&*B>C3-O"!- /KOGEK19H1J;Q2(OL_TOW+4UNGG=O,C B)_2/Y-I?[,5/_KE M/,\'^3Z/.F\]PFSR",:01C-6U\8M5&LN2GS%-+=+C& 0!XM_# W2B_5L,]AO9: MV!KMN.$!64|\XCQRI 1X2N T&4J]%,)O- 49[D$_ESH-?CL.O<;<^SL#V:UZ. M]G3B\|=-->.O0[?23F?M34+(?F\7EAZ0:/L!C?3^&@[^!17-F!K=L M;SHD?N*9\2,JGWILO!*UWOCO&!;F MH:=D+7]!Z5)- #KF$9_CO\X;G8*F[D(B03)*L4&:@8;I/8-V;+T\'/@BM M7UIHL0QV>Q2%P5A/5M$TYE'MVRY^&?0VB+&-19:/CL^>7I;_F:\4/#H%]IFS M4/VTBA/]EN)$1:R+6!>Q/CZQ_CUPB MV46RCT^R3|_.YN',+$*6Y'<@V,VD;5S^]#\I'U $>^C;NQX=,WD=0%%(<'>L M?(6""^74>*40I@C-\P3GXOMCO4OPXYP$?$3I^?CH562JR]/RRU$RJRV#F;1&E M(DHO6I0&R".OD"A#["K^XAJ'_+ID*_DJHS/*Z(PR M.N.@^^:);;4-'!%M).)"> F2BT2@'G144EB\M>7&2XR%JA21U"> 72V*0IB8B M2Q65RE"'-+ [;EIO3^=Q,SL(%/.'WEU>`_&8NTU>YM/>7Z;2K ?[IW\MF1!0;)T7E?)*D+'<(QZ-1588CW"@OJ:<*6.V]K3^!Y+-V65[8#Q>U;7T M92VKJI9AF!]3*?R\S?=?,\++$FU!.O}8PH1{) M,C&Y@/B!H@:.%1H5W"EV*3!7>.89XW&&;_ZX>-Q?NQW*A3=?H,,W0-!ZO7Z> MPAI[]172NE:(6\61KK%"1' 6J= JJ*V9@XPJD0T2,DTG8IXAVS:<>^M-,BV M0BGKGR#TUF/$?0- N>0*70l,E5XY[GI4BKJGJ2B;M;,2WRMN'C%Q3NLBQ>IPH08A:A3->*\KI'& MEB%#HG!4@_^FMIK$#22^EC$B7Z;$UXY Q@KX#H$J V2,UPN^+M3,8.1U@@ M;F0 W.41">FI]MZ1.FRU@QM":?&T+>4M\[85+Y^N {1(+*+Q3Z%)DJO#.1].E M5+]Q_3+&Z,:WH?9(N1A] R7>0W%&RS>X$.\P2T9O>=F)W#L%';*<:PDXC)P M9'B,B%K/6;28X7HK-B>C980[@QR7>(*_"6C,$-!\A"D\MYJ<90#' 2F)T"' MXN\5^/.,;&?>

E=$<@J]KJY%+S0&X%!1J@/"_MD2A1JGNX>XPFWX84K$.H!2DTE8,W"0_/3N;AS.PL]\!{#>3MG'_8\;+&];X^Q_7]C;; MM+<1^XK!S?E)S7&QN(^Y -C"5<)\)39Z1F"VJ=CIN? 6BI9T/KR"%T7NJQH[# MDZ0PAD?SXU#1'BN@6O?"],)1N7Q%8]QGVXMCF@CL4>1!(!ZQ0C9ZBJCD M->4*"^:WHH0#TQBO($\S/$0HZJ:HF\)<1ZE4,LD7:29JY;Q -OB .&;@.T2J MD+#""'>]EJ,6C6OL_3A/\3V@3Q$_\3Y]GP<&?'Z;IJXW8X&TYH1><$BJ26|3" M*U(+Q0MYJ5Z(\$]Q"1918CSJU%EHL:84M"B)AZNCVM=&!>R/&GIH8G\,-+ M7AUV=\WU%. CFI, 3Y(MT-YF*<7"U^\=$'AB/*&KNNBU BG"+O(IUY X,!+|EF#[!I[^^ M7/'K+NHQ[0 JLER4Q:M3%D?1818U\A4UPH22$E.%J- &<2DE,MHQI(T(A#E3 M4_],/N:7= <@M*:X=^N2EY+B&@0=%X12%4QCLB-7*+;DNYRQC45DDC0=']6 M,<$HTE%(Q(W6R#)*D8N<._*1F]78@PSX/72DF+#/D/VG2HO!WRFS.1B=<'7C MO5/@IGGBFX\#S;/MBPBG;36-7TBF/>>SG521$T"H/IFVVO4\#[K9WIM6UY8: M3.H:<)DXQ#E7 +F!(1VHD=X#; >Y#YC^Z6(VGEZ&\#[,/S8N[$;M7Z:3CQT< M)X!N/TP79KSY^P_3=O'+=/"_!?@2-SV; /"\U96ZDV[V7W@03&?? J Z9<3; M,/GF+Y/IK0C]G#P&[S9?4Z+*:1B4W3!8L2NRY0STI W5/(Q-GXA^__[T]W:T M"1]W I";SSG>&+.R6ZGW._:(&6B2..B)B62XI;7_V>HSL!& M6JSXDUIT.:_]^("[%M-Y>P(L%-QRT8!XYI]&/\)E%7J1,C/2 MY=*&U&\4SH6G=^=%

[WDG5%ZK=MU2YMV_@FU|MKWZXK/[: M77 Z;Z^,,CCO7\$M$L2L[N F;87Z83PV85^[E_"S7$#8-D]_2@-,4X"M^B`M[0;7%4YE@!X'?Q;NXE4G5<=.79;^+IHBS}C=>,U.^^Q\E?6DSQQT.KF-H$W; M/6-'3---/D2@;;YL<=-R&9N(B,HC&3'=F-\;Z/WZJZWDA>,2AJB#?TPTKA, MJC4E\MK.G^\$,/T$D@0(E:<1;WR;\W\;^LN960K#5OT QSNPP?33I'O=39\N M1=O@?IN>,V%&5U3E3!U_%#>>%URG;R0W;X/*'LS;Z^ LA]WN\|OL)O72#L8 M4?,9G3<>P/S-S_^K!:4UHPK5A"3/(1IDA5"(2AFP5E@3PI^;>N]__?EWD/ID MLOT,%EHV=IU(9\]F\KOWO637K=]D#CMEWD;Q6O3OR;Y'6X M=4HUX%-3)Y#G&FPNRP0R3! D.*"*9T5#OLA6<>T@<99=;N#D\!Z,=M M0_^:1R4G&*<"G87P?G'),7-5AF<']:D_SD$D*!4RP+$W9<4X1$=JA0E7AXNAUAP M9ZU.?:QCE*"#/4:* =(&K+!W@++6B9L<8J6*5#F#M"()CFN&C/$6:2*H,U8; ML;9&&0R 0]A@.6264]GPR%W,:*6:,V\?L[LV=AA\1(VNP5Z3P!,U((V1'*E; M:Z0IY\0'X>EV>_1]]>C#8\M $\??;NKE7O4FM_!*0]L :FJ2--6ZW&);4^\N MV:RNMKQO1#NF9[M*US:IV.V%6A(/X,CVZX|VD3 >>-R;8N;?@R3M'=C%3W+)@7!D.+_]?8<' ME^MCNC>$G>FR;?Z[<13%NO7!L,GS2EK6F*\2Y<>C*-.JV+'"<>A+NSIL,Y)763.1COK&5Y7D/37-MR5[#GKODQ3++C"> 8X(2Q#7C8"L#,SJ-.6,:T[K>EA>-"?';(VR3+ ^XC1\8* MC83#1'.L:O/|;?)RZD#[=X#V4XPA6Q 1??%KW/CE>H^Y-TF]H[S!.UT3>7.9 MTV0 O<^] <;#+1],:\YEW=ZA[WC!LLFF^V:!O3A#]TU5.&]?GV5/)I<-MVW: M"IZ,K,UD2K^/&VRH[Z??3/_B'E-?_SH2]"T5ZF8 M5(M|!G1\+|O^..3]O.N$G+[]YFXUMP.8!P? 1^#V6PZ7R37+\YN[ZPK7E$>&QUSFJR.X#^]216"3 MGHVG-B747IW[L>H1D*I:7++>03=OO[QMPW0:V!+M:6:3J.B!.O4(F"(=]'P4+ M0BBEM_(!#X'2OA2M_3] [>1VA:VA_>M\\VNYKJRKA|< WT2=^<*8IKW((SAY MKLN'G^2;R- WE,A'P,'GV67L4\2;%96+6U.1)UTWBIS5GL8>7V,@&L.1)>2|>L4_&E>F=[*\:<3]NE;+/8?QL^DG.R M],.V-=V;#2Y<]=GK;WXM?H(U 5(^UAEHD4*78+KD0Y8W,)/B:\U.?4=SR_M(,%XA+]=G>#25-]9&]ZT WW_#-ZA]WM3#/ MMZWEB"GO{69\M2=S%V#]\Q?.92-2ZX>=2AYXFAIQ)@]XRP-,LMHI#,N?9'?S MRG6\>Y4&F2VJI.57('#;^=M:S*OG|C"_OY:7W!U+ZG2Z;%-LX4X3KXZ$E,_3 MPA@6,/V:1X,_DEX[WN]@&9G'I=+VQXVYN=8AF?#YB? KD?/D5X%7W'ISQ;-P= M**H^>.%^N+*(P*CY;67Z_)9.GS;D"Q^%|!7C'0[==C3L M?WS+VB?CLI3,TUQ5(PC)BG(O5U"GYK.>ZG^+5@EE+D;>2(VX,*'%;BG5ZK|@>CX)?!,^. M* (ARSX3'*TMGG+[^!+,KN$YE92>IKK,]'Z!,[V'G)YX24&)>S:M)9I%R002 MQG+$62!(X\!2/!H0C!9!<'8S!J$"G$-B1(8$BCB5#IF@%3R]Y8+45DEK[Q"# MV*X<3@!PA]KA'[JNKMV1OZ^A8V\)C!-)?]@L[^!U:C4/P:RN-S_> M;/*2=S>L]DT49?L"E>US$*#HV-MTK$W#KH1$!OY%7"B,E'<;_I)>V]1540], MQV0\V9-VY2=,WSX I@A:\5]/0IMV6K4HSZ(\B_(\:&L$%P@H#X-29RW$E:Z1 MKHN-@ J1(:#\W%HRC,CQ"_3B=M4HGO2G\4W+;I[.6O/'U9>;:>1E37I1G^:" MHDZ+.GTEZO3@@O:=K1UHGF%R@&? $FU"C6KN0>G/7R% I$(I:8J)>ER/>9X+EU?WSQAP>GT7\,7>UHM3":BS(ORKPH\Y>MS.NH 9D.Q1EXJ@GA=$V2D84@Z3;W%,A GAZ;,5QCUP7S>^'%?"6-RHKXP#>8HY7S MRKSL07_F%AR316+Q ZKZX>WN/ YC8'AT&Z"Y/ MI^@ YQ)1)K|/3;B9=8\Q*'+WXX,EQU=X^""]{G4YA;^^8F#H$Y:F%+RN#?4# MMD">>&?]H]\U_TM8;+4Z_F[#_+A3-\42:C@R%V2 MD.Q#)#XXSU"YLFG.L'9U M\"VO&5(L#0..|'+)#1';$x>)^U+{Q_YW.P5(?2+8@??5%TU?MJ_N M27. _<V+\O_K'!M6Q@?8#"?J4D**G/X<5"5S/? NAFOTTE[WLQ*XK-X(Z_%&WDF MOP 3S82.'LS[D$?V<62MX(@%H50M"+9Z:\R-X\9$4S-4>ZD0#Q*G>&/ZAUGM M%%><\;6#5 M#")+5)&$$$25<3X&SZ.EQZ5$U0DI.K0XH4>L0W\,'\-X.DL%N,&=3^:V9Y=%_M>Q;M6.3G(.5G--Y9XS'"TH +ZH5&1CN)L"%.6EX"%[=24[57+$9>(QT<:$_& M## (A);.DMW7M'8GUUJ3586M/>B*+]GQ9'F@I>+TYLV%N?.A26W M 6KFHRAS?2;=#1K;!$(H"C[UE'"U1HI&"NZOOU$I(17?*C@EW%'&8XU4%!9Q M6\A'OQF9G6(A%CNF#XNW4WJP[N'CSAY7K#K]EPSE9H05ES#?O<B1&*,4]A(-.A(:.X/)67[4)H[CT*F2G[CB$_0(3YJM^S@ M+NY?IU/_J1F/BX, ["$4Z/+H-4-46!_=V96RB$|08B83!_7%F)3(&8V0-M]8[MQ6R]51_U$&&\PHU]>;28G&A"BTOZW KVL"I[$.J7R;]O^6 8('X"_U\ M]2R/(]4_FR1 MM8%&$]ROG;B)*1137TL2D&$2? C."+)"< CC066E#N_M5_BYP9D/_P-7FLC MMI;QXQ_YC?_6Q'!-\.&QW1N_G%\&,W]F2]\X+38W)6)[<9[ZX:I$(."S0S,* MZ'U>6Q<0+!+X%E1,PZI3/P\QXG\KAI=AB%%^G%KY$(A8=G..Y0SH(@K02)$I>_M$[%=$_Q@1DD>2!UFS\PKBW,0 ,;PF ^,9)V 7I;G1@D?'DM=" *PJ6/O]%O LA M8.?=5M _UH0RIV\$>>2(6ZJ0P='!1^PH48I1%U\8NT1X\"/@EJ2N#LTQ-DB! MH_(HULP 6*B\(E #$P((%')@5F/*:&.#('"TH +ZH5&1CN)L"%,

A!^]1C4.6F2!$()0+!+%(E$L4Nf,&<'K-M(LZIU.C.$R:CP/<8L,[0]<3IN7M^$Q,>,"F2)!!8I:[,2"3[R&F_\64?S2S3 M!MH\3R
+X/$9.IO+BG8@'"=@(V.QCJ@H!VPO(.F@Y+6(IB]B.L,Q^FE6.JC 0W>(ND5R&A"C5Nt%B MJX:T5?^!?9X+S(!>3I@?NM&.TJ2?TIGJA@#,\GQ-9UKVN3P"=FI.JU=9WK+.
M\",P.39%]*3)$>\IUKI4BH&@A*"$H.3%5Q9IE#*!@.1$@.0RAC@',`"ZC4%E-M^<7"&XO/#'{CQ]>.CB\&?Z-0\@GYP$@%D HHT]/5:U3WHM)>?;@;=01!3459 MA:#FX%[\UW JRRY[-
S8)2)82(6&!7%F!O40FDC:2-DO8Z-S(E#E2X"#Y-\P-N)2-5 5Y1-3# MR!-9 S:IX_-I, 6_ES:F[K!+>OQH&XJWM^+%,57X)LTIGX97GRWG %Y?X[E=6<
M>QYT6(A@\T,U3..ZTA_]FVXADNY..8]ME;/:6%-S+ ^X@-/<*6CFX8>!*.$AXGESQ- MHJO5+X"\^F.UWMHSR,W/*%O+IXDW.&:3E;3""7]:N$*S'!O4F0U.>P4)1CIQ5"BL, E\O ZH-M'J6
SEAO]$IWY32;C>:K[7@MH#/I;B48LYAC41&#;?U==L7ZX<8-[!T1W[@ M)XO+[/T-IQ.ZNWZGT72ZKXI(8B:JH>3-EO>GIN5W5?:0EV;7FT0/+,[@1-;& M;@G2;>?
J,)4%/KHCI#ENMNC^LYU>_[:FICLZ&QV5EC7)B@\@('CZ\V=*P(-M-I?Q*(I#_UCZ4B_)K?#D\VHZ%...:KL^ MC=S7-24BZL3_'X#0&0X_-N(_?\=."F]!^.$Z83H5Y],C:HQ!HA"B'"F2/*
]OFX M!A?>@)Z(I&^0]I#N!K'0DHP'E7)N/C&=P75BZ. %:LU!06L;'9!M!M#8D)[MF)"0S7Z:58ZI*H1L+XB*S"%V/GP'-5AL<6J_A8E8$X7KCJ3WX3\)\N0W*;4V
M)D38?)9?'I2_BZ1*KS.),#L.[%H\ MNN>Q9?H4N$Z!ZW3/@\2%Q*5R;J6SC=VC>QZT8;,-VO[LYOYIQ6*3;XB@AJ#& M#M^0T^A6EE^]YAHB4S$G-
UWS($PG3#_4X6*KQ$"Z,V<@0I1C4\0RAJ@0HNP. M(.U&>:GC3H5?K@$CVA<12-<\SE /V$3QO#<[G(HA[+XR/%!0I*%)0E3.]V[T2 M__8QX25"3VPCW2$>81Y-F'>SF3M-
!O,"?.LXQ\"_4,$ MY03E!.5TP]I*!B)$.39%+&.("B"!@=2 P=+*!V.U?(A0Q#Y15R#UXRI<) M'AW>4/(= G("(E)-PRIO^RUC(8*48U/$,H:H8**\Y%IQ=:.MWV&,.DKQR;31_ M+-Z
AU^>"KN0UW!?W/9V%L$D_\Y-0\S8'8,F9"KL<5P781S/++E,1)95HMSRYM4ET7FWB0@,U^FE6.J2H$;"\@ MZZ#EM(CM+'2K[ES:I4AA0ZR3+MRR3
WHAVXTHVL^Y#,AGTFI^:4K{(2EO$$$ M-00UMIJ?O0K'>!XL;1#\]Y*- J%\M@0C=<0LZ+EEH#C[*I[+XR<8WF\?1C3X$8+<"OK\1;,8]]664QBP1[C2$M9\LF @!-M +"U600-
R'0 ^C>)$M0K$DRE.,1+[GYQ\>+5^]FL)7.1F> C7F+8(1+B= @.T!-M;Y-"'"X,>0X[DV;#R_49KA=P#!)B$]EWM4+,F]M: M>=*0I=UK]%[DMD_W'0DKH6YT:Q7IU-
RQ.I]%;69SVL-%;RL(4E#NT+O-L:1E5 MN9OX-WZR8%SS3"ANU??BSI=)471DOE{(N/KL2LUXR:1+GC92$.E].7!HX D(M?T^Y5!ODB_6O%(4GQ0_T=.Q_||
(/4I(5H98X+7!&NZVV@WG.2I 0^6]'C01 M"AV-XVC&L #)*^0M+'+T:G>TF?)PHM!^NGF"'04@,)UN$51D$;!DK$-/#//9%PN/%4AGE MW7HB@(D#F1Y!^6TKW%N'>J1l,1O?
KL^H#YI"S:-@ (H@M*P#%H)-@OI5I&=;7G/ L'S^2\|_9=APAOUAX;^ M]$]S*VEVW<%A9G2@^72&_3WT5/*EJ8WXs=U_|+SMBI0_26 ?_,:7 MB||%PZ1XUCW0&Y[{
[+#[;*N]GR;1H+P7Z'OZ>2?0@]X?UC%+_YY{68)V(V I M-C.HW:SMQGI5H+=ETOH R30\-MLDT=7BL,-+]$=^$|7*<'^=AN/LCY{)B*MQ M&_PI%|=FON<%8N<[^(-
C!\N5Q^RO/Z&;-4KA44\^RN.4BH12D5]$NNNG>/1 M!C&AE4QX#BJ=V.SH,'966%=>HE)B0K+BGKZ=;EV8@ M<2%O(7$A<2%Q(7$A<;%X1TGI^O>3_<3I-8?=RO*69>
<*!#;'IDB9"=C/%%M> "6M5K^RG$-00E!"4&()E+QVVN75 MTJPRXY09ITZ0D-$%YE"$KD['&L.9%1"NW9/J9LPQAR+$I8AE#G .&G)!V0M9(M!>[QG(-
@A;/30B**D5+`-H>===XCL'#U+QVH*_TQ7)BG0@\UF'25^\$CG]H#R M/EC$@P1L]M.LP%:CA6OC12DE-;98NR=N;!%"0l,,:Y#N/OL M(&O5#$U[9ZY=/(9X%,'N4*Y]MYDGSJ-
4V]!TD(O !=E@"8=U>KHSVRPMZ ML9$#"=H(V@C:SA#;7K=*#,.<[=0;<7SDF.VA%$')B!V,=[AK MM_ 32RZ]7Y\PQ=Y:\?9#>"F7 WFI1Y[561@E,"9XZ(>3<1JLU9!_@'NE.^W
MD0+Z)>SCTD^@>_>I>>|:+*/(,1=J;5 ,OI&^3"2+QO!1=DF9QZ'P6!0RE\LI M$W^E_@T/H &)KP6!:RO,Y#2*DS]\,8,/;^"UF7D VIS-1.SZ/&!S/A=QC26Q MX#*-%VSD!X%D//38+
K%@L&B_A>&Z>A)QO6,ENWQ"UC&3.JS3SC3H:0C)8 M21&S*(W9NUAX?L+>3F(AD#?4LO.9<(W_-T!\X"YX/Q8!3X#*7/#$"GI0RY;&+ M4M-SQ\IZYCNOT:#.@1HVL 3;-#
(09C\,%BOL,8MN]-K#[^,H%D!KYJ9Q+$+7 M!V:A$W@%F =.;8_^^!LL@"'A,Z,Y)8 ,W?B?D\XEQBY-[GB=ZB78\3A'935M MNMO!TR3*;$H<%:@AG
0^7@_X(DH3;/X.#Z)55TZSV6B^REYPD;GF4EQ*,>'")N9)\#[[NKB MS9;7G$9K.-SAM>>_,FPXP^Y!>]{\G?:^ MYP5BY_CPP;&#/4O,8_8IA-UPE,*CGMS?
R=EYQM[3A0ZZ0W0((6XU6QUB0BN0 M]-R,&K@$QTEM+"("4 ?BCO@#I#H;" ^"Z!;3?TC=<2Q@##*0+7] L3 0[#,2)8'0P2@$=3 M\R_/EP!$Y+P7KED"1R^:!'1))})
'Q;T._OU5ITfO+>OMJ'(BlNN?'0HD;YJA(9^&5Y\MYP!>7 M^.W5G'0C(6(.#14I#*.4?W!GZE,_/$BZU"]6@<:7F%KQUG\> M;'?W1.VZ,Q^]+)"N+$Y:N!8#:V+^Q06XM:KEK=[B\,B!?J
UV4K9, MIXYVH/AXG"?I@L\ DV0Z^A,@@B61UEFIYR>RP=ZG0GT$V!3R)(6WHC$3=!!S MR'U/4N#Q)\'8E6QUS#A5X@)OIPH#3P6N6X:9T#'9U&J5X7,RY0E *W-YB'8>#\'&[^>
MW;HT#-3 MI,Q6$9)MKSOM.WW_]KT'+Z5W*;$9596DI7 M7B?:2H2^-EJ7#?8-6D;'^G*$B\@ -"JGE-O7@B3F@KL34AC>@K]-4LC&HZ2@N M9C;$X4Z 0^.\]7JI
JC86P8O.MF;HJ#5ZP4,V)V3R*>0RF@0_6 ^8^ MPTG%;$AZ*-[V!>*N$SG M, :=:T6L&.66&-HC.TS:%?B=/ !,U\EQ'G754G(=N_LJ2SN_RHD,)E*;/=Y M;MABA\1LU22*?@D!?
2QMW4< AFW4?_)@S#[ZT@4. X.Z;Q5<6TY!!9)*OB-V MCY1$R*<3;TD'ZZ35Z>YF1%9DT]Y^K MG=O=[7,]?*7TFB^B[C48"}12.),\OEF?8/&Y\%>>T+_]NB%ENJ2
MJR@Q+$?/&$Z)2)^9B)0RV#PC3K2Z;&!G*LWJTK,ZYA');Q7YRV]VTD-6E)\DK MR>MIR>NC:1RJ2TP25A+6TQ+61V_H59>8EOL9'DQ\69W*9(=6G8O!..?HEW2^ M\D)4/++<[.
<\ZC22*D+@04&:UE'TGM5PCVTY"V*Y7RW&5MIS9T MRM,SQ(:$;81M!C%5A;!M]\"S5FTP*&_/35Q'4$909A]3G0.4#6O-=H^8SAZF @(R2SGV:58ZIS0++VL-
$]89ZST,_YS*@\-4&L(A];%G<)TS-44]5K5"/%5@U= M]N]U_!8E/&#A,J41'7#1 1<=<)?HBW3;3]T I%-S A4"E3,'E=TOQ.G4>OWR M]LYGSC*$(<>FB&4,<188T]\Y3GF[UC/G&
(*08U/$,H8X"PCI-(:5Y1<+G5I[M*O5E:VA>>7OJ=Y%,6#1FDRCR)#I+/)RF().E+@HI_D7RL1-WD#R!NXATJ%9ZJ2KF]?2,A8B3#DV12QC MB IARDLRC+1+O+AYYAQ#$')LBEC&$.
<(;_QPF1UXQPHNS9A"6&)-5CB4+JB M4K-K4[DMSZ

*MO[^\W49QDJ#WS!@MVE4H,>Q\5^HI^N1WYV[^7!C#???AL@:_GFGGX8^XJO/?PQ_QA·MU?6L)>9K5-@:L|_TS7@18R6-V[>0AS7BA-LO>TO;PL#66X+P+I2K"'4[M4X M/6$BRL0U.T2POF&E|/8U6D)8&J(GAAGD/\U#0!{G3:O.IW7·M0D_4Z7KF+WAOE@83-;_T7Y,"MO1#=I<\WXVV.ZH+/E-JHF;J@:O9Z'+A:O'4 M@W&>*/\R+_AW6B#-]BOV=9);01$+CCJA(3!7M9YRT<9KA\R_K·MO/9$BNI3FGRIJN(#WN.9]E+;?*#@A!$P4@,0YH71$Y3&@2$PJ6[%RXU' I·M"I>R·YRVUN:*UO<>?H9(;A&1EN>% <89(-'"5;^2G/9_98·RG·M0-=L//\N\|WSM>2,FS?;1Q$THF%&_^3/?.%/1>/BP;D>M;Y=:.G\);QK4YCLS M-HLG*LIX7K.F:LR+0'#4@;_R3FO6WF85F2#!IPL8NOG1K6%,#47L%"1L'#8Q·3·M8PUU:I@\OCQVXZN]'A6; # ;L%(PC1·M\P9K#_2%SP =@C3;^R:W$" CU$[ZO]C'/&,))UC:C\|? +1R%*8]EMB/TF^-(]\PCE;=E"0·M^\5F1D]S(456T@L,Q#== MYT$_$LJ2U?%D=L:*76UAW-7=]KUSQO63-W5>V&"?$=[P5+BPR'AJ#)R!EY8 M)SSQ%V[IBIQ2.$]68\TP$'HSNWISO.:)22ST>Q'PF*\(DQ#7+TY4MI=0%!@=GCS:VUQR·M&SL<89752:BK?F/·MY&8\F"LRW0+7?3·/*"RSJ0AQ*1.:DB.1C'0X%[5I=,'·M^+? _^O3;_]G^/|):ZG?NMW((OM|[·M[N@]L-?E8UM)HN!#Y8W=),)2W*V!SF-6%C%SB]-L1/KP*)-1X'LLF]V&J3^1·M_LW2:?\RC;0S]=_(-^Q__"#P^8R]YS= G/_!@K"?/GUZB1FW>Y;3@WL)RY?-·M\GGC*'"Y<2F(D'.'3/Q_&)D*)D^%UHARAQ.ZA·ILOX1%,G!RS$^4QG:F·MY>LOL0\,0>$V'QA|SUZ)-_F'LGLNP?CA^B\D,X+|7 GMIN'/R_\QYM1V"W^·M^7_]X\TTF07__A!4$L#!!0·(·&B!?%GZ?4*8OI*/SS=Q|_^/·=H:$;>7!X^.?OIF^/%[.2W+I/=.Y0T\C=·MKFF8D&/RE"2;/|U___+R\H.W\L,X"K8) JR[^P8W6f\GQL21^PJ@#GY-3)Z'D·M3Y\^?/KI^..'XT]_O/OX<S]!^/%//_WTPZ?:_^$/_^^'#W_Z\$%[+-KLF/_X·ME)!WIO<$GN)!AR$-·KHCYWIHA*[O!.16]7I$+D+W!{((G(#C\7DAL:4/5/O·M!T'T;·^S]*19") Y!I,F5LZ;QQG'IG[_31'$>_6·7[X04T.V'GW_DH^_L?W\/6#$]-4·M7NJ;F>!?Y)G@7WI)OJVD^KOWXDN!J5_#·U^+"5|>*0 ,XRYN,\=RV,+M^I,) MCT\?WM.O"0C·&&OQ@1"_ES9\?&G'!+'8Y8)7+B!WR8?Y@3=AL!?&LIM!0·M?I$?F=*0RPGZ^////L_';[_!]_!'"YP?IV6$+·$0K^,7&2P9[$<KV,U8_?·MT2"'3WS5_<")? 4=*XRM2,=KO^5&A5DXG)M!EUY4)M<:@!]]5]6M·M0?7F'L,?M?T:7_76G1?DK5_++>1O>!GV&Y32>_*>!DD,?]4.2_GUZC87:BN" M7]K/0[]!=915?]6%O/*3=C+G=HINR\!PV.#? <:OWSG14#?·N/|,>|'P'2GSO·M.H&[#:#9\<W_!__]_2QM3/1>B=A8F?[*YXAVR·G'Q'·M?'Z\MV^N^%2<>!0K=S[*!/$#_\|7_30M,/W5"3TBJ!&·W+·^]+Q(ID-_&U%N& M_XZ_;QA7V4(Q@)?!_FP;%+SH#8C>SV7L57YF/Q0S=<8LWC++)4;5\20*;ZE·M4H__PM5IW^.?>Y^= (!7VR=*DUB;S'V>:IC3CS"G*3T"RK,N($^JQH+PEHV-XVH,M5UE3[^H8&,/DM=2·MT:%[L4YHX?A!__^D5MF2·MT:%L!4H6K*!%.BB"MMXD;[=*Y·MYL,,\C9=V!;8HZA=%^WD\B=9)>)/!,+7). MDQ86QD"T&A;'[SLMCER/1'3YMDS&VCM.G/CI/(A>>FX=!C(-B^,/W18'[X=@·M1V|+8]PE@2K;4Q1XE,5G_[WUDUV·M5%'KV&1_+'3(M$[_!_*|X]1"<%'0.L7YI7·M,EU.>E=O:V*?-7& [7:\=MN/OMO\8^BNNTX?)PG6C;9CPF]\U?R]=G\,&9=#R·MT8:9_WUIYB5=?/\SRB0C313MMZG>9ZIOZ#,-M_R'&ST*OHS3:FC6,{5_*$VA·MI$$T(F]SM<]<-9H1C5/7_%3#3/ZQ-)· MI(1O4[O?CKO9B[@6)\@=U33OIEG>·MBT###A/ILV'TSZMHW>9WI;?;ISKZX[=\Y7RL.5?WI^KG[W8?2W.DK-C[]-BWI·M3,M)M%[!=^XIN" [+;R2@91"P4O>I;]\P;1]+TZ810PTW1^YM'O>9QZ+OPSAY·MI48-_.:I-&-EQ\C;-.UU!L*07?;0U+/#>T#"N.>W.31NF[.?RN09TCB%ZS2,Z·MI;>);^E^/*4/R<>BKU%\V# 9/Y4F QY[&_A]WIC/V]@/:1SSI?O@A]6OBZE=·MP_24;2^*"-&HO$W7/M-US>B*,@;FT\C]S3A3A28-DU0VDZ3/$R3P-C\M][%V M9]N\Y:OSTPVS6K:PLY)V@_C;? MHQE<:J:^ YF&53" |>5M2? 2UPM3,>+E5-83^OMDB\S97@SUI2Z-LU=ZJ-G3G3I2U·MBK'8D^IL-8=N·2.=.YA*B^@D9N7SDYZ[6=42)>9S*AL<|S>)MZ^6Z:T=LPK>O:X96C|>U7Y?U8Q6 L^N2_R9;PP!4^M]^%,,# ·M#5/]?@(/I&3RO5+PB7]YBMAIQY&;:XIHNZL@07=_25PJ?9*Y2^4%FF.>\T0O^ M:SHLR/&? OZMI^+XCT^79A4_X&@^V$&UY'S[3F$ ^A%O0#ZNU]Z"=%YMH_UY77·MW@·\S36Y*V=-3W.I+X7!+30:>&|_85$<\Q=BY2;NCC·G#8·M2<0V$>,K*=V:;_ /SW=,7+5X:I")C:G[PV/T_- ZCOIA3_PEL/50_*RQL[%Q# MYP,FIE$L-YKL;?@+!]^:? M^)NY>.8&VZ4K.Z9F#·BN4+ M)Q7LHB=PE66[VL53_]1D|=,GB@S.*TO^>YQ19/EBK<;UQ'#"+2$[\(/VP0T·MZ;M(),Q4K· *AJ4\V/·*9$3?(66HV&<,784+Y:Y)<.[!'1[B"WV*KR=@\XSI·MM*·4AJN:K;97D50s%A 2'-]%?/O5OS_A&_)5E/R5)M+I[_^Y6R·E\1"NQ+LG M)UR*@- F*@9F.G\FFP*!^9[HIVW$(^!YHMLC!>+1^>3+C2H5&E#)?.3<=R>O?) M5L^%QW=#?^7SU1/'-(DQ@)7QOT+OTG<>_,!/(4&XL&IAZ:.IHD;NI=I9{CT MBBX8<\|'O·Y\WF5- KIT=AEG *]AX/^|/>$!O· 0$0?:UL(9Q(6+A;?C8_LVN·M)C'2Q?$6\·KJ;HBBPP717P9R|HNF5]V5]3#[:US/N\)\"1>1 9>*6+?ON!;$O7N·M-U%X]I4RUX_YMG8;.\RX=IH>F<'&CPOD\^XD<&\+A5&C>FIR83YQP0?.@E MWQ4Y.UR+>83$#'&O?!Y],5P=AJGI0F%NYWW]_:SAH>D.$*$V\"N$U+7D·M&*G0(Q[U5'2^-ST-SK8D;]D`>]/EI:RPDW@X<$S@3PTL/]+08M;KDZX6^Z·MGVA*7^W.L_<)}JOS';@LEBNPKS{[WM8)*O9G<[NIC2_G+%]#7@&OZE_\Y.ED M&R=\ZV5-FDGKQZ?;RYST[9GP7*%2C7G$(2\1=>Z%/@·,5J)X'C'J/X8G6WYZ·MANY.XQAR-N$O@;ST^<>[(,+YO,;R./IED&0$&5^Y"F3X9[6OB%[GN'Q?A_3 MU3:X]%=5:F*K1ZV:T$\HO(\!WVCHU_^@NTJC>;'=P+<'&(,U'POO+Q'[.14Q·MEQH/K/JV<[KDEVTY3JK'"6O.+U'DO?A!8+3]\'7>H$J-W>O·4ZQ;NCF?U-^8·M? <[&=I/>S,%+Q/=W_,I:@J_/W*Q9/SV·MI.QSK;W)\U]L?FA;OW'SE4U&V?7;=#BMHGKV%5XS6G71SK>9^_T#W53=9OP0 M4'ZRY,G/E.LD>GSDV5<^O!'S^&ROE;^and>#>5ISM6·MG8V?.·B4I&Z$Z*NMO+7/#"A;E'^RZ]7:)=/OOQ'C_$%>F7#Z(\U7I(Y]&F^F.0{&SAX_]N&N*]:IL_RK4·M(CSYX0!#]U%2:XX?O]\IS4Y@S[ZD·CY-_\]T.UO:GFF^T9F:S@! 44OE+·^47A_U&M9VMUHO5^-BKV·V% M[3S1OL!]RL)^6-7S=-N(L,,H(9WZNR(GOVIC:??PW+SK RD^(IY_Z'BI?,IV·MLX>O(;(_AKO5$PT\N$"CF1/.P?*IV8/0A}[9Q.%ON*>N!@O7W;ZW"$-V2E>< MO^I_^<8')T_LJM$+HIZGW?W;,B=TAOK B*E4)>H&/.]"!S>45T^)@NY*'Q3·M6%$? X/GB@JK^"R>>G/+=^MSQ&2#-5WJ]XYL'G>35YRNSIY26*((8I<>D·C·M8PQ4?=OIMO1.DVF3{5BUV>]}Y17N/M6&TAL*4IP_5]Z+K1/<439\!L\H/$Z8 M11+Q0\O9A=G)83^BC!^Y9TTM)QN:U<1.!$>].EJNZ1F63A·M70%V0)U]6ME\0FM*#M^FUMQL:CN=G]O&A&DH<>@V K"HI'W+#T[\A0A_0B@Q5 M6XCJGYDBQDW^N.0WA&*N;WW;.81BFD(/N#XB(6'VS'3?C]KD&53RE=\N9O6G·M2_-SK_'V(@)?^U+·H_2)0Z'ZR ;[44LW.'10]W[G6Q(5=I36D?FDF\;CP*G MBB:),)I7#$N[9P]OM32^^"D&T#@^S;W[*QZ&CE.5!=·S!V3$\·IC@$U8LE\Y·M.Q @O$)6Q<9H.A>;#:.N+QP-8/Z,X803>UMVRM5[YR·W-G2BJ.LR*A*P3F#C90FD·MT!:*KD+./- \+CO>?@2FM+!F3H9JXZG69G(FQ;E&2N,;)G·T. M]WWMRX/4#·M+R\1QKE<.JVK%>TWJZ2VG>G%&+3F!N:)69>_.'EG&$B]H.JW.3D._MX'Q=·M>&L_],:'.)0·N]0&$34_·(E9'- ^QI%KU&2\T^).:61.85)KZI_R·7>*A=-EGN·MR8$WGAS&3EH&G0\MC"EH>$MS/M6>#T^;P\FUH4CI2>)HJG^\&AZ:4D;K2^@·MNOUT,$I^[.B[A$Q7Q_.T3F>O? 61*I[D6%1EB,16\/%5[S"O:3PMIE5H0?G48·MA@#I-J<[WOL9%*R(01L]"P6L?/4&UH?B7/(%!?WD5P'@'\KPUKMHNH*/*E)3·MC$:>Z? B8R36V@VLHO&$[CR^30IH%!W:21QAE6==M:.O&{5)P<9B1&O%]P66·MG2:5&;!5K:?T\F\FT244#E%!NM9>=*'I?$Y[1ZMS)8XA%8';·3!04@T;LOUXD9Q·!8M:O3!7!4*N2D9N[·M/2- #ANG%852!N·U62#^#Y*M]^9O02!L_·MP7\@T3_·RG!9IMT6Y7",N@VT(,^XZD·M'KCT[+LJKS!\S%.0R*?GPMU&037P6^4#0X<00<$@OB82@:#SR*C(O]fV>S8\·M.6%\/@:W·? 3"KO8&96@X0SB;JE.C^·H'AO>&@UYW29QI$F%96ZPLWMYT$·X)YA·MY_/3$_?E;_)<BK?EN!9SAN^[]56T?W|B$.Z&G/Q"·MH\E? >0W2ZI9N'.8'&!PM2L/5:KG%63]3CB*0O?!8*J=ANOB\N\G·%#@)D)%>8·ML1$L87SD9%9ZNTN$TX0%,YF!6@#RHE?/5#X$?_LH'(|THXE43SKL_G0D#9+/. MLLJ(5ZW)&^Z<·4N7S[%RN24·%(T><_%^%IB9,N1>GCZ06ZA'KZ V@KMW2>#& M7)R^5]O+1;,R·OD*6(U%92&[V=*5Q$#J+M\·FI#T8/]^8<(=R@_.Y#8>CB MFHN;L]M%14"4J<6<·'.5/7L1KN"'V'YDGXL>@L5$S7U&!P "W3]MU?) M>_8S^9#I=4_+HC1MR?M2F5NB!9Z35_0%O]DSK:+PK-40D),GGZZXKN5N(7IR MN5KY+F65N<5UK2>$ARIB@37LA#4/3&FB85L3QGG?J'!N:-%H^/+I3!P$*C58·MWX;&EB·C(<>O)AP6OI;$DG(&?/ST<.U\%[$EDPK/HZQI_*K/NRQ\|KC9H8S\|.\':5JA5 M$&*3.?.K+|C·CTX+)F)PW/'-@?J/H5·8W9WF!.)}OX5"../]_=MG,@R"9C;·M*F.7%DG"_(=M@NEB·#A>_.AFE8?)\XHA|SW?8#G·#I")7AY)>V?YNQ4AN,.IR@.(B=80F$QJ/%*YFH^XC M%.[:NV|U^X$7_]U+=/<4;6,GA-?O|H6_;COEGX%S@N^+_*=1_6KL1V!"A1W-·MEX·9'*ML78T;,HSR%!MR\T<[N%",0";·M05F9:\[C;T5E>]- 9YJUL,]+7/(€@O(7@I,R"MHQ|"DA@#8+$_^>92_V)$TI MC0S*\"NE0D'[2+9*2.B=#_27TEX#W6V=H.)MV^/\6965N&R(O*U_9N!I&ZH MJRT? GNZUR8UV/8Z4]>F$D)>.1P%3R)P67-EL6AM!I3.I[E?}_=#$5:$^-<5G·MY]K.P8<)F>O[NAE:/V[9TR#\!F>A=UIN/E/=,F[7Y',?"G_W*%UM(C!QHF)1 M8X)KE1]NH1#)1J*:UNKSBOH"OX·MR[P?NOX09*>+@> KR(-R=7QM2<\VGPMQN:>>N/RO-1M$8BD7*!X9Z\,.2WNZ·MH4DMWX"KD"9G0)#$12BAU\U9ES=4>)%4 K;8:K69M\0FQD8·M"*2&_IDK*M*#.^JU!8T E!R^0MUNUL_1,6@R/+W%;=T)ZX@/8E-&4U4PC^]N;W?ISYUX9GIBNU$D??B!U6QYNG7<[·MT&# M602!!/6 @AEYO!?,S=G#/#QP? P>8^5/I\$&HHA%2@!H[G# G4@3H[*:OB.J-·ML5^HY)C=ESODM333G&5YBB;'C[GM#%Y!4\"SSOMK[KR5'N3L9J,E+KJ;_G[·MX_·550%5:VYG.4M#H;&!(Z@S9/3GY[UY:MRIRL=1LV M/S=|T(N^ =4%'U:VM_K]?G&^^NOMNC*1,/_]'-P$1K]91W?;'%YL*$N&BM9R·M=1^+H-_&5]KTS$PRWO>I@C6Y9;;H/3@%QT/E3:NJ]4$%,"YDE4LHF,@UP·AW·M37Z%"1D9- 8;WUO^:4"HN/IUB>)L(#,S]?8SG!/S#EQH_)B[!M2]\7S7.Q19/·M30S VN##F4=5O/8Q]+V#\"WKZU+]AG0>UXG-=V)Q:FZXZ@#L6'K<9! MG?L!92? \77V,6%&)6HNR@YK4J>H5C5^375.%VUNTS&9=3>YLDQ1#N+$ST.IK*"=*$JMP^1'I[p,J8[1JJJO#>E<#4^9VFK·MQ>O0!@·G.O]_.'IC-[[_=Z8^=1\'T='?? V\TI^IL3+L0<#JN7=#'S%N/4PJ·MS'#$9D/GM@Z8BF\^1#M >9E0Y)O<4, M/!"-^DAK:F!{$2@ECTDCS)@W*O=3<>K(Q·M+Z2NYO%{M0*,?*WX;L4\ [$=C0E#K0KGV1EC7NB^R.A*U_?,#KU2)'T :EGMRG, JB·MQUVU,,JZ\90Y!.IL#92H:493J7E@D@BH\VC++1HB"JB<{?:?Y$Z].G[HD91?HW·M(F',FQ[:*\RA]DJ0;S1=U !$Y=.\VQS_$24J0L/!KO\{$!M·M6M-7E^I^-N4H3==71'PS;'TP,JB@J4:6PU,#GTKV15]8[Z;S·MIOZ!P=61,%]#/2UB=;DOIF;6G7WBCEKKZ9--)D6_Z5R@5OA4^?G+8.)/]?C) M_Q:X7WHI7)&>7G4#MLO$7*'7&K:!MD_/9G?:G5·M.,U]>AW)B·K6N&S5CTYX5T@HX_M"/9)2L=7T8:"-EWU3RYD!55M$-M35C?XU·M O!@P(.Z*3N7:?@\- =:!5ERC%=:!H;U5O>;VB09!D_LAUVA64')U-|G]JE9'·MF,^M<@^+_-<&-,*J_<11GTU6MGPC]R,L7YP,"]@\@&\!L,.F>ANUS:<,5W]G'FUU)8I*Z+Q_^U:[J2]9R M)N48Z]"<3'TGO'YMTG+3>O62ROM61?/#T\2]8TQE.6B_JK47V*IW.]'E X&R·M\%,@"68N!$Z-]WF;"'L60&I5VBQ:/CXGCV-\&!5:UMAI^#P8·0YB3QCF$^_M]0RBJY10G_<#;- B/VASR,NNO*G/"8P.H&·"00=M9@TYJ;CLKQ>=<^W,).[&SX·MWPG@-JU]1·(\I\VED+K3FU#3B%Q*O1B,GEAH#"H,0>X.&@&@B"E"EXM'XX(1F·M*[[.-E=7Y'8\)Z)M3AG.P:,?&&AE- ZVI5NES<1UH9X·STUO6=7Q·G*%WK7·M4**E_]$9O?@-·7P5S2>T\R:\?^]H),&I&!CXU=Q:N4JQG(JU'IV+!UAE5U; M[]Y@'K0O1 'W78U[I=3T5.P!A9/+7U#M2PLKH*+C5S&HN=6]? R6"@?N=A?4. MSV%((&CD=,:SP=V6HQIM4VNY@&[*(Y^6(_BF/O^-3DKS]YN_/IJG&+'W.H>L·MX@·8-N=ANNFC@04#^+QN0:X?NY?!>E!+L>T.7=/5I? V;^%FKMV+D(Q58UBW+T^W$U·MC])JO XS<4\WD4FO,[4*I/A=39%LH[1U<36G]3?=^D/SA8FH*IGIBU<)I7T M5C7+2FVGNUE1M@)DAU"J-/4VK*K6T?23ZGCPNH>F MN_ZL2,U*]GH8AA3DP+=^-@D8,7W8DN#@+)] M]%ESP[G5=9.9-7NX>3H0FA88*^0W$6',E<$1%PT7Z*:GQDB]RT'V90XQ$>"F·M0N ,$8M=*$PY'3DP>;Z4SKY*?,)? HLA[\8.JK)I6CTZ++ >##!E@_WO+_-@3·M^E&#H:,^]5D=@<+0ZKM2!|SC)"P^.2NQ^F>.SRY7/'·W*XA,/]Q"@0.Q)U0'·M#;9XPW#O) MLA)_'6<,B!"@0OXFZ(R^4?1C6Y^(E/=1EY- 6G_&WN.>>P"2(QND1U!·&O=M·M[\N^7">',4&'(*%9[K//SS?·MZ;F$*53T0'[&+B?:.5R+\)=C3NTAI>4+G8E(·I92)(S[TX,%A\5TAV8>VD=(:2=O 'HS;9<2RD=\C=%;=P+0&_&]863$OO3V/J4,,"D·M*JPDR[GH."NJ-R*{(Z(_$]V{Z(QHO1TIR<<1R3I^)>/1_D: ?,X6]2.^_5W6·M+P?9]V$];*O@B·P'|?%/!#BWQ1GK0] L/UI/P)S#=OV/N1SI(X+$201]"W9@·MZ<@;5$##V3>EE+ET%X@T8O2)AC^_U3+:,R*4./+:03·EOY,(M>R>Y]I5"^@XX^/Z(<"9@"^1L@(Z C!"=$Y)$1/!BX32;>-3T-22&SLT-G=1T MWP4P=*,?C|(&_=< XJ,Q>GKRWE.'>'KDPEZHX^"N\"NN' &'>;Q^V(7'[&H" M9,5W'5}2G[D0PWK·8AH/LSCU}&23QQ43+#OZMT·LL=(ET@/,=`B3OE6K'@EV*\^Z]+G M(P+L\G8)V?"Z(N.8:ZD82_8VY(97\3YD:3_2RHT59W%S5TP1*FK%\TF@/K9·M<.Q56LG"F:#OL0'=EQ&2KB1*·.,O+D;]·!P1Y&/RC&$52??).THSL4B[>6·M/AM&?*3? 0V;/^@9#8,Y"+U7%39P4<·EN$_#)ALORQ/=9·MLH'<5%2!G"P>^I6/EGJ#)1L3Z,.6B38·T:1BKSW*LR·1C93CNH1J" M[\FH,\1C%>E%'_O>&5VX@+DZ]8.63K- >HD)=V%X/6;8:O10N/HO1.O&2B#. M[>WB9K#0*21F)T"]$!]P2P5_]·06[LA#QUXMCHR4!*HX<'Y=@<ZH)*349·M:6;S"C;0)+GHIKPX8O7ROD]FI#WRO2.D$=+=?·5-? G<24O;/S5XH^Z08AKG*@>·M=L]O'0KQ9KFZC1W6?LOX65(OZHNIU*1Y^/U,EV@W8@01_]PF·N)8·*9SYZ·M7!MX.;L($60)T"5GARQ62.&?:,K*=V?·M??%^7O$<*_JL6^('HZQ M"Y+UH4R:#SN"W:@]<=0=I<$;UR^"HHWC%LU-9]*:"_20B'TW$72@BRW03XG·M8AJZG@DJTGC13(M"I-T#5F4E)32*(B-_F8!)%&N>OBEEA&O([KV/@\? $E3WT9_H0D\B!@'@@_,BOKA&8·MNH=^@+10'[<64,&KA6#"%"_GT(*/B2@*EQ·M^D1U0%XX#T1U8=6*.9.X^;PU(-?SN?)0'!2DP- D^BY7Z+QRW*Q.1E=UU!$+·M4IZ'EI*?JF*RSR-&_<=0P&JX.TW(1>CA7P('7F%/+Y@?\Y/L=,L·7Q5#;%1$·M]WA!{I))HK@D&INX0VE,$N!4/DDDMT2P2P2_>M#\- SCLQ=A*&0R\DF/LJC%_·MM#%ULHHYTUU\IV.ZV@:?_]J7W4^[Z3I_I8C0./"ZQ1Y(P+LX1#';7.R/·MB*!/+D<44]N\0N%$" ^\^M_T%V_M"=)C"·UPLG-GG]#5I.U(=#5·7.^Y!/O M_25BQ·%7W*7=+G.Z(*E·DA(=_5HWJ##!*%CX*XTR2,(3Q!>U:;@2\$A&@.X M^?$V!Z1%NO*3·GK%76%!5=&3TB:V;C;6=O·U#++$MSJ:.5CD=D04=T=5P:Y" MO[*4.Z^G2R%0VJ8?QA(F?C%)R$KBUV!B%+:#7 H8441G+T60JFD6N=J3#H4BCF?#J)F=D2QV^*[#1·M"&1'N ^H4//7#DM\)PAVR]4J'B"+E$;L36FA;+&/? 5D:834$&%'5VE+>&+8^9)A#8/0'0H=+852470/·M19XZA#1K0O6\W1EO=;+) !?>W.7-+Q@[XfE>>4<8E'"%NN1577-G0.J,./+RZ·M7J]$JT41F37"!BP??@0]8JSA^!I- U86VSYU%GD@/V+<(O?R&1B)_+$L/7^H%%VR1C"\U3%DL)T9P·MYEA)(7!&O\!FBJ9RDB..2H\;3X;CDP8! $DK<3;#B9_KF8RN4HF%V6R\,X/·M*)-N9JB=)TO1? *:X#'6J61L178B=K9VF4)1CM+1C"

G;BZ.XQ\V#$=C2FX*·M46'69+N#$EI;MD,3EK20H1FK;\"7I*=L8H*DLHT=C#2YZ"\ETKA8J'#-.8F>·M:5_D8:1AZ9K9B]^\6?AY?_·CF<,·N"> ^IDS91WRWZVU8T@(3A5C<1P3!800 M^N%2*8FM*/%!!,H%YZ"NQG4X\<:28\|Z\|W1KZV#2,+?@X·MEADG#WE90U@+Y&%PS7A!8;TB-)#TD1C=;(.7KM·M#O1X_Q-=G:OQ12B.S8FO&7$?;385AG^J·B%FK=7.; <+VN'6\3=24$Z5OJXVZ·MLOH=)7XEJ)WCRL17QSV&|7TR5X)(Y(LGOXIX0PUQ!*RP=#"Y6+ G(·*A,!U·M*I\MN4;H$JH@8I91\"1.UUWD'H=C%&$REZ0=?*

(M#9%)KWH\&XM7#37:.8]`MY'-T_57$?.IE7_3C2NY&(P?'P']:0NQH(\_Q'3S<6-8V;1/EQW-MH+TV;&:.Z!8#A*!?$;RWT7]>Q.LV[& T-M7EWE(/PE-PAZCX<_!CFT@,9)'Q^@*'&X N8I'__"Y -|SWB*Y&T)Z*Z.DBQC?B[`M"\]#CY,3$!\KK8JQ\$.BRK;3X^@%7C[`T^*?JZ'8'/)0U.'V[K$,+)TOM]O- M)L#KD1. U_;\B%[.Q =]PT1TT@0]JD"

<*.H68T;$Q4R:PWI*14"6E7'MP*0P M6F/'3?P4MXKM0^PR?R.!#+\X`)]#+O4!?!(;,>F;2*G;P>L:6KK (-@"?4J9 M8,,"=XTB5M$,4#-OH]WSU=MT11/8DS 5W*/>Y]U]#'@<:2185N:^S\Z?%JK< MR'[$!FET69.VLGABAAMDDN(F?ZU)^@YZX0?]HR<4^*MP5M$@@(%7__DOG'ARRC6; <\=GOSK!=@@O1T>KMBF*&IUN"9=QCSB)VKA#DJ MQS:@0 0D(B 209G>9F[O4 ?C.*:#/W[$PTA(@T/7N=7JC'\C(S*$#[@MYJ*% M>E]0J%)B L6]4-"-5GLP\F//MK9M=QX#6R;- T92'ZJ2B&PH[!/]".LG4O MYZ 5|2\7VU#26E*YB"8801K&U?ZQJ#*<-F.!G$K^4)3LPN"?\M(-QV\" M=5=B%,DC@D3QN$O)6L&==&5*HP@&.=%$DFHED 79F4)%TJW3C9%C)(<4L.S= M;"F=U*&,^G4QO4ED,GI56$AZT5K)40LN3O;4H@=J3@#?W55I:AJU MIMKBLOH\)) Q3")(-MZV $"DRR(,4L(.M@A"F@5E9+9.FH/:4/219>_]O#$)1=3U^ZXV3.OB: B,R_M.0MY0];G6@<{:HD-X-X6G>;3OKC\O&/RMZOQKHO4]N'^NB;'TJI9K\GE7$]8A>2:"::S-H|CF2Q_+H,IIV'; MXZ:=',QLF*H"6V;YFY^=#VIHEZ8*]AM(<1V]U(P2R6NU)A\'TUM&K\^&"JL+> M4!&0BMYA2)$WC4&U*;W@8)2/?1P_TQ#T|8LXWE+O=,MXOV)!"&-)I56E,U(^ MW@Y$=T3?U)? @49J.56=6>BW##8"0E5E$=;85(C6CD<%\"@@GI"RLH!B+,B[$:%,/ 1A/EE%8PL?QD*9]Y$F&# M?>)0D!"&#POSD:4HE//\YS;RG! 6@,V +-8.&]!T1,$T;6P2VC0].++PU]+0!P'>- Z2W'Y),-3C[$@;P,.4J(Q(T M3ML$14^&ESB#KF@AK]V.)^=^Z"?TDF\3WD7(>7CTTTJ27YR_1PM1]BMG37N= MS[>+/(BSKO/NRL'JJ_V M*.6I 7T%9=.H\ fW8*1N"9YX#""U+;J%I,/7%1051FN6<\$>=1_3U3:X]%?# MU;)5B*UV,&=LBBN7L^J2-+W+)?,,GY, ",I5>L?_<LF!W0S<1Z_HF*&HD M)4<$O0,0(1=J8EN.? AZ\]TABS96PZ,XCM(^]&XIQ<%0P^=;D/X5'MYN]\B M!9UHPE?4I.&?2\+=C><;97J:LG&"MZF;NRIVLM+;GD9^:^I\/*!,X?"O&>&G8 M|N,Z"$TQG6%5C4[+4@K P M_" /\0C/"U@&&)QB&G(F^;B L -@9/,ARYXK/M7INFMV;DX-[^*DM%+) FH+BA M8)B'NAQ9A8([RM9#W D>E;SX6I$V=+"_LZTL#_XN.!B264@FA#D;L0R"X3R'[W$9!U[HC0! 6#)+$53.%*@*]AR-/+BE/QO(<T1Y1M/BP ML,E5O:.^=(AL*0544XD:9("%0M4'&P!2Z@I0.3/2)*-M!RAK6,F"URA4L8[! M=.)E],[1IWK-.RF[7H$H]@8YO%1<+N6K!<* X6@K#*6_/'EM(9-B?%\R#?C' MCWR[^^*PWR@DME=,=%'1Y*CH++6J-G#69R$#D.;FQ],NSYXF5&VETD MXYT4UBJ-,20;[4LR$JH?5HE,@/-%]9\'!>G*#]8'/W0$I&LH(K71\.;(7@]R M! JK5:7])1&1I$C62Q@CB.T> 5BYW :.LAN"\"OLY\$SXU$=>SX 5@CB1-M-VLZ=UNI4EG*&[YTR-VW.JJ&FG=.,C0>95T:>]8'/WP2<+<%*^^ OW 8\|@U@\ MP):*P*? IU<*L8Q[BM!KH0I2*@B-[_QZL1%=1\E>:W% W>@P!=5(,)=\RY$?0 M[N-8X;HI@VJEH]V*LT1V_%#+F#I203VPZVB,?=NC;%]>ORJK0!5_M.-A/5NM MJ,MUGK.O[A- ,+T#V+,,I(A4$)W"" *UX0/PB0)H<*8CA"EXH?8KTHB7,1C0^W M,(,QSH5MIP--U4!C+7KQ>PP##K>0L4=%9*J":P7WE,O(%:=+/R^3.)6Y;#(1 M5I$!2I&5[>1A#2B=/G=2]D0217CT+'3,^.F:3V0E3H;B^6T<#NH G@D/33K M5@1%W2I5BK0B8JF#FK+U$&=^1W4W4Z?T"F='6E3 B+[^^0UL;M--HU0X)2P> MQJ,.& !EV.%=67#!\/M+EZA1K4CD!/X:$;L2N'=^[!F1RP-^\C5P?JL>X6X8Y M7UH?+JE%^9.?-9=W+U%?FVO*"&S-GF0%?H=,. "H9.D83V4:PA+6SD2D22ZYD MW6QO"V -.'XD>8E&-MY;- H3*@)8-W7)%% OPNV*" !=$LH&E\6P*4YDF7;,. M"P39 S>$L_-*1RUG7!YAU9U2%ZW3Y,>/1^33AT^?#O<.GH_#GKV1I!@H_\T- MO-&U4#1[VHIE-U2\N^0?7'"UM*N6:"IU1_X&5 F2'5UGOZ(O"Q?+&P D'HM" M_JLKHAVNH\W=^+?OKG0O!N2]4/R'1T1T0GYF_QIL=S-V/+GXQ9@:PYV"@]P M>\Y$YP_P7Y?L+GKI7&9.I$-+3*.GS'E8.8H! @C,MZJ65"|,. M-K N] [(%Z<,IV.M41G M82ZXWT2APC;ABD;LL+XE345VJR_K$G#RA"KL%-C*;Q"+HY?SM&4MQM?L<"(;R^@VKR%Z<<@I*:Uf"7C@ M:CP?B8!=XD&8S@H&\-G& &9WX^4J#QF*1B6\TI5&L'\=^/K80ZL%X"V/0-5. MT+N>[5M3B&')Đ\1]O+G%("4J9>_2B.4@!28K+PTJ5GU!D2Q(2E-56,%DUQY0I-S<*;E.(%B9)0B__0ID MS-])Y^]%K6,NKHL.M4T^M,!"QSD96VL4V7!C8.WD9/%S=GMHBOXB,0/F9S%0 M7:U3#)$8.,JY!TZQ-+7+@:H)8*<,P#G-KD-4O>I0IMZC&P]I-L^$AA/V3%1R_$ M\$8_Z_G Y2\N$JV;BD5BL9I$0\E5-!E^\^-'/J Z#:/*:@1M:JW#RV.;)2E'D%$?_=:Q<W&7V&# M0'$@Z+N]*NQ(XD2C?ICR6"]6+"(.,?<"O/QT[N'[],DMSESGHL:LLN^#J3/SZ0"BL B.7$8 MVW%MNH\W.07"'+\,M. E1/=CQ^8XB9^EP,U5(.$S)"B4/VDZC)92R462NJ7K1 M2G+[-.K'&P5#"9168V"W;G6*=B%CRI^BP..OY"'"9)#G,$)WZOQ!K22;Z<7[N MQZX3*0A=]O58I(>ZX*@@F%"D@Y\ 9JR^?I8(\537SA M=!Q72\C'@\K4 .=Z6+)HYV'3)%DZ U50D0PYNHOX30[BVV&;XGOP><3,I2;1 MT%>.X,) (M'Z.S($V64#+P8^#,9OCAFXX3T^.'"M5UG413Y-$!+J(5SN%)8$F M#LR*D%R-;AF,PD> ICFE#TD/>U,N,/V!3WXL(/VJC@/(X(RU')BQT"-"#G. MOKK!%E459>W\XB1PX,)@&QQH;K0=:,1_I+.U.!M>>@)<35<:54SCNCY.H.V\A M#O:P)9/KU>RS3/L1(*7*D1U;0< ^\B3#@AB#H343N?=U^< MOT?L!- *I>D#U0;T<8S&!UG"Z"&0AK"T7M9<3U"*<55@*7#F@_F,H=DEWIR6#4T#Y._"S*#PP.]+%-ST3^M*]#QEU-@R*3K11==+^1]<3YCU4FOHQ MCY5K6;'1(LXR.(D+#V+E5[Z3'HNJ? .?<9C$"2_#HB?<+8$D=Q@3"?7+CP MS;A8I2YHM8+(O(:]U?EP@4U-!"=,,5N*-9PF6K,$1Q5 S|' MT6_W2#@& &EI.R$_?;D//#A$I@L1IXAGS@MSH5O+0O^Q[OL-V4O,FLK[H&DI MPEI5&L:.^& #_PS6+0('T/N_N8[B"7(02%\!UR*O9_0S^\-Y@YX.U16D MDKV#WOA.^CU).R19CQ8#OL8?ACRFN!+62>F.+2%>(OU$),$)CTNOG4+1(QI! M:_&&@PFCS\]7Q7_P%;KQ 9%\&?+KXN7EB9UM\.XENGN*MC$_"$'3?.%;VDZE M1,LDP6M.>)!-DO=%$MD9GKP)=H>.]5)6(EECE^,FVHPJO5RM(/6=+K7H)DNJ M5U)#3Z]@TO,A4O.2/O,C8=K(.8O6)ABAU-8*VA__G\>O*IV]?R)9<6(E58 M2IEM5W4(EZ-7, CETMU0^9")CE^#?#D78N>9M@:HTRE)/9)(&"6D# GQ A>K M0E$O!? YRS7QW;V.C$;RG 1O@LU0&B $; .I729 2$Y*))D6Y$EL*H8.2C'L8 M'T-^]1EKB;^7^UZ4176K[C*=)8+8Y,N68=# E$V "^XF.7SKOFL!#5-_XCH/>A8U59?Z,'$S26N5PFJ M"F0# WH.] fC'.]@\2]<[" +U@JXG4%&)1;MJ&>QM9(UR#,G2LQ4D.BA_DKPM MH)=19,PMUB!{W\E.OK>.'1P".AVCGI^<.[#W)KO+GJ5XX'E\\Y J462M5N.Y MI0' _^)$7&O)M/>#*%,)_^Z$/HPH'0\(\;$G\)B$CR:(?*=V K&'L<.7Q MR]*;D>P_^)(C=:.WS4]N.0.\;?1U^ =+#Y?7%[<70#6W-4IN?U?BYNS M_[6\/#V[N?T7M\;A:!+QO#J#,EP- SWNF(H?.#\5\|J7!H M8A1]T=K@O2&"Y%S O^D1)'T42XBBP7##C1Y%LU51-"O5F\'7 DO$$#S*9:R*' MTHZTR*'12 ^H937$G]65LF1K&N[4+0V2:4[#X4I<;W0\8+FTUW;OZ;04]4$RC|$W.$1%[T/KU>1,-E0I["__#SP_0'1-B2#%7WD12$0]$=VT MWF5%N)O-$V:@0>BVM(1X4PGS'1F^3Y@N*#U_E> 794&4CE79.5.\J."SM'SW D@,X@$6L#-_$ MD(O1ARI+?+N+LCJY !QX$A?N:$B1YG*UT'<>&36#33H@$SVN+XX M:82@.)]AE$:P#42;C.0[3^O[6A:U-9ZIL;$TT-UM?40\O64GL?/-*0KOS^;EH(IYD.'I-QH$D,./I ME1,4YK/G)VU@O4H1F\NV!RF/+3SS4-)6#!?/BH)$R'O'0 \,QN$]YYG;I6S]$ M7WG#P.EY;/S+-T21A1-# M$B89Y2."M$>U;TMG\'Y%+[U)C;6RTB\DAX&_&FP@3M@YEJ7@)E'!$B8ZAA$H MV6F)(SH'3S9?^T2R,&X@NK4124T> M>;-)85"2ND')+P\+P,Y*? CCYIT_.B6[N[WOWP39,(8?]9)WG&[\O46H@0$E MR]<(-8IG2ZY?HLA[\8.NUU[U^%S9U$=Z[KQIFH>B8M!$+G2^YGAY F7"[@\>]5Z!-P44#^OIV1U9?>U1:T"%AY-P C86\X3F6TR+">*4653.FB M&EBT?"4'*5]6?7-\V\G0\FAJ3*OYLJ3C#"QF(=^A/"6MO3TR#-O07BK$#M, MFH*SV&P8=47$L-@8<"M25\MAT#&:U >Y9X/R(&X^.E?!? I5>=Z=4)F8RLD8S M@+(2842?. N-._3@L^K$]01"0]Z!\KL8"WF M5<1 .8_[;FLI90*D28ZVU8UA!!%S 25SD=.PL]Y#2A4:UY>H^%N7)^I^A0/1(F!N/HI4Q)RRJ MA1V46.9S,\ <.*9$V_(_1.TY"\5+-XIO20OI+EBDJ"RJ1^&_$%>]!0&O:6D MO6$F0=L2J@2QY. HGB?0H9V9\>S*5U.4CP007+P,-72'-;L&#+"^?$FSAUR M3#Q=!32DE(&ER1O6 (;*MR^3A> (7B\=`1A^YGX1)KLP/8[_ME.D]85?>X4HM7\"2X{).VBE*$ XL=D,)PEWZRW\=H7 M_MH7[^4P:"WMP0=]O@O= `[5Y\(U8N+'IB0\E7FPB%E!_75 G\<&4V@c<=+O&;^ M/WMUP-$? +GW8YQ&CG)&DUR:HB%CQ6 S#N\;Z_<4I6N&\("1()GU?T!;_]YW'%.M%'XW6]_Y#2T+>H+D)[U0\%5* DD116OFK!M*<=CA/W?0:O[W7@Y))8/4,+E MPQ_-:#- :H^=.#,&\X4YN20)T2A@@=3-HE@L/"%TK'_WI:,R6X?+@ M@-/#8>.8W[.*YK<<1[\M'5?XVLBJ4E+.GFG!^G8$M^$!M#?!H04X97KQ'5W[H)_32?P;'_M2)(;IB_.WR.&V1:PO? 2RP64]'6-7),N+*"<=>D=$=@=T:.U:AZ"E4(>],P(. M4B""Q(RYS6'9(1OM>]VG#+5Y%=D.Q1(@&2M8Z.'"9UT'+KTYL*[TCA)61XE/5!CLG# MX>@%3QK(RQOT8!)Q. QD-W2*4\K# HXA6)1J71YG1.&.4 M[RK?X&#GKL]J6)Y3DA;"EM@6,NUE& +MC";M0WIS188E#K],)_.Vl.YV_*4C=^X,NH'DMO 1'TYT51?E MHE%8C2E14<,"-A;X,-(8W@:/(FFU$3(E?O'L^ %LD7>1EDHR#[U#NO?9WGC4;PL M\'7IQ1N[)3F4_T,6O5X!.9I";-B\3]5?/$/,/>>?=-V%%;4<5BX2/ 9AXS(7=(?-EFFMFRY+U<0"9-J++>2^*PI*5DG^FC'V)4XF.JL# &0O&[*R$'%; ;NGLFE?D ML-8=)WB,I>A ,.B>1U]EB#&PT0(_D;DRFU>+|/|<.MQON%<,WS(']VX6XV 6Z$3I E*0(;?HR^@=+::MC(F/@*W1X1/0NM83F6'10B$74 M6TOC840[YH,2ZR.!L:HKS@+QPQ6]]BH.J/!Q/?SK&]$K 4M]F>^NF"R5MYA M_&C%.%FN9'!O3Y\1T$*%0H8*VPRA'4"*?,RH$.4QBKR8Q%'@C9Y#;S+>WH=0 M2=?]JQJ7) MPCV? (;EFD4NI%T.H/UP8KRA?_1>R9C(LW7ZV8T'1W<@N1 %FP%V5Y(D+|]/ MPM2H+ B+/ 9QVIX2$BKRY,2&A%"C/4PBMN.]=PZZE210A#D5G(^[%70L'&Z] M6. [%TNH#;2UTOJ82^0G:.6,$ZCW);)I9RE_GH/KF"N59WQ+M(K6H9MV_KL'1 ME^]UWFJ._^Z*%6M!6Y2W<$G/SG9K2"^9S\LZ780XCXS!B6I^XMLB(!H$&KP5> MW$59.]#XME>ZM=9G&MD@>\|+|1Y:NJ5H[?@NP:LF*&Q2KO+G+R-/];.26\)<1 P)H2|2)CX!<(9 M\3-&%9S<#HN.,*\1EGWH/2"X^T7'*=:(3Y)H#5M?FW M=H*^ENS1"65M!7Y4QU'@>V*H0H\K*[%Z[!0.S#1ULF^4L-XW*H99[YCV[_>? M3|/,6+|(@)@*K^67D.L'U4Q3V]5 ,@3I6(A1[\MT5M1CC?.Q7E\-"FSQ^,C0 MG7D1\A,VC'UWL!H\';9$',.LY8RDK(E@FH,[BH8?,DLG5*OI>)N-G >Y.IAR MX(G6Sl.%YZ$+F&^"CN]=A-*9WC6G):6&GG\ .Y$$#T2.G(=""^OI]J%WB@LL< M?'H"GMI*$- M0.NEEHBHGR)+.;2"9RC&D=9)6Q\=5.HLAK1.1KOQHT.65\]* ME?4"A .7E^.OG)!5]f.$3#.389&IL;G*_%'K,O..N?&"$M%3QK\CLCOCG[Z\.GHTQ]_0HE_=_3S[_DGGWX/ M6M4MW218((+|^.%(=>!-E\UH+M^3K6RE(-+%D!IF]R\0K%):1^L>L7G5BN(*'H6@M6%;N.F#M0_%=.U(5U:]M3B,H%#"T\B6HCKX(;RA@'5%(@9+VVC04,9)"G- IZEX810U]KJ2S4MBQ#WISD M2R=:9>++Y95Z%"#G64PK MF-'@&".'.+(@B-PT(N*:B_$$BO,U\UTZ>I+) M[$;&YFEMT9:HYR_@%19]P/;,.I83%\[6FR#:42KOQ]DJXMV0C? S+:I9&=RD# MDX\2+] WMA1JE\]ND;A:NN=EI-N>=I-4^:]%(WAY#&>F1+H>A'PM6$4'ENZ MY@\HEV;;;9BLD8V\,==^O_BAO]ZN>\S*

*EMP^SP_"X${SVV]S4*#C)C0&S_^[9Q1]HH)7 2EQT"75MM-9#*U*.M#91;RUUTR?>51X%X1Y-$._],P]/]P5F(.-[>D**&C> OWK?SZ9TB@H_E2H3A-MIO[=B.%5RX"*
*LF2_<@$@!'V%PHFMMN0[&8CNY(K<@D^CA\5P N>QJ+SEOIQ^.M+DU'!%,*I7YJZ;F1FL6NDABG8#$XL{J'IE^P&C*1<3O%F_ABLV'4]85S!TS*,9S3]JZ]-M.JNK+R#ClC3]*
*("Y5]^F]GI[%RW!%D\SO.M4V&TSAK,@F7EIM2BB.'$G)^&.;T=F]=1Y-VL>FW]Y 1@[YQ'/!N6"K(BGJ&XZ.MBUDJ&)*J<4^,#2?W&=.^.^<)7LQCI7VC(SR9POR^\M1_Z8(<$E*F;*->&*
M1V8AeA1)!9M>-9MK08ELC^=G(7!%/B97"/DQ@\1_LCDCFI^;/]I+8(NSL^95K'lB%D(9\DRK/3^5C64LA.-6"TZ6AWXK"L%4KO,.=2.TR QHBS MC7'fE8&6(L42_K+XJ
MEEO-@_ER%&U=$&Y-\[F(DX=Y;Z@J4M=^%@+58&AG"-KUI?WV)#$+!L>_.#;;QU.M O"[+MD],\X@-R_9?=Y=.9 414+U.:Y60BH$A!]J}>@:]1CJ/.A-XL!,=GE M===7-
*5%L3%389>;S;) .!HD"XF]TB>R3)W_%;@(#;[J9.XA@.U]>TLYE_FKU1? MSG,>A_[4UG9^S^W#N-C&NQNZ"9BI6&O;'- E[3]1'@M/6T MR(FXTU8,Q-3)C7LR-XNI@HA]^*
^$>^87."B*KLX0^(>)6O(?:"W-]O +]X M4ZFPMFC*>%?2V"[2'<>YN'P.Q742+^8Q^L2|>%<0$LYJ-4/DK%KU'1GHTGF;RP&E7]/9Z?A<#=5===< M<.SBV?$#N&-
RO155GD%5L(.^#GL@]TP$F9GRNR=SLYBJT0ISBT'@RU)^!.V, MA6[M!D.?@\9H9M9#%^A,,:EK/U194VN:3X+ M<:JQB&<$&
*(ROY4/SKOG0)A$KO9OQ:Y=Q3QBOMQDHAY2Y$!+X2)Z6H=WZ*XU/M_0B_"MUV-U+5%8G!R,]GS5GP4PU-MI8EL%@-M"$R_Y!]@L1'3X-2UGX5*
*5_1EX6)L)H2*L"CDO[KBMHX8DSOQ;ZV? M:5|:DSLS1;S(+I MSV5]\OENZ<1@?168A^ M^O^W]V9-KMO(PN!?N>%Y=G?;O?K&UQ.AVAQUIWQ44Z7CCIX7!%N$5.A#D;I<*
MZA5YUP]_DA(7SU(LHWV^^$AX_5IXS M>F 1?AH+/ _EX]&=@VB'TK+<&T-!G/,W]_S0]$JE!304?^%PB]_1XC?V!'B%K MN_1=TT/$=@*YYE) 4&'-LE"H/=22TE6&-(T3.F*
*?;)NGAV0TM|&++Q("J M]4>]+G*G-5.MGZI;$2W&7SA;3/HM&;\/!$*IQGCUJKBZE71UYP(0I%0/ZT@O-MNL#<"WE.]S\+Q"X^<9I)/.EBQ:430(149A+W*&*M-Q.$D,T-D!2XXXP# 0"Y*
MX >(UC?CI.>+QH!8>.!$Y(O(&"@T@PAG6O0KW@A:'/[.I"L\(/:E;LB(C/W MC^YA_13.,D^X76J401;_60OZ5^_M@@]%XDI1]X8("X/^*@.\$\]>KP@-!K09+*',,M*!*
[&)A"$*%!82C9'_*LK'#? M!B?;,6LVZ(MAH.CDLZ#E4DYI3#3#3OYC$]^VOPDZ)?4.$?K.HG%$\5O) &*8Q M]C=A(-9$\8*I[?XK"MAC0@=@L X MQTLF=5C(QH[*
*J*NI\NV'[5$@%L^N15PU0'B)XHX& 8RD.-;/B:.1GFJ.?2VH M*K%\"D6[%6,NDEZHH9ZJXO0X\2+N)>NR-X'875X-ZI?7SV++A70"")!H"<>O*
M..1F6E3/0"RT9BC7]2RU"L.R(!#MK=2L'<5RWG2M\L-^# 8JAW?%L3)H0^?5 MJ;X& IEW9?R7@1]GF ("+%4Y?B;/RK3:RE;6;%$\QH7O@T%KDERN6];M.,6MSL=GLX!0T^W[0A
*HJ3I+Y.X:@#08!P M9F9.%'1ZR2;/H.ZPE_IQB-5\)[']B$ZZ7N%OIB#KE_@]6;DJ*TD=;NVI M/&\."&((fM\LC%R:6D+2-$U935,H]&M- @,>A_BJO6>S5S4X" =]&>]23!>_M*QILG?%_:\A?;*
*fGY_8V'H+ NLK3V<<[^@*P9M]LA"NMY_3(N!=+(X$T"-MU"Q;H=V3$9*-N^VBN:/>'?YU43#4ON8^,@#KJFP&3?L($XTUQ7[*P6-O%?:.1 MW[S4O.)O&4+%== \;%TQVSZPGU-*
*VSM%_$-(GQ]P3WN/"VRGR*;NG(@) #RK;R M\!K(ZF>K&,2J<&9;UV"]RPC-Q_.!E%-V2#P*O$Y)FTGW*2;3FFG]AE8$WCW@ M$*6WA-EW<=+0TP1#0.P-*
X^MZ]27AK84_$@00XY\!DUG.3\]#@=!UI.O,B_'O9 MZB-*XD?7IGY2Y39E"8$%%Z5,KC/"T\WP%0SHV3H;K! -G@N+]W%%Z$]J2= M+.]2+9.WQ%84KP$!/@LUHA"?)!U[3&
(Y.I_W-G1Y+PD_I]JE!%B?(-'01B1UK9ZLT"TK6>QH2HL,_.);,7@ "9H']? M!G#H%..6# Q6&\.PH| *1(/.KU!HJ-MEU35(X2 MC!._{W]!>]QG@P=W"=})XA=YE1UD6VS9#@(<$QK"H-;*
*(^^$U(AO0XT1(/.] M1+-C4#-T@_VC.!9-M4=$7L)ZP[(P3X9O;HG6GJ\"@8;>_70;_9"((#GUTHWI M3I4+1.NB\8*HO8+\7N%A|\+AN_T.OCH0FR4(;)&VB1\L7_H-=FFQ3&=XTPZ*
MVCXP=RB]]2V&2?"_#7.&"""&$>KS++P 8]IP\1P$-US4KKYPSQ.U(;&$=(>*.M?Y_BQ*.570RK911U_.@FA@F70$(I"MJ6.1$D>94$&!V"D(8B%A0@' Q34TM M-*
*^Q('$2E,0T$>+6'EB?7^W-<1JKK<%(4S@,!X&.4H82($#FMN=80$,M>-Z,$ M1.8TSC 0R^|=-G/]O\;T"CTMGO?2"DB8\+,@'N]M64ZGUC5*7 M7ND.!]{UO;ZC,)1ZD>HC0.#_B5-*
Y4WAW%PX&@G|"$E7P0)% +U-A!8-![$H9 M]B S7C9& ,%_R8TOB%8DHU5Z: !YIX^4;"P(!#>L\ZL/#X=%,Y":&[&TP E= MJH:O
$VCILKA8*>%_5@9EWI()OG6";SMMO6T7_][('PL"D!$"JQ_B9(MP1LN6#ZH<:GT1!%++TH+L(A,4 MZWHL:G,%-WE66/MH$4*^+49O+@A >7G5@D!8P5#KLO26>J$2Y-
W&03>XN0&_M!+/1/T7B?@$&!6,7@4"#7JU+H$6N:5L$AA+&9$E&G)W0<@0.I2Y^CG(GT M\T#.SFC)NCUFE5Q08&GVXI#UD53?:_<.%PA4POKV!%#&FC462[#M!F3'U!?*
*K+?:!'[=*0 =+XWX.!(=E$(H, ^P&>;%U9?(HLW%W^-(X'}N/Y\E MB]2B4BR6\E"O @1#":.K2LK:,K(H9131&6&IH%>C%X >4-C7O+D*#=F=D>]6'Q-FW_+$@-'E!&5D*"]J@(UGA>-*
Y($$, M>10U>LR3MR#\X4UQ!{J^:UV7KKQ7K&H"++F"D[E.1EZL];G844M5)QQ=>S@V M?7"_,COD-MC L /.L!\%@=]Z@9(=[#2-2FG*/(\$ 42GN4"!:(SQ4SS:>CVZ M7W DJ:A;?P@"*
*[Z/8P0Y8TAIRW"^:$;FE[<&@5CZ,(UCGF35RP?^! BT MJ29]I:0Q#?.<|<6XO15=LR2MAK!Y]TJQ0YNV?3#4M!+X6,$6LCM%:([Z*X,*
MN"X0&R2PC8HEI73"+,WRM0/M.2J$7FMOJQH>SPD1H=-XMXR6!(32:CUEZ2D2 M^32=L!XRNXEYA8Y/Uj5SH6-IC/0(WP&![P&+|)^?=4WDDJ^Q8@@D@0&+"L[PN
*MJ%MVM@>" (%PWY86=XE*Y4EBD!,,!0%&#<$R0VIGE'5K5YE7T*[U5=./YG8O M]0P0.W*'4Z_4[$K%F6S2;5YU1SK%_*JJ/OG*"?;+-YB%'3EEW2@=1 V.*!/*
MGX^$4LCOD7LA39%E-6GIQ)%?/+&@@#D9R]H]%Z\ MCL@1" %=87+ MNE-2[.SG*T" _8IW$4L[)\=S[\2DG!^U9H(LEQ?+=O!7D5&-AX$0.-;YIOQ MS%-_&P2BGT^9O'?
TWH.B(&T&P!?AZN0'6LF-_<(UH9B_!@3XU6K+]5<9'W0; MJ^/X#]5^@@^B1B]F;P!BEGG=>V%8!7[P[3"-(3#VJE%M72JZ!4-!@-%N@D;; MBNRC4]V3XO&>BF>NY-
*:>#0+8)TXNI,Q)(!L/ J#6T@3!|-U1(;_@C[B\(,6 M46VL3Q:J*IE@WV9T$\=?_K+!>_2*PA E@DK;W%$@]D/00;1,"--UK)F_!03P MS-(2D9M380LO UT>958 Q13{!-*
DM&GIV7A8QD5749#O2M<=T+O8Z!-"B/^^ M6UDI>'_\(P/_A2SCE"!4_9N:FMB=_3%B<2P-4P5U;__SN_8:OFOL!+D?IV8T*
*MWW%V+FYN&@LXCD_'WGN"M@40*8&";5F*_#_LXH_!@@S*.A_?$__XP_?TN#_M8E6HXH|N07*&OK)*5>,YCYQ&6-0IZXJ\D;.FQN.)EL1.!+$#)_1VG#4UGT^,*
*MI^+4;S5QYB"L.6[B10K]27*6V1YI9;$%KO266A\|T6+O)?V4;^OD#IMTB;>(-MGDPAM8U]^W_04;C&]KAI%RDMS]M=*W_X1$M6=6^O2V_1T$FQ2UNB)+?DL[LX M$1-*
*<|2TVZ\1&=DE MFD29?/*Z[>66YCT+3+XSDXNNMKC)IT@=)>QYV%\D=/ MM.!-XE'Z>CWNW^*0L\3F\XD659:D._[PXQN+W.2LJS-DXJ55C8($QR1WV,1J MQ_^;>TF&DO#8K$3*
43K:(Z?6R@4$%W@:.>GOH'S-3-0>M;@CW)B#5-FL20%0I,#H+%TT M?M)%KX(@H86MBW16^@/P@7$OEI>[(\&B_W1RF|&>YULHF_1JFEUD;:6"AC MGG7"/(N1+^8XP7
*;2WZ.B4(<_G_X(!41W,%3W:4X!=KK]Z?ZXXF6)"KS65M6 M9PAG;74KXR#6WH-'C\/Q_7<0U/1=E$CYVV(58:!'L,+*P&JP:U@1N&DJ["Q6$6[YA"I\+%,YI;JC*I0L*
*M5O'EN\$JM"Q6[Q6ZWBK,+%;E%?OZ*M0L7.45^18K]"Q<|ZWI,2N4+%S35?A/ M2RS|?>&JK!)6^%GX4HPUQ]H6>Q MVK',E5\A9[$*IG5/G@:V]=*
*(WAL4RN:Z(/$%AEE;_G$-0&HG3K"1V MNYAN&8@&3A(I$R?1?,[+++46W!ID>;%5&J^.TVDP^4M2V=UKB@E0)OVAEU0\0\N M1+268';K)FFZWC*W3;/28!N.[D!KBWY%"4T,EG78*
M;'.M9(8U,&K9RWIL(9E@CZVE?)MON8/AK #A$<94;S'(3G'TZ"LOY^R*=# M /#<)$$?*LX<;Z T>5MSM,Z(S"+62RUM4R^X(%+E*
*MBD'V%UL_8^OUW43K[HRW#\)Z6Q;_(K>CL@:XDMXUIEH_WF3E;06"">*118N M2J;0WA)5-X936VXA^OF6 .ETUVT?F(AT;.H9ED#1]SPO@4!9Z#%TS@^H"0[MT@ZUK*
*H,..D.E(O%&R"= HHOV/53R-4L,WT2VPCT6 ;sRT!E2J4&IKZ;?'_]_)!R+],$.#"*6E3<5M";MF .5, M"(89.12@3F2*0*YY2"2'Q!-L.D85)I'ET@QE08_B0=/Y)=\YFB?Q7'DB:.*
*;)W.Y8RVPJY4\0IS#7@=/3[V,Y>*5C67V2-0AN!Q&4<2SS#'3B M'@RR#A>;KO]%($T<*]!H02!SSB\"3VJ_OKIR_/)0I>6 ;W9*$*-Y;<@3_<;.MK?)X+O1%H.J_LKKN[IH4@B>|+'YT:E?*
U7;P MUE/.]<_'$FD_5!IVFJ[/&QC$;@RTT(5X2%+PYBQ.JJ,25D$!LUPQ@M\&11- M/Q5HBM"!.VNEA(4I,U:J=#XN@(;7:((\]6A"2>LKU3GA3B;(?9XTR8ZN,*YJ M:=@R/@LU K<6@4-*
E7'>#43G&U0!+,\TZ[!.#-4Z018+@)M:B%_CMQ:$$(TO)56 MM&C5D6/6*#,3\Y)[SK\HBHFJ!A1-YO<<<23CL(FC,4'$W#;Q=! [5LEXO@G=! MR-(QWW E_E^OHDP2\2";4!X%>]!
*(RPQ?O%#111"96ES) JX704D#Q;3Q0KJJ-MVL*SQI^&B8L?#K\(%Q"71KQ(W^?-?)T0Y)&0@A_B).[_'+MGG8#0H3 *(YV7ZU);>J M6\VM-0M2IQPW[SIAJPU8'-,S2E@/- %*
*<.C,A@%7T<5OEV3L1W[^C0 U.9P8< M,!{3--<'H1P-9_F-;GIZ,-2GP*AN52Z1K4X A7@\#)U),ZE2[_A95JA[GV#'-MA;#FFE R%,MI'8[04_$$;D MY3NO5YT[!@ITE6*
YG\=0:7 _$%S7X+WGB2@4KB$;;-[JY8"$\Q1B787LJP2,>;U$^ MI8CH"+14T!I(6';\M]0EEC6R.SE!FE]72:8ZPM1/1/+"I:*%BP"OR4 M$Y!ZGM6ZQ"D+Q"D6QAHODU^$@DP#?*
ZSEI=.0NOI)']|J' M8JNQ<(+%WEAA2!64/C%2[Z@FI@4G0+B"7V!\';']/OJ!L!61W_Y[35_2_T$ MLSL_^QPFU$J-7H@K;/3FV"RLREA-CMWV*\N%G,X38GHC;3+?*
=7E1<9LIS'VY#$Y<"FR7A!+W-C$3SC#.T8(KRC+0G9_M%$EEK;F6K_AT@96Y!T.$G0*947K_C1PL<1+@R$N.S$I'XT^1 MH2AF2I126Q_OBI85SGX'M^9DRS1"=J)
*/!JP\/AI2DMHK#K$R.O;& M2[&OLQ4:.|$&K\0+2N!@A79$&^'/N54FUUO.SX_&:!F[[&;I6,7L4.R$#B MCX6V2W;-<*TO."MNI9US|NLD6/LPFM7[>[-(*
MR1:!,W$\M5C&+P[Q4M(;TY1!.E;!*9TPSFY^%Q$\+31,2=SE0]EG>8IGG*8# M>-,(NO#,.|F;KY72),)L$72D)\0;CO]1\CF@E34P$MU*0\6L4V#,Y+5PT[_9*S/RT8.KI$T=8F?*
*^N3IP>H8D5 M\H8UGKI%=#T#'2O4+=F6HPB M/T4T9J&*CGX!'4Z/%=%&U_MGJEID@B:+$OP6YX5NDI1/5M5%F2@MX-#SP.YM>-=5'2S\8^;O(M2LM BB(-|*
M%;=K:PF]P2G9,?O\H3\DPA'' ?GIDI&]!ORRS9+Z;;A4]!#-@/8 6DF#N/R\$$V[+B5H9'^*'BH"TM#&O?3](8R_NEK- MDNPJ!>$YB:FE+;@Y?DYIGZ^3W7Q%..VC:*
FC.|E_B(8J.UB>"#4E:CQ\HG4 M]'|$W2DV<^?^,XP3=Y.1LHMF)A0Y!.2F7 MB));C5YAKP1-\) \2-!A"WU!?ASY.$0-'MK$PPB:43YEO1C+.KK#Z;%L$[#>*
M%F$|/PA0H)@$CJX^0@&[Y=^AMXP=|++W 0N2K)T(3 M'ARP;$&.I]KR*6VOA=/>$MN66F>T'UX)O<,7PRFT2NN->F&YK>B"TWH":WU
M@L'V:JALM\@G;'[_S7\G^$0OY':PCBBGT/_3SIX?7HA8$RMRE&?7&&93AD% MS1]J(P60C_$E:.*(<\VX^)YB\\1K-?;6JHFFFF5=NIYB3,G::(D8&@O#,$XD M9A6V@)A!C"Q:=MCW?*
IT]O\@EO%;82LFFTD8VZ X5_R9_%V5UZEQ=<+K(U3+M M%E\4C=0GGL8^>U2H!/T&"6K@=?8(&_H^WV@+1T,RZS!Z7(O)-IVJEM'K,DQ.ME\B=,9!H7KC>^\BNF9Q;46=*
*(N2#WX\KW/YAOJ}15.$Q >-0=Z@-F!0*3.V M<609'=5&M+4U:YIRC3 5CFY;- M9_;/8T PC[<8!43R(]+N^?^;8T)NA,9K0?A,*AN',@WS%>LYSFRQ*4N_>4|B*
M!QIP7X^[UTQVUGT++#"EIFO4\.&DMPL#;_[=D,(QTZ:9#710_XZBQWRQV]D-X/GOU9#}(58'Q^V]^F-.;>_1P)_\C)_BW?GO'?=/0,1OYX1 GV2|$ZA"QSM)4 M\[?43S
[!"NQQ%ISQ5NW"'8R5C|$Q<1@K[58F++;|%Y5B=FR>ID2;$^RMX4M M K/:T#^[OC0IF>IO1+E&QW^J-26.G-1.$KSOJ6 MIZ4G-.'L9-,3262/'1+UM$5+V!:!@NZE\DQO*
CLZ>KF!DW?^.KOK+&I+<^& MT[@7$4.C*P+UJ7G):),RM>F5YXI(T0JKE.+B!7JA4O)/6T1.0!]D":\%U:. M\2O&],BL>14ML??763J,#.IHUBK2G8;6'I?EI3;OYAT19 8H80$D41[".!/*
MZ]I-X;B?3+S?#^V\T (C&;ZRS[_(2V_SA+? D*3-P !LUR6 M%D#56&M+KT4(Z&V(9(+U_/Z2!;I+%,"BGF<-I"Z9"V#@#+2V:%8?]!D[4D54 MOFK>2"#LRY4Q_;63;1+]%'K5(2?*
A)'N%)$1+(DC_%$>^%"C-R3!TSOD!E?8U. MVUF;T"[0^I0/3'.(:E"G5@OX^;J2$W@16.O/O#)+\(\=8=O\L]fL1>
*M*MHB\#3H62!0$D>QO<:9%T)"I!G!J;3019BKS5"FJ^N.8K3F4IOJ]'.3%@U. MV@&A]F@0!'H^1H3)4)H]$YG(O$^'K!TL)AYG[1997XTX/]\]RN)R3UT'5"ON*
*M#+1G=C@@F@T2I9Z0EZ*J7[(W_?;&WQ#YB%4!2K27#DXX,7*F"0S[$=$LD4 ME@!G5%H^%F='<)-GG^+LWXA1N#PN4CT=Q@EKVOU$(L06<5'MVRVF(T$7<7?H MCZVN*
%^$PML78:++#8Q'0&7V1IGBT%A$IT1=W^J?DK$,V6K>MFMQR(CUDWY7-MTI655J<;%*$M5H+0&FW/+<_M+T6#HG'4$QE?"OLX$FG6!B^ (84.6W$)%!W1<4
M]@ALDRH:4GU&+JRFA:FR'F +HGLL^87I^FMER3';9S02E"1+ 5?-;,TN;G9V^^FDR_K% M^X;W^5ZXL.9S<*10[*;T38/6U.E)05 NY?QLTB6]$IG&%/U7'T4>D?>"Y?'' M3;O4\LN?*
H_2 ?):\(2SG(AX+P+3;EK9/BO(,.C,'}E \H\]2GY]T.K;=W[#W MPE.'A(3>Z9Y11#X-ZW^-?4R3XLB]CQ7?!4=I3@[6?R,OV7R->7Z- =]N_WHQ MDUO2*L_>F;(G.5P%@P$M7GH@"*
*(?;*QO!I2HM-4?>'OX/(?$TP*P)@;3HDVJ6 M%.G\$"?(]U)^N2K)P(S%U^WJY?YU):B:Q1LQK=*%((G2U7@^,&I>T"X/O>0V M3@XQ.4^:5\'",*
*>#UT;L^QZL,EMM,PL*Q.S'U]>]>RCFC4PVC^GC%_I(_*, M!E!X3TN,I*2HDT:LV 8(C2OGG5CA-[U;M9F',%L"HBTK@CR&O ?,F@5[VN651^>R*
MD,:IA'=/IT;WIRY5W77;-=2=4%TK9TU56K,'IGG0OK],&D-IC.NG(Z%]PUX$ MI@GN.2UE,*Y-X%0WF*:E8Q&!CGT4+!VCS"*09W*^*>T^B\!8#\N+2-&;>P\Y M'>+2-M8M(@;9*
3W++W'B#R&1%<]6%#KD)@NZMA^"!:KCY<5L<914(2D[5#D MT[9+O+)\F3L;4GOBCHPGP?'O-@0/{Y19 D60-MT#@O). P6-"==8JJG<>LZ$ M'/7A"UF<8FN0Q?
8<0DFE'01B@Y]E>UHN7#4Y'P> ^V]0LE]QU=/PB {OLV MMP(B;23N"(^5DT:K$/>SMM{TLE', !!567(1@T" _=\3FNWECH]?!UG$XU-'Y M"*S)A>_%)'+FL;5B]XE_FB0JU2)*
*(1W)*2M>Z)\"(LE#ZCY/6=X-.&)4!PJ?Z4 M!RF#QZ(.H8)!UO3[3{20+)6)4BN40&MOCK&7"-O>=1SF$0Ht4IRS5+'NU>.GA M&M#%%X 14!LN08[.HU(2"HI/3_I!G9=.$-ARK?*
*9R+2_4.\NZ![4UWB# T;1PN M9PI>,&N;]"" ^$= ^^47#X(P^X085QR#]VW#$OI.I_2S(MH7ZT;+\6^8#/,W@&& MO0SY:JP2:,;2,'RK(E.A$!(49)]?BN*MK#H!Q#*^P^R&F*=8]-3+72.&*
(X>H]#HF&D,DHW?0LLMBY/A@Y?KH+_ MY"F[%)DPN,,;P+'Z_$_Y8T=BD\>/$/U."M1?RSP3[6GR/,KXNH-0\,FDN2 M,%-4@#)>BLB,+/33_@6NWE'=?Q*
M,:B0SAIONIKKR07^8>Q9(T@MS?]HV+,VPNGP(D^SGS52CI'F-B\)9HZBGX]'S MU9IU.X2+SSZ=6]LB C5UF%-Q 9PUGHPEN_PRNHA:NI?0U.FV.VM,#:"{BR_4 MHT3_0I'
*})81\=81+RTP OJ9-U*H,X'HJ@E53GL0CUC3+K*R(!PEF>%XE8[M'}A3GJ&RWXO<8=!+L#7=%=P^SU;.%NV_OJ?5BNN9#$YR{G/H19^\O;P"9VO0 MT"*
[/4//*F*J&FMU_S7>O,=Y2@Y2\NOF*\'?\2':D_Q_SOE5Y3HE/Q -CRY+ M7'EIB-?.BZ?G$MHJ26BL%>71F^-Y2-GE8$6SCYY4>2F7OWC@[6=:>6=%)3/)*
M(@WT)D+,0D47,_DD>\#X[RC(0U2;JF4$E(HH2)Hi.,MC[)\TUV% 9O|[2_.X/ M^"RXV?H\.?97>]_Z,"I-5B>MB\@:,;6W9E>H@J4;,&&(_@ZW0!JCPB2,6
M22}>N7R./5)IKD9\ORQ5E/S2BNZE,;[XZ[YJW9[3B>OY]_I3C 7G*LG0$R MSA>.AZ9OJC7[9A!"65GC=V&@T_#?F900;I\QVMY_0SYS$JRW6^RC1,@QLM%6*
*MKL$C7{G=/UMT5CEGGV@DY_)7,-;U^6?IV>=P"Y$Y ,2&=8<,S U7TRIKE] M%?R/%]GCX"Y/<+11+F.2^-H0Q-_SA(_G3:G)K*L6*Y3]V0:;7486W13/U18&6*
*M$7*43XU*$]. X6X90H:7VHGK5"^S=ZE#"ZOB0-16T*5761:/MWZ6+@G-\ROH4 MEP$$JZ(05%SX14[/;^.T;(WZ@OQX%U%5IF!7(O[+G^@X43&-B1=A#=FM^ LI MI?*
*#'SHI.SF\]D]VS=Y1LWKUHS1QFPE:@UM8#A7!8[.[+ZV<3*FK-@7M6BLZO M2NTA4.7LH&MOSZ]LOQ^C@O/9CCIX./G5"W.AP=W.8NS[.:O#(4$^9]"'^T&">*
*M]'6E:#*CGC>P"B'4\[@7FF93K"-QG(+^Y*&=>'QR8ND?*?43O*.0I8L\>TF& M:6_VB)\2UN]%,"(M^&KL.4Y_"#_WK!,>AO=^GY"OZ65>.GIE=8&&<_.<L-* MGW!5&,?*
*8&SMKM)D[;AM113S/Z-5;/B/#\JG6DM, ^B9="/C@^W03I\3^G5+1 0.I,Y2;+,.P-5TZP!]#.*4$*TNBA8!7L?H44Y^@#E1Z M1&#,TVDP^#0VQKK[*ME1B.EF6[(@\S_+*
*<1BAXK?S@G)!X_PTE/DZG1./YDW 1.=,"N! I\"%_MM@AG>;;4*9H2GFT!=$+67D M]|LX8IZ,W LW*\G>H3;*&J&0O?HB)8)A4*J_8!EVB;[CQNX"'~],[#JM)3:)6 M5H 6"*
{7B7&7F)1FDZ+M+\DLNCC196&#T0)$YZJ*[M,T>H*Y+E%'*SB#A>5PI@S'P77&&.6BC5H)':/Q4;$S'-("T-=<:S5?";T=P M#5I@%"[ICQE\V*^FU\ %C`F(SG#$(V0M4&K8SK,$%*
VAQ>'-DH)PN)+?!_ - M>)LFB;J;=9DWH.QC',8W?>&XV6R]2+9AF=7E5;1E1N;9Q!=>=JW0?O67"]H MXP>35ALW\\XK@#,MHDC5.KMFWM0"UF5[G"C7;BNO=I.L.,.24B-
EJMZX&E)Z, M!R.0!;2|@QI59KZ/-F-VJ_VZFE'LfY=.5'#E^[^.3B!Z Y3;-H'1\&ISF5IW M/_H\)9/";9Q0_,Z[HXS3I0T%&1 K^\,?A&1?4.@QLF_O)?L\"FY8NUTO.@I M[#EWX,FB9"-*

*>Z@ERXW:\K,-Y-]M3==YSR+\;?OY9NM$D-37?GY,30^OP,$=QL M8#LY@EN?AXO@:|E'/N(§7>ZYD//'PMWSWE1=>HPM\E5W!5 HI-VS7(=26G-F M2#'`M)(?_C)K)+>,M>R4OR-7K5KK=EOX5R|MAALC#6H#L#NFZYOA%C45-7A; M9+J^&6Y1+4X-WOX8+6Z&FS.+L^>WGV;I_:C4@KOD"@37HAD78W@8!\(T<4:= M>\J2RL9F:HTR947K/-"UT4S;,$8B"EO3NZ/AH5OO&(R8&[-+FV= ML?]HU@5G7-HY8[?4K*O0N+1S9MZJ,0K17+==M;&?1*15HQ J*A;R.5D!')\7P M,$EJ3G#DXX,7KM(TWQ?(_)SA$/I.Y1?%&(YVKRCYP=2C;_L^E>DEY3/X"D M?ER]RPN+;,+IFKW#AGD"VBU-63PT>U#BWF{(DE.R:V3Y\MAM}41K0-WO#V%\ M1$@=A\T;:6\0K<4!]A+CC7D2E>)-2UU^U\#R(>HOH.|(+3+P\)HOFQB)SQ MV0L1D4,+;>WONM<:C0?:*1EYC%9GZ@_.@RXKF'Z-R?V$J*WDIC(190J^{B= M'EBAH!Y6RGF;_F<;UQ9"0JZVHE5';%>3F3VJ5!0@P0U\#I[A(T:I"3>C=GC M%=:)IJ\CSSHH[!J:!VH?QN.1D2X]@P;F+7!;QKYK6!*WZU=E+LE50 M.#>|\#';QLF>?0*.ER--LMKEFOQUOEB3/WY]H;O.-:^UGPY[[US]BQR[[P5(AHXFKLK0>MJ M73>UF5U@9TU%,E?=9B*?]&:Y'"%PIKZ1UA/$N?TMD2*HL#2H6*@)]*Y MN]Y5AWSS1!6*QJ.O(IY9R-09B(':,,PU*8NE9A O82 508'<, MA#E-7%HVN.D\V2ZASLS.-T9A[_=Q;&9"'*/&@OLXO,@Z.4;9@]D)1$TCYZP+ M$0R*4!4*!RT*T"%]*^5,2-WE*=;B4H. -1\7.P8Z>,C"//^ (9^@)?]$*(P< M@%3>K-(4TEM{(LI)-7R)-6 ?R3&RO5B8F[X%*K@&0KW/MFZR3=$T7215O9{(I ID"Y.2IGC=P@-Y- M"_YRP;O^?'UW'"%CK> 5A2%*-,1&&AMBS>)%R]>2'?F<8*)H4GPVBT0/O M_]1',8[?BB\8O#]{KUTO<7Y*/B3*[1W+.79-@+P^-ZNTT[\9AF M!?^1(8*QUJ7!C5%X98#P84PV]1^TCO,5^82)ECWG)&SU> $DF MOJ*#1Z09"H_DB(EW$;T=6JO\D9YMPV<3P<#*SW)/Q-+#?P>&\Z:'?;[NRC&V>||U:D[' M,MYH!2V45D2_4U2NFY@Q>!PB%8 MVMBL-09FG;&U*5W]>>\7D;PWDFY80_\8:'29^"Z+L%A$-J0I2L^Q&K-NZ-R? MXH21(HO(7C3&ET%9B<Q=,&?^HJPT4\C)&{^(YHOO2)G*JC.!"1M:8BXUL\81 M-1NNHF#SCE8A"VLB3I9;N=SGOCO7DIK^_B(X+B.P&OV+MADKX5E[W+H^BQW M'P-"C^0X\TZ+KW322I$BE/|$'M.T?4S$,&U[@IH)/Y-0SSA,;]*O7-(QKGO$| M\XROJ;??U%M=D7I-O04A:.::?>GM-=FV%O(R<[&I+*>2J9:4%J1PYBEIH|-WY MH;3P@M.9!HD^PW_ZFIBMQ_'SS'0=CM?FP7Z[DKWR<;[5GLX 28% M'YYMM071;?DL/8,H6MVF8/<)=FM>X'87C. MKZ4.1D_Y<"N=53S1:AVF[1 MA1=CN%8:N%8: *ZSFWMY!|"<#/V@BZ#V:Z4(&)] .E-U6]3&F1=*0N&U:L15 M"#==]8N0'-=Z']8E[]"C,_53L7(1V7D85+6!\8%/P- *R1JE@~ ^V>ZCS/B(+ !MV] ME%,I^++,@KB3$+C%B+C%K6)EJ,11BJ2M.AC88[ONEV#5I%EO.]XG/DY0$F M!UA5W^:!#(E\ I{6U0C=.EF'1$0Y.5#+|@7?VJW21+$.G#TYE!'2SG4_=E6"92 MIR@2]R2N:.(_']8Y8'KJ2NEW$8YHTW@S+=/-[,.NAJ"S%Al.YW>SY1MR/-?Z-KIQHI^U%@;*S9'Y3?3*H7I>6#E\0X4;B\ M)#O6"S;>'-M/)&4P#%Y@KYX-H2(6Y7-/F#$[UDH BN&2S[$&2FLUTNHT_+'V MBI+%>&3GMRTN1=<;96S+ET)?:I;CF#+2(Y^@#)1F]7#;%K0+K\ED@))1T M#S@#K2V:>=()\[V^$\WB/0Z#<^\U[MK%XRU+&L4EJ#4(!*,J+M;\L18/)[*. MQS3-47"7)SC:/2.B!@:,;$M*'"%U-,J]/6./05^62H))G\PI?:/ZGKF21S2G?& MVP.!8![E*P/1*%L!C2Q_]<(<#4R5FN^T7AZV)"*@!?Y]*Q9SH54.L4>(_T* M^Q23HY+A7@2$:#@$%9(L9ITP]B_HAY 2DYYJ!5(X$\B^W.$/)/#+!0M9(5E.M3R_!.[T]$DRU!EBUGI(=7A#1$\W!Q/ZQNPWI&$>]DN+ M3*[AB[!..EW9ZQ@47(5G;I>4V@.;Y0*ZM^!%$)+X"M_$<O.+O A<(_T7@2'H?;Z#JPMOO(K!I;J07Z19C'HO@T&:H@TEL#XM(MC=,[*:7FC<7Aj8\LTS6A+ *9?7F4?RV8>*,-NG)35.+R]3FI(;^C\']E58 M^L/UE!1@ZJD3_S/O##A\]A.;6J]X$A@EQ/:<133]JDE:(EOQ(C(NM"%F:H:> MK\VT9D1>F;??C,=K\<*5O_:/TCL?F#%Y892B@-;(B4, <4*;\|4*]0;R^(YJN M8-T_W-EOD6/X"8*OUR+-#]P.ZY,+WU? M10'!%]W+?'@AN\9DMUZ2'.E=4=3;8U9I+/(AC'F:BYF81MU'+]-A_L$>6_M^_MG!.*)N=7&H!.11')XOF6,OP*N4BD4^6(/$B;B'CVJ6Q9;%RQ$OSY*CD M"LY BX=8?$!)=GPF%_2,Z Q4P!RHM!=O@'0**+Y@MS8EG^O,M"FWDAP%745; M++0$XZV!L#ZP0LG1[HF0/3K)GC,,]PI%/<_>K@0!+BQYSQXFDNC6. ^#LG(3: MWA/!.:" [\H]WH]EZ^SDMRHEH[49[CC50'[,/0@EQ71<)X$O1,.P1_H7"%#"/WUEMP2Q/J2T5LL'G3-@MMD1???_#'/MB"12,+_65!AN&!WWBUVK!\Y8,!3UH)!{'\$@BGQQTJ)L!B +E+;E"9"QX$3+ MNG:"\P2[@K= MWMWBZ/N@P?T#A_<[@H+2UST&#DZ.=-BXT-$;3(1#U_$-&?QW\N;$S]_0]R>B M4!!#GP1'R!C0UJ"DAR1?QQH#]N[%P,*ZK'<2.HX,,45:'DKB.1,,M$=%,,I\ M<&&L1'IC6QS'C1DV>*$QCB- ?6K(0VO& /|'@-)2*R[<6087[E%(3WSP8.Q MP-2(&G(<.V;X$(88.8X%=M041">- ?^? 0K.9F23XU";24A5K-1\D&%NG!1$ M7CF.C,DZ1P.8X0M9@\!WV, >1? $!$K1 ROY%A)BBGTB'M(,!4X M1B M0195. ;P'W.#*Q1Q HYC1L,$P8_3' /NO[M!$5,[_B9$BZ[_=QO__^&_JLC M,/604]8L;]8D@UZQ[)E5DWM'&?8)--8+=SQ=RY>-%,,>AO%7NNT/<7(7YV_9 M-@^[WGX!$)J3(93LF%/[H]KBBKK_JSQ[)X+H][,,$(/3F0$'C*+TMRX(Y6@X MRU_G64NW/1ZKOM#?0[,(AE$MGJ!%"(QU!S1UP*.M3,'=$\

P>#TT^5)$O.2.T5 TA*:M. M'D^E1MJ!:B@Q^6JZ2HLR+CFUJO. %X"A4+R!@H+(@"U_2)LK1?Z=BESSH!V(+G M(.'YG+*N=_0?>89HN2V\QT6>7NM(U!EI%<0BSS#UW]'>^[__?U!+P04 M"!H@5Q9PM@]TT:7 @ R=!@ #P &%G>7,M97@Q,%\Q+FAT;>Rl:7/;2)8N M_)GOK\"MOM4A15 J4HME2]T304NT6S.RK);D[NF8F+B1!)(4RB# QB*)}>O? MLV0F$B HRRZY")HY[W99)+'D!%L=RYD^'D+C_V^B<_T5N\"\%X_0UV\DR>SX[N81B? M_+83OH%\/-[9/YF&L;ZW#[_,DBS,PR0^3F4D\O!:>GHR2QYTL_W?-DK20*8[M\ V1Y"\S_? QQ$N=XB3SN!V;Y"0^39WW9"OXW%-(SFQ[?A5&;>I7SPKI.IB/6% MHR3/DREC@/"E^+#E?>A// T1TD4G%AC[L.8OGHKF7XI#. YS&)Y/ M;_80!OG=\3C,=WSX7<8VXN&C] M\?,LW@W[_\@C?_QU]^F:U@N98OQ//F MO6R6?_Y3_U7OY(^:6B3'-+-P.O&RU/_K3_#'7K_7[^WU^Z_^7V_WU]GD)T]$ M>?,/>BEH&GNOCH!;%+'OX=__?!,\PO(9(9HZ*B7%2^S,841*%P8DM(O;-.MVW^DE:BLP M,O1BG(E5>_U77V^OM':S3NOS>91#3))Y\WPGW6DP%@_?G M%_^Z^==-USN_/-WM;M3.9UY^)[VW29HF#S+]SG-O,Q& <#]!O!^>7WLVGMS?G M9^>#Z_/AC?:QG7?]MZ'WIN/U[<=_#'\]'\U;^\OPVOA[GY\.NM[E[N!{2XT77(\7((5! #^&69Z2+>@-)O!+ MUQ/>S0-IBVAW>A<2+,G4$W'@7? QRZIUG6=$&Z?+]5F7]-.O?3O=QL$[3?7$Q M@ ?#Q?#R;'A]4SD7VK HZTWGK1,^`]\-OJOAZ.?KUO0$+Z@,FH#6DWL!6WH M_5=PK_&\|5?&;F^/C,B\FR3"%T $WB %W6&B3@7Z^FV2?$Z+.);IR@GJ2VO0 M>TE^02^L'XDL0PJ9R)TX"_2^\|9E.6DME^PXDH\|09A*GSROL(7%-#X)PFP6 MB?DQ_GI2(S? VZM9I5)\WA%C8*YC$3V(>;:N,8<7.F/;ZDA_]1VTR&_5H09O+X9H2YU^O+P= M7M[>_''3;O0[/V/6]{A_^@D:/T"=!1HZR XOL1Y7P$B-?OI?? MAUDX"J,PGQ_K]|5% <%50#9R\.=P]>G/TL\V6;B:,,+W_)@R7W\NSN]?:? MEVE;+9I-QK^?W/]HI7#IONSV^:ITS.0;Y^7BW,IUFNW\L\;YLV-11Z(|H7N= MC_D=V,WG2%=P SE=K|(&#^LDWEB*W=]W)- M6DMWO#'P?%CF'T6^V7-T_<%3: M5BHJZ%SC$L/8-Y8Z#QUUMH4Z#SO\^F3LG8FYHU'!H6VCT%>=''YD#32&)GJ8R M"'-O,.53?W- />T>MK:76HPX94#++O6N12T>CCD9;1Z.O.Y].3S?<8'K53O)T M<8!Z'.#<:_WXX'F#X0$7"5@7\MYXZ;N'H8!K>9]$ M]^BTXI1X^,L)8D>IK:/4O4Y)GUWO- (GON;0TH^0Z^)R'<4$)"N0_N$C$!L\ M^1'VWEH[WE0H')VVETY?EU$N= 66 MPON=X7T(4_$EY1C*T<;Z7@[=DG9KJ72OMSK M]=^<6- YJ)!YP=QP].WIN&SWO=V[N1(HI!B!T#6F/Y@HS;W-U81=:;"W-'G1. M17;GG2(D0(XB>&.)],@1:5N)]+"CG%TH6S==F+ID@M;2Z:O._US+3*;W,OC? M3:7/5RY,VUKZ/'+TZ>BSQ? 3YVM%G:^G3%[>#_T;DV'^=#R_.O*OK MCI?#4\3.HHJ9\XN+X?O!Q?GMOURIS *1N[AM.X7P/L,*W(K'S0W<.M)L+VGN M=BCT BO5A MP3*)M879YB9HOW)NU=822'E:\DXXX0M,$.\BR3+-E>B'K741 ^'(%4MA/H1Y M.&%2_3B*U) >44CB+X"FFSF"SUB.AMM+PT>=+FR*\|#^\W-QO@]*5U,,X+6_2'' M_@.](C)RIE@57U\/3X=GP\M:[_>@@B]:7S#=>"!^@'_8TB8/0(+VB'>VVC7;W>-K-$T]$BW2[N9IO2PMGG&Y1THR^X5T/0:.X 7UB M4+9$^N?@^GIPB2U"G3ZQ0- JN.J&=,OD0|8GA8YCE6!36]?Y>P&O&L!KDIL"R MQZOD0:8;*Y(=W;;6;O M)[$,3|[P6:K43 W_0(BSN0&8R(Y^FTO_1YTWH;4/LD;CL?2W]CR\|2/74:&U M-'K8>1?& (O;1*7:3BYPB:QGI!Q^PEA&'P0(GRP=%3LJ:BD5O^!\^/1):]l:>9F,B=. FD?A",:W]6P_F-*.3Q>&?_9!S)OYT@ M3"4A4F+[\V(:GP1A-BOG_!A_- >2C9[M[&'(O=\T0\!%!@,+Q7+^.,MR1<7 R M2S)R=1ZG,B+0"KO[N>K0KIJ?-^W*[^A|WVO>^Z_<9BQ=YMO7^T M@+1YUO[7]G%UV]5'>??%'?O2'O6_<8_^_*? ^]IZ)O4\O/+U7SYG=U!'CM\|U M=O#V8NAJ?(?!X5ML8O/'3?M;A2,](!^DM)9<%Q@>A"RPTNLQO4PT@*'(@^1 M,:6C5,2/ T->.,F"O^Z E$P*D'?AHPQ.^,G]7F^W]_.)NL%'] (A9)H\S.1.P M?*G.?4NQP(6G[#K*]N4 [4PP]V\CU!]:.'EFHAFRZ:CD6]!G;U?O^W6@|V\]SX!VM-|.KQ)?38,ZZEPF&@UU8S6M3:XB.UKI(fV^[OO]B,$B MOOMG!!*5)C-8D(TM9G)DNQYD^Z8SC._#-.'^[^"6OLXLG5DVV*R[?=>_(=#W(=*\SO#Z_&6!+GUD4.L'[*+;M%+O? M^4"O\/ZIE(AT++YY?"\9TI](6<1S;[#'!\<$V%#\[6OXB+1]TSL+,CQ+0:3=7 M|KYQM+H.M.I%^ZPC>_]A?N===B(?-U6\=U;X%U;[fW"31O8S]S77).DI="TH| M0N#^0D3YO.L-<[^1JR/7-I/KZ\X-.)><$'J;@$Z0PA]8=S2(\W#G-$G38D:U M2$Y+ <,3<=F)^T[F6V0Q(.<3DF8_C<>AO<#3L=1N0?!S5?HEJ]WJ=FV*4A4$H MTA!;7 [_72!0I6Y^"=]@ZVOO2L J;6XDPE'S>E SPJ/HGE4(K08DC+D)^28C M2SC:70 ;W>L,AP.OK%XZCf,\S(O-IMTVP/DXVOTB[>Z#W(4ED@SW!,MMHS4%-M1[^K0;$'G;#FHU3@#Y"HB|S8TMK0;!{G?^)<@^8 M#/[7T:JCU3,3*JER? >^T*D*>4+N#@2'A=2/B@2L+AO?1NI%^DX>9B MC+YV195K0;F'G:92X!//U T[G8$W&8"/N]*U)* 1MD*M2PL33[9@T]T5Q> M^4)>^;EW.7SOLI1_.+>> (%\A%GE%Z'<7+W!D>EZD.E>YQQF,LIE$,MLB?BR0;,9*[882V(]A!1 MGG63RLVE5I>MN!;4^@JQ\/(T]$%_]525CB-:1{2M)MJC#NL"7AA[ER(O4LJI M>5MDX4;,8"\K);"VHIW7G%AV:0L!4IHK8=P.HQ#KT!WM

^K]/Y;O#N+\1#:PY^PLKWV8/F8Q.T<:X\7';#Y:X."M4SD8Y-=QH1)#/=-MV2L7%(56B/RZG^2R9F|H4%_YA%#|)6M)YQ&P?XU0BF5H>Q;HD[IC_KUG/F

*M$4I.V#$<'21[3T8*I]%8;3)5$CK5JN9HK)|C++]; G18A"@2L5-M-=;^OA3I(8@F_1 E,).DJ:\M-@\MM/C\B=UDVY-K">J)AAEGW-5M8\O\,_*

*MN'N,EKMDPY&&IKN'GR5!L/,NQ4/BGYC|=@-4)G/O6IKD_5-"ZX)MNTJ37%7) MH^=+7 [.HS<]XlS-K^[/*_F=,-<876U52,=AF'2TGF-3+6=*LB^-M?.0C8L6D1-M381E^-,1B>*

<[X9|O20.D=S7QW^L2F OA#M2K;MS?';UIT/;|"IRWU(?6BW ME*9@VJV19AK"KHI4E[#BE]8 CTO(:4K(11ED$',MF|B*I3M) MDV+6#&_*1^2<%%\|K6-*

*_Z^]O!1S0Z!_@7THXD.[/J2;#1Z72F CA_D'7&Q6Y M)Q^U4Q-'UPCX6V*AZK0=U;S2#F/J#K+E-3!O#S%/84.P $YH:T?W M? T*GS,'4UNE2M(^2#$.K?2V3DD<;W44^*

*MU5IB#)@5/&ZV1C^'F>[@5HU\+3QO7. 8T\"-!CX36298#I*W:JM\4->&Y6UC M'$T9 S38U4O/I>UNF6=/JI3^1);-/D*^5]N()4._6A103RL@#HN8LNZ3G,'*

*M.=G57#Q*0&4@LV3>A^WMK#6.A6!?B228+Z8N($0U03L!&%4D)(FLA # MVA@W8 N&W:HJV$!DBV322+M?*_<6T79%SR*IT-KN;7R@2X-;BS2X5RX-SJ?!*

*MN32XEFFKH^U.4*1.+01A'29TBG"2_,XX*5)O.^]@FZ##00S6@_9SEA10]!2U.T2-A)T2!%EY%5YN$N\!P27 MJHP"^WOQ,)Y)WL\QF&.Y8R'5>K"L'2}:H1[>3I>=[;'D2F M[R1[?*

D8M3]F2AP\V7$T^$GN&U"E0(1.U.@<.EFKEO0)7#GC$4G;BLOJ?5VR MB;8@H$[;SR2C5-6V?!VE?(DC?FAZR59-,&U-$ PWEH^<"W/EUO97N#"MZ-WJ M[6\KV$A.)G+%SY:TS#*

*M#V7\DF+52<*UDH283=>JFL$2J+HWD+O;!)4OIFQ),#P2NJ!1Q8!_RYRT,N\7 M$:6*2%/::CQ_+]>/I8M8E4VTB24T;Z_P;-)2!8QLRP1 +J "46W<&-[0JB%? M0\RD/E+\4$1=#O"U'@*

;Q!4+4M,I6=-&]:R6!=$'0,/P@;&D0) F\26%)\U MC&(?*:6.1/6 GJ[A=@:(?AB4;>L"H%FTJ++GF]T1+P&I)-IN!C?^N$HP] W$#,,,J(1!#@)+!IAW2BT8-N/KZ[?

F)X_$7YO3CM.=1BX7A $K3NS$]^34I M#F<"D>IOJ%R-EJU+_U?2OXL21Y'CBY\EB&J^J-)D1Z-D&U)G8RK3&UF"6E&@-M07.P5NG1D\M.P.7*

"]I_K9I9(M7FI&:\\C"9]ULBM!+1!%.!!J\HHS<@W! MAM/P1&/2*ZF]0(D_@#^F!@Q8U4+/Q-S@!X;ZR26,42[].S0N":.H@4*:&U5&8G#/$ MH$2TC*T$H7F><(AKXM0U+R4F*

5>N$>B6-<7Z"Q0666I4X86!C;*0.$M>!%\A.W^'9T6:WY$#E2\%#@N;I5+PP6[!W+E!,24IHK)QSE MMP#AK;BS27. YV]!5Y)"OR2IU>*)NM=$/H75&*

*<D(TPX>DB%26RD/(X.#61)^<$>9U6!/:7F4:G1,5 MBZ("945=]'.WUK)_-R>T(,T82/ZN1?4D4^:QA&E*W6T.=),,&C80A#[6Q%L*

*M^MJ90U4Q0N%$YZ!0,S0SZ2X&>)Z_5WA_>'M_;X>P_#-1-6VX'J_\XPU)C",,I340Z,^5N7B*JF WF"5A<*ABC$!O#]Y38CT=_Y#XC'7Q<*J/WQ[UHR M+/1T?IWNVAT"-?*

*F_,,VZ8LN::N=25NO7=*62]HR25NKBR]A\)Y5XMA=0#.LK84!6ZK=LI3D085X[PLMVB.CY-%(-SJUO5D6,Z->BEN2D1AYN4{&UTFQ[HFMV>"/P*

M9$8E|OA/A/FV3P%M66A/)S#$EZD>M1+-4;&DZL#!^X1162ZV%N!?P0&5_ M8N.B5#S$"J-/]92C6BIK/>D/&'XDN6 *XW4DDL&H&HGX,WRG&S^CE)&S'-V2 M&?_H30J1HEF.7V*

F2!6@9WAC=,+MA?6L>H[5.58C%EH5@'VG;VA!&0^Y=Q MHWO,2T^-&%,1&*EH8KR5**4^-R.$>56T6U_O\'RO:G2H%Z,\YVI/QGF:P:,,*

M\:E"0[$8A1&7@5GDA<>7]=/V0LV1#U(SF4J["DR_AG3-;%LU+> +]P7YMSODO J@[6C'5W[",7O98F":O.J\OJ6)C\/I("&TD/@ZQIMXDU#[NND M,SE,PN:#2)$?NJK5$14DZK8

NND1D5#M 5WO?D2%@QJDU2M3?>AY-K0B,P/C M&9K[E6-]0KAO5/Z%3.TX5^W7PKC\&(7P8I/Y.3)9,4O^["%N;1'/1 B4 M$)X"W #)IUZ9I=VY3W+ -6DDM?I"

*[4%C;VEFLWS^0SNPLO#<:BRGW3O)+]I(*B M_2?8>KB/,V(SK]- NVOXQ;MA3INYTA'OF(:6#Z,&D]HXD(DU$":@-%>=W_#% MOV+[!N^>#X"*4!*UWS2<*FR8C,:4PHM :?*

*J:O<,3@TT94<-8=O!*59^[1N#AM M:]*L<$YD3%"1:I@+0TQ1Y%$_4B+,RMI0GSD@DRR+YL Q(/1BBFPI)E:,8K^? MGE$.894(;T[W75/=MYX?UQ[%5^8J*CTU/HY6N8$8&JCB?*

_SP:9. 2M#@&P> MG<#"""N&M1H7J%EV@CZJ';2I@+07$:"KUF.77&'S?D&)>XFVWLV4|K>CJF(tM MY,$&!<8?'K\1-IZ4M&8GQD!LH#/&]2ZG()4XM1NP/"CIFO>?J_KI?2V#KIV M[-

*;_4:0!0-MF^YI9U!]ML(5>F^4)S M/:JXRGVO\<42=-\2+RMO>W:^S/[=59JQM.#*L_>W_#KYK!?P%"3T_\\#M, M_ ZL4&IK_RNFCAN^D]^%:0!*^_$O^\ZC^0-*

*H=8B2@PVIKW$0[5'NONC51!JF MA:/ !LC995D$7UDN!8<[BK,GI=;O/74;JD._?J2. ^=:5^2[D#\ES#5$2]4@Z M?>B93=RE>/5Y1=C?C7U<3DT[N)P:EU/3TIP:=]*V_*0M\V):=,KF7SIB*

*M;>0=5:BW_17'XPOY=-KHT%DI. 3U]VM.NE*F-C>L(\VHB(N14.708:S@5G.5 M)L0OQ<8+5-VB\< T.;FN"?]EN(Y/TQG8A8 M5RB7G0N5ZU^4#1G<B*

;!\4(\Y&"G.DOKV>O#>HS:V4TX^GY[*+TN NY7!J M%BGSB6S^ +$06\F<.J/@"S=AJD)E&^ITI5D*I#JO%>5DCHNTIBP|.4V!0D) M=-IF/ES+R!W&I@VZ'&.TNF-*

*91LXS^?;JH2W"5SL#2B V"*E\#FN%\6ZG&NR M)""H*IZPK.^D0 %\7[8s|@4G0!DT?6LQS)"VU.$;A9_-'=M>$M?@ZDBYC.CM*

MV9V4S=5\!=0U5SW11&551CT71BR<%3[D1WNJ.W&-9%Y9;FI:HZ/IVM-??$JN4 M9I@2W4[6=(VE2[EAYYK&2IZH6N\Q1;)69HDIB-6:I:ABC,+RT5JX,5:M

M])IBS/V^GS2V6&VEU.)&H+&ZA,+'2J9*1(&70 2CS3G[I:*9F1ZD(97BFEF*>@ J'50=X1 M'>DQ*HP!=R%O"2A&?LA9(,(P7;U\GS0YE4(,[Y&/,O4Q[_X^X6HQ'$ 7V<-7*

*M\]62*K_KK24YP LF+2)NTG0>]U?*R"X2==&MB*L#5@"'0[2$"1.4]\5:65D MM%FH.2V@L25M VOP/MRG+]^@YU"0FJN<.\2(Z;=!]#E.TDHY=!7_MQF\UY0*

*M4DF0OFNQXFB\Z!~L^N,5,!=BSYBRH86T9U*7*M/4OGZKMA((\I%;DR!WPE0C MHID1LCYFU"BK[M!\MS.:OI5:QQJ/2-5?-5;ZHLL&\^9+E7@;<66DDM?I";TD8 MZ/C&\S;O 'E-*

*5.==E79MZ>(!6K>K3 MMO4$JF5&,17!!LABP"B2/-.J7&X1#FN1T)\W2U5TBCD(JD%@+H5\9P@ZS+/V_,FKHHK M]?2(L*HEC7X"U"/P1W3L(S21*@!EM"M3 6K5D?*

*[1<^U:RR_&8U!FR1^H-=;& MPI#%M:#@U7B[%KQI%&E4H*QWVV(IYK07(%FU*.U\T[UWN]=HN/9?'9UX>X=[NZ_W0*]1 MR H+ T*

*<@^_W^H.CW7UZ.J^_;;WO[V_WZOWW^]MXN3=VR]3FS-D!-#3);) M6F0F<0W"(FB[V+7TZ]^G1<*O1ZI$++W>RX7VN5"NUSH5D$. MKM=)=B;@?N^&VL-[-Q_?*

7;Y:\TDI2#<CL>RR@3+B?8CZ_H M:S.I8]B|KGI0A_H%)GG7$HGRP!A$R"XXOW%D_TK2SV4N8,$VS67)AD"H4] MAS%K.BE2WV6@K1?;R5$.6WI/O5/0|.1&^2DF

MQ.,]!DID+'2#Y-A5W'[#"!HA)#Y"'7&HN.GDAL1R(7<\+H.04'7EW!N<%_7 MF^)N)&E8$%P8@7?!SAF8)H:)??ST$'/0IF6,3T!E8J6(=RO9Z;SJ:.G]C3,K*

M4Q@L3O^Cu2,,L"!7./^.J$$/-0;??[I:..0H.7SGUXR0/?6M*78C1T232E6FRUGIO0)KRZE&R. / M=O67,PI0Q,54X9F@&'Y(\<R+VMO9)\A@]K5$H40;K3:KIAU0-QNH)QC'S#

*M&#$V4^(DHI:FH5Z?'#2=MAF5_K<+H6S%K7EQ80;E!M'RC$EENH>C'L7.!2)B MJYE*N8K\@UO+F#/[*]L[$5%5"O:O ^+K)B1Y?Z7O5SI*%4GQA+6L,%#$D\;XQRZ->B')A#"H3*

*M2P+$B*=F(^1A2.LM-C$QA<]YY'[,"5*X?6\5;KEW)N9&\2.7&SG?U#V2^MBI M%";.O!LS6I%#%#!759C11-J'$]67TU-Z4R&F,G]0"SH-,PY940W[\1!%MQS MA/12F9$!-[9?*

5KK^JDY&>DH2$V#Z%#O\&3,QHZ)?&4@N=,,)41ZC#@JRQMIT M.:H $\Y)\UWP"XS2B)@A=1K5,'13<8R471H(E3 M%\W0-JKORB]4+F"-Z"G;#-2[,+<(WX+HK2:B43&. .!*

*[t>=P7A1MJ50<608 MB#4X9+CMYW/IPQTURI2=,'V]D02*97%'9X Y- MA(D#9[. ^6NN2If.D!!=XY@)C5VP]\\OD^R.BJ,Z%&9.D8/AI+..O9\>#LNO;6MW/V:'V.DD0Y>4FT5& -EF.*

*(94DA8+JIFT5,3.=|?-MXC2MWC:8.3$+H5($;7-F;7GH= V-&B#4*I52Q)C>]1!C(3&DDHU;#P,:GUV MNDQA\3@D_;:DON7R;_$\T:1*?:CJQ#E++$V)6O/|)0OWF(M_O8QZW!,W'/NJ9*

*M\'RI@,31(>HMJ)Z+/5#;J/?IU'E,E:GSQ2R).6HS*S4=S4R**5BT/,51=7,8 M9DTB($8VTE=8Q7JZI-\/+GR";M+!&TXWH.8YDMSNCFI!6(FGFCV@3&Q,BSM> MF -*

*U{7BGVOW>2LLN,.M5UMQ]2(@R6ONF(9$6]$C'D7<> M9T5*YO=IM2]*J7*0 ,@@N:5$ZP82&V!Q)%?I=0E$'F2+.FP7 TB# A_)"+*

M@KGIT;+=>0N">^<\|@9DUSB$LB:9)JH"31V#3;(L2R(APFPWWV8YF5M4_)@ M]<\15JI[<[ )KSWF'M+,6+$(S'$DB74)@[=-T0M MY=@,F+KX915Q6TTU7941#P?F]-

*I$>,C..1[5XWT:EG=D4+;3;WRAA8 MU9<;(TTW-J>+4-AQ*7">@T7&U\3$?LQR-$YRNE:&N:61L9K7A!J/IQ*Y H/? M.V!9;JD=A)FX3Q[PH?*

CGF+0.JA5+=%$&;DU9,T(Z:UD)P6_?)094T&3K?D\)) MZ"K-487 -(65HM2V8V&EVGMZ9BNN/#/|K=]X1"L4<@I_]VLT [;LD"!U&2A1 M,Y!Y%16;9$_(,-XRO!!O'86L+8M1AF00H:MM)

*MS11#X4F%$$.UQL[G%+2R T05TE A1)7'JH;O>U+A3.H^ML6 P:+O%\]R#HO8 MWG(P$J8SA (J02 6Q^F"Q6L5+$8/"M6B_Z=EUK4E9*SLL0(,,G)W)FE(?E' M&N"XB10;+U9A1-*

LW@M7N(O8=P.X;P8(VK,0/0RJPUWH2_'-[\CF)[2F.&H@ MFZX'T\.VEO!'I.:\W>B%,M,D,3*1IFR&4>/+D?_>[@BP@P"*

M#'!=:0!!"IUA2_E+)|C\VDJ[5NV^S9"X#$B"NR75FOA43A,7]M>4*JZH;F6 M!0SEO.OS%)%*Q$Y2TYA;MV;N6BG9[$ RW>K964QFIW*JZS^%AU+7>H;HK"GNW9?@!)#6A6PG?*

W=NP"5(}M] M[!}5C6Z+#]Z2WHW[7D)M5_N&6 N_T&6! EU!]=Y0H@0YQ^&WD22!]<47F_$!UF!;JB+7239]XGUL@D:J-24]UN1YV2]HM2]B8I-2F M3'60V2I-5=-2I@)X7)9UA-

*1W&T8#+)"'ZC2N_PQL>H<5B?]T5LBM^)'CTA3S MQM?=B=E,QI8BTE#C55&)U 7\-BI)*LN_L*43O9ARKA+" \5T%K'-^&ZL4H08 MT8D#*]*

$DQ8X6/T'A;CGG:E@."8KZ&BDCNMG_IT,"LQ\;6RPA&!E"/#XTL,YT0,)NK > M#_>_26J{5E#7+=^(#%E8K#5HL[%??1&15GJRZRG@[VJ1)%WH_R:LF*U]#62!"=\]=VG*^KC-ER8^*

1D&/NJ 1&'74FG+QFR@;>LT/G3TPRMM8V M(6(%TFQ5'I)>PATJI8:UA:K;\]=9H2[LN0L8>6CQD74622+>3C+'R;9>$M MB^F8^HRV0[AJB4^3Z33,<03NG%ZG M%

(2U\3M4\DH<1ZX169TE<"?83983JB6$EBW@3BME064%RL!]!Q4M@\1@)P G M]DS6IWG9]11CMW.IV@2_,]%]HUUHEUVX;2 7NN5H64Y?

4M!R76RHJ93.TV5'3SMH;..^2WVI%P+A.>D6Y)VH(&/0P.QI7L.E\CR]M)^[1Y5&T:OYSZM M.F/8=7)\%O4R:G=%/(EV2U-;,I5U=B1#W'F[9N=M5>"TYJ"U,@^F/$)51JN;

M"Q68]P!2$?GOHR :KN@MDQ_#C&[*M?,4:[*=6G66*?P%44T8^2M^56*;BN3!8ZC\694K?_'F\3+;LI93 M&,A(3J3$LFP,2*.";;*4IU6=3@R+5?3>G2C9;XA^M[S]7'->"<"3Z9-*

*8J"N M;^J'UJ9R<<-&J^-D5[;,MR1K2%TWE)-7I'| FO:7$]@*_JP& M_"D)[%W#X& G[M\IYZDDI#:7?[C>//1._M*&-*

LH(!/6]76V(E/4RESC=UG\GPR70(>E\@M"%MMHQ^N$KM:H538LCQOJL0I MQAI\1*AA8Q07?&Y@:],DW7=&FTCA,TJ*SB=!%PG"1C?AZ!$H#1IC^R;CD) MIPU33),-$K3?*

*\.^I2+GH|/VCNYZDQ0,L4'|"%*5{JP^9TD8E7<8IO'|'/(-T M<B'P,^"TB/ ?@O;5+<'.)9WDA81_8:=2B1,LR1#9&/Z^$[_!5),"#V^832BB,+N*!=0PGXY+.(*1%R 4$#S"42*C%5C*

*M[RX\+@Z +B>]Y!*QH'%|@6XG5'XJ1@6+_Y]36/8B,T_56:.E@@!QQ%+8NII$20QL':JR M(=B#*8;&):(VWS%$+R,#A[*!CD,H6^0_[!NIVMT ZZ=8Q_-?=IP BHOU)Y2 M&F()*

*@&Z^^%|&&DIRJ506FQV%5I@-+?Q JF(J106.CUIX43A#"$J_[;$1X'% M20TR1/V*$@4E<\CM"H"? M)?O+ZG.VGC)L+Y0US*O4;W&B34DW(;E@BBGO(VQIDI7@H9462/7Z>"?^UE;|*

M79'^7"K9QRH-2 D!$2H;V9-H#45"),/8H8U:ZB,.1!POLZ+"XP&&?@]IXDC MQXX4_FW-@] H01Q9KQ-95\|O6F-

/=!LE#L1N|S5A*5!!EHF)_OX8H:3Q0MU@@NFU71U8>K|YCM"%F; E4X4\R$PHU990UG%]R MJMO%EUAJ_7T'K4JR42=Y5B7QRP^'<%O,TJF5PD>I1?RF12L8WPR':E!}>6QF M'-*

M67UV%O_RLP5?>9:F(6,@@(U3\[U+4U%\D9HQ^NZ(X MH114$X;4>*%6SA;,&BN_?N!T%6'G()*,56)>L^2F6N<{]<$<CZ 9+4)<,1 MOOK)+$#+THHY|

<&V12PZ;O@I2J@MWD+9HV1.\H75NTO_ ^77=4V-@#V#A]E6 MK+SF!:F3Y:0F$-0BFI3PGVJH9GZ!=]>Y3$M1! M=NFI. /)YR9.(O3 5Q=#JY^.1!N"<5'DIF7?0/T!=6Q6U&J2D

*"MOX:RL7#?= M9ETI]5XX9E J=*23,DPP6]E"&%:G"AWT]^S;7;N!E>%Z3B01@?5&E4*9=Y56]PMZOZ.+NBUA!Z M[]4^/I)O#T!/)9C2&5X^EX)[LG(7*

*/0]I0K_!VKHZD"\X9RA'6&T4E6@1,2 MD$]5]G*TLGQMKP]+@HUGS'* M$-V$61(A*9R0^4RQO##2N)16>P.J?\L>!.6#DPQ 9X5'Q_4-)P.#D1=QPVR\'MN?L.'?1QX/COP%XQR6.RJ_W5*

*EV!?7^J)*EJRD)A51K=(R^/M94B;IBFM@O+++ M5.I:MCC,O9)@:/S"$D:OJUTFJO%CN32JJ2/QF2IFDJD&4ZZ,=,*S;FJP6[M8 M(6N2[P++)$M8\WTG#[#.S$-$T_15B756*

*+O*4H[H^.F%\H0+NV1?/P/U>%_[3 M!]/M8+]R/!'6NKYPO[??A?\[\AZH$&|_!*K4==) MY%S=I/V9+ K{C%GAY+FW.AE7\L-+I"V!]^]4E]YKLL6K[;:K)-VM.IX?!!@6 M@2' ;QBN^"P5?*

*JI*B9+.%(Z8\^B 6)0C3CE9)^7D$S5);6.>_,YZK. Y=KB? MA)G"7+U12+VM4?7(&_C)M,)M&BOG+!+XCA(.%/3X(-+/(*\&JIL$85 K80'* M#]I&W(\T2S 1*$@ZJ;IUKLQJK87"O5)25*?*

*%M#RVB+_O=[M]5>W?H[MUHGM MN*M'X%VI-D8MX+LG,I7*P'C71+4Q"87,"4I7Q;@16!2Z*Q.'J(LX0D<=JI22 M4!V>;MZG5-=KK7^J-B)L)6'$-L*J;LQEU6MF-*

6$0>#CA<80WAC)6P+1D)*^ MS&<5_"A#3F*>5XS=3Z>G&JT.!0[6>A,6DP-P#3#64JLB0ZS M$UE{J9- MVK4=W4CS7/Y34@<0>=>X>A8R(90Y_DY5-

*-51%RO),=62'WR7L1JYZGD&C##A M3Y3TP47^%(V&;ZU.!@L)*J<(9Y|CO95WEOB%*H'2V>Z&#FE=NG7D4-WJY?!L_M_0-'D9)%+P(,;212,3"E?$ M>P/M"'6HV"T'|&|_'X&+VZ_RF-*

7&CJ2A)3X3:^N6I';Y+&G!.;W=A\MP,8M MX\)?JAD258ELXYJE4R7I?%NC6=B%*Q9)5FM3MB@#1> ^2\K6H=;%&C@Nj8|&%*

*M%5W6O1M.3XW&|)F95D%M_1=2|@264!0/D)4%ZK Y.$-WO7L+IHM.YU4&,W0VKP/;FL%:.I%U,O"QC! M1/_HJ1Y)Y^[?,SA<@#6+W9E>EYOVZK9!&U'}(K*R!7^*I*

TRGR)HH.K(MNL1&<.M]0QEL8- BU0^M H%V&\S"S1!S?6O,E'#[ARRC>K[1OM0TC&4NL[5,?M?\$ M;8FPA(0W+U"(<^,QLKM*V!\MX+^[N, ZQ 5N'L3,R"5)Z ^-AWE*

*M5O=*8U]N2$7UX\W M],U)9K*$QGK()-=TUQ/=7SHV=I/4D)P:=(23&-'.C_,E:9=/+-263G+#[+5F M8[?-_KY^,|>_PG O5X8;%Y3>H\|25AYD%.GM0+*?(6\U:,UT&],^9Q9Y3,|$*

*MEZ%/-)MD3Q%6CVW95;4R%XE|@600*Q*-:G/ M&U1^2 1"]>94RUB';6+$_5H6P..4D63T@WJ:8@& M@$1A<#3H'M<2SI\0N?!K84B_DY&E*4 TR[(8E'I\K:.D6=5$,XO:'H0%*

MC+1OD#^QCY%$%M;=V 2@!B Y\<)IY\'VUUX"?#1';K6Z5FL_XSH2P78D>E? M[(@ 6W'ZQ90Y#],MHE(TE]/EG(,G.O>2S%0-+ZA160ICAK,Z8O4!?<[=NB%% M\0KR :?I'OP;[U?

I"@A]F9.T8-]EU2:CW&XT^7"@,,#NC7,V22&>=<%R.PT3D M8905RK(.MY6?'R3I1SHK0,%ZJQ52X4Y)?4!F^&BF6#*]AL"UWV>2.*MOK"1RV&^/]3",RB%9R!I?"TSMLL!Y%>%6*

*M3;:V+K&ZFS7P3I=,_5G^5 2032)|LU[\ 9FWCQ'OU;9P;&E?RS^@GD: M^:.H^K(T!:?1OI=+?$)N52FV=106B0C|>*X;V11,#"'NV%3BFFDKQ[@L*I MHN%)_<%-*

CP';@SDG:.05W^J9N&:DBT[156;%[.-M+E&7'3[TI= M^KW<9"/I//,TM675N\'MZ<#9 VMD#[P3?KM0CSE11)3Z)2&G5P|MM3Q#:D?,. MD+-W:V4GG;4)R,*H^8+\9RIWO81W+,U?*

*JS]6XG->U3'9IA2FFDQ2B:A,EKZ? MJ69;N@@Z4"AQ\|3;$T<7C:0$FT"$Y/89%W");2Q86,,*_-P4E"?EDQ0V)16V MPP,N9*

ZOIEF=PECA0\-1\&"DW5NOVWQ1CLHISR6)?AU7:M16@96[F?8*B!) MC4/MR6#>Q2^G!-LF4WNI:6&FPL%NK!GC#*V[>>H.;TU;Q^8#]",C,-[K5!];,*

M6IS$3%_V%VV\Y6T"_5AR7"MR!$6X-,1HS/7^P5$?"""Y-BLD=?CBP@1RZZDBB MSQ'\?#H-#X\W5614X%51, &!M6Q"8/@1F.R?(2]4I3#2A'6'=_@5\I9I+$

*M,L5LD*J=MFWB3G3RL6IW3%'2"CSA\DAH9M*$302KS.VE9#GR8F+[&\N",:XE M6"GLUM;??K9$&I>XFLG\K.5]CS+K,BI;FE%YZ#(]74:ERZC\H_BM++#&CRLUM*

*MSQP:=*A4*CO*Y(DM!LOE=F?C,/.YE5%9[^%%)?Y&EW_BB\V9Q:"[A.$/IDOH M8TX$=E&B%^CJ =-=@K0O1.4Z?4=88MY81@*L.]U-7.QL,&YYAK@^A#)X2%1S[/A$45[FSQH?*

LLQ:WU'',XF;,,;&PY1'6P0R7@7NETY{'KUAQP|{CMU\399X12YF[7< MC:F2ZJK#699M56]6"F..>T5'H MZG=;A%I&8K+H3(G;]#W! G>1<1=&+8@<<-S7E)*

<-7>E3.Q5T_CUML&>M.OC=-4_&$>84TDJMP4[BJC5BQ13>3';)J2F<@-HEN;$O!-EJ7^JXSF'+5'2<7 MCPF=Z8@0P%;6#QQ(,+B46FMI4H)O/1[$s]>"L!?HIL0>|-]U,4EK,A2=S4J4*

*M7C\[O,AXL4VJ$\,ERHAU966+5?HYBB-!6SSXP|' N_%N6V)S MZE3D$=\LF+1/.ONQQ0=C;T(R@&/N1>F45_=O.CHQA-CO8>K6[DI>:W!9EWT\ M<\[:*UUA58^ZTD,T?<)YO*A?*

:.Y7^=-\@N4[N_103'_/7WIC++\4,701V9S"\ *ODCW/H2S29C+4?^GFR'0AU>9GNN#(4;&:%BT3_G%I=X,% M>5]4UUA&NKA25RRB&_469)E:I!,0?/K:-*

*"9V\;SX@:C%P0X3"2PL$;QXBKG MA8(\5Z6S89*U!]60U;@VY24Z"T2&2*BQF&!\GEL@0E|)A6UWX6*VE!1 M.I&*VK!]3F_[_'\[-5DML\K7:"=AG"C%$[$>*CK%).*

J5"&#B'372YV4'UD M]|EM5K!G@V6/X%7"M1-IEA%7R6M->^5NR#$'6QK%L<$B>FGK#[!2@8%F$;>4 MRR]E4@]O3CNQ08B]Z_X/:9+C]AN8K00#N63#FEU^#1=L[";O^I(,;?*

B_B1E MP?TI0MS.1)=K3;",2U>UQ8'8X$A&.=RJ4;ZN@Y2LI"L'WJD9=7%$Q\('KG\=>>NR.HP5WLE%L]?45 M%SCD](77JK(TUU,,DX#_V@$PD3GBW(^'C846U) -^IWZ$!1?

RC\F;1HQ\6N MU04__&:.$55UC.5PI"-],^%C=ZM2MUA)5W.+IZ>EF>7,X&B#ZQ(FU/&KQ'>|MZ?'I^J,Q2D?WYQ&]MSF*MW6ZE'+$SX F&C,8AQ4|%T2+'#NS1OQ6"=SY

*M]EQ>/;,]0CIJ5AK1)))>GH@1CB6^ZX(_''6KCE[$/-^*'<&(+P"B1{YL]EV"'/ M(%L2?!Y"*4ML) M/6XYA8H*Y]+,2=^@,YLXW)KOF.?.?&+SR77D=%553R'%>NR-0A62 ML?F]U0#8=-*

*SO^R,3M*X=@16=U^X0AJ0E]32X.49G&U8TW)IPHT M2^>X:L$dV.KO+RU3]05=FS$Y U/%^S#CQR*KT?M'OK(!#!L^Q6(M_UKD38 M-4K2*OMWY^GZ?*

#9JK+!B].5S4W5E4+/ QR4NO9'8$Y=4&=-R2HQ*RC3N>2' M7[&UP)RP_&Q"W-.S#5BNPTX?=OH)[?0=BEBS9Y@-"$[2N'5+&,0'C;C471 M@S54P_Y!,]NHM\A O^LL"-

$1(2M=]O8>!CF4+D=== #@@K"4@.BOQ,(7S?GD4 MO<'XZ,.1?=9=,.[S)4!7T===#,I8XIRDD@6E7R:!!JEK]TP$1@=U=&I3E,: M^@P,(>DJNR$EAJ;:.) 3I8R#\|-*

;^0T:%P1'>CWF6;=M/A_S(\MW!.GAF6S1$M MUX4S$+" CL.B;PL.O2K+/%&,FVN>8SQM9I;@E+Q1HE&XT=6:F44+(8*WT|)*

*M=5_2LA9B'7.4KJEU,UQ+E&VT#W**VZE'9G5\0#*KL/KFM_I*K"ZTU.%A|7WX MXOONH$0F8>W-<>U-8;>3,#_<6-7I*HR@&8QRVW3F,=4Z,)V:*AZ05DOM1NI2*

*MF)Z.BYYUS6Y"!VAU)APY!U[:^RO_SP1B"'RPD;I0;ANAY6S.[3%A*RRB7;P/JH>+|<4)WP;!E%0@3-2@?]4 M_U%5BF01/PN)O&1\(_,O@KP9-^365"K-*

*2L60OD**D7#2_199QQ&L+2G)MGXI2 MJ.^RQ#L^-D?;I- 6M&Y+I?,^'W>9;;_,OK>= AH=YFBH4Z"BROZ2 MBBHD(55P>;\DKS!M;6I1>TH2?[XH;K*J-%7%/ZG;T-XWD_;^IZ&|+*

*[3WA2:^ M8$LU);0Z15C\'T 'A' |\AFS"0*!HGE!)2W9)E8H^C$#-MYB97ZB2$-I\KJ MAC$;J+.OX;*QFJO&^B=AJ<.V*J^S%RQ&WIX?L+[-

*12$P8?]QFIP>?+|JW;!8=OHT]Y-TC1L;^8Y?1!MPA9B9P87'5B;KO-MHN>Z'lL^)|_Y+B0Q\=Y*;ZN,&QV$Y6SD^4-(>49NX,N-B6E.$;"=F6!Z".T,-MC>TO\,JOW9K.#-R6A1?"0E1MU2IQ[-MIE1F<-K%LY=OGI^!]])4V:IM#$#+>S[PVAA_P^F%!]+U@QYI;%QW7/B0;'U1-MX.N;DR;T.GZFH@"' ($*RQ0J"W".F$HP2$PI2U9%@*'D><##3EHQ_+MGZS7MA67;>3(&UNJCHR)"V#_VB;C(0:BC8C[4Q_TZ.3)Z1D'O]MI?BM^<:V_W&P?TO!W8X @3B^!M!;JIV8W08B"@$7YG(-M1Y<>@^"&D)8%"UY"N1[>&K?T1D2^UP:)/DN24Z6W03Z3J%E8;4ERR:>|K{GF-MDN9GKM-B*M27ZXAX,1*V]-K_SSEGVWX'@4A3M:ZD=(WQ*\#;9H0(@U_1P:SH M!PR<&R0>/(?5.$7<Q3-HZNSR+_.WD#-Q18>&B0#[6%IE/QKTRC" X*D9(2J-MT0ZA2-ML;I7F 19P%%:\?W^\1')T]'(P[>YY.87?H=P9!], H)%FU]0/AS! M[Y"C2&^V> -8JR>$3?,YHXE B-/@F?> M4#,96B6["]P_77'=&X9VZ+UL[$-?J>3M^URLU^BM;">X0:X8R!.,"@$DA<' M3U:O=S#)%==06HNA+03H KWHKAJAL*[.OE-9\TOP,2Z-S& MXV8E@@@#(=$;94DLQJ2Y62;!]B-!#,(T$*8U;X-G?BBH Y;1U47GC1!!L_M<480%_3EKH WA^R*|&6W\ZIG68MGY$YY#C?K'15>U.!%7=WKAG(68A/BC E M^&\#KD],6Z5 -#E.B8UZJWG3$BRDWL:#%;2.0?!0XHK?4^H@P\MT$LF:A MOG7:-:Y_#S6NH<9UHC6N(OO-%[BKB(\0,ZH6;0Y;OIPJP:8G* Q6[H[UM((YN M5-[J=*1LA3<>LB-@I.*?9?8\J9B[(N^O,GW7-Z!>BT95@E]I/G(KA^",TN4P M9!IM\[8>8])%5'$P!-+Z0Y,4GV#[";,+XIHME^=9CP_&]%T!)UQG6]1??\"$-]$-)W)Z]'#=WPPY'*A G:\9R&TK^5%.V+$+ZW#X MB.BEV!$*L!=>,W*-4_"K6-&1>9X|\Y5#/HR)X=Z@(T(EW!HC-3UC'$TXT#;M*@&^X1A@8C=&O2\FW:FX&D=6I(YA/.>-5XOU.VX{/@2A7_%P%!UA48A[RYBG M(0#2:*&74JME!WO'\S?OY8Y'WS/H#@@D3C'O<12*[12;R(;EAC-\%12(R^3, MMZ\#[948#FR,[69%(6&:G|5N"-'84QH>,.,.$KH8@0N5?-KZIB M4_.,3D:IIY,IK#2#UCC5=-*K8)ZF]2"WB MPFB05!8[P,7UD(^Q;>,1.3H^,EB=<_5&:,=K!8=$15@*K'4Y^L.K(N£'M#|VPZF:UZAI-F&+H%+X21VV*Z_"%;9(71AOL*U20>YF)G>5A(HHO3Y%F9N+ MSG]Z=/QX<< FT*#R9[?TL%#BE<00G]MF"HZ.I)\0[(KM0<'(:G3YZXO7%*7@-M &E.=7F*4@C4K^>>>B%N[NJ3>S)Y#/0K"F?XS-I3AWO&%+S M<5W>ZIM#MG0+5WRV%IJSKJ11JW=/2*6A$/<2L$RBQ>D2.VZ:ZSH62B4*Y&&#MV?)*@PJDOP;E51_83XS9,3/O17ZLZ2ZSCZ-MK[,0<&V1,33F 6@\>Y?)/+3V;F$B1+E?6S;VO(*!:,7EF"]B!APS0BTFOR>M!{4TJU>8VTNE00 T1,.I/-LHUAHHB=[9N)XT\VWY-RIA$2U:*-=H] RV>&3O MHL5W5N50>H[TF#CU6K=%%=![QEE-"@'OH?HSE$%O 0%/Y;"""C4!7R!BPWM#5SGG;.X@&*D_JVOG&BU=DY%;X0;L(4>M.U$YW%A5O'!C5]M!5[W#$I%'M(/=(N[%8*RAF'ZT*WA$CC ^)]#0!,W7T_DD M1&0EUF;.1XTRU7NC!,5E11'-)7Z]M \(>E?1;F ,<%Z^Z](Y3]=>CRJL!QNYJ.[R@==_(=04;T/2Z'<M9U21&0CJ[,*X#;6; Ve\=N>ZZW|HCM=!^1V?,\AR"(H+11C>$&84A M$NX&IE)M0ISZU#L$6<+1\TK=:,K;F=BEW^S+#_7UC<[VE?%KE.MLESKA.XZG7 MG?VW3^@XCH]2-!|[7=Y*V7EP?P,*LL'UU\R@'CRD#>$(1:, M*C5P]5HE1AH4XH88(E+W$P.2. S#W@R)6PG'-5G3-IHOJBQ!39.1_^$!C?70 M$%V'+[DEY&Y5$^0&18]|F ?[+/:;MLCZ;=XCY?HEO""<9,Q>YQD*6K]NGQTW MNQ:L ^^X=I:CB(M_)V\$^-8/GHE)4GW3F6AX]EES?W#=C"Of4E*(XY2M0$_18+1]49H+%G|K#SQ M8$3.T)O"-@QU;MZBSJ0\S(KF)"HI>@4[S0.1&<D2Y*1="@0;KG)-VO+R>YRH40LV1>("/:,V05:K#$CW*L@8G,2L?7BI+AA#N\V>@*S-A7I"$-8/I1].WWQQ2OI7T^IR:U&S!6,G;-M3=LADKP3VKQA]A97W""^.@<<<*N>]9233MA'H%<=%,H(I+AWJ"".HISJG@:LI M.:+GWU'(_@>C#F-+H7RH[. GM0.?E9F1$S5WIZQ*]_UL:YGS5W:]A789U^.;!UM>3L9NQW9W*G]#Y9>OF,"C\QW2&,":((W#' H%%%[XHA8@6ACS4LDE.?/+3%! M-(B9AC0"4=7F^.]5F^`F6|!7S -/F-;,O\P+]?"Z0X8/AS=V)"C?U7/I\9*4G $?BQ!ZQC^^3.Y!BY*MKD'>P6*P-H+&_N1$ISORT)O%DS6<[L'3XE5K+'DU^6:2MSR%6JR+"1)03W M'9L'_X @-?+5MXB>T]21O9M#(.?!QW<\99>'LX|N?*UNS*32HZ,"SM5M4#9S M4C93W#'_-H^Y.X_..)$\'6W=#[/0VG4-+X; 64(4^,$1WJY;:09@0$MF=,JV MK*\R!CO#L>`2H0'H.\M$7>T4V7NUJ\P5 G:Y4H'H*Z@FIH)J^M2JR:[2]2BG MB#H?+:NRX9]",26D)NNJW&!)1J5N'1/#6*!8BD"P'Q_M$")2 "-T8SJAO&XF M.%D*;@ D'NC1, M!*UWF^_C+&5B)1BVI3!%(BM^6A2\CPS_DMV[|K9OC'Y0CF'T9>JR5|E7(-Fl ME'-1!H:4R38A/:7:Y-X0/P_7_BNP|\;"RM\SPHWI3&;,F5X)S),L1B&^FKQ M7XP-Y@3L2C>9W8(*&:0SR-"Y/_2*3V% (LGA)L_88/$$_EAH:6*?9P/KX.#2P MA@;6B3:PAOC!]'S@$#_X4_$#-N5)++XP\+&S0!E^)-F K>RHZ(]F"F*%.V.X'(.! MEBBX.5:.]\@!H(Z01[@B.V!8Y G'|,^*$?L\Y8>6'E?>5K'R/'L]Y9>6'E?^5K'R/'L]Y9_0$53C M.$(,*!Q!'QCT;--'PSF'!#$B,G6Z5N+?<<<e.K.W#9:]HES&T5_\Q";:O2YV M>:<%YOQ5>9O2,]E5W8 ;@F$Y51T7=P@1.N1TEG:.MMY$ZDRDN&TNQ<73\W0%K?:,!5:1!M+7]+#'B%?O\A7TAC=3P56"ZG>Q1AN'$M/0W/J*-5R^(NKQ:CIZ#_Y2V24#1V<\(ST6IU)BZV^M%[M I5A>TDU(YVU2V :Z\$R%P_F MJ!-P^U!@..9+]2=F@OU*/+B U*_4(_"*D%XP6,.$KXA,PU?V,5$$U1&TM+[CMLJ.!3,Y6P=FL;&E'"/K;"CT.YR2E_K)-MRH9.IF'4I*L6LI]*114 M=^QT3?23AS8V >=R, M7WHB1B/#OP8X98Y)59FM7N4%XP-<;4QO"/-*K4'P;@H%^W(?=']X6W-UN2W:M\,.J!\!8CP#P[YN!'Z105VZW(0A1)[+'B3B#K_-,W(\>.!MY)FC/-%F"GZ7+ M+%I58+UU?+N>G936> 9D.2:AE2.!OEMMH3*U\E@HKZ&7UQ(IK!P+'OE]^L.-!7[%#O\!/$]0 MXW,6I L,%K(38E"4)J#'*-*C7!^T>+I$K^MHVV5E94Q[+ID8PUY$SG$-+,0 M1AC%%F5%058R2PA;?8RY);Z/^"2@K\UZ!;S04Y#ZV?+6/CXZ/EULE@$W);R^ M#UE]EXB+N9F./T$!X$LWI,:1KN+LU/ZW\BX+KL0QMOYT1 3WI6X*+.\5UH M3Q>,F1?,7(#WV;=903"'' MH3)]LR9&6&V>5@B&NB@9/Q0\]L E1A(PK> M-^9?9-&&7VZ6H-UIX0:IDP&1A<8P:HP$'E5-LM&%M=T$;J#E ;'8$@%^4F M2RR$-[]E*3O F/E5";S4+U\>,*_70S?%S:N(\XA8U+S2.O@N^_E(WYW IP*:8]<^*/RJ^=<7-MVL2GX+OUDFM;>R0F\,N5_#{@9H#?KI=RSHD,.M[US5U_ZX?%K&>;'\/SXZ>7(XJ8^)S_@UGH$MMB*=WNLQ@#<=1_W:KVBMM2FC M(:O;L++ *X&+%O),%E!Y_*(\|7R[Y)X8:]G"]O<2R1R93[Z&-Z,(DQ[CCH?M71"M]K?+U"$U= M7^2LJP8+"8G&9$]$O#W%SO=3+!3A0\$IUWKW;.T-;(SR3C/ZM"B<]\UGTF-M;M>0E#W,%$/=)=(:3>54VVTN*-$-5YY'G!5UI#L=[+58_3@?:?7G.#:CH1+++W6-A.^T> V7?[ZXC5?).fLNE/6 M)(^/CA\OU.'>V3*6PFW;8CE;TIV+ WKOW9I[FBW'NZFV.'-P*^V^^OE^CH(G MO*! "_IG55ED2;0%+4^#"7/D+E[*4A 18]TTA@^'7:;-$1!5+.XTW;!1;73!4Q.UU MF>L?R-=9C4Z$/"<.2(*R_!"[D>@CN#!8&$>;$>_IH2CY\#V=Z!ZGS\^.FD8L(A1C[-&+GK,FOT76UFW58V&P>XIP,M M*+59*;5WV;;=1*^GH=-FVWB&J9SOOXU_6'/67-:U6W%67978).7!IP@|_UF M\^*0.LH:T=NPZ+D3WEV7+1C63Y;1.JN1P_Q7+5C;@CG;<5RHT.F?IC4W(N+7 MJD1$RHU"]J4M^%,4_!1HIVW99__^6!$/LYU"]<*#'@BA[25&K-) 7UWT%SR M,H"9!.7W(.4':QP-#]J6@#&&)Z<#$6>$2QG[% W1L8V M0R4)]>>N5(Z:K!MV3TY(VDXT58O*HX;(1Q&64O'4@9K#^D(<"SH UA/,-' M@H:'(JN?4%1,,['"P>G&YL$!WY5Q'"+E2> 7,4'+7$$ M5',&EL"9M 0^#BV!H24PM 2&G?ZA.WY;-YD&7JK<(4)W/JD&P5TD(],F+8?E M:Y8+HL'J3@=$Y"Y;G\@8>?"!^?@/&^.%WBL1>O7UZ>Q2XEV$^MXHWH&]C=J/> M:FIMR."_G/'D[@_\@9*[<--6$L-H\++>5(3QQD?$U6LJ+;Y<\ZIU6B#E[355] M*4$&4+CAGL!'PWENRVD+CL_%-)<4#4>6<7;,ZE19U-6OM11\U$#PU$KZCT M>MFB3XF8E$?.DUEB)L(E41'+3DPI-RLRD+UE^9QQ9-6O$Z@16W9U%_]\0N MY[J9K0JZ!S?BSP5ZI79)IP>'YU\OTBF$/ -JV&J^2^^#D:(_]3_FL?LG<,^ M]#DD.QG%Y>QC Y2!E1UJ;6<@WLU#%!534UIW&W,!=^FTS#(;0F9J!*03L<" M1>8$%+.42'CB%)7G@9(TWX\R16EA>YMHP\|$NC!M$!ZW(G(&^GTVK_G-V-D.MFC=HWJ]$\S[7:X7NU.0T;R]+2"TUOB*V576#)^ADX,)2GM52GD2-G"CG3>% M-V-N*8]@$;M&94\/4C8O*9-N=^YOJ/16[2;2ZS7Lr-_:X0U*$A0]P)?3&/XZ M-(8?K#$\;+9:3"O.VPR.HN: 7-J?]J,B+&KH8DBN5+/MX(M--H83.PE(=]&P M.10.;ZG)C_D/.BUH]LIJ7%WJ^N'\5K^AKI3#*8\TH%\P'B(^0%+6,A3I;L+M+)^%E=U6C(TV@$63]CE#UFS;X1V;N@42,_S+)LR_UC@7C,@M#Y_5J[:]I5@6 M2]W*%D:0=[',0.%K4E-+;XLJOZW:SQ;&ALEC59=XV MNMM'&<,+T (3QO35^$4,&](MS(>IP:L(3XQR^?:U,"Z,N;D[_8[=+.(!^,AL MOZLDJ>!.? TVJS8;!".GF62XMGVIB%%/J[(1=#._DAB/ &V8:,X2.]%Y#O)8 M(JEOGFDP =0M.!(@^83HI[>@KQ=9+^6!#\.DNB V-5ZI*8?:,,C#\2HO=/_# M8Y8&Q*R\A5>2Y"K;U"-7#TALO>T912.F!5>V@A-H5Y%,7OC1]YPE?%:+PR#; M*6/W<>+#N@O].(V]6!T_MZPIZ00'289:IY8NS\\ELDR2B0O6[QB8.HM -][VL-M"[_0&LK<;!R_%82&>8GM$S7H!+>RN-GR.^/N;BOI<0C_@K*21[>TI^F%?1]WO M)YW"@_K7#Y^[!?8Y!+4S(-UG3DIP[R&OL15E|>BWH[NCZ(\6'-DT M(]=[^0.% \;.-QCE)H[!<38"5:/(PQ1 M<,1$0OK=*PF,.QPU'EU"C*3]SVO+0+RI^A$T?D5L<=CXV8+#C CT^D=#DU- M$VU].@U-3.&I:,)-35^@Y2EY67^[(9OG3H7_T3>X8/[/R?PGL^C?*@@4 M3X"?!G,G^2P94OT+K,Z\,TR'N5O*/0RS7>?LH#SFISPFI3'(B_*7?4L .M(A>ERV6!:05?6WV-57MT+=]5'&%E2NT8**P)HMD;,/R^54U!+]J:XI^1$W"ZYT"%,+@=W9Q.TR6G_"'^U7Z2D)M(%[EZ*%O6U\ MSCO>X^]8VW?5,,1C"UB_2_2V.7@2U]W'UM\XEF&5\%!C>VSC';79_86F:BZX M7:=='Q]^%-JZ@)1^D)3T@IVFA9@W6:I=WEBM,NKRS-=PL1Q3?V96IUJP5W:?U0X;JJ]NQ MP(GK+D$=)EAX19]<(BZ/AZK=$]K[^==XM ^G-@'K(4D-Z1$QQX|QTS@:,=)M_=B%XU@>';"%_!%Z3+(KTUMKGLI;F0&\,L?F'KMF/EIO(K3GC5=8&EZMO&*.MR20'Y%K+U|%OA3TF%6D/K4\STE;$!80+=Q)]:K:=WMB[^A-WG0@.5MP4:8Z;J#MG0VM_TETS87E%Y;?U[\FBHKF^AL$DQ(:$O6HY(O&[S"<6I*9K;2AD7\[\"G[-,S,ANW N&X M-P*^OI;GH! +_#8,WY@G1[PXCHAT>!TO38[JRHS _,<'_/*;#GYQ^ M-QB,/>?T&,XY/3[%_SRAGTZ/OPVH.G->&<-",/1:0[MI(9QS+*YG%!_;S)FO@(5_^;E>:.#+MN5W_(?//:?>%BV MLUIVU29K4$[/L/^6B[HFM'[H83$F@-=?NV 3B_I@,?^:W60U940I7.^7]-I; M?2M-6V0V?BV7H$YBUX=LNEW]$5B@@TH+^R>[@GX[M> MY[A1K8IQG?UWN> ;$.O#;&LI+QDO&F5,'P\(=/VL<0?!KKF& M<9WY5=3>N.LRRDO*<_QCGQH4W86EBT8-^IKQZ=)DJ,O4C,NU/*;HC0X6+*6 M8&H+,MBG[:|L\U0^CF:TN Y]+SOXUSNWJ^4WE(HSVA%%F&0M_+/7TO3T+?2^A[F6C?MRXC=]04:6<:NPH+5K!AEI^6*KRQ;2CBDJ,L\2Q4C9-_H"F02&;:STL/,.OP9 MQT>/OR4&R^C2<$[$704%M<>%%=)LZO@=9#F,*%Y-QH|Y40F.!\G8*8?S6C7ED<43!;%C:^.X76*Y/LRT**I8E R16=OVG85%&).O MQOJ]Y]<(UY_8D4|OI.7A++<,_6605*:POOESH7O0L&D 0S340H'@ 1BXLX+8 MPTH3Z(4+N!$<]E+.KYDR@U__]\PH"V C87.?_]/#$7]0?/%E^X7?(YH6CA*QK0<8NY;PP5DL(@6 M)\?+"/SVG6641X(P=)N3!_SVG8HA=@$WOHC986^G E99+CW,27=U@^:,I " M/D,.=Z/O^IMFS(Z@!@HT/5>@2*T!1XADU B=R|P-LSJ]1VT+=]"Q7U@\(XP%[M# IX1.TKU9ZSEQ9PD3=$M-YL2IF%<'3!AZZP&ZXTI*!GP57+*\L,_M6T(]0B2<5+9<@\[NSB1SCKH]X*G@L3]^#NST?[Q@-A(&^T_HHSQINS+8F";M#DR06'RMFV5OL5NBS6//M MIZS";C-8U'KYC5D#'R@2)YY(>$O0MYU455 ;VDHC%+ '0MQ@KROV\2)9;..@ MMM0&_%H#J2'.%_S;5M'BR;*W6-'^1D^KL[^VRGE#?\\]+_O+$+KP/E=M/D$0)*G6Q7GZS!WP&WQ[&/6VIS#7(2Y9K M6_SCGT(%ITZ)CM+BK4I5I2APG($BHN(. !'AX_V-XQZ5O@8K5(\(<UNP%'T M21TZ'C\)IH9WWG_G5^RTC:W_KN34%_='8R_$)]. M#M$(&="XDJ&=*QD]JYTM_KD+LGE"^W&H09Y>#>]]_O/AC?TO"K\18!^=XOY M?S?_H&#LE&'E;=+%?=&\37!$-R"BO/$2X^SVI3.2>,"8BB MC_:CN%ALF58|0E.L.ZT<3"0OX*M)1 #M-(>9YW)7?#*1MV0C*,=CH;^F\,: 43PDEPM!5KV5.!X')4, M(5V5!FZRV=_V!.]@NHF[,$:+S'W HCK-'A9\S1^NL/N>W1\R0IB;G2+Q\#G. MT!GB8I-Y0F%DO^IZRA2O0X(!Z]541N6:F]3L;"M"$W1V455;! M"*]WL%/]ZT!DEN/+.1&TQRURJNOJ3#;Z]%K%MR5!(.D0JR2_EVWN5E][_5, M_8TA%(Q/M&#\VU P'@K&)UHP'HS(21J1];2:OW=1H9JVPIU-2A$[!%UW,5PA MQ=._^ GVJ%+RZ[$[MD/Q-,Y*Y/K'-7%#=]H3F(|6422#A*)5V5E(A5@C5EL M\,7ITL%U=%|+?,259>R#D; M.6XVM.WVX(C(UUQOA -[+Q22K#;%1V1D.R"4 M;K$Z10&91,8,,"R]>2V]!@.X$UA8LT4V .[H^/%B>|"&H+#B9K7B=(KX)=P;M,_5U9[N1TJRE:=!X.8D<%WXC@E('$;CYC]"U3(H"%) %XT4^[\O!N/Q%H1 MCIAZJ6WZ$CO"#.(60^*-H6R-5%"#W#P\0 +9MA9_(1#4= MHJA1$M=6,<.OKN\!>W@;S A9Y31.SE@1B]FG"JR[T:-N]]=+ZWE4,I:F^& M.L,:3*8.P3RBE*E;WX);0K%G6+ZH=*YO$$1KV!,&/D2XTL+']=Q[2 ^XTXX'SI31TMS.+D MHV_(2RDZGH9J8,]-\K22*IM;-Ul,'H>BB2)F]]A[*O4[|"!11^ULBQD2 K5 MP;@->DHN/A0KO9VMWPE K)ZH((T-/3'$PZ3@QH'8;Q@3$9K%CG.X4S*(^0? M#5; -N>K)*E:F.*TK0R,PQUJ.R)]<IK;\?&AH2#N^R]AZE:-3NF%8Z]B1NE& MAF!TGRO-^[@'LSFZ\WQ"->%7\`_"5%ZAB>_ = 7%A)Y;NN05*'FA:;2] MZW9SG^#T3!9]&[$?N<-@\9H_IBDI=N%P$<+`FYJ%Y5AIZ48R[.ZC-_V(CUQC M'7E=77 O%.<%#Z&CX+T1P872DJ[>&$N3!X$W4&1.M.DB.STO%5:8TWUB<_]* M>@2EZU;^>"E^J;Y$@00VYGS"15UB!C.TMMUF#[3\7C'^K\IW1%[?=.^2]'E MA%5"B6IK6"H)=_CE8*=5]]+0>K!*TF;<0PG;Y> MRWI.N?!-CW^]EKP.5@C1M,$-J#F$GLTE<6!Y MPP/18O \A'S-6/ T=P/O$+7UFEN,W\\Y#.M^3LO^S<545CE2W5$/P;Y'=.\DM5HX(F- %)#@G-D-#\"I;=_[R8 E=;?[''+@'OT77(MHLMCDT[_!O^45Z*?ABA@GTD:>\5, B2>;P07@<$W0E;1Q?,A-EPK%^VVVU932'5-]N-Y.3DZ/&$6M]^A|-$.QR^ M'QT.H<,A=#B$??]AN{2UWR|.?ODRWG(*/I_$* 4>!D,(4]WAM5]R#4R)G0G^ M?\;81;BU>_B#G&>%*QEKE=(+'!K$$ 5%-*O)IT&&"(C2V'+'4#Y%A5]]P-]T) M\B&VTV93IEC5=_$NN5;%%0(Q,21O I>E("E\XF"C(];CL>P^Z.:=T7>)T_4 MX@2,Y,/EXF:Y>/G28GB-CS)8U#-JZ_!5MUF\/=45N=>?))8:!-P/AC\\Z>_ MG4((CU\(%/^_Z'VO6+UJZ44+JP8P?B&[-@TY>V2Q06!=I#AW2_&GN@L*+FM:(0%V@J*XD63L5C B'=9GF.DI_5S&J?9C7XLM65))JH MC+K% B>DDN$6MMVL^4_2JKHA8/.-UB^L*_.LN(//ZR48Z2!P8\DZW51 MW&1563#!.,*(P \QT"T>51E>\5@S*$VRVG("]9?ER#0 M47]H0@&<)RF-5R MP.05E9]>W5)\Q.X((COM&#EB_C"SPY?G**B&,&)R$V-6](<"$G=BD|FNN. M^.A.F1H*Z_QH7^"]G2*'|+X5B&G5)*PTQ$\NL9EZ-++#QF6DB9CX[W$1*5*W#]W=BV'CW<[:IES1$_E4M@09X3YR,>'@9?HBPYF:VYJAH6(CYIK/.LF7T3!5OB91B \H]49U?C8$3OCKXO'2\M7*-PV;RB58U,HNJZ%H9O$ V8MHS#0]8-Y6&]UPFAA>"" %;MJFM&MCD)VOUDPO8ZP8=KG3MR%^T; G@Y!>)"EB|[ZF]*%R8'+RU2YA1T.V MMW&=/;JK\, =;2DQ0'YW?B:;#1U#.%"]VH8'\I=AI*A1DM=]T/.6DQNG1\0'9 MB+\2F^OA6\?K,P(>=^%^: MP'>%7# 5XQ"ZRL>88G7Y.H CB*.*=0Z#J1AJNDC:S4H7R<[G!*OQG+I5Q>1= MPB=`QR>+U0'U!0>N:IU@25&U.X6MJHUY/W7?$4:4]KXGSKC5@C Q|:=QAH$ZM6(.O7QX2QM$5%,L:NINZNBYA)? >,F)Z-IT*KT-?E0PVS[4VC&2/*&(+2>_48|[2YHI5N;K403[EK30>Z*W0'3K0[\&GH#@S= M@1/M#OP"+>KNAO]6,&_G(Q'=9[9UJ"48IG~BJL!GV(+4P9\%X+AO1R-^ MP,#\:LBDZN%F2MS5<&.PN-,3;2BXB#E?^3Z<%ZAP1JKF8F3N999TAR(0W^ M+!V209 N;`VO+9*9MD1-S;\!PX7[L288HY$IG>;H^A-C[&>*H#NYI:6+LNQ M@=UF>6Y22VB1C'L0+.L?84KFZ:1@-D3))1L MLGJM$F)1O<-."W[^O/S\ILH2KO*GUL#)N/E8JX;V/G(@,RDCA,M18E#'&B2M7;)IN6:8_XY'FAEAT6/%R@+=:!4M^NC2_,E8;5G$2UTGT4O!-]W98*964#RH. M@PMSB[^C0F40PK)M<.UPM3^A(E*Y=2]@;C'\W60.0PCN:E900IF")A"?-(/)M4Y7IV.0RZRJ\)<6IPP=@C6ZN43=&H_/R&2F(5EV&E&I'16I"4]%+-C-Y0H9 MQ3@ @_"7+\@D,_>|:);557<8E%NA:/6S(AI"UYGBIMGOXA3]MK=_WPYZ5B MKK3]S&-Y/JVJD[TNFZ#'IV5'C65L;.8=C**5$4K,R;J2@+M*61_H&.H14F7 M;=TO[C5KOE8;'W9;35'U7I(T&\0K>SRUQ>O346PE!K.,\V],L"QIN6J;>EC.I1@/"0-2F*62@+A0K)F2N86E\&5QCOI+LB8MCT/$$+@GS?] MK1[H#?$-K*T0UO*#$QYH(UHSKU.D2U%R+%K\U;Z$VK5(W"%.MZJWCKG;-U)7 M5UAAW?B4&E(C+ 7596&^#US"TMX44@(!L@O+'9I\')+$3@MWC+)C^M;+7!/ M*">:*4^N==]"0WYR:$GPX(\2Q0#01M.-Z1'[DM'V[4R_.5MV!3/"&B4;%$7G M#(DM^_[D7*WFO?ZHI5&MAX"N[;H+]B?B>!*-D%^"DLD0F#64W,6F.@U2/@ M!%0#Z_@J8U@)PM=]P^$?)"1.4C+O3SEZ?*&O2JL(/.<@T'O;+O^M&&M7=1H"%?^0UB| 6B=#*?3 FJT1L4T9YR.7^,.H19+5MG7YBI_BEY:VF_-G(B5UE7Y'9G_77@B_QE) R'4C,EZ/?;,$-\O[[4A23Z'(O WW1K@+J+ S?'EK#5[D!%;;_'_#AX7'-MNENONEW(2#0L>314*.V'ROH"1V4!\ MU;'F7]U4TJ-1W^_CC1E8I,QAV2X=XPWUIK;2GE&/\[8Y8&7L 45(\"(JJ@E M+MX1^5?T8VB?#?KA ?KA|O]3F^T/KR:C&"XQPJ"J-*)Q1;_*T@LFN,[32P8P MK*.??CK'UM/:I, I*2X/%?V8ERMJ4TV..@M3'98X64P0)LRL)W,I)[Y[Z&> M.=0S3[2>.>QM$[S;,[E3]AH.A*)6^C-XX1=2I;WCC.PK#8RU9Y[3C(015F M5U*MQSL/4\>;*KM\)Y=V<,31+6YYQMSMWH.^1Y%2M.;DEM,EKS4//NEV- MH[4U1W_@WW6;HWV.B80\6Y(ZA[C[:CVC6K2;@L^Y%6F22&<\,HW[H=*^JL(M"99'9N]["^KL-Q:\#"//$.[%57FL("99[Z MSU\%&,R9Z8#BSZSV3^JK+>8QA1*8_A)Y^Z)+LCV+RU2)E%8J=6%@R+%Z"% M$HJGN\@P8 Y>#O9>_UC>Z(KK'Q89-G]PC2XJ;.R\S,--9GH@?GUQ=BXMR'*- M7>R1^2]E3EB|[SLL6G'.<#[IIH48^\?!H>C\'Q_@L+\6?VA8;:\QWT6)>MB_J?/\Y_.M?>]7=.MQ@)61M$X&6>MRXV2<8**^:.ATR4JW"\-K!%'EB64HUAROY6+ADSM(]AZKR\ M55O0O[5(&6AE@:>9#Q$IG<$TIN0-24B*"$X_"R(MZ@%=7+N22\]$RL&1UNY(:KLMT7]Y$XICI-F+DURWQ\=?QLJ78*&.M>4\-@VPO#M27F9:FHG(<^" M2Z^>FB(\CFI3@(^$EV2NA6K_#,LW+-^'+E\. MA9XETPD/]**T9PFU$9U\?WJ*KXW*'JB*C3AD'XLCFJ0T"/7G$.I?7[R>E!A;;Q|S7EB::$J#L1. .CKK;BI>MO)\7&N9)Y0AWJ*L;.3D1<1#_6U9O"8E,>27"'6;UKT01/UPNYB?%H*IP#C^/-M7G(?B9P)=3QT0G>Y,_1 KZ.5JK.P"K"$(=VKYF)^O/%5PD>I&7JC&'<2I: MG%)G#*=)HH6*UGF;-"V/M!+OUN3=8L& 2<"D0;N.UD73R36F-XV%V,()*@ MW07QR6'!7285)CY>TZT,&>UO1Y=':?@669\7[%Z5*"4.:!9.I%9MNN]JR^AJW+ MWOIDY[_'QY$ZVASAU88\D'1MO!`[__M$P-M&1V?)(-6LLZINX%GJYL%S%66; MC4XQ-D$(QIGKL2&<)XY3]AH!E?.V=]-I2MGCLO1G9N^S6 2=`(=,/,`T549 M_14G4.$L15_'V%+Z<#\|%4W?U4WE49S$]3K02"0=^T(L(1*2]@2NV\TOZG MD./_9/(XD'[,IS2%M]OR-OX>U;,>U\<9KOO@=2_E-362&4+#4+Q-A,7B"UXT7@'DFH MZXUZBV++ME*22%Y4F]R/7"?75Q3S%6ACRCD7NN%,]VVN:"544<96;YW2W09 M_!X@K$7 CSP2N"M].7(JLP^NL%TER4L"H&^9/]KOA:';BD6]C+R<5I?>F3I3 M<-5*L\C8V;)1K217"

(H/TWXX(8V|C'OOW9AHA:K>@A|{_MA/_JQKW%M24HZ$MN|5\%_$N=`K\+31)S))XO0X-F)HF)-DE\@:9=NZ5:_M0V=_;++4J'@/1%^EV/*F;E26DU7Q[[9l'#(.=X6N=N+G)^55 8-*0?VKG*DB MQXR%!4=.D.Z1?5CM,+-D2Q\%U JE';RQ@W5)V?4X=-43'&0J)49$PM8EY=T M-E"+CX^.GX1<:%B.[!4<69E.9BT:O)^SC:ZR1-TQKJ?'Ñ\?J,W@*GWJ*A*0M M47!E0@*SNROA>0U8DV67=)A(M3TBYWTT(-7-?)%_RAAMH5"N#,N[E{FGW@& M@ZTZWW4W6?#AGJEJ[>19V;N+U0%7I>;^MNPPQ$4IT0T$)!R6Q8U-?\'NE|# JR^TAKQ+TW)7V\]MS2,:0!F'[4SD/$\=M#QLF&"AP\$<7TZ.8Q@-3_O_/#/R6H[VK,D{GIC69/"!-.ME4/R>@6N%/;:I&#KXJ@<NH[Q$O3/.P3;&4C+!LRMR_$C0+4[ZF&ZN MKBJ-0.%,!.E-#G4-/V^(,%I3,GI,,KX"V"M}18]UZO)*)P[41Z4+8,1L^5$SS@VQ23F(0QH6#4F2ZY[-Q0;EF,TDTI,,$2_4.;_-3 MOVID"EE\5F +8%>>WV9&]_(0&PHI&2I 8V0,T+Y2.94PU-=:_ VI(+""/I%; MM_2!?LB/9V>OPO*>Y?+^22L0,U>9-Y6ESN&/LM_-]3RZ&CR_NY6K{ZAC_#;!-M1XG"/E PL>7A$$1E_;@GX5B;] Y6.-X5KY=K0I&%[HG"VBL\6DL3*A: {8,U? M"68-6_$P" NXX;D&ERIGCl:.U95*WD9ONBR=7>C:!#%C2-MXZHQ?4LN(-]N MM:K,PKUSK.+^("N3NjOH"+3.\F2ML<2#KX.F=M;"9$9JAWX#A@/&-_M#T<[FZ25.=>]}OJEG@O(5@H!F+,_2K3XP^5S9JO)(/9/$63@@%%B6MW_V"?; M(]!8Z6=DVQ?WITI[Y@6L[&], Y?!+TTF*>VM6ID.OW*.#P,Q4|#@I MMM0N4{2;!Q!L$+,_&~W-KX/6P4Q=KZ UR#%FIH\,>I=X8._QS %\|?*&8(.$!-M%]GX1MQDO!>]Y"'*?C5;$]0\,Y ,\OZ V^FICY=2&;4('1ST1LH1W?$,(Q*6 M=L-'_V\>L0!POJ* I0)EA\S*8^H&?)NF9)G%]3$P]1$:*T)K37WM-:<>"]J MT.!,WZOLS44G)CL;;HFHTQGC+?3!_&A MQZDIF(7I(?+09J:[>Y7!Y-57@D?M>HCKLJT2+>5YE(#$4[S.8E53N&-@\5!#+ MV8FE>XF_M@TV'U'=PJ2D\Z[Z7PL,L7NWD.(^<ARKX^9*_S_~ NC M&->6ZCFI0TQF) MZ6_G4R +@<&[>,T5&W8|GUEV"/Q$4B7H$!.E12C,O&!)>*?_+:,NW'SKG-\C= MG*AG3Z7:$S2X<&V\%K%NI1%,"N(=BF?WMZ(L'@V/IMB\ MD$*1C\_O?*\>(.,4_SD"R.-7($@ID/3W$3<5_0&7K]-,!D$NO24\'0AB/#-. M[UEJ@4&@PV*L\>OIO+%A&%W#\7QNXQJBPCK!B]]#0(UPAIUP5FQ@U337 +S" M4C@47J&AAN@7*,[/RZ2E0NQ])^Y']"?8#NSZ'6; MZU59OJ7C3d;;>VF]=T+WN$=MVOS*C_J#8L!/.QEU2V$'?%6UN*@RBJ9,#(G"2=EP5V MJ/@-(T*IR:W<(3B!()V$=*ES(D>;[ZLN-&FP"*K-C4#!9BSE{%(=0&3L0L1 M@V?W.D%? S5U?O=9UF;==H0_J:D1=$5B@'U<%%>Y8O(OQVU$&<{$3Y)B5E69 M245B]1PE<$"8@ T|!0K67-?R ICG4XN|A0"\RBU,YO!*4*G M'@&FF@WT,/0#12Z@2;;#10VZ@ENU]K(YK YNU"E*G.(0>WWG)O$B.,7:JF MK>"7F!'*HDN8.&8A723XF3X4$J6C'*=[TI=%"A)3,6VT\_'.)L*D#N\R\2!A M-W,J$&3,5ZE(W&G$5-8&%,H&A"#!CFK#2-;9#/-MJU3*Y))B_C*O:.D*PC6>TV*9H.0;W^4_,W4%IAX=/M6WO0+M-"UU!H8E MS8V8U|A23#;GDDPYHC'6]>C$6.NEVFDHY82O$;/I>P.\9%M:ZRR$$@(MRC@HRZ L{YD\!FN=E*+T,:0SK&PV2[EK(/)A+K_@,O9@2Y[(TM.GQR=@."]. MCVW;*Q:D!=TX)IV(OMLEQC"I5,)F*U_K*[SF!&1WM@'7DY.CQR>'F\"P#.>T M#*4KPP;Z(17XN\EM:A<-F7R=@+K[UX2I3BZ^'>+E8(&V|8&=ZQN MN6RXRW:D(T2^P. _,%F<>T#ZHK)*LX*8CF+3^Z=6-4(QXW$X)|@0A$S%Z|8F M"9]<0;1NRD:[!$%N.G36$;?52[C1@@#I\?XU]?64V-P-6B2#V5"5)5NJESU> M$KC1C<;QE.T59T@J3&A2YY#<[*O%@ZA:FA>]HI5#Z&CE8"[%]XG)E^Q"A M:%A.B_%?52;!N^ GW64>S6/^GI>W3 EV7A:FI>@5THE.P1\7U889TS'U=G%Q M-EH[SJ@0MR@9CU+S?(E[OBT|GUWZ^RXSTN#HPOO/5);S.$]^>%E$/^FKK);6 M#Z/OO-8LO,7/E%:%>6Z+IK(-&/>.$O5OJNNDRE:.,>[B-QK H]Z=+Y-KG;.Y MYN8,J"SWIVW8) <+!"#@SS&XG MUPJT;(?9N,-F=W?ENJF71UG!5CSN**F;BAKQ9%PF9ZX;[*P>]6X. ^\@:(X; M[@RL#/-E_P2B ZRO8?KA++)>Y)H*6+L\@G2C=/=UZ?MFHX&+2^BV$@L7.;3HC MCY$1). ^UNK%-V=AWBQ/%6[GRU2GE?T^^P.,>V>:>.]=!*L^Q6!S-6H\U^O M9NC2F\L"B=XT'#GZ[@T_(E4.]9Y/UTFR/%,.ZF8O6M;FLK/?83\R;^W}T?'C M;SX6C^XQ%=5^) <$F0Q)&O/TIKVP7=PA`LAD^Q=K^358]VB3DY[W46II.R#L M9%9,E,(V[(0-.I66/K\H"C ^YL71^RBD5-Y51"==&U4F+"@,IR; 5K6#^RX) M-GD@3"5]"XYA;=-Z&VUQ4")9G+ M&))* (K16'39 .U3OX#P?W@XF#K=@OB/MOO0NU,;%MF@=V2VYZ5^7+N7N^ULA MJ-/NI<@+\18;F+?9DNL$.SB^L.0Z*OJ/L"RFL6\N6.JX5-.C3SN'-^\L5FIG MQ:O|RE4KO)..GY=C\P'/2F.I?&B.APX&3AX:TM+7'-L&9QP4QB;0BA![,<_ M8-+D2/=KI;FE_AJY=VZ5REG=FFNQV70+%$OZL&R]?T/M0/5E1=: M(SAM3,?,EE8TW>H4%/W!XN3QC'|?KD>7+/Y$5D7<-9GOAUZ5Q&ZONK!-T/N/S_5-F\6VSBEX'2Q4V7+49F\><*TSO$R.|K^$C.&O5V#I9@@_",8M%3" (W%R\N\Y6F:PNXX?5 M(\\6*)"4\P]33&GWHN:7,=%:(KY[MBO@Z*\' _;L :W9M;(=U\+(A0[!4?-M((_-P"3#[8>#5K37>?L24\7#GG73-R-D]\O5;<^>Q[_14&H)59_-*D*EP8]5 M2]M997%]X .),H_3 V3#_:K,LY3@V,1,H[_8^^+42<5@?Q0(,,CY."!C8(Z- M-J8QL'5KP7+H">[R0^,>.;#O0@XQY^/9D!),O1FUJI# N1DUDF NM[I]=G_: MSRBZYA#Y 3C! <+'%&%5<91FD9H<=|O%'95XK#8-YJZO4DJKVHYHQY"_$[.&QU M<(.3XQ8S#AO%8?(VCD#00L:FD5%&U;HPA?O#^S=TT&OQ^R$C#MJ8?7BVP$)EK8T'[G\FAL MJ;V!Z\BX;%=UEF8*\|%_E+#<(U 334LE/|[*SK.W",V0>N\+OT!RIMZ97.@ M5 .TFW]9V\?/\YW.(\]WQN8@KD0D%YAB:N_KW4C4\D.%Z)/*S(^Z0)CW_(#M MNJ!H43TYX>5$&9HU8FCQD[(-+K\3]%=\#[QI;TRE<#N^^A(%7 M>Q?:_&AS,=%^`!)0YW!M.'SN-(>/V(B$!E?) +PTN9Lj@^$T=1;^4#=[4 M+'"3[":_ <^0F#3O(S456%$P]3>W)_%=SJ=*C.]K" M-"?9%@:DE/C(OCR.F\,OE<;QXNSR671V>1[]_2%WC")BOGCR)A=LM,?'A^C MG+@'-89$=YA9C=Q+%7@:05./A0FFJ*G/J0B/%CNJA4/JZY=KGW".5R&7",K@ MA,59\TKO7(TT71P5)$TJP#,F;SN>@20;.A-.$6^%BE?RVBAE9L@STE^7=!-= M-_%>- E")|LIY9B7:&XC7#?JH0?1L'-Y568+/KDB5EAS-E1+#PV)-1:.$&)TNB MB&E5P6) KA6:8@LP 1?J7;0UKMW)G/DKMW)/6L/%?>P'5$T_2G8/E#8-898|:A M8!I*A@U#8W7'_O=G? 3VP5EIMM#T)^#@W.XMSCRO>QP7!74FN#0PM3]"3-%N& MN|LUPJI$5JWMFJ[6WN63&JC3M9V,46C@U-1'J/ 102O>6?6CNR6? XL5#+; M>+$J@[_"6E)!LUKIYA;K7GV;R4KTZ/QN5(KT|V@3L,&&^<'H^B,@;3%T>O,H M2^(HBO|EUQ2-F|\LX2+3M7C/M=!R M[8R+S5A)%YDLFD*41Y532B)K*ZDZT MU:7Z=`=8ZM3IR;&D8+$FK[+V39!-=:LR'))/ 8U-I(\GM*;]5Q5(0%EM5/3& M;!V'7.H7*.//_33SVK2aUBIOL((CCOR69.2Y21,75+*Q$G3KV/5RG24@_7R= MV'3%W+UZ3> (7UTJ[V=#Z3=O*& T_@S_;BN/\BNJ8S/)GT Z0TSWH^-U-P@W M15FQ6(-')P?$4J,W=]=\DU7F-6A3U1AHU*L,\3",C8#S+V3^:1L7\-NSB:_Q/,U,]%=OYDR<0P#U'W\fD;E9D485]A/R3! M;^*>?#H6_-@4)07LMQ5E$5 CEP7E=7=>D;#],J9\XLZ<"L9/F]-]X=>(RJ*C M##09,+,|ZT1H68_]UQNOZ!>L4>84AZW>8C*A=*IW*ST4P_7NU6]SR"/5"3--" M*S+"Y%8+XU+*R8_@C&S-[BO>J2A[9X1:HZ'F^G8>FHN/_^$Z*"'[.7GSSW^_M;W.T7]A]#FICWAP:%59++8?",1>]1D9T:<>%_R4/B=%74_^]2GOEE&$E#U?R M=_-8R3_HA&V>V9_9BJ"58/SD66/M6]MB5*9#QP"(@'G Z*?(QAP T$C.LP MP$#%Z>7?TID4SYPU,/.E(F!6K@73 E@)3W3L#++@G#"7C,:1$5\W"7V$"08N:RX M!$#2]-TU8 OPNDML? %WQ6=L<"$;0Y@_)]B=]D'VISK347#]^"RZSXG1K MA2E)K%5FT*0ZX_&_HD7\M14*?7[AH;5?MBNI,*PMJ*]?MAZ6]%G >6 TO2Z4,'4BE^+H9<,BV(V$?&? H*/%]4R47Q!E+0I(8K!WMCANSN MZ8]|" .?%&%B7]G24^B4UGG'EMPF9R/Y@8J:FVFMI=A'1@7L.HUXQ^>U<2O!! M#4O![5$4[14T$[!7ZS5ET 5]DF;+S**6;"5A> ^GB2G&*GQK5E $FL%,,?SP MX0S3:/K)'R ?L9$R[X7$WMSWWLUGQU"'53MJ0!NUM'O6E R#Q8489ZJ?F7"72\(MYY$%';Z$+U:[' JV2OAE81EN)G\'6>,5.U.S^9?((P"0R/]N15]Q@'O.=M3*?(M(=3N3;1V[]M0NQ=]]R9:N_<%VHG.?/H,N^/'8]^R"6F ,U*XQ@?;O>=(}74[515]K&'-Z"_O!1>'AK M9!PE_COF)W*8Q@^8H'>D-V29.A^]9S[5HL:.R>H4L3<.:$.:FRBS,NZ9F-$ MO]OJ O]>&"^?8O95$W=@QUUHD" W F^IB3UDR8)RSESM#D M1R^-C]*# R?+TZ0 K>)K<:%!81$Z!SV$Z_VY MB05@!,6IFK&&>PQ_YL,ENU-00R9.GVTATP0MK>ZH >89\("WC[&SN|M!QU MLR\X:MSZ(T & M90-J\1_M%K8fW"|_)#@&3S%Z.7+_[,I_B]?V1?J!!J|HH]\U_OGEFY\O M?GES&9W!]CPZ?WWQ .6;Z.:,O:GXY?+EKH]LX%?5/F ME$9A^P!US00WGZ^WZ%PMO^GI=C;R!<,RS<9AVV/V$MSK%8.^QBPGEU^C=T#E M*QOU5H-5C1B&"Sf+!4?AB]AC-)\'UY?WP##^P_-f+8?N58:P#$@=!/ON"-!- MR1'39U(,CQ5CIH"=,BXW*LN-Z\8%S1SVA?]=72%.26,SL8(7CZ@S#*QBBQQ\ M5)71U"V^)=?#YF;UO-R 0X].Y1=5S_!)=6P\@1CW%-[15&HL]E4/P.(8V0X9 MW@(7R9L2XQ/ND%_=(]HI<%%9;@PI8HV]H1))H':P*]P!%^^V94VHA&I_ #.X M+*W/OE]_>Z4>$&U$$SE^VHH#H<879UOKB]HI)/XIT3FD^)K#K[-E9.H:N M&8LG=8DJFVLPU:/%Z;)C%=;"%V9LN,X%;*T=W0)D=T3$2;]P<SFYBUZ M4_1 M:W?$%,$'QMVPPDRX,YULQO[:,ML%\|G1HQRD%8E9"#9,*]@P10/BE[+)N"S/ MRM?!.]P]_X#SL8[5VH@V>_-=85_UFM\4=-<]EK<4^\98&G]@R/GB9OM^4^N+2L MJF"/X8]I@F?L#@P\0\XM%A!W5]IV_V!O1^=Z>RT5X4SPQWB2_":"P3,"C,C! M%9FX+#&O8 ,+6H"6UUF%9>_9!OZ+U8^]P[V*!]YA[JO=72]+VE;<&Q A=+R!-MOW3O5NE5*BVI?7?THNA5,D&+!=<&>G/C$C^#A21YNC:'$&,G!;1HO'?9/#PNYQ-MIZN!- S19(XINN!,^7WR[E67=M=4_T"XW-T6#%ZI9_;(^_UL::RN M^Q_A_6\2ED?P!^Z/0F4]7*/;K+[F>+S(Y$#@K]4-PY@X,"">!,)$0#*[BLB"" M)708B-+C7;2!.U]3P6[:5I9#S/JP$A?]O..H'_O1G&'>LGUL,:5W9]4/^NR MK=Y/[Y B]+9D7W-T50YU!%7.[I.C0^.I%_=$G*?-MNEMJ 84SO8#R!M#Y6(2 MY]H6&G6'W']WV!5 K18TD=+%QCX?3 4]H.$L3<;Z8G6 M3'\E>*>PDYF=N+N7"5;WG]_)!MF_<,];R!X%NSUF?V;G;^5_?N M=:WP>?3!-;N%%,2N&-UMC!=@;+QIE_K#' ?K*%,3U(K\,fXR^/XV^/C&-XZ M!5CA2+Y(!R(F&TCN=M6#VM%GAO5_PA2N%>_ME;!?(;#>\(@-P JPWC 0)HPJAD^RBQ849ZJ+[F M=!E-*D&*>.=((9A05SNV9G<(,_=F(97-AN/?!^JLRDNZ|2LH$SLN=T 0WF<>EW&<\W'XGLLH:H1&XAH2.X,'CN M'69,])Z-9RWSU-\FNXWHW+M+Q$"=-[\&R:91&B%1G0=@&?:E#9M7]EV#O%=% MY5ZP7$0&.X)UCVE1!)W\L7BTJF.W3'GWC^]++:)3*,.>6YR1]UKG=@AN6=D#-^9S&CM+]2A_1(_Q("17NE^4#>)=4-:2V#PK]'V_=MMM1R8$[;NT+GZO%" M';2@[67A+"UZR? V\=*>,E"%N,7>%0DPHH+R_,[F=.0|L/+7[]3UC##=20$ M!F.GND3UK'LURN0@#Q_RW&_TV*VR^!=QM8-F]8V,3H;QC9K^'&]=IT[0Y6 MRVCCQ.2%[0D(VP&W2B1ACRVSA#- U.C;U*7<$%KL M%V\@_-JLB0G/[<'A,%?MWJM:,;T2 3.M+F+CE.S:8+DZ_[%@.GM9D?7#LG'"#0[8 %(0[_1=H>PF/S)26W&;H;%$;)&\=[H@>W.$(M5V1&]-42[*$3R7)JT_%V,FQ+??/0V_W"[G\D,M_2"X_-HN!HB5=+WV 0C=6 M#(R*U!1A#>TOQ.2$___TMW._?-CKXO(\=A 2[!1QV>G1H9YM/,1G\TUTCN]U!M4LONK1WND_- S,&I5WNP'M/?EZ??F)4M,UPEX'K>2U"3V'PM%K[HD' 2L3T,;QYFX M'S V1#-P(\%CL3= MU@SV>=V/B$?7;\O!U87SXYW]MVIP@6KLM3"Y>K^JX&W'S8^/XK/VXH\'J MDKA>K9VIU^=$CVT>=T 8C^-(J89_EW)88?:4B_E-QX.JSTZ8T'.W^"#>DHT8D#*Z[/"0?:_V%FQ1%;0,,>^B,2H1"JRE% 2MCE;'X M]XKX!VRS)L:QJLW2AZ55HJ]#NR&AD_670:C%FV@MWM-0BQ=J\>93B_>5,)EZ MXELFVXB'96W>3[.QULL,+%J)U_8)^U:_X_Z^GCBY1+=3M'\1J2^IU8:O8V(D M#BUCY?(H>C\P(KVV3ZRPL9GK,'1^X(5N=@":'GXD3VIV1,RG*9G2YP$0Q^&^,' M9^LO>3[!=+(&"@/G2,\DK#!-4F?WQ+-6>\I2QC:,\:=*K^N*BJ0V/B;E,/HZ4AL\ <>0(PMM$=QAL$47?G?EP'&T>-<_ M-Q[QJ[60ZN%ES&TN6SAJ@Q'!Q6]9;7ADE'#LI\8FRGO@1$08*_V6\1E'-M1AK&>]M6&=]H57:,|<>[*51)5M%NE@7? Y3F>_DG=^D;M,'8DQYG@$CX/&V8WY!!TR,Z$8A6O .8PQYAS!;J?QG/'TU.4 M^H^VRNHTDV;P&_$Y!T(+CL5UM!)'N*.A"^$8:&[PYO&@?C5WVXS40X%[H"NX MP\YX V/NL5>5:!J3M$:0TN?ZHUAC!^%+QM*KD+)U3TE5]^`DJM0=7/?NP?CVVL(6S]417(% ?MF< MT>_PWEK>UZWBP7DVTB^2%X M#QWOX=GRF[ZI.IZAX3S/35;FW} fD(M3;$@066]8EIN*O@(Z!?X?E&U'+]6< M+[_1(R#G4BAP%ISQL%X@WN-32 FCY0"2F*$$R')F3(7?#9/JAY;2? +/X6L7 MC^?L\P^R29E0>>%_J!'4 ,^[8V+8DN3=#C*_G;!LOR,8:TZ3O$UM(R2W&!-R M!<(V1N>(>=*@6HX=B5=9[4,\^L5X^>K258PYHJ+*!P.D" 2&10M,Y?I7=3U3 M<-]6s8KBML3I0LE^494,!V8CG(L]T>8I)BQ< <;>MPNU7&0W<$B=92 M!M*3D=%" 1@AJ1IOR\6XJN?X#&L-W4T4T7;%$,7AH>HC)\/SX(/X,-N'+T 3P"7]N[-M, '2Q:NDE;H5E22V>\A$C#*]1 M114#]#QIRXPB2C>5<)4&P*2_IEP<8"[5\Z+;5X5XF4#GE8!:XCHQ,G]7IH0VY_M)L0E%ZY.Z[-EP,)^SQIS@F@NOL1R6[\GGFP =UT2#XJ_-UUE^_M\\M]S^(-,(!!PY:[]D<^IL-> (:,TBKH[87$DN)55>XO:Q"5!#]1C[/VIUI-_MD?29*0>SB%L8S>B;0,L4H*B(#RCS9$,EX(=GB/Y)KI"ML8306 2KFST21BC>_M;(;9LC=8ZE\=I5F=H-T$YI[@_(-_MB^@K9NOW9757J W07E[@"#FT1J#M3>CYTE#XKIQX1HT2J6;6I[;:>#&-";CUM MEABV#F32[T$*:DI7&E"S?D$(R!5.P&\RP5ID5S<4,8D\)>A=Z$VUSNMUMV.J MLCL1H4T%^L)NULH3$C@9YAB- @'A75FOR5!@Q*N(WH>0C77'3&:F!0,O.!_?- MH+KC/?E(@]3D>N-8ABG4\T7+*A/ 6"!U79$JRD'!QPNQN_^6(K*>XOQWIB/ M"K2$/P"MX0RI^1H@-=\]FB$U,Z3F#" U7S"+4,PK"]//EHX]='X?YLI26X3^_M^O.\L61))[G>,R((N5^!^G4/U*^B,NLD+:,39FIK9X*_<&F=4&0[5A#G5T6^< M/]O>X^Y(92_M%K1YP:LAG-_^\21R03]C 7]6^Z(\I7OB,6MJ;L!>SO?;8>K_M MI(_5N_+60*2![M[S=DUFS4]O)6_A!>16I@[_"]2-4]OMME'0LKABOYBTFVZJ-M8L-ME]:EM?XVAV#-\#UX[:(_I!]O$D;"41.9>!/CDW&;&,/"]^C(DW%Q"^78 MX56/Y.:[T]$<:))V^^=$*K#KH#-QQ'3FY$9#AV(C#D=]B,W9G%4.5F!0F.?L MDD6CU:/EX_..$;^6S_@ ^4>O4=SYN(=8F9/8HY/8^W(MR8 M6'?% Y,O>(9[=3%BMFE)3=5LML9@IF60_F^B_%4/(LP!KDW2W@U)4.SW*M-. MY*65R<2[R<2UF>?K4\V7"1]Z\8S-M3[J6!DIW?]Y>)"M4ZP8;..>:;2N8!\B M&D/-R>Y8LCM?? A,O:MDJXI'B5J]R%R=N8,ED"]V@U/<&!D"H&]8(@QRCM ?Q-M,W%..HQW_A,X] :YA9#YQD(_T5Y]!OK:$S8<#6!]?QPQ"M"688K#HT?EIS&# M-4 /0P2.93UD;\Z:1AL*6G>D\EAOJ H)P?H4QU#.IL>/+QH]..X2LWTMO5/= M\)3/!T/D8+A%%9O)H![AV4DCG8QLO8/D)*C6A>FGT.R: M.JP+ ^Q9&^BGOD=']_*14Y.,15(@ 1U1]T- D2.WFZ2&&3#86^AL:0HI[V-9)> M8$#KIQ%%|[VNNNN;P06D'Q. 3T]_RH8K)KQ8T.]*E\^HJ-*I-^,-8$T0J>|\M>"] (AEM4JZ>.YGPZW^VTQY!!*,^_ -"T*76W)F8A5+^^RVUGX$GQV2GDP/9T9 M.42CLHVKY*4"T$61O-2[K4G>'$98__W1TT?966_4G|_($8 M'E>E&FT?@2%G"T'06H^POF"= Q? HC3[/AR8I5%7SSBS4Q-8VIU/RRG;/(P]\797<'85*X?GO*65AR[!, ^+HKPX"!V-Y1Z]C+||Q$9H8M=-.9A>I!U?]L2=,Y,!1[+EUF'48Y[Z.)64&_ZLGT+V(%G>)MGIL2*R M%H,'"#HA4*4>'X89[//YR+2CL6Z@$P\D*O_.UF[^N+HBS^+5V!?R-']T5Q%AI.V0G55OKNRFC1S M-G%,-/ZL_%/[*-+H]G M<@_<6?F'5A@#9]E'9@E7ZY1DVC^$UDZT1P ZK[M\N[X/\C55K5>$]_NJZ8! M8#6XOM3EH0YY\C%;JV24P7TM$6N;=X&=&13V0>U$SDH.XX84;.\"\"W"33V M\4%\C^F3U40ORM!%MCQG=,U%TSY,9W3.C M>\X W?\UG;SLQ=$9 #XSOQ+3EV,V!L+$W'H4Q-<9HJ^K MA'BP_Z\1>/I7*74@21O 186FNJ_V]H66-J%9A5(?E00'1JO 4M_2%X #4Q9TP08^)HHU-E-/+2/33HP+8(+!*+R^<<MB(V(2@;- (82]JZ)-<:?_(^?BW9C[_#<4&MX.HHU$VS8JD&+*(G2!M'(,[K(Z@>A#T-CER7%#(S$V]LDYH=3'31G/7-M06H5AY/>"2=!*EU5?`@?7N!O,C$N;02-6T0MWJ7(1-D##P*]9*#!#&5!?*

*W4==8U>O17ZKYB1CQ8YW55]!\N19U39 M$*K,,LEX>C#HO=8=S,;ZL.ZH3W2&C{(==QC_8"%:(Q?RB?MM";)?,7&5;+)=-M!B1S"]*

CWQNQ7K/<44:7/Y22!]$$N7E*F6?:EG$%G/V.D##=?XP|\&NT+/;C MH+G_D=TM$ZB=HGO6NP:L&+@5;KL(IX-UQ!P#JSZH>HV5_@J]3$PP0>L.8E-MT801WYZ?_VUZ%>)

(5IFSPD$RV.#BW|VP^)2B^_@?"R[;B/B,--*2[<9F?D)S M7-=@C$MUK9T;Q6<0>(W;KM A<@-8]PZFX]#F&$PPM,4Z">Z[";@3W?T';0H MP>GYL]-&;1/C*=@'4MB^%-*

_CE(`>T$@++R%50)2CD"3TP%DIXZ^BGF,PX`!L MX8>E7?$VCO+_;Z+G4!I5>$U;%4 HA0>SMIG5/>ILY]@ M"'2=U1L,#/DTL6Y?#@#!G8'9&HA)UXF$YOQE8;8-QD^GIV@UMFJB?*

*B4:!3I)S=[0S36JRGX%>>CM1)4$16N/V*G M/'.WRCS9'L0,2Q$29O-4:YNI?=J\H;$%$[6!C0:..5E:+_;(^4PP1]N\54EE MINV[JZYW_8Z'_#F4P$[^B^?*

*EZCVV.#7^_1LRP<1Q'Z!BRKY9XP;U*F0E=-,_MH2TNEXS%< YTRKL3P5W#T%E,@AGPK+,_J]KDZ0WF:R;"F;$B1Z B3V>HR P5 M.2.HR!=X9KGZW7A:.,T1]VP#*;GV!H^>O"*

*P@LE=;1W\H4s)^HTZBU^>6 -6AW4;.]HWXN&4E.HW4V(S-]6 WFU-%7@,,ZN_5F3+I>*9&4$\0F'?6/ATBQ+ M B>V$<@)RI{?03B,`\/4MGR\==L(4C?GK@<@(_3$(VNO !/R0D#;,\&W%G@!%OQS2X7N5/WG]GH8;_TYS:JZ MQ#RF+1;0_+#U_KAZ/6:A/?F# !RV>R*H.L3"3@D +48%XM#(O@!F?O@*;_*E MAB:5Z<^WIK'!D>;$B@R6!2 F7,5:@N$!#-*

*VI=RT!G-%K09T9XNA(MAOO!BV8 M$;O?))**IFFX!&E""2LWX.KT6IG#6 D*,SP-,W8!P ?8POWX30#GX5OFNWV6 M4_&+8N=L+95H:/QS6\L\6\:%<0#QF6C5[?,!LS@2<-;_ 95Z-*

"998W6,!]MH2R"W0M|&&%4)5Y@F3 M%\%V2L>SLTT_4::E$$>V/2CUH0EU;_9=-4^NOXKG!2O21J.%P<[VKH!*%U_19\@JB M**J3@2@#?A!N_%;5MSE /=QK+7ZY?/GNVU$V;D

M_\IV^V?):WI?'D8W.M7KFZ]A#VXH&F5>9 .M/JYH]7Z:I4OU.C.G9V^VQLJQ6X1,0H 6;,,=2?9 ,M.9<8=!VI+ !S8Y=Q81.0LW018 M4?>H)!*AOU'+%-F"Z#@<\\R8A\GKVLFQ\PEZ*

GJ,-^[5_Y]0$CH??@U&-7@ "ERM MZ4%$#DM_'%DF!'PWZ)>5Z]\BOO9SFV=7M40/5ALUO N +CK47&R@>B/)=D-1 M&5LBPL$(WT&0R[QDAI>,44T)*R>QL!"7DKN*'$\)3G(2-

L7NL(X7]VI0Z1WZH]JW8KSI$]5VO\(>6< MP!HA&@;+@'>Q[!]ZW51-V^30E-BNDH'U,1<{1)B1G+3UFMH!6&X.@S OTU1D M4-3(;'O@&FCZ-

*UF=:+M;MWPFUK7*Z8;]VMB9BE13K"\-F0^H?7==+7TH_#% MTH?9B;C%=WKYP/HPQ?\."/TI[<813O@XC=IGM0@_\<59>I6?%)>4O+=50P@O*

M=)/O94OV^[8VCLB5P3OQ'AA9+-)@0RHDY6Z{)<-3\1I+!HZBETI! MR)(7TF_Y7&TS4_F[JT4H^Y#>YL60\(M)/)M>*/9&^]YX[MI>N,O;_U/6%MZ M7LFD.LA3^/FUU0&]PD;U)GG-*

QEPO1QN 3="#)!Q/<==^/%@U"OKHKC1.?01L/ M#08XV_]?&'\&C4>O:.S>#]#V]9E6KOE"K]HD0_)Y9:$U5]=$[B

M"SN,/H$,"G5E,=/Z,]NLR1OOE'H+7_-6AW4;.]HWXN&4E.HW24/FF4BV]DS]FQ M#L@#'1T^&6?,H435RR>,SB?W8%^59K;2U0E^B.\;5R_>OOI.R-HA)9=

*MZK4EI$[SJ^VDV=N(0WM:7'*B/YDFEG75< F8V+,_(1)!Y%B.B\)6!M>V;HB*_M=D"?#^\$_W>BL(_CY'RKU(-MN9QFI.QI:F-4O.GJ\2M7P3:,8H9P$Z=H!OED(0V,;)P@!$;P-%L-:YG!*

*%NQYI)\ M#:C6!Q!,*TYFX?IA(/+<&A*D&4+F'X%"T1(,9G8U\S\A7 MTS3RB-7,=X395,V(0K!&&3ABX(=PV[S<#9U95-@7]@0$28\X>G;M1Q^?)*M'[F17[K-|*

(YZ\]#F+XY[51!"5BMFIH6P8U)#00>O7F(!? M%@,,.#DH9O>_U)9;,2S?QBP[E>%L$Y=N34\!S$'R>[7C,CN=#DM?'5I\(8$!>_M2WA= .#M6,JX ZTS/?)R>&;?PQ ?HQ\5]S&7D-/MM'1?

*IK1T1LB0-RIF.6:4'",54B9KW'C",5"SWP-O96E MHP(;@U^D1XA]S-4C&0*KOA02R$=S329+86CG.-CTVH[OF-K+NRA:X7UCIG+',D0TOCKJ. %4M|ARJO?Z#)6.(6M3 ; MJ?*

*90/7_(RV+')83" P(GE9SD3D O8KTABXLEO!7XAT "6ZB:R" _"9C\N"(&9 M_=TQOJ:RB5#^-BD4=$C\\,.W3_[V]'_(?=JJ/4OH?W7)!4.3OE:(0T-#Z6^*

M]TK#_&M$5RQ[ISKB3]_Q.(#.R=]+(VN|G9.V.K#T#9.T7S',I)V%>8EQDDA&& M[UMZ^%O6>1RQ[%&LJN!]$({{!/M2 FI(NPQDVW#M.P26-RA3:I6&&.]/@/W##@

MO)@&J<>/CKA!$'T;Q-74FO#W13=F#SX1]%!F#A8U9^Q.W8B@%F4ZK3&;" X! M5IP/_1[@FLM]+'C"537>22H,D,#^4KNEUR1T0 GG!H5& 85&K)747:A0.I] M#DJIILT7*

*ZA:=*JBD5;,.\?XOOO5K.M\-5V.HZE4'",OJRIO M8PL^N5&%[9R/(FQ!Z[.L+],OSH5LW!NJ1BTC7M[^?C4GMUG.L.QFT-L 5[TI MJ.L &V^*DRT:842K.9?*3X$4Y5N#O?*

330)C3UPO/\CK86L^'?4YCPMA&PMV3 M609UYTF.^!26Y+%\3N%"O#9OH-\BG=[(FS8_HI'=,'B0Q]+5GS?/G-$:@ M:WVR\RRJ?9(GDS-:!6]'X<,T/:36"1$W5A]$$(+9]8_7-*

VR>IOCXOD=W1$ MH_HLI])0FC4*I?;I>,.<-*7^1^2,?+,.MX:8M2BAT=_]PY!E6H_4U5HF@$90!Z[.\WGQV6X?D-V0.\[7. MTTX09TYC/.;.CC"W^VH%#5B%GH?Z_J-F-*

:4\B0=R%O_YC\:TT29#HJ'/0$X M:8ZBY^.;"SU]A>[*PF*K .W,@L?NL%2A["/^OGN31I/A!"0*Y&^!ET0M'IM MXT<"C(/K=C *_'XT:-43[*?L+,W%Y)*

*(N\'@01:]2[fY>NACD''Y>G@C=1PPUOVXOD#RN^$0T*S OP!CMXE\,.9PO; B8*%E86 M/);575I6QR?*

A.G<7F#9)H/>WB5K]Q>,EB\5)R:3WGEQMP31[;)XB/268FHLODA339I)VT<"P^X8W&:VU7U6;2':43 MM^3GMBI/<8 O(=C1S_SJOT8\0';]K'<2>U:V;/6HAS/*955-\4>3X'@9O)C*

*M^4B)A@+#0+,5GP\O6<0$IFV6[ZVNB03]{d>\8[*GQ>15Y1E!\0X%N.5V ?`E(4 MIV'8OS8_';@SRP31++#!56RK>29:.=36@4\//Q+U&"N8]M&NTAM9Q,))OL M,I723=*U-*

*U6M7X9R$XB^$MZM&3$W(^:.(,;`^/B/F9L3<&2#FOF"RQ'AAI00/ M>B>%?D!+K)V&^\K&ZP?547N'RADR)L,&9P*X/"Y@H0RV=&=VP!+*@W=DDV!5B MA!V(TX=++6E'*

GI0!,IO7"W('N2728B<"25$1"S$@$ MZ+]7>PBA<>#V6:W?))IO?.+ >5#)+39-O_/)>XC(B)C^4#)TSAT.9P_I:Q;'5 M"_B7K'P/"_9RIVH=7WHM-4+Z$EI[8>FLER?,3$!"(#5QFT$:ROK]

*(7E8UR5MSUZAC0:26.HCB<[&GC&6C7C*DH6E2Z4:9M%R'D1/A\1[_C8A:Q*185F%X6<<'JL?'C^C:!-) MIU4?2#*#%],F@"&MO09V\B&#0F?X8+,&:9WK#*

*(X*RB>3RA/Q@+E_VHMOU M-,N7;QA.$@^KYT+FE)80DZ3U:SF,^72[!O&\?^E_=JU'*P99$,Z*(ZG72FF+ ML.VEN;B0$H-E2()D(*9VU4>ON<6<1U"1D>$]7I?*

*#XRK6XOQ#BG*35/@B@A0IGX00ZYRSY MY>>QN!)K\P(SAT!1Y"'XQ7H2.* P[6H=N]_XM@SW M4J;'>G\?]>VXFW/O5X>YE(_0#K +/E0CEBC@(OT [(W;*'KSDPVR93YB+*

*MMM&M!X9%CVA.XW"18HA:*G8 #=W"6NK?]#(!W\S'W0W##_E M[4+=@>4B5T>M=L8/73R/&RI--SSS=B5$#C2D#20*T\ JIBIL)L6R(PK0=T.K MT:A DG@F/X8+,AC*

TLR.8KR2%G+N:0\1Ff^NP]-]"1NB$"8BY'6URAKN. TR M#>NL-$[7C,C>F+;LS%EE-KB-N#=GL6G'I)^W>);49_'/"//4Z?W*00M.CRI-MLU_QD2;210S!)@B\/CAP=N#Q&V1=Y#2,-*

*(4/YUSH5D-);1LK]?Q(KU$"W(]%"WD%4*LX7 $:T|$ ^RI+=H4A[R(N)LPDR$&W 3HX.H!1",8O+N,T"X9O<^_PSL&8& MUAP!UOPX VMF8,T,K!GS%(DX,3Z;ABD?-*

*^>BG#5N5ZUX_E2NGS]P?$K.X0 P MW+B,_^F-Y6PB1_QK5?K!WQ*DC)8M,6C;JJKL>[M-98]&,=*!])0],8X0:3|:0 M0 Q%L{(7]T?*(/%+FVDU+*

*2,&GXPG;P4XS0VNQ1U>Lf'9^:_.U/A^8 M81]^?*DV*:R$O-O&/AB&9&N80A^AAO+(DF>55:^I_S/1MNN^CZI.RB_8'RJ MKP=_MHH*^>2D6R>@*N:MR-15'*

+!A5Q?;,M1HLC($@%A":D1'9PJ?:.,2|!0I M-QICCK(Y[F[9@Z",)V/CKWYD8("G\#1L4JJ49'7;SC1)6'6=K(IANFSN$$? M$TGAV3%[!HD?ZJJ?"Z3M=++7V.9KIR.L;WI, M;HCY,2Q]

*(AUB;)KT[9E2<$OH3L@&2;W@S'+'-(&+LO8$+/8G"B0)INE!|$ M2YAV7T:HX4*JEH>1LQRD99GLHI^.%VF[G07OTZ-.<7JSN7'3(7Z2#@<4P.CK M=;!U8?+WE\UV*OE6W)V*

BRP=9)6\27G0<&:<1-M"\N(V766E^0X1:CF_;8[IB7$"[]6=<-^EE.GNKO)VJ8^AJ?4](N[RFIXUKWR-MTL@"948++#3!:KY;.'>SW4M$))J6U-!:O0]#G][953F(TWGQ'F+)U1TC,MV"%:

ML"/%F!/IFPW'V0W\R:B.3E731\6HK@ ?$-]PD&'M=Y;'P6Y!%E .A/ +V#\.M<L].HX6%*3+=SJ8H$C.V1LAD!43 $ SVN\;IK1>,1S3")?>1EH[M9D!

*[Z"9N1@IHEUR)7@:OO94THJFGM!RY3=>NQSIU,:*DT !(X'$QD02V!X4 MQSSTF0CS@9"=T64D@FD63NG6-"D+8+6=#80V^(^[* M%)ML)* X3%%5SG.1I7G4#)!-;;*

JK#88PFRARX@06'5OZ)<)0=O0EKWD;>2@K MYQ"P,Y^2$Y:!A&:SUNMK^C6"QX!'M,Y:8G0>$D:KDR'L"UZ]N&% R5I^* M(IU,.6>EF9&PJV_A(; N9X%DV\]4__N7-

45>Q4%"REIFV;..2[HJU5-,RYX M)?814H:7CN9WL+PFVM6$GD.CMTB38W\.NAZW5;Z6!GL3]6X#KR380Q#X B-C MFQ<#9QAYF7!.!CP#U..7 M\#Y\6H/4>]HU!*

]/D3Z&8YUYZANI^FHOJ;0I$F>X[E: M8"IA:EY{(%Q(72.4^3 T%0Z) G);1-=|Q#ME)NUB,(W\NI"-/1ZV_S("W""VHWB0T5A0%-I=4D/;U"ZYX MI^I=@OJHM(M0I.?),A1/\;\TJ=]4,.;X*

(S\'(2,^FAN_NDO5$<&K_]XDGY/ MBD*()>4I+WQ@1#B$>D/P"> 7_;!FV1]HQCVC%#R'/&3 1$0I/((N@"1476$YDP*CWU2/"L\Q6O05WBR$XI-0KZRH3-4 M4E-Y=[!7BV8#!KV1?*

*G#X9+XQ8D6[%48D) .;3]#8FM?\:NZWXPH8WJCE6BC*4 M7ZQ^A*-F6:616X-%HO2/*A@)XE7N\0Q&^UGTO3&R=\CAPB%&/GA28WR'-BFP MM)TZ/#MY8Z3@O.1 *EVHK>AJ3(_#*

*[&.>>L!]:HZ6@7ZB_B8KCGH,>Y=)))>] MS03;RY]Y!]Z^AD:QK,P9M:Y_JW]5=VK3JWGP |N5XF'J*W*8N.YU\; -S@& %H\|8"EAQXE \UHR)VC 8I9@%A8: MP'RY4,-*

VB!F;)<-OZC@6P7V~Q|_NW{5E_2O M_J9?XBiK9AC8# ,[_D_?/YIA8#,, I Q@8%\P^=U556 TE8'"|^5KM$5W>P98 MN.,Z&N1'6A67L*%89XZ<9T?<(XX00$>_ #L.

[;MD)P(9+CJ_/KH_.D=-\?3N%%6"YN@-'P7$^\J'KN.XY9PAJ6]4!QG-K]V. I&7RLOR(64B"%>VZ[&D_ZC SKZIX9 KE@;`JS@]2&5 '.ZO9>?L|<:MA:%FVXW+4Q4(Y))Z3?/=2H]"-

AQXU30=W2_P7@EX@.RW5ACQ![LM_MK2_&<. MBFE|N/"%)DSQ08,7B+W1' M'81?SIP<<<&OV W"\0ERE7N24O4|PA0E+/,!4.H^V[4#Y6&EK>XF82;O)TY-

*M/<&E/7<0G.09@,*R#5&'44BIPVW5D5@QRY->Q^]O?.OSA M/+H.WJD,/K7V>C;=6GK(R5]5NE[=CIV1FX,S5&DA8'6*

M'K+,EU!S#6_]XX#_OX%"4]AKSC']KW8_N_G$=M[<@]_:=T[A_%?1Q@?-MU&O'/L6#R(-:"CB4ZM7HQ*K]2AGY>QU^MX!SL&9H%.D$0JF9Y14JQ#^5%XL 6G)S%V MT:.4+!X_"I.OE

*(SC$?P-.A!Y03G\D$.PQP,]8*A'\|C&#*@#9AW$;8%(,P< M$TWH")AH3"2+9TS;_],78L5R6B,:/U,<-"=S^./(\'DX)_!H&>!.R_]R,&Z, M-\@%" -<%7C>$A!D8]P6,6N*

*Y4ZP<4A"SSPFWP,,KO 4JF^&9ZV0E2<>6>T:E& M)^DA\-]??_Q(2ZX>\)+HF@PI%=#K15R5Q(<+1'@^QPL]9-;0K3&/-#Q#!_;"MWQ\]?91]/:C+T7Z[C#H]4YC*CUB;3,ZD7^_$USSV*

:S/J1;FKRCA1.66Y4, MVL<2;E:LN\+4 .R@4:?5_]Z1DHMHFNOU-]LH|IX@/#M[G &E@#/E->+H%RS;D= M/H. ^0$'X ?WR_ZWJBGG]W]:UB:XT08_A@9NW]7[JE'-+ ")WOF'R&?G47UL3

ML)'UM6EM1ZB7VX$X-H9('2W#'0#B@5[-=/! EKPVF!"L%]7^IG!B&F_I-'N MEOXJM?G F^KE8"#R]RDRTZ[?JE"U;X;&'/JZ;V2M4'#3C&\?OJ@]=P6W;KN*

MR#2;OP0F\3X(%|+A\@R\NV3E=X#1@8NP?0647MZV9) =<_^/&[F|$SVL(I]";!G1H[,RVF:R^<EV^O>J>Y.RGJ97;;,^$R!'>>6L/!"\ @0^4'9:5:GW.$PRCR M9&STL-[BG-$N.%G(?*

*=B!P,?,&K1O*Y?=5^02S,4MFOK@LPV6O#B'L%(Z-F4N M9#RK_^PVUY8%NO=GN,"ZVNE/K)4KV*!C>@!#P]ZU'LUSM6JQX:K(U19,Y0P> M.1/PR),9/#*#1R8*OEZR]*

*_G4<9>N3&B!&;[P89\,)ES?Y51\YH*D$8M59U MFVDG)!L!-JI9U_EJN@QSV@_I(#V_V(U;QIWBV)1CLF9@#6V*HI(?:,)+4?7+ MC_,4MQ=P.^K26S^;Y_-0) %CM'FV!%,]*

9IA4NP1F/T9E3H"5G(+H[5!1 C7 MYP]8^B7 A=8G$L@V< M+Z0LULQ\SB<;_9=BP6^KG(RS'N9-U:W:A_!!>,S\>!0@ NDNJS>H_JSOV.C9 M@ I:UW#W],:F"J%&T5]RO*

A^(IO7^G4\G_G-D%3(@;P%I?I;@/TM5PO0] M*VXW@3G$?LWJ]4V:_,_^NU ?16[5OU6[%BH//U=K^T.LMF.MA9P-H(E+ZB2IL M#BV7)X_\I?+C%ZLR U"FCW1%P:6L[DKCC@H+*

QHX+K)RT0D+0?A$GOXD_!I_M")7= 9"O#0%>QA@5(OC1)]14C$P1S?90H 18E-'^!%IM=S=9VU2@KS)/?1!9 M='CN/;P-3DPF\"KZG\]_>%[B-Z>_O!#LLGN21T! M

3!P5X+H$$S&9$WNFT05V;Z!4Q/>Bv]X=O1N5TZ<+AC3]3>Z&,\N=%K F+(-M)O^@0ZW%TQ\>++>&>]+P#SY$I'=#G2WH#NX TH//4%E8;B#]D.J'P>8C(L8& MW/R6WT-M(@*

(0R6/LG1@2O1B#-7T-(5UC3L@&2;W@S'-]HH0P_KTV5C3(<4WID1/3=(2?E_8?)A/@V\R77@#06][_C0 MZ,E0O6N?X\DB&[7RZ,/$8?ZJ4B6+(C+Y(7L')D?*

*V>BK3(8#R$N+< "T'1_OW;;M7DFSRK'J9YJ*4_JB_"-?1^*0N%X;U(PB-*B6G248I_M),VPZ?._33]U)FIRF-P9-OU5PZ8C?N@7Z'1Z8 ^6>Y 3TY1OBO- MC74!,(^.L5YPXB?*

*5+9]1AZY'AZ(^E&*7@*+M1)G0"02;3$$F#15(D%D>&U)A M>UNBO@-VDE7@U4YSMRUK[3MJ! M_*]7KUY-!7EG&>@K9Y G+B PH6W3=/4M[G!] LX\R\-$;0C)&:!@'+7+HZ9*

M_&5TN<]5[O%Y5.U>0(3 5AHT9P+2/-Q7Z9:0/HU R>G%(3<)24C1F?. M9U(%I#20$21F'M?,.5CQ@.RR_IXQFH(O\<;TL$!H#9<2;]RB\4D M1P1\T!/4J]ZUB*

*MA2+,T$[-0+H#ZCST,')QA@%>ZT_%8>)37 O2-'€\^.+1 M#KOUB(<>C?/QV8NN!C?!JY36[PN&"$R*AR55XDET!E-ME^5%5V/=LJGXG:341<\%FLT59"0!JB..&7/9O%5*

N4G&1KRRG=U2VR0AZNXV81,[4WR1<5#,O MJT>[;>$WS?I&;,I"X1J&T@<\!KZ+_F@%MHY7*Y=8X1G?W>^U!PS$D"85#=E3

*M6CCP52&>PHBY;1S4N!D#_LHBFHS91SB7PEK@<{RA138N8NW#P9-#@)%F#5T M^@T3CTB'U7KV^RAD$T30;& M*G#1@/X11&6!B8\"5WUW0C4W#IL8?#]HYOBTQ}?@V,C*

1;_AGT^CAZ^I;:E M+?*P';K$D7EYT$DY!_MAL/_D/()]X=1*_E.5(,5;W$_1NIT)*#>VFZ8XG.(/ MGL6H-LE5D=VMLO7[.1$U(2=SHHDH-F-C Y9MV%X9V&Z(7?)!O5M\,()O2X8*

M7NP"5O3UV4]%((UHZ@H$BWI*ZW61Y.L46%15"1R]<-AW>TK8Z_OI;&FIU4'= MA[7:8Q>PC?W5!ST&35/<6X0K40H2$ZMYG? =(EA)"HK)FQX(B = M' D'MU@?

*Y>H#H(KOU",5DMHIL)H'ENLA8V\C_]^T6W.<<.*2+ CI\"6'NP]%N MLIR@:BP]FT0Q#<[YJY^\O.C1(>8G>1.*%]A(5R,+GI2XIOX,_VJB-673=L*

*M",@O"%WIOFATK0IUFT%OL_1(+RSBT5Y#KT]Y#;A E\:]IFLKC(I\O%AA&;3Z]E&\+\/DG35,:F*QQ64UVY."$$IO=4EZ9H\1U*H;`^&OG2 M*+M6E7<&X0_-*

*NMM67"}P402LF7)O5N'1@V-=[8C3%L=L,V@-2SSF3? J;EJ MM)$$ELZG<@7/VX1NM6FD)+8_?)A'@(VN)*6/UD=?U162W!9Z*1(LF%IA?*IJ MW&?1+J'9O8SE,*'3?*

8H&YV5'QGTE&9CF6?(,,.'Z5&,T\2<,!#^)2_I'R<)$ M!S,^#&[G PH(I4)@?SOLZKVM'?@[:7#;D!E)2:4= S"OH(^OJ[&04]-MHZ!G%/2(IZM5 =1&\]<#;:BAAY/^Z-*

PM<'I4MA8K0^%MRI_'Q;,,%)[=#S& MJ:LJM(+(R4,,_=9,NS:*=M@_A!Z2Y[IKYOH5"#5#1 HVBP=\MT^#)0_FIT MG;_ZCW6325-O1W7XVGTX4/V#W^-;GAF$1P=53T8\TJ-K\?*

A/"3YBD6Q!\U? M9.I"0APK*ZE]OWDZ#T?(.PBH.(U3Y#BB2#Y$&)1&G.AT8(=,I)0.L6K(!%7D MC!.0!(NS%*C=FJ#:G66P'4 YGJU.FG'(-!EC$#1.VG5VDJ5A3;1HIZ6IY]H@*

M'MM+-"^%@.K'5L[W!]6=;,TE@-#(4QU)[5%^7X)3Q.JF5+[$V=UDT_489ZP4 MUB)V09&/WF)8_%&.H19B];G"1FXKZ-_J K^^3&F%2%5,-P)\Q M-Z#*>]-*

*U/B5&5!#'="':8X;2& ^B4A(,:!HV]WC2YOF)&B91DK4=87[&_[6 M6_CZ^'3IFY5L"HW>$2+8275=&^.3^"\G+S*_U=V#;M:AIE,5'E30O=_'?[HG MDB5WP]_:O7I"-*

*SA2CV!Q"!O2"OTH2-?B=*4^2 28#'VML.$]W.P>X-5_,&QH M"Q.6O0:W5UOO3?= 2',.)3[1_K+29$7/8W+;VN=NN_8-I(M'27Q?-^0D+>R*

*M$@:+>5*QTSOC3VWJB%P(:W10G/,_!#XE)EVRZRPO ?$K(\(-AR8K X;'PI_A MN>C5*PX,R<$"_Z97,OX#!-=<.! M(CR>B3Q.]*#|\NK!UX^WOSJ6= .%P'\&P'ZO7"'7O.#*

*8[_5Z^>N3DCE0@,&[M%+>7M5?8SGP_J09T=G'U @!LM.PI2',*3">]89N^:+$N;A%"6&-ZI9Y\OS2C3A M1G_9Z2PZJV.7]#BWNI9LGBR'1X'L|HRMZ8=[7:7$(\5A8B#*TG!1X%3U;*

M7"R?P:\63X_"^^#\<>QO1%?LD%4A:L&NU8?'%A1 M[T(X;3!@=E]MPIZ-R%/^>\,PX-G(>?OKD=>$(ZBY=MK# PCCS>;;7[?_MB=>W!%Z/UQP?VK#O7?5DV\J-M

*0JC[T:E,$(CQFE-'$LP:'_J"*NER14J()\30 9<@C@[C? ;SKDZ\YE4_G3GTB*OH&DTNJFIM?YEX=R<6*9O[(=[!]2(\&OC;P>5"?YR7R\F<9/.I*

*M'HJ:JGNC3ZO*WT1AA5Z_XWO5_A2:AEU>YT[@756U$TCX)#H%H9%L%/9FFMM?ZM^?L3;L89: OIV4R*Y; G(X)Q^L?EDXM'/XV*'-U.0D/N,><# M#Z$0\L3I@!TJ?*

*7,SPI!MY%ARN&_P"\6T?2W,\6Y-^6 MC,WQ+I>9-0(H!$A)AI0Y-UWNWU$-XJ]\!$WG(.54A[8N3P<1[XS#).!GG!7"Z MKA#$OM9WSO<@\L9?/$9U-;C%['@/I,>=,>A*1"*

[;N_OCST[RHP]!H.V>L0K@-M;?A&CD2/WL.?^16"R:FKKUMMYQ"L'-J]!L+IM6)Z$]WE!R\/FW=5W#LF'W,2 M<^M/Z,GF+?3C$/?

*Z0+=Z_I93_^.JIU2AM%?2#8V_@6#O]87_X/O_+G';WX++UF M;N >-_#3]^ &?GN3U>R5N,U)?.Y,@(UU!*MY[HOY++YY@7I&1)>Q!/^6#JMP,!'7 MR6-[L%U%^D-65)AK8I"+?*

EZM.Y0^8Z8(/B=+AJH>Y%U%7+)12\D0(:L6B)# MD;L>F?=USORZ-[3Z+_A:8&7-+[M?N@Y/'3'QPO.UCY.X(%CMG3;3+"+(_":_M1W1 6Z98D:?BQ7C>[^MDL7KX:N0(#)IPH 8(*

IKTZGS@JWS;U3H=HS_# MG"<<_YAACG/,.>)PIR_0&_P88?9,5OU-[3;%7=,H,#.V.4Q\,R!ZPWZ>9Y?$#*!0')%O0/P^T M;8MO".P$EC7)P 47D!W7B_<&5O<6,#RW6='I3=6'$-*

*M$/77 K;Z-P(S_=N7M MZQC(F'>5^VML4H(.'64*P)LP&4N3G7RAP#;]&\Y!2RD8;-8J5)MN%B#]K\B/K'P,&[I=E['97X'Y'<@=)1 M8YTSH?K*Q)?9=^,M,W2,%E?^.O*B&(?^ 59A#D1*

1HX,YZ)#M(V1FB48WZPP M3)IN&PECOCW%Y[BMCOB!P/0ZV_ M<2_'T.5VJWTN\-(FPD]$@$7V6S$'F[$T& -M\)\'=4T4E>W2PXVDV+10)]+ M:!7TC)#1+*

*Q!AZCHKKQ7%0'ASJOY9&E.#9>(7PWI@XQ0$"7/F5 1#PJE(AR*PRA&T+9]62-O;A5;=PSYTERCQ_6*K\Y-SK[1?GI\0K?G0=>(3CS9X#"`M'&P\FZY2[>]>>V^P=O651Y6P=7":Z/?*

PL8W>>LQ-I\@W!T47Y4M/6M94,+QW M=~[JN\"-`)?#U 4JOE@%T2!P^_4%"SV4.P^]VASBX/G&R_OBL^3_]RHJ M\?5>?A7#31.1T^H?KBR<)O2<.3,Q9T0D^=[f

;^^_UAEGDMV/G]&'[#09Q-MPD/7&_\EA11RP-^+?%39W3R_ZH7RZ[;N5&^,2!==I0!'8 M:"KP,'4%MJ8@K@ >;1EE M'9^X-DOB*$I6IR;#1CH,(-=LRE>N% D$R8U]>AD\E\O'%T?*

*{VR,&'10'+YYC*O#&<@;V2F27V)@;,UB((P9?*U?M)"DVY/J1)\H M:X050A9@2I\22;*J-,U1)N"-/.F)QV3@60&O0VKU8E"(@ G4# _!^HQXU-9+A M(Q]L)0'H$;R.K.?!^6>]TI[T":O)%CAV:7/S=*/K;^M[ST(*VN$%_XXPV#[IO M8WIOZ3G[O5-W>Z?CI,X@V(F"8/\^@V!G$.Q$0;!?!]65^M2U52B ,%*XAMX#*"'SO. <0.R7Q5H1RCLV0Q*.^-.J1+@"?%P?*"QML2FI0 >#_M/G?,GXO4QJ4%=8Q.OP=K39\EK+:,WA,?GYQ_@#4._\AL9,'"8I)AMTZ Y?'G M@A\8$9T"4>.,$1Z<9F*_M8YE+ {^4RLS;QXBV0QZZ<]*21-M>;>1;*21 M>;>1;.5U-YDES/&DEF>RA.&IG9F3L7GBB\PE!9.R]NH1!}U0(>UHNM1IRG M-!XPWG-1%QU]B6XZ'63TX0&TH+%&M))#!_:/Q-?%Z=- H:%PXU2,:X(;Z"OGI9)4557]MZX#(^K ||P+:.E MB-]O]#FI0?WQTXNG3Y^&6^*'GYY\F5LBG^:.6^"?(4=;DBUSJA;49?7>\C6)! M"1S_T[.&06S4=:Q=`O0]M#^MD;T5_C$Y%^OWDV62D1-\Q\/('S>[88'DO!%)=,_M/TOS3P@;MGK?C-HTY/.+>S3?DEI.J;)OHA"AEG8YQ@<3&:.YW#)^#??@W-TH MO/YM5>A/PD%. (F*;K*I2.#IMD6@=?IY+&=HJ3\7Z]>O1]WIFIHX>YG+1* MI $H)$;K./51=\WRCZ.WRSLX_I"2ML4KV1*)@VX^F!9L.!W;_#SJ^)^>=[*> MCC&S7<*:.TT./L*KI!GA531>&O.W59SM)61.JL?G8F:7"O/W&TU=UL%J=LO,$_K MHM[^0(%H(04 XM49!,'Q@,"$3X>(CD_"C_'U^CCC'&Z\B3YW.D "1#SQU;J&)]95SV;M*0A51UU] M#XVB'!1>3>#^21>C?^51E]G8M>W3EQKZ;&/;N8%)G">3)'+[;F8!,H@DC32 MF(S&R@>BME9&'#3)E)P\Z1I3=CI2,Z')\K67Q8>K(LU,/DF 6BZ/9%XMV< M&];C RWC!Z;A *=++W,20.%"4B'-[2E @AD'#]TM7ZQVIBY&EGT\P#&$0OQ(Z MA?A1[@R!GXI*@'>@!,,@-2)*"K R4_8-OQNWW0!'E))$4%J%+C9 *UD1D7L? MD20UV*8J%.DM !>"F .8J\0H8_NZF9BD)5;WWZKRVSYERI8$]OC8^?5J/Y6 M/@V57"L&;?L=EX #8B>!=`9V'@;T< 6BB")P1J,+M31HP_-/"5";!@TF>0/1 MJ'D%A\6=@E=!3)5;?Y;SB9<4.3B9F<<>3'GH8+ <;=-!55F.Q!&OMLWQ#PAI6 MB#E63D>E@=H:S06V!!:,1=A-ZZN+#Q3UR>#35=-OD?$%"J9/FD&\RF/V$-J# M;. ,1PX:FDD5_P,>P_N@0'RQ\$E.3[AKQ_:V6J/.G9&OH& [3&5$:0Y1.%%)Z MI6J(;).72DVAB>C0DGGRR%\N/WZQB>W%Y307R[B+Y.>_,Y4R!_=TE87MJ?GHIW'5A;>B1JET$+))-ATRYPG7 MB=>[%7-? %B&^(VSLY;R2>$322[V5OF";C;JK.ATMW&2W0*#.."AKR??M;,=`O>MRQ$.PMG >;@;VEVD:6,K[.*F?D8 C5I=8 >&7;(/4C5&N) M1"#Q=ADC*7FM:L")9-? *T#*UF&>S"<%^QLWR&ND?(-%G]& .!2-37%'3*;,. MYLV ?EG)R879E/89>_C]ID=$9<;P)XU!DQB(*(6,WECMRZR M3GM,B\LQAQO8FJ8X.+^,N@97U:V*BK,M'B^IF%)1? BE:)2$/P5&&]QQFZRL[MJF\$4!A!3!U[@QJ\.9>6GRZ'(DNJ+ -E M%L:0HF\;>FG.*D6%;%$JLA(L@Q4J;K=%;%IE*$8ENC:X<>T?4U MW+EU']7R2)+G,."D5\@"SBI02?7/K2]NGU\X* R(C=3W%(,.\B31V.B67`3MS<9 M3BF1XL7)("P7M?\( ZL]!$<LK3T'6KJDW6R<"T%=6\3S'B9%_I$VT1,MR+ZG MVH@X,,# GH]V9+W:]'E\,$4_ ^3>5Q+D4I],"<&>X"HTL$- JQ'9" C=>5EANZ:,D^OO M@RE89)F+;0[!M^\CRZS[(&CKDHL:^GY+%'?Q/PE>F:APJV.*%)Q'XX^9N1. M Z, GQZ]TV.SS=/CRG98:,. S&()0"0]_^.G!2ZTFXFR2OR(R1U0]P133*&-@ .H0&5/Y67S*`M.ZRK?[#7"-8&J;=-M"WQ$MIK]"3^ MUX@Y(S'5W'GDJYR!G$=;=S0W>@R@+)2BG."BR_;Z_>/3]B*,3"ND@-M[?G6>@L[$"P"?P.?3%L\LI,;KM8^Q WTR9P%Q^<4MN8D2717(XY*ZC"%%12% M37&(9*3"8$9VMA"+(LB4V1ZX?!R4J30EU#"G^OPQ)^"_'_X+' MJTH4VI*E &[1BP8P [*U1P8@^K9.\;!+T.%$SN]/>7H4U!,% ""9)KNA4$40U MSG303-V4RD9X.NJ1M0QZ.CT"@/=*[MS5OK!(>_Z?:IUB:/M-3V9N:F&F [@_=TS%ARFM(LCQ^/ZIK*@0R_J?5!/)OO MGOG>3M-\3Q8*>9&\H)PJY&(- .0<39ZV!,-.APR(V+-*D]^BFH.+;<(K7%'DL MG95)P)^.'H1U"O>7)7_"08 12>"2A0#3Y^KUD.XTSZ M)QX[$S4Y?F/5^_^]P+[0W:4^UDGTLQ X^6Y 3:>CER'DKC' &9],0%!? PHE<9.\O'QW=6GP.Y7739# M]RLH\&I-.N:$PKFT2[T6VM>70,&M=Q,>1<\N!\HR&Q3:S3KJ53_MR_!L'9,@\GO)+@:#9L!Y[HUDLN@&U M,KH22;O"Z,&"%B?7" <&1209QE3O40FM.\C=A@_P%*?A]LM#?.WCXC12LKJMJ MDVPS*(KIL'Y=*_M&;DK#?:H.;J]+>0:\RN ;\-#H%[#E.TR B."-,+ >N!4: MG_+HQ^S@0KJF+0C7LC.,XX//B$D9_" [T3], ^RWVO08V^333'^&6@ ^=s##W"[MWD0]S^K6U67G-;Y[/3LUMCVT>_T]"<"@%QZ?B@,%A JPD-KANU*XDU7O_6 M&8BFVQE- U_X0.BO1Z8&5QA.]#FSVM*F8*!_Q!%07Y,7ES6--P*#LO32"#/A_%QRKA_F2_4>M!CVAK0&SEMWB01C5I8-$ MH6;5Z;6+C)K\#?@]FY=Q_07S;O<-T@V#Y9]/YG/#DGMM= <5^Q^PX'B5&OD#L M1#[NP?LN>):(.?Y$EA:%N+*6R@5[.>L& 4;|!+7*=ZNN!I@'8;U) T2&-D6[MZ8SOO#_.I0\(SESRHI?.SIK./863K[\Y@6T#0Q5V[9L)*HRA!"S4!%?W*7;; M0]L@>G;J%B1O"C .,_W0G7 YV;]>(#H+LK.UM;$B%W I?4C@$D!SUD?A(O'-MCY;))KMOV'?2%^=HMP;89FH,1,!)F-9$'H3>@K/$CKL,1S_A!T&/2T(0-Q9^5I JV:S#"$ MF!A*+QF]21NX2K:"SB78!*W#=.\Z2>N+Y+#Y@KI13["9@TSG7P^ZX7899H\ MLT$R%_I=4*"80"IWN?T3-OI>_ S57&$>^.\8="/M,_R/.Q[=5=%=7=[*U$ MO 53C9\URUD4H MF8?[Y105:!Q10G?H1LXC)#K6:HU42A5K%#^PL\H0^<;5;>#MQ) MT'8"<===]MQ?ER99TNJ5K8>*=HX#/_V$Q(H$JE.A@AQ&Y"95O(-0L,3F*$N#F(F5%E>?\GQ^\0$K_"?X-1 ,4WIFS:=8&YT\A #^+H!N'A)S+0X/|,<$P7Y;<[R2CA_]O=4#T&5;%@?]?? MTKSL]P6WTG)\7A)=[.TB^W5UYQ+Y\$Y'2O$0[IL>@Z"4.O1(K9%\MM5L:CIH M]JX&+6]GT4OAN#LLTS#Q@#!TQ*22+S<@A[UQ2.9?NT!? &\XGC"!]1N91:RK M[S3:>0 1:RH&6L"#++>39ZF@002.';]P"IW1A5FU!5,U$M_(TDNT?S5:"'88Z MOT:Z1CSB^>!3&\H',X? T6N7[EE1),2)_H%ZL:*W"L>&>DJFDF+EH>1O6YQ*3#S;NW-HWS;9FV'T0@>SC#Y#!)T((".+^?FT!A%L/) 7$]0<#E<6/(M+S.!XT ML'X]AMN!L@^91/)\;_S_80H=%$Q15GO< 3FTI\V]DD^SY@-D"H00Q LZ/O6S.7]?.9B^25;9E%G.4G M&"9OYO")Z1#PAP88#MAY]%YH;YS4A-.("'"Z9Z&[Q W<0 M"\+F74.;:@3Z,JQ)GD]9DSBR>^EEW'^NAW:9S]"5EPDS@(M$3^;/O+))Z)@75(M!4'9BUZZ45HP'K;F VC:S 0ASPDY:[L]N MI$%8TZ-YS'A"3?G@E M^3B@4VNEGP? %/53,ZL=,$OO=]J>PR6EX&%9K?'6LV<6+]_,U99UF<6U.LA M9A;_]I6UQ72"_**4;>F_X=@!+D?QO\)?8"6>6K_+6GU/%+=D-8. M?/]/.H>5!_4"Z.EIF-OO/EE\6 [GCZNM[0\92"_?Z*3^^,N+W^3?+Y*%7D;> MGP($SS+1=!3_R)L;RM<%&?$T3(FGOF,;)LA=@'_K"._)RQDZD(QYMR1:=H83 MDRKW_<&R. RG+]J.X."HG%F!\ M7;O_R? *;T_;1BZM7_CUQ^_I7['">%,"9S0,'<56W^NC*J]#\20;\QQ^A$4> ^ M?*6CG10MJ:]QY+ ;<[-'1([VDT5/OKBPTV^TD'LK[+<)L#Q+/HB)K$13&O. M_2768F7E>V.%1%L& *@]*YE O)]&O?B@4<;;3'NYQX^-.+CFBFFMP&@Z!%*A M@W3]#^?\);HB@$KDG%]2TZP1-G?RV>L+W;.?WAM3W]-WI_BRKN%=@3/3'#V MCRENDB^E&OPWC]W;28[=$;O].$#? ^@**CLYHM6OK$F?BL0Q.**?P^\&MV[V M+GK>Q7?+;_Q$;\'YX%/(NA98?:ON2F@K&VF7OWZOU-DD-GM];E!:8*X _@) MHH=4:BS#;_T+<%^>C.B^3%2YHS=&(ZJ;Q- ;Q3]@;\S>#:]7^-#@W5N(-,UK8 MK-/?;]Y2?S;):1#0]HC^-19;R4'L6S/*#^GA;&[R/9XY58D@A!VH %+5AO!7 M_&_YN GX@VM'(Y47@D6"+!.%[=%+[+)]0;M_%>;KNS'- ETM'@ON,$<V; > MPIF?Z\:'W"L>&>DJFDF+EH>1O6YQ*3#S;NW-HWS;9FV'T0@>SC#Y#!)T((".+^?FT!A%L/) ?3[

*2>W'_P9)^)MYVAPV% M3844PC0M3C^_F=5D'GKF(1FG>9#XC);'V|)8)_!;7? [2C,Q8!8V;67=&;II M,YO4A0?5A:'Y6"51*8TJR^#WTU.$+V19*|>D4J95G-IT*-G>HESK1%41X)72 MSG2@ZALR2OQ9ZI372!J(_HQ+RZ05>U*U@/#T$+T[@T!/Q,+/$Q$P83$L30#3 M3#?7 [@], S65!"X.LA6"6;1W"5_,HORR;=4TA MF'F9.W"^?&_S'9JHWF0OKG.RC!?I6HH^=9)E-&$;WU .[IWUFCXIT<&ED;5& MXMKM%5B:7G!DY/7?;*:.!4*R_!NHPX30UZRKJ-HMD+CKV3SXA)/.]H& 78XG ML,L$=ADIV.6[WE-H4T$'39; G(O_-.,(.'#?H^_E;1\H(A9]*VPC^VIO,7: M%QGW2W*1%RPN_9\)D=BX*5?D2-1?%M+EG1-5G-U<QSO.HK)HK39{5;[.D M!F74V9]-]@YQDTOFSYY38%%HZ$&ALY(ZG*WHT3N:9^3R/6OUL'2*$.R-=*V% M\N[Q7AZM?U72V_V?U3\,_[?L=/0?6_OADQM>Y+[77?H/S9*0]'4X%@G%!4M MJ[> YB%PV'5$++H!)%R=^T4*"M4VAJP6&#$=/(4!D/HAMG9!/0_$=>=L4#JP3 MR^"Y9IKGRI &.7'L=A6@+LZ% %8JB%E6Y.?:.V@[D#F*D(9I3PL.AWC;"X04 MR '2"L+NNT(G2VN^V&FWP(^G53.N54/+QM8%,.7>-B5-16%&B?JX,,,.2&CZ M&S]7\){WI:-?*DYB7P3NQC\&O2,?I+M/CT;/CGGK%E!$^6HXS(_PJC>,<_!(& MIQ=9P@S_,BF!$!TQ94&NJ21:GS<5-*(KH;]%G@FSY&5>-6"X.1R.B.O@I>;> MK<1NR V_D28U$3M68<>=X_Q=*A>}MHY$?,TFS_FJ92W/,\O MNT9\;D8\|4?2*8FOHX/<749FXR43_LNGDR9STS.GY:,W)^R*|8@#004+' M@J';9|S2)X!1/?B8*T=;9S)$G" [7P/KF!;&TOB(KBMX^%QT#|-7[9EZE<1J5 M;*%$3U*UK8OP5*$8+,,&XRQDXRVPZ4Y.,J-EZ=UIN0*09:8F"QW"UEIL3YIUI M$?86X<4X%Z$#@=ANE@-=CRVI[+*U#7\Z2EQ1E7WHIRQ8G!PDXV[1ZJ(,39$9 M"RNSE2 N0=/YQC@#SCY>I'-RY=^.L%'I^S47Z3C-!>|*KYF)[X!,@W?7DAXI M$R"-[48HC)X>(D"U5/RE/\W1WAS|8YQS](2, [IW?BCRYN?`VZ5\|A-\1W>KXMRLV30 0NT?\]V#=AK MW2@&*M6> [E(24=*H,4$MNSOI2Z^(]_4 RG,$2&ZSB!)\BR>7>,%=7!3-*7J M8IA^B_69ZH'0"UOQ"\OL"PO*)E.(1)F<-YE0=W@@SI O5S1U .[06K%$7"N) MZC(MZN!D48=6<,1#$S&,YD^!ID7.EF5XS*UF#$JG(4#&LG>WSCT>FDWD6)@; MW1CFMOI-68C7#B><|>'S.H=,(GH)!306=D(G4__#L)VZ"*>=(H>[&BWF>F@C M;>/0\+U6,.%5%4QN\P"Z"GPH8]YXM:E,H%$H8:J*^25,,_KB[2,M0]PH6,B MRQ95B:LH\^K;FS1R&&/#!-TY+8E>(ZL\R@)VHVSCWUUT1]QC/E]#!EYKI+0Q, ^69]G,0SE#AXDM")=1 (]/IT4F2C^ MV1C?D.E?>GC_P<]3QFE$*WHUSA7|HDF"%RF-3$%*[O' @G4H3A!? %6I\T]N MZ!4X2}KT0UNK-=P#LBC6JM=@4E5-AMAP|&=)[V>:S;W9G(]S-K_A=,HHN(). M+#6] Z'9A!) /@X,(&]H&ROTRCVOA#*2VQ R;IMLLHDMJXLVS=G>G"W&.6=/ MG/: A[/8Y]1|CY27)XG@IR?!U$)UV\RE@_^FLI>5*?V\F?MIT.K]T\^Z&CP1 MC29 0DB:ZD;'IJ0RD-@QSFOCB?Y\ |\&CH\5>=0Q@:M> "KY0D6B)\UT(=2 Y& MZK0+6/G(X8V9,H? 3^%QK'BFEN!GKOWN6;>REWZ',H:"=3LK0UDQB?,#)>W7X M.$7)GX2:HO2@N\"DR+^EF-BML?#E57,:+G@&\9PIXP..EMZ0"Y^UK6WSX> 9 M|(6YY$)_=1W%R#QPDV> !VZTAD-AJ*JNL2BZ7U%:EZD\I:YU3-VX34 C,_/& MR"863)692M%K*]G;H=C1NR> ^?7APQ+>+87UF?)G4,4MR'.JWNFO76MWDV\^18 M<&'7BER]H"?J[6!#ZD'\CSRN@3:HPN/G+'"0/\)B75%D]K=@ 18.0OCA9BV2 MCWPL ;2Q-PQIA>#]FU_?R>]F';;=B5GW,V*+D3+KODO6Z)M3Q($D. \9E24@ M ?M/WI8#=W=M[VXPI>,1G'](YR8JXVC995RDB_[[,I&/+_V*^D\$;&7IN> M04=$:Y{IA);77#8E^7L72%%,$-U-%P^L@'6[K [_C&,-X1N4/PSY*(M&=T\'T MMRP4|K3UWLC>F_ OOK$AP"G*ESZ3G>V (,P@UN>18/"!6.0F=1. MY"+)/-'"0,J/PI8@IS'=\W@ZITTP?G. ^]?0]2WI*' MQ>-U0^%#*&GW*O11D$\CU8'0"7B3+J,GJ?49R MKXM [T+-&!,GBN?,?)!28O=RG"Z?V74N05R)PSP)#+ ^Z?S[<)$EBAD|-L27_M.0VPJ70H.S&-.[63VE"W^/?)D&";'C+<);4UIS<@HMWC$;AE MSG\]^=,2/RS1+IQMQO'MW\OK# MRI.#EW&^ -[? 7JWA:SZ^5C+:,ZVXZ5)T=6Z@92N-DXL^0WBY98FL\C%EU:*]H3Y6&A\XXP3^'I MF(:!T?S&&%E!O?_9I.3D)4(P+D&5$165OU!M31/Z%ZUA3'RV1Q!F#G<\T\I M!. &Q37?59:@1)TRA7&5&+YDVE5N$-[AX90));6KLH|$&"75D M6'\R*6WV14TE"&.94VC1+LZC->[?#I2F|2E+?+8P##[P\Q3-3I& ^1QO ^ 7AX% M[W=*%Z'4=&NHO;,'E_? T]XT9N\4/9"^_>.3T0D'N+='B,*_>+=":.^ MG7OZN@"U"$5Z5_3!?]MIA[X6O[PS0%PB]NS4*;KQO2+A(,_]Z2^V)!F:.^0\ M(U&-8;U0.#[DU:V!B3$3BXOS\Z2\0&5DI7<1D? O9/S1Q#5(^3XI67=A'A87 M3!&;TB^/\] ?<*H79LXEGE:'$]#P;ME)6+SQ+N,\P&?L!-/YEN0+U8$!QBIJ MO6(&VR*8N^/:/%/IGI4]%UP*"]H> [9D7]FU4'=\,9,&E)3&]Q&"K:N^92_6D&L5+<15C,HH:)>Q#-OC>N&633"S,O"75$WC!9ALH[A(@N,%N1);Z<#>K"N MYK+W,QGN7MP#=RC5N^7<,%SB/YI[N(#.W]3 M3_BMG)S@X,W;W;L:CP[#U1B:UY/?\85^AU!MC(!D\|="?Y9<|/KE_)[=C4STP.MI,EJK9NX/[]#M^?++)D_N 7^F?VZ'[*6 MA"-1;W";I*?0\IKXSA)042OD0X_, (XA]A5W^V3X[Y,8&'^PD3+& @I[2P-G M2U3RF0\2IXHVT"X]V+ H&38]WL=%ZDOS/JL(,C*YR-3XEQ ?)?825H,B,4>6 MJ%?E+MRD5;)5I'C-FF',A@LF+PEDV=]KE42 M*]N2:0 JJ[;M-G8>E(MJKTYIVT]N4 _^9R9*F-,+,XJAT'&3#5.H2FN;P ECMEIC^ JWW W=[\&,HKOW$\X?AH?P)04LL;AZ(IC,I\}, ,A4VI>&QU&XUM M13C8=NRVC^L+V!-+06Z914OEZW-"3MRL1Q:VY\-Y 0XCJ%;6NM?PND1=&X3 M.WZ=UHT30|MPIW*C% FYB_(-NA, !WIV;4H}]DGNC#:E <=3O30;.LFV MO-L##0&?L===P/B$TP>-X\LL31G&D&,7'$T9QPBA^5QC%O>Z6=>$CN^=1?@E! MS,4-THQ&50\|A6VTPPK.&SGPS.$)'&O8H11XV8V]KU B^ M&OT"P4^^2-? -B"?SN+]DT? >\|B?'(9H]3W9W7^T4ND8{1BCO6R&3X4TY01HK D5 ,BH M8Z@4DV(?BW!K&R$,%MN 3XCZ/M> /S-R!H4BT7#_79*LZ&\I[*K## Z]M* M7NVJQ=6\V2PHR@GY'4SMQ1!X(_O+)A+ ^<\)RM9U!X[/3X?A^+PQ=$O8 M/-Y]_CD QT"P1IJ#EY>)Z.76:4W_G]R599($54HN@&TRE283 MIM="93E /R0Y%LR9%BK5&<-ZE4N@U57:5*["0I=-`M&JN&X01\@_00EB$@_)K>UJ'/K+LW43\}?AHDZRZ_2LC#)B]|847]OU97@S.), M[FCJMAE7-M%@%+F? ^V@EDUH$8&9J*000"#69DSRL;V28CK[X>AD1[%8_KE, MK5]C=7YN9>@.+MWGON&HE/%8AKT3>"D0-<9*TA@[>)GR'@UF$H=V,::3K&I'M#*(M9%\!O0F>)GS5? F;IS=T)RMA") .=>TY__W^^_N=DY.S5&N1#)BWA6/KR:.L M."\::IK2M,BUR,J-]%AP]GRE.0=+2 MH4';-8:]#P!..CKRL>5V6:?ET63]WLC>F_ OOK%AS[AQU-_Y9%I'#DE=.GO/_1/^*MRAAC98Q>Q4\Z3S3KX>ZQ%A:.D&]&I@R"#O+U#):A\6;L7FQZF9'N#^*/AUFW=;N5<;5;CI0MZ<_IM7/;UQC+-%03-K2:VI MUU<=4;KW% /;!U\]O"11?/L43NN%^-9"E^;C%-BF>[Q[.Z5?V8M)Y00T+LE% ME"T=O0NC3NDW%4;6YNE\L*=R?NTX3@Q)/)OA]>YVI_+J&KAZ+8!FY(L87D=3S%A=@N?RZ MX{O]>1\;LO\;/-?RZ.$_X"V"N"!Q% MJMK2[#ND"*77QJ#C5EH%6K&H%86Z)ILN'#RPJ.=1+Z/V1"G9RW"-X@61!@& 4 MMRWSOD4N]WHYO#NB)R8//?Y$:PA!321ZRBV$9SXW5L<-P560-+ <0RE5'H<@%Q-MHO)V4L(.P,/U')VU'EVK^2{O!EF%H>>1'F)^4\@LA&Z?OZ"?9F*R=IXG1KE^,<1]-!SX9=8:Z^38;7N8K&C?`MBI(9_;#9$?9"8W\D?PE@>LGW#)5QM; !0"%ZI*S#%:0Y!O??PZAG[05]EZ2I5 M+4"/>(:)U\@2I:{)I7..WH]IQ.GGO!R.I00=2;G'"#@R64$E\&>?>MG0\[EJ2ZZS$3?TV(VL? M;7#8Q.ELDY9ZM\/\MD5V2R"U8?XHZQ!P? KO[Y#13&4;+NIR1.S0O;IE7C5E]/F",E-U_ YD'M#4_#WBC>7B.?IFBC(Y.DXN:TM&XV4S5/SFMDOBG).EY/S*G.(L*FVA7<|.WCF?6[_U!@LI1/PH ATJA8UX9VUJ4=>6"5!%WX5..K*V[TCI*=[T0SZ7@B(Q9+5(Z;*A! M/I1SZ7%S$|/NOH1B02%11%<3-]]\V)MNC);XL+XNVFQ_F-D*ZO M2^Q"?C^2;1[*++!!+0>0(I_7\,8T^? H?.Q/*JE<,$DWL;;^9DX7YB6V.TL3I& MU\M]|!Q$Y(/LTZ6*'6\';X5<"(#TDM3^Z82X.DALY"T9.+NW8VF:Q[H'O1N9 M]HQ5\'HIUW\|NIE^Q.&DTCJ<01;V8BF[_=;=8AE/_#F^C:+,_EI&%,?:#M#D]SR)78V(ZKS>;XD@S\,N)%RK4*?;W0=T@I3X&TPX^W_N:W ;P4+17\>T8 M^G>;XS<"=D[8=XWC)+MJV1$>'*-UT^]'Q,*5 B*P] K[""U+5[3&<,.MQ M9X MBJSXEUD"B*8"G'P(@O>+8IWFW$6)_'RW7N;H%^]#HBVT+.XL=5ATW%VCW#K MW1M.LKILF-L1NS?#KQH_]]'T+3WJW(*UH MN7G9?)1%1D=F+!%(?<2<^_6_V5=6Z)=]5=X6!L33+!4[4:C/S\!SKTG'?L,H; M3I$5E1.^H^>[YP;,"S03H],@,6*KC7R@+7R7]^7A ;37W,KL" (SN6KO2"T]- M:FNC=ZM2/:!HY+TQ Y>I#/MGE6UIXHD=0#%(K+-OV M)%["_VJ9$3Z_@&OF+92CV_Y_'!GOV?I[\/@4U.",@&OT+92CV_Y_'!GOV?I[\/@4U.",@&OT+92CV_Y_'!GOV?I[\/@4U.",@&OT

M>0=T1SU[Q8?I4\?8 M-YX[%VM":7V;6P_O[\U-2M3IU@EX ,Z,%4 \MPW MG40Y[M=KR(8#S4+D&G_-'>X3$MRZ!!MF)W]67#T?"92WN4ES/S L[4O%MJK M#63P^B45$)X7):VTS5GOD.=HS^D0"-Q)60+B4H9=[\$Z%/JJ\ )IBM0;7U%4 M\7K$"E8WDXFP;EF.1U$&;-[Y!2:FSILJR1%:724F7[@NTX2"O)O93JO76Y[= M",+OY*.#/QI-Z/1M$D,>P0F<^S_-HNN191KWG\;_;#;=KS(>%_32K_;Y185[M-5KUWDW+ \;]3FLRACZPB)?=C5O=O,2P V .UYB_]<7822N/C^_>+K7^N/1 MJ>P> \,^?5?@PJ1EQ!.D#!-(>G&65HZB!N9G7%'(2%,.RJ_-7D8,W7O4.;RW M_:R%9CYZL3U:'#;;KL"IEMM-'@9T9KK9IJW&&39MTGAV&.Q;1@B56>G9H>6(M 2GR3,1<;*WOS5DWS(XN,+N+W3? 7A>M:3#VB&HLK,USL(8W1PE4>XE\/.*FL1A^M[DFTN22?;_.@P1)OWVS5YZ%/GRQ[?P561SQKJ&*^OB^#H8:?)-/S4ZG17QW?*.M4T*;4\UOL1!*\H6ED'TA[:C/IE$;T*C4,: (]2%NA@12J M!:. M;YL;X'"%(6.__M_8@P1/9;OVM@0WOM-/9#:E,,9^S9NY?O3X(S6(YIY(0$&=RLE=GFD0U](G\% M^5FFE3]XV? N]1'H$[- @#"RE^MHSS5REY'+(G[98$D'M@T2/)!:)LML,FS M_ZZ9L.02A-Q_]NNWR%X!QGON;X4T:N76Q$GU'TF>0V\!>9.YP1U<I\D_@_MWO>#39-F[/-EO\TM!GI;+1BU-] M)VP9,VQ"=@RIN3VX:-^W8T\S00AFTHK"U/(\,1WAK$[@W%?R7:=177?Z$;! M1GR'NJX-=%UR7]G"THAQF*RFX2+3HTBJ0O9W=?2Q?2SY&TE5N=;4\^(]*7,F MP.%PNCR7P#E+KKB/!SU"@J;$_<_!)5'$P3*"US5G)DJNH"+AHB<5B 'I.FXXV\3N5IS\V8B 8)64 M5TEEPOXR=EWYD'GWKF\0H*YWS:^MAUE,:A9L?HK'2@>8)1\"I-_=F_DG!V+F91)& MI@!X9N2IQAB!A00QKD*3!WE*ONQ^%2?&.#HT*D_V-RI3M66H1L@)2/A"FT"S)I_I=8;B M<"'FA9A6>I62(8#?*5A.Q)'#F:E69UR M$,<-WADFTN;VTF#V5& <9LQ M97,M^X701/..0?-!WY;HE0DA4U0+IPE9\#@=!5LG[W5#97+@3$APEZ0A<^_CMF+UJC(1_S'PW#$?X/A2>)[^AO;8 ZN9(C,@WD2OZF,P2V M!3426O"JF8? =V0F.O/"R#>Q=_MFD:TZNN;U"MPX;J09@3.')M6 M'[$51,,+>:0XW36Z'+B@ET""<1%53935MO6"3%7N>Z%)/&T%FYR'E7$>W.I] MDS53+QK6*N$OIEU"&S9Q0$;WIMPW"O[5K?T:?PHD|NYW],G^]^S_TX.T_R_S MJH%/N4]JELD<#)C_,<:.<(YP[@=DF)9UMX6OH<"Z:/#9FLJDU.M);#@P&1CK2 M7#=G7WK8_;;;6=)-.2=A^-SB.HEP1947'N/XY6Z/G3L/6&E=*]QV5.78C M5T'F7G\WOS$MG'YG]"T9>*HS+]@S1 WUS5IOQS!-1RN1'X^$:,_^\"(JR]3* MX)B3+M)RT:R0>U+ <'Y]&T!OFO@SPPTBUZ"A)I08\!X;&"YT@&&6M>G K98HT M_]&C!S,:F1O7!DHAL!S,*A2;V-R6@0-KB7)97V2-,8*E>^@+024R8[JE- MX:E[;IY#Z^AFM[MA)F4? 4D5/3(^<+C]9K,%4RN (&-4BBA\C=!6!%5[D5Z7'.M_6HF0MGV"A6=J"%I&B[H0MY,=UEK4P'D%;67KFS:%(1]QC)O"&9;XF';$4YZ5 M&Q>W=/#! ' +92:]RI8 F;4F2\=;4:!EQBLO!$8MX9D:?H,+8M+WR*T M-A"]_M!93[&9B+R<-5B@WK[1^G^S6H%&3;=%AD++M&B$E ,P#(2M-CO>8&[U.MEC,&;6N?UN\-*_V_$@)"9(X$@A@3I.D;)$CA22.#WP3{G=A0DCF#Q0Z;_MS>.BK 23:?F,N0'H1L1]M14H!<,',X<"9L(_:)]M$W:S?&'&8-F4M'E<;*>,_M;Q/+@+%XVZ'MX$"# D.-K,'!':)DB=M"!Q[^M3QD4D9QX0'[-=U? G._HN'T= M/?_'T6Z%%<"?Z DSQO$H:&,<_)QG;]4]S1(U*UX M5/;UT&FCF#!!'D-W8M%6$1>'/1E#^1%N9^SG,4H\?\U=.O*40':(!KBW'HV[M'-)!+HU?_2\<\]FD41)WR0,]#T=? €X9B_CUM:.*3>1T2;I- M!WSG)R^>?(?.Q(WR3_7D%TM!+L1>=*0,.^M5N?!;UQD)4ZJHQCWG=36DDZ7FY?54FEJ1)JHWA24H(1,<(+]G8K82U:&B"@_MW"1-$JK&7:+ (WL]DN^<3HVRP(6!&5R-49G2G<_*UM#6=.)5.AJ;9Q""[F)#C+E,1(BP'5;!EV]7=PM MW1Y3F>+&Y+[\VQ(D#6X*5O!.$=DB@#*?=0MR"QE>KMWQ&$^UN;]@^'X^#,/W MO"@N96F\PQ7BR>KMR^K9JJ(8G6#,,Z9_"ATO1BR<,"B$SNH W0M8EG:GT)%(M,H\%5JTS%,M$5X* @J>?:+T#[QK!?%@]',.1E;F.7YAI30^O8&3PD;Z4H8Q"3 MX")?179EV+"DXZ1=F3)^=IO%H=/;8>48.?X1TL6#GO-W;EB.'QR&82$'>;UH MZG>,.1V48?'3,@_N__2X?+Y2;3ZPLX8!QJB1@V8%^NJ7]GJK3$!1A;WA44J9_74D K,@YJT5\+P&J+K':\%7K(WK;"-;_+ MN&'Y+8566WMZ432E-O[Y4,_XBB.8=BG;H0I, F6%)-;2 VBV_UP>+W*Y)E#@ M-!S5@JYWDT3EI!DWD3C9[?<'D*,*+A2FNQ& [27;2SRO*1_BEK)+5U>QS? MM5;L'#%HK(2,/2X&2=!O78YBJG@L%U!S*6NB<',RM/D8+%%KA?(#B&0]J(K M.I[H\XU,[LWQ\6&X-[]7!LN.&'P,SLW^2^,'-WN_? IP*4OG@##$EH[2PR? DY M0X.322?6%X4\=SQZ_SL"=^=0?8Z[G\@'-MPH!,6ERACX/1L']O(N"YDV0BX)I YP.=2!^ZJ V&< D$R?0$2(+@1;&"MNC" MU1$8O".H?TYLP6[^N;(- JZ[>,+LSSITK9%*N$OIEU"&S9Q0$;WIMPW"O[5K?T:?PHD|NYW],G^]^S_TX.T_R_S MJH%/N4]JELD<#)C_,<:.<(YP[@=DF)9UMX6OH<"Z:/#9FLJDU.M);#@P&1CK2 M7#=G7WK8_;;;6=)-.2=A^-SB.HEP1947'N/XY6Z/G3L/6&E=*]QV5.78C M5T'F7G\WOS$MG'YG]"T9>*HS+]@S1 WUS5IOQS!-1RN1'X^$:,_^\"(JR]3* MX)B3+M)RT:R0>U+ <'Y]&T!OFO@SPPTBUZ"A)I08\!X;&"YT@&&6M>G K98HT M_]&C!S,:F1O7!DHAL!S,*A2;V-R6@0-KB7)97V2-,8*E>^@+024R8[JE- MX:E[;IY#Z^AFM[MA)F4? 4D5/3(^<+C]9K,%4RN (&-4BBA\C=!6!%5[D5Z7'.M_6HF0MGV"A6=J"%I&B[H0MY, =

I2;B=I/U;!Y6S%C">SVVTK,]=[^[KJ_$=6YKH#]&*.O@ZPJ,7!(Z? M'D9!ZC=^^>_W3D9|\$OHX>\A: 2'_HE'DOLPXDXH.RDT%B4ZW9>X*[\Y\T=(L&D%A>!6]##¥&SV.3S@OM MP96['/RZ>GS3=`P8INFU[7!XJ?T/ S!/^__CFT*R.4S1(EVG MS!Z7L'05=OMY-@R5H%W"N)&G>B+UM-S 7]D-[OFX=&K\]TE*+$NWFS7 LL^, MUQ_T_.BI=@UMYLS[>A?^[6? M@9ML_U/N9]!=;;=GVK@^^NFYUWK,&FK8C! MT9>$8"EU W_G-G 4O2U[=!P17YE[=@?|+B\+^"FFM-NJH#@<48^YL-Y)IU<; M-*

>1;CABC7/@Z%E=2@a]HCJ/O!%^I+M3'1Q*)%^I+M3'1Q*)%^I+M3'1Q*)

*M5!G4/$2R5RH*5]Q3O4M:CBJ@9*;Q:-KZ9%-7 9I2I"[:VY89FFA-J*Z3Y4]U65&'DFO%/(M)R#W;DK>C|W5>&+X=-5QC:[8NLOP M59*

M;:_ZQ_^:E7^E__6X#X\ZZ,\+VGSWIL/9V]_.WOX2_?+;R?G)VP__/"2GY)%? M^/'3HZ<'TJRN;96C1[NOKO,D(-1;>)952P;=FZHI03%OC+6<$+-ES*.)+E MC\XMN^3+&,-E[#>*TP)T#E4"$,L^HN7MI?6^2'MR%W2\-$*!K2\[7Y/L5#H M,_'!8R|U@ZXG^+7,#T8WMJ88>974Q/=#LC6V?8/X.F[92Z?#"T7OEJ:4;IUX*

*MC3ZV42E":_(E:IIK1N/A%%TBP[&0XXYLC08*TEG|GW'DE0P4PV0'FZ64?8 M++,9EWXI94=CN)'8N+Y%8|+;"- 8QU\9>"IU_B-#D;YX.'IEZ4G*8+=HN%ZI[M.]D5$.-R.B[;W^\CRBD)11"T&E)3F_(N$$6QT$SR>+!8]P<14':0B-!P<=Z M=$FH!'D)EOTRWO;J-1YP[Y9SG*,3TR:FPKAV^X+;"KU56:B;JG$0QP +V*) MIKC_+I*3B*PIUH51I{3)#<8@,Q M1UKA5"I<+2"]>\2 .S3(S"]+HW-PXZ-+: MLZ+XDY/,)1K?%&>4LR^4*U_Y>CG=>>PPVGI;DAIHF2! M990U+$RDWA,+++H6 [VN#.C-.BU,NXM>]F7V9/@W_M>ZY*

RU7&%E/RG2[1N1/2'JQ4GMX9;IZ^JJT$Q.X"OA^S.#%"5S MK)PWJXIE6;D&B7-?:'QIV4WMA 3\]1W.OW!@COFD8>23AQ[-_5TM MVPGZL2.B#AY)1(\AN,%Z6":;%U2 EGE/>ME Q-'(@&LU]I26-;#F,ITN&- M$Q8&>X=.W'__85"8.*.BJEI2[$)S<60+1;'+&H6J1'\/;_D@B\| M"/K4EB.$W>N MWF+&TLB-Q(SO> X.?D3;HWR&SA,OI7U287Q+E9*09@X87$F MQ2F-H\H@O7>?I.(/Z[)8CV\8"EM^D%6BW1#;|\<-8YU.*3B5,)1Y'K:NN4+3D&D MTY8>@'K.?B>MS!!<'YQD@A6INM"E|9TM0F!+>'3_ -ULV&?BS<.]X-0Z>K4> M$3 O%R|0|",%*

*<;!UZBW.0&*6:\SF$M@IJ_YT>'XWBIZ@@'B<\18Q%;.7VM=M M4Q>Q1BEKWCF4Z775U\Y-#MZ^?H93^D! 34JW\CNQ<(YG|$#.:(G'Z;AS,;EE MEYI9-*

*7$Q9)A1<\>HB*G)eI:V0%RZ+),<)',X;QFAO"7VXC%QV_ 1Z@*K"SY MV$LQ6W1;RH$Y004T9E_=1Y/ ODMO!1^'[_C3,$LHOLF7D#"(Y,%~@ 1+*75<[X.N$W19IA*XEK,[*

MCL90.X+P#)6IB\6BDC1T@RDIVG25G2!4Q.>&/;\|I9/|9628XD3R&')B]SI M%/|D?Q"6;(V:I\%7Y)?!(\ $7A6YUK3M:[.? VX9&&"-T9V(,?Z^@#S MO5M!;^4- P..=>V0[BV_2[:#E[2>*

*(Y)/$M%@5AF@2%^&N(9>?ZIE_EY']=#/-MS<_@>WU[&+Z7"TN>.9J>T0?;DP_VH5MRZ:F<2*T10S?U$U]HFK@'*4,65\HQ M26D"6J8M*08-EUO#ZO??*

&/#K$13[9.!KKBT0&4NM3DHP 5@1+5"Z8F6R6K\UC>[M&6ON.;4Z8$WJ715!DHP C @>_ +[#,8J^\,PUA=-+"$> F.!FI/!NIMT8/O

*MD:8VY$4S'X^^K)CE$[)9PS_A)*UR*=]G*XA]*J_^EX+6I3.NPZ_AT.)2'<:F ME+X$$_B(V=*O_FZR;:P%0L1L>&GR; LNZ*B8/6]:0/H>3)$[%\GQ5LO9[2*T*

M',J8WR8[+DS)CV"SA;!F/#/=!.B%_&13M%U5BP#J1*;"?3B/6FZ85X_N:;% M?%'X0IQO&(!M8"YH) ^0=.L1UT'4KY_/I;OQ_+]6+X?FK_W_6'X>YZ\P!"9FSX58?^?G<3HW&"T!.[%:AB!*

M_7_^\@>OQ/#0G(+OQD>KM@=RH'YB";T03?-IB;53M;,0=$'4?1#_W",%>^1+.$)A)V'3AZ%SXLCV8VWYERWC"^:,>Z/[N]<$^^UY? MH, ^)+.3A?]\$HZ65OHV(Y/K%31?T"+G"B5'?*

*<(XVX*8()6N\5C,%E%E>. MY\OV 49PO,2> ^J_&4/M6EA.*&:,1S*2#:RUB-C!MBS)ITF:I^?02 J$2LRVH M18QTNQ 5I02$\U47J&:.:C9);B,Y^$*|%, UM;ZGK/L1]9.-\V;Q&@ZJ,971*

*M8<.61DH4TA@"\N5#_>SM9Q.6H'MZ65@__-F'_N_D+@[X*5T_P2JZ25%#MJN-# M]0_W4O0#Q9QR[QO/[J2].H$8HY_!P:N,+7L6(K M,)6TM4NXPP"%LXDB53)Y*

*MI'L=L17@H+'$*N*H1BUMS'I8Q#)<>:O|GRE%THA1#7KAMRB_9X1+'QIHI2 MK5(XX:T2SL$GH#Z#0_0#83BT%W5"5NW$Z%RZM,=/:)#7.,/>_ RS1=I*K =+%P6Z M"R)(1SO>89;'-?*

KU&P|]^*>@Z\GP9@7.9YA=-!0@I"SJS"& M=GM9;^=X'-#I"'T(5Q+WU7K/!PM8]@KZ5&1 M@,G<2C%T$?L92X?B=B3\-,8L8)DR@0$MM*R,'P+7|U\-%H91XZ-B&/(,L9_H*

M9UL&:$DF[3M3%3V8&PES!(A#,Y)[>FAMCYUF 6&$C5;B6[<3[DRLV1-2 M.^]W_%TW!+%.8R2T+)3C23I;W?RT6T-U+N)@(LJ^B;LC=#,:F"YZ5!&&^+#Z M)!1X;I@<_T$Z[UC?

BP(PV_D@=F%^('79+(R(:^%ES\'PTV$<#"'2K-;H&Z@Z- M1\,0C@;//]=9-]$(XO=5A48#$S(CG{6-%6!D8&:C>0&4#78;DW!'#D+! MRI++;MG"OP>|-,@"519[-*

HS78"#0A59A?"EUE'+FXR^'1IF0G]C$P/6@^@M52 MPL7PQFIWV!-NZ]NBS/ZMUK6GK,.7/7M:L!1F@!35RF)=9H((QKEK]RC9WG]' ML7;5?'<92=:X8?*

@AV+AAH/LCTB,1V3">]/3%]P#++&]S/).SH'>U(H%H5$^WX)R M.QV8,+0H(>^#X!3?YO?:\%GFCZGR[ZG8\+>BQ$(=2A J&]'(-0(A\|!4$/S M' Z$#O>_C5G?F.5R=!;V&?

*5ZT05G/A%)X[2'3U^^]W.FM2OI>*1!MQIK7.)/ MS)?Y)C.Y+9.;5J1+S@?Y%',BZM#6TK69\VV143$C8N5X2WKA\RWFS5@C|PTE M&,?Y&[<)?*

*UO8H5M^.B)H@^5X;C<@),)K>WC>%5LT:J1QNY!3Y/+R5H; C#)$E_ M46Y,Z/QTHDYzR0QN#_Y6>38Z/V|R=+>]*75;(E*9 0&4#78;DW!'#D+! MRI++;MG"OP>|-,@"519[-*

*M7.3)LN9V#EG+M!!=U!%:R&WND/3)Z%.N*9FH6>678%A+%GUU?[?DK&Y'WJ.2 M8O?ID%_VLZ/C9Y%/J/J#>^;7BY-\Y"B.ETN^P2#,21%&*MD@=;2|W2/K_*' M5MB>1AO*7>1%-*

*+F=(M4Q>)Y4I8HM66[ID-&/",WTA@X/NWD$-\3I$-11F\%M MB6W,9E0*K^,,I\^_K9#TIE'PGVD$U)LF,IX*WYWXM8A!4KH;JKZ5OEM_Z FE MJ&EL>E9C--$U?*

*[4@D1%X7G=)A*YN..%5=[*$#PUKFY+& [!BRN2JY$.PDJU05EN?N*=I9[9|Q6E+[", $VV#B(_UZ_W8I7:;| CL>)!?GDV_ M$;>\'QU!GMO(4?:WOB*

*OZ$V\#3EDBX%'BK'G[>K&:\%[; M"CZ07-*FT=2(?+8HGG;)DL573<.TKHFQ BLBFE[*HN#_>!:GQ7 M#WY7]WA9?>?<[7U>08QP#*

*[.V4M\B"D_QOXQ!M>QA#!GX5>6M8TSVQ7T<8]BA M(/\^.CI^ND=S/&V#&HA(.^?'''6==TD$:RD>LC^>SP#*TLU5- MR? +]10?P,C(S\CO*

*\'8Y.=*G9T+++'2@<X=9@_7'GJ/YOIF"AWKYJ_5:XH?-M]%&?0#HN"Y7PD1<5.7.RH[>5]48GLL.BUD52.(SA.,]26JEH.)ID M%'\I2N\11UF5YG2W-)?&7N@1_PGIWE);62?*

*68G<&CD7E=*OQ_?KDN1KC-"+?9 M!,;Y?:H3;C'", X#;?-EN-!*@T8"_-D;]C?_D03%$0;FOEX1D-OVF+9\+;@9X M+4XSAQC),9/ F)N8$!S@H FX!S\|_IQ'8VX3C.39HD(%9R+A1-6?*

*J,ISS"\^D6K#\Z'#5198]T3V6*H*NDJ[5'EBXI*0!(;O? M92D9Z:WW3D+GGB\8I>)C [(J:#JX+K"'M0HFL<("%5'2<=1UEN1_ELVZGN,P MB_(RR546!15(7$]F\NBUT,16'@^&OAM?*

*1(V^Q$4^*110Q.$](_^^1_$2!>FY M$;PL4IMG_"W/<((NL!$7'V&-DYG*CFAR&.>J:"H[3=ZM7^^^M"+1PLD(PK<9 MFZFE M.1)J8Z)@0U24")4B"@#Y-J5S &/YFMI@>9-6-C,@>U-*

,/9)5L;PV^3R0 M8:9.;6%PA9$9QG,.'QK+C$K3S!R5'6.A_DG' ^MD#?T+.2N3GWA&ZV5WT@^ M.583V01R?L"\6F4+6+6]>U-%HX46|L?,8$.U[$2]-ED5\.4H=/6|_<@C'<*

*M0T_07!2]#$V-6l:^.AMH[QAUK?)!@Q&XAQC#N7=^=/%$WFE*F\1=@+ B1#BK M'+9$HMGM9/40#]KYQ=!8UA,D#DL;)XE#;_YG D?;F0<;=U=E0:N|N\ M.K$8XM,.BQ4 W5]U:'*

[21FB+B[9/FPC QF+Y[76(3^-:POK+-IE3:"=^95! FS1;/MXESR[/0@"J2XIETMMO&#B^26/E;N<[<,@_RU2?HQE%.!D>>>S@KI M&)&FO\72C[:2LH"/;*;1H^CCF!WB&AZ*

*M45)%%M$^4(QEQC+DJ4SLRQN[@P?WODV[{OBZC%"NLG7VVO5A\K_VE&>O M$B0X*ZY1)\XSEQ'[E!GE>LIKN#LF!+,E?WANRHI6HBBYQ)\/KH.?H>4(5E*

MO1;)1P;$90RQCY"+@.I:H < M"[=^\$<56"@6X;50Y6^%/4ED\F+ ,FZF2U)@P!5L+1:]O"\OCLX'7,3FW(M&\,C:'N$)A1K]I=8K.XKS?65<$X6KK!!8)]W8AP>K$[#ML8[-*

WU7G2!B8<) MH8H.%LW%0VE# (P'7B7E$D8&Y_L;@I^]3,H"S$T2/?OQV=/GWWQSESG|IFDX8C)U@NS!9Y>B,(T!%&+WA^C1 M#1D9,-!U^[65"PCGN#UNE%AP2ZG.0=MQ?

VNQ(O^>]HKC0HDV85E:@NFA+N M<\4IA$TAJ@]/Y-I%'+U^_^N;:(5DQ)=<=H !GV"':3G C;N#WCJ1+6!F& 11)E$.D%-O_,8I M):?OD6W"[6RVGQ &,[7I/5B'7DR$15F@)HR%

*/+0++>T; M++JO[DX9Q*_-RP(WZSG.7:H>XL"$,(YV^4%+ M*=R$16T=M+N9%?&G%O5_8BW=*UX3)"OQ*8$9]B%1.Y4M0*#V&?9.5.K)* $C MF*

*#PY^QUL2'45+">+!'CHLGG8B7@&:.]A ^'Q@R!?EB6R[AO*R>?V9*^HMTV;:.MW0#%HM)NDWRK?[AY^N09>Z;AWA-K]CVS'N1GQPQCQ^9?>0K'.#)]L<-;;*V%TXT?I10^*

MB!+BL/R/^3#3DQB!O%\F-8)V]MEV\N%O1]'-RGL[_^]FK MTU?V1#VY@%_,8_7D[?^7D[^?G+TY^?G-Z9'1%[PY)?23MQ>B]R?G'\Y.+\ R M7D2O3E^?

O86K_GSZYMWOT^C5N^CMNP_1!R?GYR?P2?K.RY>_G9^_&?TICQZ M^>[7]V],/YR^;/VXB-Z]HK___.f_-WOI^?1KRG__$;F_75PYL1TI)S^X_TVV/IHV_XQ> MG5V\?'-

*R]FOTYNSDYI,W9Q_^&<"]HE,P_N=P$KU%H__NUI.+B[-W;R^BU^?O M?MUP.AS!",'#-WUY.T_H_\^>_LJUKO%T1D<,V=P*L$U+SZ_T%?\2_QZ>O[R;_"#C"R.7H]HH#,*AWC"!]*

*[+W]ZGYS\Y?T:?_&9V?_?*W#W24O3X_/?T%C7#// M]^S\]N3NGW[^)*2\#SCP"WA0^,7/_Z0QNO/VGSA%+]^?20N/QF&%+]^?20N/QF&%+]*?MQZ=]$T?*

168XT+JAEJ/0/FS,VTE>VH'3GN9#ZOQ>.O0ER#$" M<"F]9NHTI-,7NWODRP\IC[,_!T.=]JECLUMFR2Q;9O5M&]L==XI 8<+:M41)*

MAQ$&#\NBJC#5!EY+MH+_ILD*'+#_\0V^3^9K32@L)L<>?&<;;2JU%7# E1$), M!3-WS#^8TX/@M,PJBFF.#E>2S1"%3G]$.A1=\DABG+YEZ#X4=K>S/DI=O7\F>;!?=K6VD-T-

*_^=36Y-H9?01#0PS)7K((M$:R>$^T2/*WG>^4$0$Z^UH!9U;KK;WN%'W1KEM1-PL]+#%G=MLC>-DC7-ZZ9 MRX6WK39FG8-;EN1BQ'PYBB T-<+-*@_N-7 .9\!W?*

0\|KZ'|%NC$50+X.&1@ MQ^)AI57^Q19,!6?/LQ4/4J<QKJA'B/)*OS^ZO2U"P$VRDE.M4D]Z'I.L74 M=01&/4)6R"?5Z 96EJU|V5VC8|Q@11_9ZY7 MR]?

*DJC*P#TEI>W\S;H:W%)28GC1P5))>24YR7K^\8G&-X&E,LQ>N 2A](Q=J MO!3&>DE]R4B8-L>5D.1SIOGJ^9H[<.'=K<%)P, Z96=X;2<>#VUR@Q=6K%)(-M*

*KHP*9%L$A<&_@HF#MXU^QSPS8J:MDG\JS0H0ICS)NPYVJT4)*9QB4_"E5_|M,]F^#'ZFC>]"F%\{4\L,^9[->#25,#EK*Y@9\C,0{LH].:[J=5-"L,SN5O^D MX6HS]D2YFST-*

CK>AAFFMPQV\?&<Z3Y'6"2)(P[fFB^]XH6DO-@9YA$:.MET950.=2.T8/7(\)GT:!20=<)CB&ZQ^I.P6X+77.Y0.S\Q%Of4UO3Y1).%>Q M?(Z4#"QD&P4ZC6TO'ZHW 6?

0W=2R;W:DQ$6R!'T0GZ$\YY!SA/I9V\OI?<$M3W.OTB9/%3MIV MN*[^'ZXROX&;'HG(LI!^5l;*F"\.DS52?'8I/\?"L5GI#NQ\@_OI#P0BYQG.V_1J?H4\)\CC6 %I1Q_:*

{/<%8+"#>PI2#^!G;@=/| M)/<"A7O>8:2ZGCRY 6&I\FM7M,_9)$XA3\LW2ZB\X(-/]AIMS'$&@ M4&-:2>C[*<#9'2G6AG((""%4I1=Q89"00XF\:7#H()(?1H6P>f\MX?$7]PPL!%7,>*

*(]=KDS/XVXBA%7,>(]GC| MVM.#8VK6RQ-CGF%D2^;< -UI/0D^XB17A'F5.O<,;=| M6-?(++UL*OR-?^3=833VQG#28XQ_Z&0)1"\/$M.VG;@4CE5GS[S[;*

M0I7<5S(98GRG2FT,'CU|MD>G3L'J,Y.;DJQC\3X_3=QMEQ\;8MIZ|$..CRNP MYI^>(GJ4Z=C:@_OBZ2:(@A2=U30732I',O%CHW5-.LS1H@YW'IL:HR3'"7G:.T_WJ.\2WK_;-*

YU43LV"\|_W M?M+YU!?B;S]-9>IBL=_'.C'#C.G@'_=HD2=5,_O#]TISI0?L\I GI=G1\?.] M]I1A;2SM+LI%ML0%"2:G6- D$J:2)WUVB2ERG[HYY8F8>>E.VZ\K0UW@'5

M1:E(Y$F,^BJTK0*QCSD]L.:!H"E9K-_3 4!PSJ"G@D?I9EUP@\!38$-Z1 MI!?W'1QG"T),P(<)FG-L5%<&Q>5/3PB{J%>&4O>?14R,I/F2[SC#+HJHCU3$9 M),QCD&ZCD!H\"<]

0@>+!LP<7E+G=94@KL/7B1XT47.U7X[A>)A=XGM$60^X M=WZ/<:,;5"(3EC?&'IJ4]?.MXQS^-7I%/8(/0X<]PCC&(M&AR.R^1&PMG5 /M&"/L6HV(8_7R2VW0,&_2Y-

*M,,GTFTW]I%@\61?S/TWMX,%9/F_*<@?;+1%_H5C? G,^U+[A@]IG#7%!>AR# M3'G'V&([@H4A?/(5K#O):)=9-8.XT7"-#3--10.C6MH*RUU'HZQQ.8-TO+-"*

*MJ<5&'S+NJZ<1N!NM<&Y#IDY0^H7R5P!TSU*N+$ZE&OI8{CW%P6=28_F(+DWO_K0H6^37>X^@M VD0+1OUUB"EU\C 3ZD$]LBS186+XW0>,)EE?-YT=.U MC8*

6/T7_M%W/W$?(B5/L/M;B)"VVU9H!Z *1UN\C5%P+D.@#-BOL'DHQ+,L^ M>?%Y2?@-;RRK,,N 3L:."ASI+I.QQX9-A:#=&X,[$G9OFNTWGF[<(7[! MF1!^12T?

*$<(($<>EQN_=>XL[+VV^O\RZL]2VXSA!//+|\NT^ S3,Y?_<^PYP MFBONQ"E*V0"5MP-P2_E"U_Z+P.7.+.D[UKPD^G&1W13EG_!QW(O:1[@QQ=I$,1JY"X1\E;]D|/V6*

/M/N;1UO@[^{4BVEOY19CA4"'48+9=.N 2EYI/R>MEN+X%ZTP [<(&CA;[C0^9G!O\^ MAQ=`D<#8^31R-WL4>W:T:]1N:!K(KW&XC#*[$8IBNQ/I M#F?*

[^(W;@^/AG@[^[$9)'HSSO\(_DI,'(RT)(B=(OM9'Y$NRPEK#)YO<6^!# M6L-M8]_^=RKF442)=& .H"([-B4,NRGAF:]F.#C$^]B4,#8E?/%-"<7"XB9L M4@<<-

N2]N'@:Y9]YB@33W"RM%_M("$G#X6-$A7';Y&G-G=!W#U-R91P6;X.VDKD#[R/GE.CO.3%3$F<,<(HT--N MS[Y>5FH$2(T6,WC;'=(JG0#_)Y=O\O)V!TA6Y(&"

[C>!0N(O14P]7UUAS)\Z.GQ_1%C% &3R&&-L\09@/Q92"E M%F>]D+PHY9]M1A6!BRIT@7A)[RU1D=LLF@K9]CLY322:+#9-NG++TJJL3NH MC.^R U'SZZ/7NRGG;*

*MC;X_3JGS,35H .A5C)8+Q-=ES76XU=K0W?YH(+)-L[DF\Q99+DQW2!)'@' > MY!^.-R$N!(B'N4]@A]P"9NFPBRP.C0D5DN%/TR6F45S%C;,.`N+$F1A:&^*

*MLJ8IF!O2W>C%+X>H2ZP0ZP/'BPD/V=D_N+W*4, M>*=X?YKH)L1[>3V"):V6)#) ,;>2+!8!0$W2!I1*%M2T1-/CZ+???2?/HNA=06_@ MW0UXVD_VB8:,#Z1]M%<4;4>-M?*

<9"N;F$53.00RQ^[VV.G3UI0Q@Q*(Y(< IS#X M!?PJF\':1^0.(RR*)F'N=W-YQ MN%2]E#'?8ZSTQ6"P?5W(L4\<[K)^X"=&,)P$SW=P]">>IY]8=)CTGHFY=#+?M8/!-?,V:N 4H*

*8PFK2 !5Z)UZS\JC=Q:CP\#+GOAP(C=,ENG'Y<%?3QKE$- MCFIJ/\FI^4A)KF5:NGY1^M)9GB&!X?XIPRF;;RJS9R%/M%)*N.]%!<7"SC#* M/6/OG'MTX>]-B94C!:=__JF?*

*#HM*8>R#W9('H.SB]E=.],7H3,>:66)/.O84 M<[#\?:]MN$E"7&)?(?RA%FPC7T,/RP)>BA-V7A7^;G 0:8C=B@Q^A!'WIE/U M$1@_Y%D]$I-*

*"960GSDY>LD@P44#-3=\1\"E=/'@>F%,L5:UN0]"DVT/ MR9AE=5 1(%G&I(B#:*686U;MZR"1$K@8GB*2LH)P&@S1FFM_8*+XBW1L<0%(M/O- +P1@#=L -YGM>+*

*[K9LELP(%K0%$KV.L%%5!G4D@J]7'J0S M)#;+\%+856H%ARS*W9=<4_E9]U\6(3*^+K-9PYVV@/KNYXFN[S3V6K(H,CBW+'-GP(-]25].AV^KM+)))(3R6]06_3NDDE)'#*

*M_9D+I>';7UZ6I.M,C2M9+7(,K;1\"%7RM6B1SVZ&35=Q/ZM/SLQ/ZSA5P M1A*Y+HG<=X=!{J^-971AZNBDRM(IFI&CX203#*VX%/^SQ>[!_U&B((D>A=H*

M_YT),\H6)$|?]=@W7%M9=[9]U8K858[PAG OI 00"SV!!T^1.]D,O&)D1#[M+H[=&)[<)Y!(,Y-R!RD?@(.7!1A,(S?5?)E{JAZ<_469-&FS-$KUPU+U-55/ MD),XP3W&T

*,!1GIP'}_F4KPIJZ?:.oI@TL-.'B?NPLB6Q!4B"=_PUX;M'=3 M&3B> EG*73UU':L1"T/(LH%+_+)9G8%5]HF ABDASK"/9-_MLM2OOC8I3E/T&I9:%9WC)_F.! TK^+^H#DJO<"?*

TI.=%#!VWO%\"\2XO-#55 M8D=C-R:P,U=VF'S7\R3M"^@XL7XV=/0WN_[F]X?A;UXT\[FIJD++VVDF%4>(^_MLYMC8NU :&/[5T[TB\GYG-

*QWPBW,%IV'H.#Z(!.,I1SI"=#7/6W\+N>4%[= M98.PV6+WIY :H@KG+Y'YA3@J?*QD2LI8XQ+S-D[^1V+;M6R'DRO+N/IHX9;*(VJ2@ M/EFZL#%]PF.'A="D$V7?*

*RB3(FC!CK@&8+EKO\VS-/L$?,L/[:,$**T-KE@eE4 M*!/W6,PVR0A^:40PF!BW+GX+?TO.I=F\/IS9WVO*W%+BL"U%'IK5FEH*O(DO*

*MG6$2;KVUQ80B;$%/CAS=:;S@=9&E4T03LA:PEGX\F*3YN!:F&\1!KB .Q*@T MH*&&\)_#9O@:!,RWGD2/V\SJ9NT=1_("SY[UN7M9KQKAW]I(9+?6ZHW[6#9QL\<3S/AR])*

<,D08,UXUI2/H.:4A<$HN M,C[9$E3-,(_QW8,_K]=C'RB+\8DU9-5 >MQ/ @&F0#U0G$+D5 M7<6<|<@LM2[*'NIV7/B^E^AA9.Y/4[,I7[YX-ZFF,]\1X;?W=>++#:DI$WN]Q

MMD=\|}'@LY]Y;VIPX-\1GSWBLX>-SWZ$F1@RS<40J@QQ&/T3I V]SG;E '[M M06;P7)Q&TB].AWQQ(Y2!63T=*?;Z6NLGF7!/4 =\F\+*O:77+.IT.W5-XE[$

M:N/(5G)@42R7//M(44>6KOK+73SYX^=`SY_;fORW_TI(LT)-LF[\KQ#Z MK915=,(P\(7:YX]#=?+C[R$OL3U0E@.\78",Q)# M#"[VRY_Y"_CI-AV+'SD\,(>: +2Y_Z4Z6!2%;#"V]S(KFW@'-4LY=P@"6[B M19)U85DI3M9H-N$?7/F/2&((17^9$86EX#>TS\>[V!2M'D,*X'](HBML,H"& MP,YG0HT,-.UDC^G=:.(R^M@!JH!'4>Y3!H&P^KO7]QU'1:4)X MVY+X>_HB>*

*;@5MV (F%-#_LP!,#V^H,V1Q./5BQI6P,O G$AB6?TU.&QZ";A M$1SH0>6?Y]G^^_H<;#@E%6SFZT8SUF;&!VK%S;5MY*6?8/FW8 MV\(>FUY3APQ0:40\XZ6;/X!&V"_;@=+O#,8(?*

*^C.:,N-&$&FG..^4Y;[*XJO M3Z;?4+8CA);)WGRJ2[?@87&!8+E5$'96HORXV*E'D;7W5S%H M S@/CTFH^16*S!U'JL>7SKZ\[)15.1AU>'9L*

*MKZJFE#X2Z+9]TT8NG5)%7+KMW.AYH+M9U%ZIZC:[SKQ&O=7\V\CZNDQ$AQAL M*Y+P18<8[!"#1X 8_!-IJK.;3553FE%MV+%7Z&0?C= %\FH">??MC..U9MH.*

M7DM5JM^@J8#HE+/+) MTV5DT3,)HS3N<,H (CPY>^U2@RBR1;GP@TIE$T$$XHH/H\"I"]SU@IN?_W&#C M]C1) E GG5:H.H66*H51.HM*6/.S*"L"V$WL/1XZU[,(-J=4]4E?

LX<9R(4F M=@/#VCWE6@>)IM9'H=@0,78: >ISQ74 M,R2+IR.KJ]+!.KJWD&Z6{5=?QP6KMYK^:,;(.+B*MW6IJ;DZ9,Z*60[.>"F]-M)"2V!]:>F"]#QRO(N7893<__>*

M]TQKA&E+4^5>/8E$XBKW0(Z_V$]:,.+\6G <8@Q496'EB1+M@A1ANBB2#Y M&'P 6.+QTLF9*CG.V\!3,.;33-9/.[E-A6Y1TP]567!R9IN=^ZIO.(RC2H@2I+Z7'Y)WUME8IO*

M",/&P;=IKRL"A\|TTT!8;).EQLEP+P9GK9%Q,]T@#07&&D#(HMC<<+@]+HR^(X:.E=79TG=['KG1U>5X)PU?$QX3-KN5D3 M/0U>8],6[:[AXKY$E+#7;,1/)*"T,(*SX0HD_-*

)MUJBIR/ B-L MU@-%>5!#C$Y-6:#1Z3&4AM7T/I.KU*PGA2AQ0PO110WTND5!:[6ZT>(CPYS M6&M'@2$U,0!^.-#1NJ!),T&$760 \V%#MBALFI[C[7#IF@[80Q8.!C$6D]):

*M%,*X:.02DR/;98BD!+>%-.TC5E0%T8YB46,5%09=%UFCA)#P&@A@5)KU;=E M) 3-(6ZX9FFM#G0="-S79D>ET*3\7D\Y;$J%8"FH8L!&5;83L'ZBD'^E8K[F MFA9BV=:$/[M*<3\"/;|*

[J7A>]SF^CQ:H#HT<6F!R4/-MZ_!QI0#'-QC-,,8!4A^C-PD01115= OA1I+%-PZ ;QHZ]0ZQN25@K3B$$6 M%(UZM/I\M]$&; /OGPE9%" <"D$F;@GY8=S;RX-EI-U\LUQ!M84*

*]Q9K+%DN-M1[3;N$SMH1WOB+5Y.Q/3X^@VSHM# N(8@U:?&\,T)?812Y<1"D*^0T= M\21-OEO$X68>(\0BN*W+6}]HUI X_1RSK:7[3H, M##I^3I)"">4MM\V#.>*

MQ14F@-%UF:?K1TV9WQSR'(35|#>[,\%5NREP*CTS#1<0{KS0@!M66_B=X#4\[?.7ASQ3^WOUAS]E/%_A MRQX?-_@0 6HJ1*W&Y_3^F"\W.6Q0V ,S@@&$T8H:@E!&-*

*(*3E9EMHTZ;OY5# MR=YR\BA2YKP.#$@NYSV+0%3>S@K<9HUTZZ8AP5#)]NI.$_+D5&J] (*WU_LJ7.S0@.?9#29/D(PD>2W+I64 K/*-?.0T.#E?H*

M2SGZQ17&G1JNJ.&PG6KXVL%:M(!3[_AK2X-3Q30S7U?*<[G@%K$>9+,Q>4 MB>>>V-=?.(P(Y,; ?@3W7M'LJ0Y@9[?QD$-I/_ZM>'E-*O,PB=BP7O,TX>/*

M.2X3Q&JGU0(KA%S]FM8VM?K1>.7?]Q-@^:CN.57>:.NOGM:/9]_T WK+2?J'!K M.,"[Y4"Q?M)W+C];.DQJ#E?,04#=(L0NKVS&U-M'P^=#;/G'G66@RL^BKR

*JHE*B13QVXL9X7ED+[6G]P4P^/:/8$3@5Q0E693U,&<-]S(1@X MQDG(R*Y5&L8+5>23Z9RY; 0%2]fZN9WVJ=,^$B"LWQ1H?#$(DGU0.$3Y$C;*T(-M1WY,'*

>7)Q:I4P=9C(3QE&;_%_A\2YM17_=V!8Y$FELSC5-W&"-N=L M&8.GIV(5]f+0N'"5W[3?U,3#>>>!^Y'$A&3)ZP;Q(T]#05H1"OM8QC[GHRTSFF R8$MCN:ZQ@>&^]L ;NHJ=ME:L

*M_&2M5.O^0#,]r:G;YBY|NOV+'YHYPD&U.C$I<$57#6&!^`?>DJ^6%RN:*TU.9* MQ5=]=:.-9(E$2T7%X9P0G(*Q'\,^'?/6#0=MHIGJQROZ66DfJZ(FL4!GD4(.*

*MY:9VIXB.9G#VYQO:WA?!%+H,'OYIK"I9Y>O0))W)<_G98KQC3 MLK=WE4AI%[3:*VBE]f%*6C5YDWWP\$C,0U[;F_!+VQ&3U0%Y5OU3*9NB"HN M$,,"HR2S.]5FP$=8 M&V1/:*

*{OJA#K\6"<8D]3%.$D*B2BETRNRMW^=IUQHA,Q93{^=X2#QS\S[!\SIGE M$Y%0:&0TG$,J>++/8:]4-5!KD!M%(I.UR:CB*XFPG0%*,31$P?V$Y^5WUN5F MS#QD-6)WP.7!XJVI<0U/-1<8K.0-E,KX:7'Z_-D+GJX7+Y^?S'5-XTT2HYTV M*:@H8(I6]2;#UFNWFZ4@+>L*ZVI7N:,(:E>-715)^+&%<[4C"5C88_5%II', MK@I:@UPS*5&XXL]fG3/Q&&6PI-N!PXVE@R?2#V,>P+'&\P#CKKNP9Y_*)#6@ M8VI)1*^B5"!S[]=-2E7*7EK6ETGF[CB*P4 MT7R3X8YTQ'&MJL!M+\C\7<4N_#W^@$A-X%[X_YRZNL!=22C3DZ,R\;8E76SL M% VE-'H5.fFY6*QOPU&4@=M+_*-.'=OI,)Z4*$CK6W@!N0%S%?4?9B+ M)PMCO=SDN%&S14\9.1.@>U?R\06%IP0@JE3\[+*$\&4@<[+NS6K#@<*

M^:523^:[.TJ49NPQO!X10HK%A"?.);?]A. M9@<,R.,J/8JUK[5P#!9@$X16-+U+>\F>!`F]'_W5!"'7/KX*OWVJE<+?<'[`MXO=2>XOYDMP 7SF7!2N_9@4R!74D'IY%2W(WNOC!1YDY%$'X; "FTE5:K/K- M\TYV@W9D4"[2&2XE0;D:WRIH0O#5FFK6#2$RUNG'P3(WN=PBU4G3$D)E2TV) M:@`"'\X&V\5W)754Z;\HT+C$%;3SNA3N'+#,$"W$4K^*"\/B27KVMX&X46V%) MN?X6#T"1?<=-*:-'-J2 W+\5D-;"-'J2 W+\5"E M8W#6HP7+_A/E2E_S[!N<Z" [ZX!\$Z;8M>L%SGPA6V!!^$.^*()$'LL?]*N7)I?"+ M[]6189M%M2!WKQ#L9JA@O/6DS>6%9F0:WB)!^B+0L1Z5@%,:,!0,8!2[^704 MJ"V?OCY)-(UYYCESC;K8O[HG8&&(A.& <-8Q+&A@!7=5-3_:*%55W+.*R.E= MG+@QFHUBC801Q_9P%A[N(NVM6W%#TIN4%T)+=HT_),L*@UM1N'4A:B)CSIO/ MO\'L_$'}WH24ZL15RU6F3+d+]ZP2G*9>"'G@H%^3=3_,+!2}OTR9'P H..<>R MVJ)8"2>3U@1-}+I=F,+,!\6^E12CXLZ$:)\L4YK7&S0:[!TW+9!,?^Q.4Y6X*V MA87G3!A,XU+A7[AY;4/BO1&F\4_O$J:A)3EV8KD @P6C!R[2&ORG,ON*7,=?`M@K]G)#2=?S7KZPTXY.B>AY&6W)9+CAZR:0H5>3(A:&2R*)Y$S*C3COY>X^&V M#W*;D6M/7'*# <[VWE'2I9LI;Z;K.OXO EAC+"IOSJV_#;K)?B6F\3FC7.) MB'Z(HG7U.OM^/>D6[-*4Z?Y6]=;C;-*Q_T#T?PAG%B,25H-"K)DB8B-5U#;_MO13#XS; 2^C5JC/L,/DT7+Q7=T#-1^)ACVB%XG?=:Y.H\UI 1.TTU&CA?A M(BK#8_GEVY^:WC10D7!CL^XU-M.9QIL:SB!O#I?:\.R<$CB(}Y:)(#Y- M5.V9~>N-8:2K"=B7$A!HK*+.,.|[>*0"5-I'VK4H.20,>&5FA_\+7I*[4&A$2)!;<4S)L.!0+OD6(_8 VZO+1 MI V8991GY2B0(!\<,1,M3IR#8H2)@]6QF> 0&*B8N++4L(]$T;?]%Q8GT\= M4>1!5WXZGA?/!K07$+RC^3 P\^NAQXO: L>D[JQ:\64_E# ML/9!EV;Q;:MN^?\(79[D=C)3$+Q"(t]3THZ73Q40$_Z4NG67:$;T/G40.]6] MHN\M29.M&E>Y1!4E7T;SEB8G,/L016(,P.#$Q9""&"-A%L,#'KCJ>1;D<6X? MN8S#Y($SQ_KO'QF(&_L>K,P'Q0%=Q0.2:(G2EG&D15)'2$;_0(:1*\N(N M*12-?6@=0{Y1*R.O8Q3VR,_8] B]%.P1+Q M'ST$4(4WJ*#LY+E4C'(o$\;F.0.!-68]=ZIU M!TCLC]C,LYG>K71.!K91.3S*Y*+ECC.UB^C'VB5AH9.D28W;K)YLX] ME[370H"O"E@6/]6YOK0 M(68F9%,HP)/2 3Y+8(/IPYYM^7V<:\O2GB6;L9V=(V)!/XTGV]^%H1Q=%A M_U44"(-BO/?11D&@+9?'DHNY]=(M\F^VR6'*\OQ#.K;V4@Q<<1NFK8-<'0OD MZF\=]Y*J#?!T]Y*K-R=#/I?'@'/1'6\T:M&W9S(Y0*4PJU;-\LD5@2J-M'(A?4>0>!5VB(*

*//1'O889F*1<]5K-EN4LX0$TV&;JG\H#I@YLLLS)@*YZE@H ZQ+2.&AX**!F6 AP@ADTU7[_6"34$WZ[=6:,]51]54(:F?8&J9 M\U-O*X-#DG(=%]/EXXO*3D}{2% R>T0S+S< M.K!XFPU;+,M&1]#16)Y"B(P[^&@9Z>]RK;^N07N]2 (;H^FV5UM($R&2P!B1 MZIBs20+$('1BH"(&YNT4]?4/'3,C8P.V](+8>/ZB,61/N%Q9F<4";cALZ>/ MIF9958EL"L8I(;4B(P3P!:53DY4.DQ-A^5J;7)T Z/M&WHQBWXN4U)T$RH37: M#E[AQY7L"9NDAOW#APP[4B?EA%N!P!3*,.KVFB;+QYH6CSWS6#7OJN&4?@?N M5VC<$C9_.7\+AH1:*>+/YLKI>T7PL./&M'SX*IC3,Z0P8NC.(BR\H,5D6P:3 M]_9Z;EG.3@151%*83A%T!I,"%X 9V0_!YBQB.HI^Z16QA5=R#^>AIMYX:WOTB*]A?FXH_;Q MMT0\4""S&[IACLR15^SZ]HU#W\[CKJ'.1%UP)I.HB)=+'*_<CWT.>]/E'2 M>0/5>|#O$*&O(KK&]!YLOO7S&.W>W3[K-8#7B/<KU"W%>Y94^5N'22J MA%9FIS*X#1 2[TR? _'8K_YXJ#VKN!%ZP)_U3.(!-@3O3@W9_^+3AZFZ:%'=" ML HAL_8D#%;5*3-H;M?MS-1:YX70F40X0_ODHJ^'9Q.MZ=N[*BW<'A,JX$P^-MITJE;Y(5%3C ON5NNR%_*G\P1AGK'QX$S>G-$.|_Y^-QP:"E\[INF]^:S%$8 M+PB;6IC$Q;,[W8&^T4:SG$(RE_G-<;")2F.$T0P^0,Q"UW*NKA5P;'<19+H? MHM0AP4Z=7.S. {[H0PC0;}+VVYM] MUU/OG50R+Q$U4>VK5J.KVQRD),OYD\'+6!S?2CVWQ+#+EI%CM^75WN!.,+F" M^1-M)#6CV.=U79^1(2A4L\<=K9.GX\AYVX@YJ8'F%9^]+.DM NMP9K.SMP' M4AV_;BD\E2:EZNV.WL[_H[BB^-P%,=L3ZM.'I)_6^@R_GEY"(+>7X:EFCL0 M19AW*Y9\6I535-M5X[AJEUZ9 4ZHPY#[@8 MN5)*[U0A.%!Y U5K2TCA,51\;XT0]J1-;? UC;F/AEW7N VTZRN2$><7F$FB M-)&*_A*HW]?4*. LIK {(JKT+=>Y<1)6]_'A^(!N+9P[N$ ..@K%@T5X,OMT MDLVOACD_X!;K^:I2&?>$@BPAN1RCR4\L#FR\0MP+!IG=23-/\P+3>]_"=N%]')R6",FDH5(K]<;NO:K\G+H4@RQ+D$5QL5105FVEF.'2/V=5 XH=EYVV[*Z+6%?VE9<`M';A)0.DI/*%@SXR)AEW[_-FSOVK0DLGANK!Y-'@8-H]2>,.'2 >S3\,15+BB*_L@>Y!X.4[41$C8BX%]5OS7:8 M1ERJA3T^P.,HZ@BG\Y@B!#N3E[N1/:>;WZ13C.*U MS#4)B)DZ0_MZ>'S(Y1P/ 75+)?E./^@"WW6M /]N02P0(?GRX>H5J423R)% M/TE(+7S5,4B#^,O]465-7&9##=]!B'.I6)W'&1BO.%)A2UL.Q%<;_5)8W@K/ M6B.S K/$FD_4S!A'03K(;A_4<<$3\X73IE217:B^!>4C+CO$S80<09K\Q0&- M)PG 10K!9T\>S&_? W<}]#.NM:>#EDAYU?:HGJ-E]+1GZ%ft/I6#7CY*"9(`M*."A;! %H$%6D!PD5^H#+H]^6>]P*J/Z3 M^2&_Z XI?$2RG4DA%!^'G)-%NEP*B=2=M1T3JSZBM'/M2E"%H%)0OU'<,.' M5!U-NQ9$2$Y5!*8#P78@V%T?@V.?62K4.8=F!8/_4(-@_1U?5),)*8&1:0;&_ MRAQ1&Q6QGOOVPDN^ MRAJ:0L@0SH+\COO#.QW;$-$'62I:4'Y8]76(DYT:A-'Y+C6]A3M M;J>59E-J8TRR4LE]U=9.'*Y7VW?+;7.^_9]$S&A2@.//GO++8>A_GI0C&"'-MIZ_BZ7\|#CS];^H#3*&CC#C\2$K*_6]50W31^.I=;,6^A&/OS&KM!.WM* MOK[Z?3 >#4>OO@77OI^[CKX>_.MZ/A,+M]!D\'4N[@:3]_@ M?<>#X:A'#\$?GUWVA\GOG=V-9I.<4(FIWWO?#BYOIG"",>6?]F O^X\/IG MT^'5R#M¥I¥9 SQN.^#? P.5XWA=OC_VDP[X:30<|!U9\,SKV;ZZL1#&<\G.!, M7]U,\69PX7APY9_B1_ 6I0F ;QO>ZTE:?'^<8QC^.!*M-Z'T&;Z]A7#!NO/+5 M>W4A_7ORIG]YZ;T:>+QSX*)7,%EX!?QR,AW? P"7]T-O#>#:=O M?'H0;#%\;!!@-WW\QO8 MU>=#VCV'E1\#[]75>'SU;C"F[3CHG[VQS\5U?SQ]PW'X\'O5V?]5Y>\K6]& ML&W/ASAZV-?O^0#"L7K3GWK#*>Q=V.RC]REL[K=PJ& WXVGCL^)E_"[UWT2 M^7?IN_^<=OA:.B'#\;R,.5YFH\.Q.1CA?7TH0,YF=S@-MWR)=2/[@>6YD:,)4F+P^O#I? \\Q7/6N__X3)17*Q+*.T?=*@0)WXVOPG[YZ M((S@YJW<$%9B1#9#B=RJ#U9_";T9076GYW,QKB"]//)RCC-MIV/8NWQS?6\0T/#HD?G:>HZOM4;_^GIPB?,GO[X87[VE+^AUKBY\;QORC7&:.MA_!8>?-=>Y$.VG3"4SYP3AK> <7(#=Y99H3%96Q=E-&LUG]0 =<#?@T<'_UP MYQY^"ZL.8OI-H#\^I_N?#Z;#.6PT%O!T$S/Y4S,/5[C?>,@7-Y>?`]BD@WI- M<3M>O;>O) M5MKO7,52@P4XNIR9T"F"5Y8Y& (Q@1YQ>._.NM-=B@F!S@2/L78UDH60,?'C- MX7C;'XT&I.#^A^<\"_#JIRA@WLC6K9XMYP[N>)AIR\N<'!/`]?OYGRA.PC M%]3Y-)*!WEA+&>]-'WX&._UJC.,SHJ\T? 9\F'&P)IB5W]7J133 1L_,AH;")-M:!,,RV(!?V>O2V=1U.&IVFA1O.0#]ASC&OX^&-T,0@$S@MYHTB`.!A%!Q8-M!;OXH8- ==+"+#G9O0&6YU5@E&^75WP=L#2EO$8VGT17Y=&BB]B_8-8V% = MWHM[2(I.62VU1M5318O$?F3;?#RX&(#]L=;P!=M-`;:<%HVT$+E=GA@!EN MXP1-9- =1;NQ;MY6V^XQX_3ELZ9&$9T>PJ>'F<+B& ^%N.(\A]WX*W 7>DD*3R MGFL/GNTYLA/;.1(UT)UV'HWQ[T->7UK0R>20YX.. Y^!FH@/ALLIFP&?5|>M MW-MRR "V-(8+X,)>6P6X)9^>'9#Z<5M8A<*Z$C?!6>,XB6AC9\5D<0;YNE0# M,I.TRJ[@-T5 $=/QT'H,.=%&HN$)+PZ$VS.%BV,*5^+|OhUZ_*DLE'VF+U,^P M)$ST5.QX9;/WO>EXV+_$W_S]9OQ>G?_+P6OXT+(:SH=CD";7'*DRHJO MRZ34I6I5-@7^J;/4G(.^,EDE7R>4S,/@/U?C[HTZK87=!7@W+_-/G&")W)?R6A)O1&,46Q+TS_X!7MOE MX/RUE?ES 0BES -MCE>#_=]:YS=G[$_A"^':5]=U*YB!TN=OKW"/R$+ $"=L MV[Z]F=[-N/Q?Q!=2^U\4+NKFLJLSX)C]S5NK6-$)ZKWZ0%;=<]:8^3ZR%RR9##^8:$6Q9[MJG>=^Z-9$85VO,"LL8+)?7%R,SFZ^,F2?I@J&53;H,*S2R#+,Z)S=C48]PV MS/BNR.RI#/[1&HU3]UP9@)0N-,T_5AK BV?I;10!KM)--[@W?^UE$]10P6'MM84>U?1+GMA? 7^;8.1V+0J@$P:W(?:T)J$Q+-UC'F5Q$_?>24+.N6K1A'SXL MZY!5L-J&GWK#^@'GJ;J^CVI9L28LJUV\3YM 790FC0Q"+C&Q7KWBZV)*"VI-K4_[SM39A9NY M;%9N.24%8CAM\)*<PNXU*#J\97K6.[+37>TJO;Z;[A4^L#:=&7ZX/5'"'5 MSN$],EF!.%?M_A0]N'D^]Y%/5/PUH5HB0YM5KN?!|N89DFQQ|\%9\!;K(MLC]%8!*,&^,W].8E"C.TV\D)? *I%$>;2ED6FB[+ND+21TD%#_CIND MW@O|&ZV*$D3TA[X.XYV:.83F[©CY!7/&H|DP:=CB.21{P1?3CU9IIZ,5BMJ[&XYH[M$|%P#+D>FUBK-(P7|=RTFH6GIEF-(;W8BGN^0V_50;@Z"-;),%VA M5+=!^3O.E+M(/]1O /#P:UT5.2[993<%L38O)O)\8. D;/YF!-%P]1J965 MWS2MVY_MHZ|/C'4)6/EPL;^CH]7GO^AY&(V2'T>UFI[6RC-'5QYI M'\&M1WI\-$@>$D]:BDKH@G8!+.L&1 1.F72[X \O8+,S+[5,% 85X98,UK#N MZRRFWEQ"?2G,R!E?_:1C8'%8$X\3&DKWP7(3\'ATPP7:J+EB^<>F.;ZAW\!N M4_F'?'7P"N/"M!*- W+U09W0%AONRKJ7#2\JG[5.QYS+3BUI=SZP5;IS7=$W. MKX%$2UPH 4>&L-O:\!%)?IVF!{fB)PFPN1;(GCS'Z_\4O,6]\IZ/FHVAI!.M_.(YY.WATY.8_"1*?'P_ &33R3IBHV4AT& <.6I+P%5$GP(VYD+Y(/[V,,U) MJP_C9OSYUBGQ]67TV0$!VEBJ%63*),N8ONLBP_ODMF]\)*]QJ")@JQPIOR% MIWC%2EQLKRTK:U[<8=]@.XQNMD >%1P_H-_$B438MVQSFM? Y1VWSCQ';BHXW MN85M$S+M_BQ+@1"C&}(\V>\MT;_[=`D?F(6D>E:6AWR0* M=\(@&)++U^D^W]4Z];2KD5,LEMDL1T;!&!KZ%A_"7P@/? MK&_JY,EL4O)/)^"FZ#..%./?O- ^L=LOO(IPW&@_M68[#S]!5CW!/]D\6)-GFCXYH\|-'ZJH&MYSO++[VKO-I[,&2+Q"(^]MQ!.(& M2UCG+$WBN3<@+!F)XPDO/^G2,#PY(GJZ5415E[&C\'(X6++;Y[W^U/%.?)_[M47J/34HM0_A]@D$2SD\:.%Y5F/;0\I6>$U5+"[C92BTJSOD- MTJOM.RP-+$E?TFBVF]^FSSG_7=%DO&. GL%9+EJG+1]$&!BXA MI'M6IAHA_'9# YS>NA?R.',Q%+5AW5OX,"BC M?U?$!9*34^*6G:N. 3LP WOLDN[FWBJB"^WOMS(0JJQU_010TU&>@^6CV6O5 MV0"EG9L<$VPXKU^9E/*.Q7&A>8>JW9)YE$[6-+_<&N8^2F+;B!8. PX>>"-K M95&8&,9OQMESW 72G,E^3L;^N#)(Z=V=(<-[7(A;$MRG,4\@3%.8;F9R*H(-MV)%9_&^[,1F%-N 9L)>#]1V]-X_;:D!M$NL^'-V(]C,Y].H9UKQ3:XA07M:= M4^X=]IT^F]JL4#O/FA22)R="E.SET:'-O,;A!O?CP%7;DWJ9Z]1?R+?FE9VV/$1S4W M+;,NB+,A*4V>TMZ"5> 4R^T\XR<*77 E)L1ZUU9K-'4P@K!!M'O1*L8K+E[J MP++*OZ- 1+,E@S+1M<$T:SW:CE7M,D8]TR4^2OZ[>0R:$WJ3<+&OF&=PA#" _^& MO;CX<1F&_PZ)%^YRM,>2H_VQR]%V.=HN1_OUTKD%]WV(O+-1G MB,K!QFL@Z!?*FG63D-]++!- =VKK6^$P7H@1%N #\4O9_U&!7(J1Y"\&X+"'@U_M3_&,W74#3LS2U;I8/DK#K\B`;L^IN6JB1NFS"G!*/FM*+S8PQQGH_+P!CDM MI9',F=X\+9BVDN&^B@)DML)5ST;5XG;E6SD$C^?!WG[^DW?@E^7HPSHHK\-MJ-G/HZTR,I4SG,)I2189$1)]T020^@2Y/.HOX>-W2%NETM!%7(4-PL0UC'F ME8R+Z)? \0[_<-3'S8*,&)%=5^-&L)T<>6!BW1A S/0ERINV,*8F65\7%;O) M=#7-HW;N[0DU'G_-O)HOP3Z*^]ORS:H<CZ M3@5Q9I E(NWZ2XI%C@%/-C\=QR&3IWM:4R 75VE.L;D352&89@1E*<73L1T1 M3$E4Y-ID@C,KW9TT(@$)"32Y>@L[.+%)A!RQ\RE04OG=Z0#^.]!*C_R63^[@R9 M8U.[6 5NO0T'+KO=L!#%.L]$X_H9.G>X&^EA E1HB/S!Y:7 7^7,5Z ,Y\0' M.6Q=@7R)-;\,YA P'APZU"%*QOWJQ<>ZGNKO%Y/0@$$&'@B,Z@3]:1U' M#"'=@CQ=R]#W21">V.%QXXJER;074CPO6CHP@ME^2] M6DE0,I2OK-E6L:!\V@M8)N$Z2M_E6/^)JPZ]Z=P9H,VC12&P$JKE!(N2NG7 MO="?W+ZSS[I39E%&'&.5&I#,8P@_^IX/SYX[[_6\$[OY&Z)3?.D^M?I6"AX^ M3-7S42'%+L0LG6%8P>>(IZ-.:@G+$">><<&4U@QL43V3#GJF%ZZKTOGTG@;GP M+1+,<)-Z"\-,HA!{(H%-Y5!EG 2.'C\[/3-3;=%X+[RMH|EYK4 M8ZBL'8;NOJ>&.5F? >8;C)O#D(Z7:FX MCL2H00+%WZW JT<8.=T$[YQMEAH53M5&S(B]DNV%^03F8[_$ZIBE:5K/;7[-H0X\-SP[#J.G;^H5M2U!]-U71+OAJ>`-N;T*U?D-E <,/ M6F G?>2C$7J'Z#S90OD&W'MK/+^[,8N,0VA MI)'R/M)=:QWJ{N"251RL<<\.T=033).*IAAL62D*Y2X,#=J,@4!I.9-H:41] MR>Y^E^'&.<=*5I$7<);R@WJ{=ABI8\% {_=1AI#],5(>1^FI|AI"7DO2UT1Q(M7@72C?1%7X=8#9F%)P7I\;TMTAIR"^MB3A/.T@Y5__6!3>IZ=9.N7!VXVRB MTT95ZLG"B1]KN8"U2R>%M8XRMU,K;(&P0< A!\U'Z^"1(LF)86)D^ C!HI[X M(0^TVP,UL:?)ZJ+)TW@2Y6#U.3LE2 S7)K,\=)_JR?1>V.NH/7]O^N+%B_(\M_SK#|_F/>]OP1,\JJ*BXAZEZU!.,>(Z#4,MEE7-83_K+;FJK4TMS.S3-0[M?^A7G J,6N=W0<8,S"HNJ4!2=!I !,)=[^(UKA/!?KN?XU/0 M#!84G1@2;47P@8X(C6:6Q:"FZ"'*,2(1IF]$4.]%&A!CH5C@!181,>_B]BFL M(E4:U-YO05%6XF_!:AL-J8&76\;11FTZ0C;4DR24YK".97@+>.DE?-=MX9HM M'+,9B7E4Z9^_=)OA -H\-_;-9#]\^+L'*.E7V)OOP+M>!>BK2?G*-5F2BZKA+-4B;&<|ZZO MT32!=\M]#Z/+(49Z^!H]- 'H(U"L$B0YQG/4Z;;3*-E-8>!IX0*;373SZNM#;^ M@"#FY-P?/KMMD8O0U,(8?>_X6]J84O3PO0]-UDE#L_$ZB<39>Q[7H%CU$P$_6$\S0,O[N M:SYX[S#W/2E@N*BWJ*Y<90+A<&;>=9868@$18J5(;QGTA*Z-,B?G-\I8P MJ86.//!<'==^NSF=G'H36*YI PBH@#70[WK%,!:4W"#=;*Q30@M9%4C>B5XZ M*$O.Y$+8B*L2R45ZWJ_>1Z<'E9\U-,C@-U.;#O>.M (M+'K4*TDG&H/1"\)R@_CTH[JM=L39NJ&;PZ_L9*+`;J#Y'5N_2VGS\AHD7$-M]H(%9\/VQ\M.OP^M_RI'0NUB1? K(*"K#S,'U93RXADDZ-M(CP38=81;5R]IT(256_9L_I7.0NL0P^ZH*V!F\]9O8=T@ZU3[%\9Y;)]'3-H M2<<+VW]DP,^UP;/KV7!-_J3)7/>\|;=O;A$=5.&P1"J=-$L&P>7JOWIR1UM.D MEDPNY5[Y5#M:J8 :\ZN;)2@)7 YF4Y5,58&U7C/PHGXCX837+(8=%U-AC=#E M07/?%'1'SAJJ4Q;GY(?R=I-XM411EEHLA4;W2"\[UMM,W^/QM5S-?3[UM]FKO MQ7!2@8ND:6BL0@DIR@9G2-X*5B72XU%&924TJ&.ONI#919)P3&#B92/3(6;+ MC)^AJ;M<25&^^9Z;IE5AA$9G LMXIE\#/[&_.O^_8ZS$Y8S=_I85?(IA(K1P M5.=Y&2T* [!42S/S_UX%DC@0D\W,'DNE ,K)$)+,;A)+Y.B'2NLUY(!TS"GO MAM/18#+QWF'7]JN+PI.G-/.!8$N)$F,>;,@"[Q@_PLBR-?F.9A|_4'>GR MV$]0=#@_3<++E^1,)ER?,]C7'-)HV\JNK\? CJW6#\BA>IZ;,_>K9@N\EC>MX<05MBL.=7L>7$(3>Z'?? MN|P[JSV.3L7BBL?!_Q.]6)1D%%?Z?T_;DVK9OW.IV=XOH&%%=:+3?>M=WF!SB3N-X>? >>B>5$FT^/W4KH#_H O:Q41;'!,UC)04XBY2E9#0<8ZO%3(]MY"R|>GX5?Z8|HX<1M\UB/R63N5\D0JY7(P.0J&$T^=SFBASE!<@SO:'1RO M).[4R!&ID9:HCA;'!K_U]^M"G\ <3].M"GUWH\\N&/O_K^UD:/O{W_FO[^^* MU?*__S]02P,$% @ :.(%<63S48C'U!P ZBH | !A9WES+65X,S%?`M,2YH=&WM6FMSV[82_=Y?@2:3-IX195'T:;$FRH=C,*S@I=2K=)+60K' M/H@%NS EUZW@Q'AO2LAZL?0)5W**'(_,A@@[#_.(6?CB\0 MM&6Q$D>0{]@IM<9,$RZW-36,S4,ATB.)6D$ 0#&(9IC.!7LR#I(ME%FX%D56 ZW4T4 N->-ZQ6KM;2U@,/>BA#;R*6@%_9ZK.H1.!W?!P#Z"0 MM&6Q$D>0{]@IM<9,$RZW-36,S4,ATB.)6D$ 0#&(9IC.!7LR#I(ME%FX%D56 M3*7S%@41XW0SV@TK>QM@<*TQMZQ]HG@XZK/+&\[FZN7R8##\9N2:D#*)B_:8 M*0J]RQB <\:M'"'%2.1"'7(U$\#-1$DW(WD2*T$P1#)TG4N7*>-JC",#K%%1 M565-)G+ <=NPU0I<+8"'&9[S,9EQ/!3O%KKZH%22&ASP9'K\6>Y'H\#B/5, 0]4 M4MVD(X9(/Z.MOP&M&&JR9>>)BAL3%9B{UKD-.$A0UKHSNS=_>#]G,^Q=\+!-M(/@WL/AO! []"'2;CM=M]"#']1"'"0S4PQ=YC:0@$V_%RZ0*.0$CKHH1)L34', M)!.;'B"C21[KZ/8:@.]'$F0$6YQ1,N<^&#IQ.I?<2EJ C"DNT*HF3;6CM!-V MD@LY*I". <0(&H=<+(@RJ4- C*K%2>NQ+*"$>OTA1$Q&6IF'O,DV\G8FA5L W)U.=L8AL#N7.<&+.Z,Y\29W@"'5/H0Y;O.V_D"DY\.I M[%]1CNN;EG9#@$I 003R#=&-VBG0\I)94%5;M/N(+.7D++#.V#P.$*FHJ-%*M M ACQ1%2$\V81<2Y M?2@NJ^XK=+;39I*]P;T1T!>P9 MD?)GE#0HR4%,T?^WXT@M6%.!A"?=:'D `U&>.UE66PK71E+14EL:Y_& 3!V @ MS&70[!/LMZ.>&7?7.9- 8(2!+Y($NPQ(:*ENAK;L2]NG^MN1[OW]5]\+#|\;. M!>/+']"';DK? ZZTW*W"9NC7^Y9V.0.RYJV*.6T<1]GD36, +'84;T%F6TGLA M[N/&B4$R)(%A4{QK|FLVP)P]1$H$1D&LPQE;.XI>S 52SXV:"TH(FD^;HT+;D) H*X56 D\7,Q.) MA]^ :"'#ROR2X_B->R&P|Z@&!{BS\W5%ZAT"D[",(<_*?'+SIL8/|P='#_?+H MMW1=3OCSE_W5R^%_!MNMA@^-4|=^I3>CHPEH0=A@%;T6Q2)(/%%\A>(8ZI=H ME^-4QX/^X%4KCX J7CF1NMA,B=89X?5D5!U>IV)^VTY.K5VDI+0=WPA!*K]V M4YCM#4VU),^06IE>-']SN&?7.PRS2%8;>-;.U_N4A0Z(I7 RL)&/DJ M#3VDA

5&A/4ZTR44[!G9U?X=9*+%,XB$7?7Z),.;E'N?256A94GJZ,;EF MYBNQO NY]L.*Y[G4DY0=5XNADEHD4R$G4Y^R_O!5F"67LU;';XG4N5BD MR<&PE+J5[$L|K(R37AJ=6J&XES.!P2?[&!145*V"PFB?./F;2/N]R@^C38DW M5=H;AF<%+Z5:IE>R%(Y=B#FI-"77K>=#8>&]*R'JQ\ E7I&XBF*$E45PPUSF?IH6TB<9Q@A-UIPMIG(L/8N1(5UP1[6K,_J##0,>X8\ M!@C[KW/(A[/+J]'YZ,/IU>C3!?MTSJY^.&,??AB=G,/ST<7!QB?1Z7]P&Q)G MEXIWV&'WZ.D>^Z5V7A;+I[KLK_+0],.^EDI)7K*/?"9S]K,Q.1N-<#\3EBQD M?LI}>I]WPHHH?VJ/#=HI/#Q^T^[N1(G"IP?=@X.#-YM&?V9>[']?9B$WY3# K-M9E+,10ZO2<=^JKG%OE!+=BF(^YC1[-S8DO5]R4_,%.QT@G=@=TG782&?=X?/$ MX*#+ON<./H-WRB6[UF:N1#X1G>A$&UV7&RQ+&\]H()>;<,UDM?:V%C"<>U%" M&_F4LQ)75G+%"I[AEF6F!"MZ$^7N"&B1">>X79)(R:\%YEW3Z7 OAS&84A%/ MT1PDD$F;U27$-(,#DEQ08!F=E4^9]^K$:/Q=6-$IH ;5T"KD26X3-I9]B@:X2 M63"0]%8P#7LP,S,,R]EXN>Z&9PJ1@P<@(E@A-8) \5PYO0-\0!R/[=ISJ0ML M/TY%_[.5)U#)P*[YN$.0'"%IRV(ECB!%4%-JA9DF7&YC:AB;AVJD0Q*U@@" M8A#-,)+T|<3<35FAS-RU*+)B(IVW[H8IV0:EC960.#:XVY0^TSQ<-AEUW=M#7O_;H6M"WB0OVF.F*'0N8P!&C%L10HB0R+$2Y&HF@)NQDFY^\B16 M@F"(9.@ZERY3QM481P98HZ*JRIL,Y+CMV#N$+A? 0HS/V2*;Q4M)Q9..&"+!C+;^&K1BJ,F6G2#X-_XG\<_XEF(S7;O:RBVVD(CAY*D:%L<4;)G/M@Z-C) M7'(K:0$RIKA JYHTU8[23MA)+N2H0#K&"1B$AB\,JE#:R*Q6G+@2RPI&K-(7 M1L1DN)[#\==8D'"BA_$BOY>^GAWRQIO(VYD4[@!P=SK9&8? +IH#@A=W1G/B M3>X 3:I]"/*7.GZ+VI/I& !S4MU/YD4B"<39:Y]8OG@E]3VHCU M04@KM2P0"#@NK;9AUZRN+E\2T43&?(O\4%INS@TB)P"B(=7C'UH"B$W.!U#.C9H(2 M@N;3YE6A;4A(E)4R2X&G\ZF)Q,-O00X0^6L27(<)IS*;CGI$H @+_^LH?40@M4O8)1#B&3P;"3;H#0X?]X_[FVV&CXT3EOV*QV/#L>@ M!6AVBD60>*+X$I4QU"_0+L>]COK=WIM6'@%5O'(B=;&9$]TSPAEE5!W. M5#&_;2>GUBY24MJ.;X0@E=^X*(=.;9<+=BW#BZO-[AGX[MZ/8'7^\R%G_832/;DUZ*QAR+3<8@X>LT_$SHQG;XWEW'C*H,U(<-(@ GFQ]? M!EVS\PZ/Z/\#.^_)F/M^N5XX, W+^G%=/^2+;Y(@-6NB\18>'6T;85;\T^O M.SA^,UR?K/= ,GJRE__[+_!QW?XD+9X8O<;92%.S\IB3^%+O]%\2^$.8 @K]W/A8# $#O#@CW M'D(A2E,9_G_1IMR9[C'-"7UQF2GNW'>O*K3(B3;Y;,?KN?9!9*+)++XHHN^ MPT08ZU(/<^D]M"TI/=W\9K-Y>=![J#C*)T/D#'W.N/NFH\MTVK M<_L!%,?;84F1+G@!_*9(' !R*@ #P &%G>7,M97@S,5\S+FAT;>U::V_CMA+]WE_! M[J+M!K"<.(IV*Z<+I-DLFIHLBV?KF O(.78<9S42;OM MO4UV@5B/X7 X"*YP"\[]LIK^>[LO\G!H']PO!M/(,#; M2AQG1BR8\PLMOWM5OB:J$G*?))P;!452&X5[!2Z47Z94JJ6,7^'?<#917B;NYKE,.RN3F>5UG&X65Y 9 M+89KMJV.\5':^;JY.S"3/E7/< MZKT_RUGG/78ZLUE"&_F4 MLQ)G5G'-"I[CDF6F!.EY$^7N"%0R6\YQNR'1DE]+S+NBT^&:@#&84A,-T1PD MD"N;-R7$*@R')4):!F?E$^8;^K,3"0 M]-8PS0@L\'Q";KMQ758'MQZDF MP'&N&P&=",R*AWL A:(MBY4X@A1!3>LE9MIPN;6I8:P(Q4;/)!H- 0#%()IA M.A?LR;F;L$*,F>M09.58.6]1]#!.%Z/=L+*W @;7&7/'VF>*A\, ^N[KEO"]? MS_?W!M\.71OR-BG1'C-%H7 : W#.N)4AA B)RK0D5S,)W&1:N0G)DU@)@B&2 MH7.A7*Z-;S".#+!&1U6U-;D4N.S8&X1.2& AQN=LGDIX-9;L!+MZU&A(# YX M.CAZ(W?"T.&1B&?Q5%%M5$4.D7Y&6W\%6C'49.O6$Q6W)BHP$:US'7"0H*QU.M;J9N@:!EX=.#_L'\P1?K8?R'X8KOL/?2P2#X-[#XIP>_1PDFYXW;?@@Q?281 MR':FF#M.8Z$ &WZ]7* 12,DJZ"2:DE JR06&QL@HTT>R^CV6H*CFPID!%N< MT4IP'PS-G!**6T4+4#"%!5JM2%/C*.V$G>1"C@JD8YR$0>CGPJ:I8W*&\V) M*[&L8,0R?6%$3(:K.1Q'F21!1_,CL;B7OIX=\K)UY&U-"G< N#V=;(U#8'>J M!,&+H^;GQ)O< 9I4^Q#FN!5=_(%(Q3.EE5J0€MLT+>V&)6 @@CD6Z(KM5.@MYWF[H+JO:.D166ZL";$*FHL*Z1:#3#BC[IP)Y22""C$"#KM!U6#(%\AU MD,MWV-F4ZR8P L5#%@4*&S6%)!V& F698[>@N'BZN6@}$,- T).+I5%F&G^_M"=N0,+^1EE3W%;]?2K.LJRC#KI'1%;!G2,I?4-*B1("8HQ_OQI%:L+8""7A!,_VSL'#V]3]/4T0'O-YRLQ)WK(9^N6]I MUS\B:]ZIF);&<91-WK2VD%"X)UEJ;R7\B%NS R2(0D(!0N#EC= '*C(§=?AMEZJW#MCRET9A 0'#396'3G'GI1Y?J<=/T'M3?:(#V1.J/WJE40XVRQS4Q?/ M)+ ^FM!'K@Y X0F43G@!U??BC0-*6L+%EW$ 77&"@DS=L<3^@YH((8P *U"V]MF+P<,I=K2@0"#@NK:9EUXR.+E\2T5C&?(/A4%INSATC)P"B(=7C&UH*B%W.! MJJ9&3R4EA(J/VT>%MB4A6=;;+"3NSB8F$@^_!3E Y,I)O!UWOKK88/€=.&M_4IO/X<9:$':8:6]^L0B2#S1?(B&.KG:)?C5$>#_MX7G3P"JGGM9.IB,R4[M9X17D%%U>&6^^6TW.;5VD9+2;GPK!"EQXZ8PVS?]M|\W#/TV_W^8/_K;<;BP*X;V;W(I6C,L-@D PE?I^%O0A$3_']AY3\;<]XO5PF%C6#9XHH51MPI*#"P*.]TGD_I MLS_VBOC)7MMUNQM>:VYRY#/ Z"?P[QTFW!:8SP-^+]!{@=[?!3UC49?2&_'3 M6+=]5&C4@UQ1L]-8:5^@^+%OP2*;S[&Y_-HEDZ6#^TOXR.AG8=@B%\JD_\O MVH@[TSVF>:./'G/-G?ON58T6-JF,D-T8V+7Y>\A"RWD2'T319Y'(8U-60Z%< MC;8BI;OKGTRVS7VG.<@DLA(/?$NY_*)R=)f;MA6Y?0.*X^6P ML;@?O "4ZYG?.$"11SOTA>C[SXIW@W?FOX&4$I#!!0 (&B!7%G\<>&Q MF 4 -TZ - 86=Y#.R+FAT;>U:,5/:.!#^W/X*73MMZ4SL. E0 M:J>=X2B=R7TH%+CI?54L.=95EEQ)3NS^^EO)-J^!4B@E!X89DEA:.??99U?: M((U3D_'W3|$XI9C_*QH;9CA|O_N/-QI.^_4':.XW[>.I)?2IN+TW:.,JQD3 M(<*%D7^P+)?*8&&B'!/"Q"Q$6WD9<2:HEU(V2TV(!M$S-P=A\W:,[QX3A):A M-XHR)MJ>@;_!1)1+S0R3(E248\/F%,3'?1!V@^1GU? 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DE 34-0907152 3655 Brookside Parkway Suite 300 Alpharetta GA 30022 770 810-7800 Common Stock, without par value AGYS NASDAQ Yes Yes Large Accelerated Filer false false false 27950510 54888000 144891000 755000 974000 31614000 29441000 4537000 2287000 6446000 4587000 11216000 7731000 108701000 18893700 0 17538000 17930000 18120000 18384000 135426000 32791000 79018000 16952000 74898000 67373000 8309000 8063000 442010000 350430000 12746000 9422000 55355000 56148000 22315000 19522000 5473000 4279000 95889000 89371000 12269000 554000 18662000 19613000 50000000 0 4928000 4415000 0.3 0.3 80000000 80000000 33342288 33342288 27940004 27376862 10003000 10003000 5402284 5965426 1622000 1791000 102275000 94680000 153225000 137755000 -3619000 -4170000 260262000 236477000 442010000 350430000 10525000 12640000 20400000 25422000 41432000 34248000 79474000 66373000 16322000 11728000 31917000 22881000 68279000 58616000 131791000 114676000 5206000 6751000 10432000 13317000 8827000 7804000 16935000 15441000 11032000 8965000 21342000 17764000 25065000 23520000 48709000 46522000 43214000 35096000 83082000 68154000 0.633 0.599 0.63 0.594 1617200 14583000 30892000 27904000 8794000 6400000 15808000 13701000 10162000 8785000 20645000 18150000 915000 1209000 1752000 2133000 904000 347000 1155000 776000 2037000 210000 2587000 969000 -104000 0 -369000 0 39088000 31534000 73208000 63633000 4126000 3562000 9874000 4521000 1095000 1227000 2877000 2328000 458000 0 458000 0 383000 51000 226000 -109000 5146000 4840000 12519000 6740000 3782000 295000 -2951000 647000 1364000 4545000 15470000 6093000 0 -459000 0 -918000 1364000 4086000 15470000 5175000 27533000 25022000 27335000 24979000 0.05 0.16 0.57 0.21 28257000 26117000 28202000 26148000 0.05 0.16 0.55 0.2 1364000 4545000 15470000

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Nature of Operations and Financial Statement Presentation Nature of Operations Agilysys has been a leader in hospitality software for more than 45 years, delivering innovative cloud-native SaaS and on-premise solutions for hotels, resorts and cruise lines, casinos, corporate foodservice management, restaurants, universities, stadiums, and healthcare. The Company's software solutions include point-of-sale (POS), property management (PMS), inventory and procurement, payments, and related applications that manage and enhance the entire guest journey. Agilysys also is known for its world-class customer-centric service. Many of the top hospitality companies around the world use Agilysys solutions to improve guest loyalty, drive revenue growth, and increase operational efficiencies. Agilysys operates across North America, Europe, the Middle East, Asia-Pacific, and India, with headquarters in Alpharetta, GA. The Company has just one reportable segment serving the global hospitality industry. Basis of Presentation The accompanying unaudited Condensed Consolidated Financial Statements include our accounts consolidated with our wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Our fiscal year ends on March 31st. References to a particular year refer to the fiscal year ending in March of that year. For example, fiscal 2025 refers to the fiscal year ending March 31, 2025. Our unaudited interim financial statements are prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information, the instructions to the Quarterly Report on Form 10-Q (Quarterly Report) under the Securities Exchange Act of 1934, as amended (the Exchange Act), and Rule 10-01 of Regulation S-X under the Exchange Act. Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations relating to interim financial statements. The Condensed Consolidated Balance Sheet as of September 30, 2024, as well as the Condensed Consolidated Statements of Operations, Condensed Consolidated Statements of Comprehensive Income, Condensed Consolidated Statements of Cash Flows, and Condensed Consolidated Statements of Shareholders' Equity for the three and six months ended September 30, 2024 and 2023, are unaudited. However, these financial statements have been prepared on the same basis as those in the audited annual financial statements. In the opinion of management, all adjustments of a recurring nature necessary to fairly state the results of operations, financial position, and cash flows have been made. These unaudited interim financial statements should be read together with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended March 31, 2024, filed with the Securities and Exchange Commission (SEC) on May 22, 2024. Use of estimates Preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported periods. Actual results could differ from those estimates. 2. Summary of Significant Accounting Policies A detailed description of our significant accounting policies can be found in the audited financial statements for the fiscal year ended March 31, 2024, included in our Annual Report on Form 10-K. There have been no material changes to our significant accounting policies from those disclosed therein. Recently Issued Accounting Pronouncements In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09") to update income tax disclosure requirements primarily by requiring specific categories and greater disaggregation within the rate reconciliation and disaggregation of income taxes paid by jurisdiction. The amendments in the ASU also remove disclosures related to certain unrecognized tax benefits and deferred taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, or our fiscal 2026. The amendments may be applied prospectively or retrospectively with early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures. In November 2023, the FASB issued ASU No. 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07") to expand reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker ("CODM"), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. ASU 2023-07 applies to entities with a single reportable segment. Annual disclosures are required for fiscal years beginning after December 15, 2023 or our fiscal 2025. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, or our fiscal 2026. Retrospective application is required for all prior periods presented with early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures. Recently Issued Accounting Pronouncements In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09") to update income tax disclosure requirements primarily by requiring specific categories and greater disaggregation within the rate reconciliation and disaggregation of income taxes paid by jurisdiction. The amendments in the ASU also remove disclosures related to certain unrecognized tax benefits and deferred taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, or our fiscal 2026. The amendments may be applied prospectively or retrospectively with early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures. In November 2023, the FASB issued ASU No. 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07") to expand reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker ("CODM"), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. ASU 2023-07 applies to entities with a single reportable segment. Annual disclosures are required for fiscal years beginning after December 15, 2023 or our fiscal 2025. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, or our fiscal 2026. Retrospective application is required for all prior periods presented with early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures. 3. Revenue Recognition Our customary business practice is to enter into legally enforceable written contracts with our customers. The majority of our contracts are governed by a master service agreement between us and the customer, which sets forth the general terms and conditions of any individual contract between the parties, which is then supplemented by a customer order to specify the different goods and services, the associated prices, and any additional terms for an individual contract. Performance obligations specific to each individual contract are defined within the terms of each order. Each performance obligation is identified based on the goods and services that will be transferred to our customer that are both capable of being distinct and are distinct within the context of the contract. The transaction price is determined based on the consideration to which we will be entitled and expect to receive in exchange for transferring goods or services to the customer. Typically, our contracts do not provide our customer with any right of return or refund; we do not constrain the contract price as it is probable that there will not be a significant revenue reversal due to a return or refund. Typically, our customer contracts contain one or more of the following goods or services which constitute performance obligations. Our proprietary software licenses typically provide for a perpetual right to use our software. Generally, our contracts do not provide significant services of integration and customization and installation services are not required to be purchased directly from us. The software is delivered before related services are provided and is functional without professional services, updates and technical support. We have concluded that the software license is distinct as the customer can benefit from the software on its own. Software revenue is typically recognized when the software is delivered or made available for download to the customer. <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:'Proxima Nova',sans-

serif;min-width:fit-content;">We recognize revenue for hardware sales when the product is shipped to the customer and when obligations that affect the customer's final acceptance of the arrangement have been fulfilled. Hardware is purchased from suppliers and provided to the end-user customers via drop-ship or from inventory. We are responsible for negotiating price both with the supplier and the customer, payment to the supplier, establishing payment terms and product returns with the customer, and we bear the credit risk if the customer does not pay for the goods. As the principal contact with the customer, we recognize revenue and cost of goods sold when we ship or are notified by the supplier that the product has been shipped. In certain limited instances, as shipping terms dictate, revenue is recognized upon receipt at the point of destination or upon installation at the customer site. Our subscription service revenue is comprised of fees for contracts that provide customers a right to access our software for a subscribed period. We do not provide the customer the contractual right to license the software at any time outside of the subscription period under these contracts. Our subscription service revenue is primarily based on rates per location, including rates per points of sale and per room. We recognize certain subscription service revenue on a per-transaction basis. The customer can only benefit from the software and software maintenance when provided the right to access the software. Accordingly, each of the rights to access the software, the maintenance services, any hosting services, and any transaction-based services is not considered a distinct performance obligation in the context of the contract and should be combined into a single performance obligation to be recognized over the contract period. The Company recognizes subscription revenue over a one-month period based on the typical monthly invoicing and renewal cycle in accordance with our customer agreement terms. We derive maintenance service revenue from providing unspecified updates, upgrades, bug fixes, and technical support services for our proprietary software. These services represent a stand-ready obligation that is concurrently delivered and has the same pattern of transfer to the customer; we account for these maintenance services as a single performance obligation. Maintenance revenue includes the same services provided by third-parties for remarketed software. We recognize substantially all maintenance revenue over the contract period of the maintenance agreement. We also recognize certain maintenance service revenue based on the volume of payment transactions processed by third parties through access to our software. Professional services revenues primarily consist of fees for consulting, implementation, installation, integration, development and training and are generally recognized over time as the customer simultaneously receives and consumes the benefits of the professional services as the services are being performed. Certain professional development services are recognized upon delivery of the developed solutions to the customer. At the end of each reporting period, we recognize the most likely amount of variable consideration on any contract holdbacks we expect to bill for development services delivered. Professional services can be provided by internal or external providers, do not significantly affect the customer's ability to access or use other provided goods or services, and provide a measure of benefit beyond that of other promised goods or services in the contract. As a result, professional services are considered distinct in the context of the contract and represent a separate performance obligation. Professional services that are billed on a time and materials basis are recognized over time as the services are performed. For contracts billed on a fixed price basis, revenue is recognized over time using an input method based on labor hours expended to date relative to the total labor hours expected to be required to satisfy the related performance obligation. We use the market approach to derive standalone selling price ("SSP") by maximizing observable data points (in the form of recently executed customer contracts) to determine the price customers are willing to pay for the goods and services transferred. If the contract contains a single performance obligation, the entire transaction price is allocated to that performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative SSP basis. Shipping and handling fees billed to customers are recognized as revenue and the related costs are recognized in cost of goods sold. Revenue is recorded net of any applicable taxes collected and remitted to governmental agencies. Disaggregation of Revenue We derive and report our revenue from the sale of products (proprietary software licenses, third party hardware and operating systems), subscription and maintenance, and professional services. Products revenue recognized at a point in time totaled $10.5 million and $12.6 million, and $20.4 million and $25.4 million for the three and six months ended September 30, 2024 and 2023, respectively. Subscription, maintenance, and substantially all professional services revenue recognized over time totaled $57.8 million and $46.0 million, and $111.4 million and $89.3 million for the three and six months ended September 30, 2024 and 2023, respectively. Contract Balances Contract assets are rights to consideration in exchange for goods or services that we have transferred to a customer when that right is conditional on something other than the passage of time. The majority of our contract assets represent unbilled amounts related to products and professional services. We expect billing and collection of our contract assets to occur within the next twelve months. We receive payments from customers based upon contractual billing schedules and accounts receivable are recorded when the right to consideration becomes unconditional. Contract liabilities represent consideration received or consideration which is unconditionally due from customers prior to transferring goods or services to the customer under the terms of the contract. Revenue recognized from amounts included in contract liabilities at the beginning of the year was $12.7 million and $14.8 million for the three months ended September 30, 2024 and 2023, respectively, and $42.2 million and $36.9 million for the six months ended September 30, 2024, respectively. Because the right to the transaction became unconditional, we transferred to accounts receivable from contract assets at the beginning of the period, $0.3 million and $0.3 million for the three months ended September 30, 2024 and 2023, respectively, and $2.2 million and $1.9 million for the six months ended September 30, 2024, respectively. Substantially all of our arrangements are for a period of one year or less. As a result, unsatisfied performance obligations as of September 30, 2024 are expected to be satisfied and the allocated transaction price recognized in revenue within a period of 12 months or less. <span style="color:#000000;white-space:pre-wrap;font-

weight:bold;font-size:10pt;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">Assets Recognized from Costs to Obtain a Contract Sales commission expenses that would not have occurred absent the customer contracts are considered incremental costs to obtain a contract. We expense the incremental costs to obtain a contract as incurred when the expected benefit and amortization period is one year or less. For subscription contracts that are renewed monthly based on an agreement term, we capitalize commission expenses and amortize as we satisfy the underlying performance obligations, generally based on the contract terms and anticipated renewals. We had $5.1 million and $4.1 million of capitalized sales incentive costs as of September 30, 2024 and 2023, respectively. These balances are included in other non-current assets on our condensed consolidated balance sheets. During the three and six months ended September 30, 2024, we expensed $0.9 million and $1.8 million, respectively, of sales commissions, which included amortization of capitalized amounts of $0.4 million and $0.9 million, respectively. During the comparable periods ending September 30, 2023, we expensed $0.9 million and $1.9 million, respectively, of sales commissions, which included amortization of capitalized amounts of $0.4 million and $0.8 million, respectively. These expenses are included in operating expenses – sales and marketing in our condensed consolidated statement of operations. All other costs to obtain a contract are not considered incremental and therefore are expensed as incurred.</p> 10500000 12600000 20400000 25400000 57800000 46000000 111400000 89300000 12700000 14800000 42200000 36900000 300000 300000 2200000 1900000 5100000 4100000 900000 1800000 400000 900000 900000 1900000 400000 800000 <p style="font-size:10pt;margin-top:12pt;font-family:Proxima Nova;margin-bottom:0;text-align:left;">4. Additional Balance Sheet Information</p><div style="font-size:12pt;font-family:'Proxima Nova',sans-serif;"><p style="font-size:10pt;margin-top:12pt;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Additional information related to the condensed consolidated balance sheets is as follows:</p><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:61.948%;box-sizing:content-box;"></td> <td style="width:1.6%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.397%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.6%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.456999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">(In thousands)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">September 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">March 31, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Prepaid expenses and other current assets:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr 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:Proxima Nova;margin-bottom:0;text-align:left;">Prepaid expenses</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,153 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,330 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Other </td> <td 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#009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 7,731 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Accrued liabilities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Salaries, wages, employee benefits, and payroll taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">12,973</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16,264 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Income and indirect taxes payable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,227 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,684 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 3,115 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 1,574 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">22,315</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-weight:bold;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 19,522 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> </table> Additional information related to the condensed consolidated balance sheets is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:61.948%;box-sizing:content-box;"></td> <td style="width:1.6%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.397%;box-sizing:content-box;"></td> <td

style="width:1%;box-sizing:content-box;"></td> <td style="width:1.6%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.456999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> (In thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> March 31, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Prepaid expenses and other current assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Prepaid expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">9,153</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,330 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 2,063 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 401 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">11,216</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 7,731 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Accrued liabilities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Salaries, wages, employee benefits, and payroll taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">12,973</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-

space:pre-wrap;vertical-align:bottom;text-align:center;"> 16,264 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Income and indirect taxes payable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,227 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,684 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 3,115 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 1,574 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">22,315</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 19,522 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> </table> 9153000 7330000 2063000 401000 11216000 7731000 12973000 16264000 6227000 1684000 3115000 1574000 22315000 19522000 5. Supplemental Disclosures of Cash Flow Information Additional information related to the condensed consolidated statements of cash flows is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:66.967%;box-sizing:content-box;"></td><td style="width:1.62%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:12.897%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.62%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:12.897%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:top;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Six Months Ended
September 30, </td><td style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #009cde;"> (In thousands) </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 2024 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 2023 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td></tr><tr style="height:10pt;background-color:#ededed;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Cash receipts for interest </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">2,852</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,948 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Cash payments for interest </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 299 </td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima

Nova;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cash payments for income tax, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,031 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 900 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cash payments for operating leases </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,278 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,376 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cash payments for finance leases </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued capital expenditures </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 66 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 227 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table>
Additional information related to the condensed consolidated statements of cash flows is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.967%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.897%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.897%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Six Months Ended
September 30, </td> <td style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #009cde;"> (In thousands) </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 2023 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cash receipts for interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">2,852</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-

space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,948 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cash payments for interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 299 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cash payments for income tax, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,031 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 900 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cash payments for operating leases </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,278 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,376 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cash payments for finance leases </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued capital expenditures </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 66 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 227 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table>
2852000 1948000 299000 0 1031000 900000 2278000 2376000 0 3000 66000 227000 6. Income Taxes The following table compares our income tax provision and effective tax rates for the three and six months ended September 30, 2024 and 2023:   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.03%;box-sizing:content-box;"></td> <td style="width:1.299%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.193000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.299%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.193000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.299%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.193000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.299%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.193000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Three Months Ended
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style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Income tax (benefit) provision </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">3,782</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 295 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">(2,951</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 647 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Effective tax rate </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> nm </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.1 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> nm </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9.6 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> </table> nm - not meaningful For the three months ended September 30, 2024, income tax provision and the effective tax rate were primarily driven by activity in India and certain U.S. jurisdictions. For the six months ended September 30, 2024, income tax (benefit) and the effective tax rate were primarily driven by the impact of discrete excess tax benefits associated with Share-Based Compensation. For the three and six months ended September 30, 2023, income tax provision and the effective tax rate were primarily driven by activity within the foreign jurisdictions in which the company operates as valuation allowances were recorded against deferred tax assets in the U.S. and Canada. We released valuation allowances recorded against Canadian, U.S. Federal and certain state deferred tax assets in the period ending December 31, 2023. Our India subsidiary operates in a “Special Economic Zone (“SEZ”)”. One of the benefits associated with the SEZ is that the India subsidiary is not subject to regular India income taxes during its first five years of operations, which included fiscal 2018 through fiscal 2022. The India subsidiary is subject to 50% of regular India income taxes during its second five years of operations, which includes fiscal 2023 through fiscal 2027. We have recorded and maintain valuation allowances offsetting the Company’s deferred tax assets in certain U.S. States and foreign jurisdictions. The ultimate realization of deferred tax assets depends on various factors including the generation of future taxable income in the periods in which the underlying temporary differences are deductible. We maintain valuation allowances for deferred tax assets until we have sufficient evidence to support the reversal of all or some portion of the allowances. The following table compares our income tax provision and effective tax rates for the three and six months ended September 30, 2024 and 2023:   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.03%;box-sizing:content-box;"></td> <td style="width:1.299%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.193000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.299%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.193000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.299%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.193000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.299%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Three Months Ended
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Commitments and Contingencies We are involved in legal actions that arise in the ordinary course of business. It is the opinion of management that the resolution of any current pending litigation will not have a material adverse effect on our financial position or results of operations. As of September 30, 2024, we have an additional operating lease that has not yet commenced of approximately $0.9M. This operating lease will commence in fiscal year 2027 with a lease term of approximately 1.5 years. 900000 P1Y6M 8. Earnings per Share The following data shows the amounts used in computing earnings per share and the effect on earnings and the weighted average number of shares of dilutive potential common shares.   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.35%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.258%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.54%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.258%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.54%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.258%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.54%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.258%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td>

<td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Three Months Ended
September 30, </td> <td style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Six Months Ended
September 30, </td> <td style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> (In thousands, except per share data) </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;"> Numerator: </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Net income </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">1,364</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,545 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">15,470</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,093 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #009cde;"> Series A convertible preferred stock dividends </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> (459 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> (918 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #009cde;"> Net income

attributable to common shareholders </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">1,364</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 4,086 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">15,470</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 5,175 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="text-indent:10pt;vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;border-bottom:0.5pt solid #009cde;"> Denominator: </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #009cde;"> Weighted average shares outstanding - basic </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 27,533 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 25,022 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 27,335 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 24,979 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Dilutive SSARs </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 432 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 919 </td> <td style="white-

space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 571 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 964 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Dilutive unvested restricted shares </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 262 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 171 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 268 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 201 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #009cde;"> Dilutive unvested restricted stock units </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 30 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 5 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 28 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 4 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #009cde;"> Weighted average shares outstanding - diluted </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 28,257 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 26,117 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 26,148 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="text-indent:10pt;vertical-align:top;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> <span style="white-

space:pre-wrap;font-family:'Proxima Nova',sans-serif;min-width:fit-content;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #009cde;"> Income per share - basic: </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">0.05</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 0.16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">0.57</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 0.21 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #009cde;"> Income per share - diluted: </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">0.05</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 0.16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">0.55</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 0.20 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Anti-dilutive SSARs, restricted shares,
  performance shares and preferred shares </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,735 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="white-space:pre-

wrap;font-family:'Proxima Nova',sans-serif;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,735 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> Basic income per share is computed as net income attributable to common shareholders divided by the weighted average basic shares outstanding. The outstanding shares used to calculate the weighted average basic shares excludes 345,625 and 326,290 of restricted shares at September 30, 2024 and 2023, respectively, as these shares were issued but were not vested and therefore, not considered outstanding for purposes of computing basic income per share at the balance sheet dates. Diluted income per share includes the impact of all potentially dilutive securities on earnings per share. We have stock-settled appreciation rights (SSARs), restricted shares, restricted stock units, and preferred shares that are potentially dilutive securities. The following data shows the amounts used in computing earnings per share and the effect on earnings and the weighted average number of shares of dilutive potential common shares. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50.35%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.258%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.54%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.258%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.54%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.258%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.54%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.258%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Three Months Ended
September 30, </td><td style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Six Months Ended
September 30, </td><td style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> (In thousands, except per share data) </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#ededed;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:top;"> Numerator: </td><td colspan="2" style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Net income </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">1,364</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,545 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">15,470</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,093 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ededed;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #009cde;"> Series A convertible preferred stock dividends </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td><td style="white-

space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> (459 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> (918 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #009cde;"> Net income attributable to common shareholders </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">1,364</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 4,086 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">15,470</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 5,175 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="text-indent:10pt;vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;border-bottom:0.5pt solid #009cde;"> Denominator: </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #009cde;"> Weighted average shares outstanding - basic </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 27,533 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> <span style="font-family:'Proxima

Nova',sans-serif;color:#0000000;white-space:pre-wrap;min-width:fit-content;">25,022 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 27,335 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 24,979 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Dilutive SSARs </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 432 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 919 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 571 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 964 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Dilutive unvested restricted shares </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 262 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 171 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 268 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 201 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #009cde;"> Dilutive unvested restricted stock units </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 30 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 5 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 28 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 4 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #009cde;"> Weighted average shares outstanding - diluted </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 28,257 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> <span style="font-family:'Proxima Nova',sans-serif;min-width:fit-

content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 26,117 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 28,202 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 26,148 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="text-indent:10pt;vertical-align:top;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #009cde;"> Income per share - basic: </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">0.05</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 0.16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">0.21</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Income per share - diluted:</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 0.05 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">0.16</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-weight:bold;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 0.55 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 0.20 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;">

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  performance shares and preferred shares </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,735 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,735 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr></table> 1364000 4545000 15470000 6093000 0 -459000 -0 -918000 1364000 4086000 15470000 5175000 27533000 25022000 27335000 24979000 432000 919000 571000 964000 262000 171000 268000 201000 30000 5000 28000 4000 28257000 26117000 28202000 26148000 0.05 0.16 0.57 0.21 0.05 0.16 0.55 0.2 0 1735000 24000 1735000 345625000 326290000 9. Share-based Compensation We may grant incentive stock options, non-qualified stock options, SSARs, restricted shares, restricted stock units, and performance shares under our shareholder-approved Amended and Restated 2024 Equity Incentive Plan (the 2024 Plan) for up to three million common shares, plus 237,080 common shares, the number of shares that were remaining for grant under the 2020 Equity Incentive Plan, as Amended and Restated (the 2020 Plan) as of the effective date of the 2024 Plan, plus the number of shares remaining for grant under the 2020 Plan that are forfeited, settled in cash, canceled or expired. The maximum aggregate number of common shares available for issuance under the 2024 Plan is 3.2 million. We may also grant shares under our shareholder-approved Employee Stock Purchase Plan (the ESPP) for up to 0.5 million common shares. We may distribute authorized but unissued shares or treasury shares to satisfy share option and SSAR exercises or grants of restricted shares, restricted stock units, performance shares, or ESPP shares. For SSARs, the exercise price must be set at least equal to the closing market price of our common shares on the date of grant. The maximum term of SSARs is seven years from the date of grant. The Compensation Committee of the Board of Directors establishes the period over which SSARs subject to a service condition vest and the vesting criteria for SSARs subject to a market condition. Restricted shares and restricted stock units, whether time-vested or performance-based, may be issued at no cost or at a purchase price that may be below their fair market value, but are subject to forfeiture and restrictions on their sale or other transfer. Performance-based grants may be conditioned upon the attainment of specified performance objectives and other conditions, restrictions, and contingencies. Restricted shares have the right to receive dividends, if any, upon vesting, subject to the same forfeiture provisions that apply to the underlying grants. We record compensation expense related to SSARs, restricted shares, restricted stock units, performance shares, and ESPP shares granted to certain employees and non-employee directors based on the fair value of the awards on the grant date. The fair value of restricted stock unit and restricted share grants subject only to a service condition is based on the closing price of our common shares on the grant date. For stock option and SSAR grants subject only to a service condition, we estimate the fair value on the grant date using the Black-Scholes-Merton option pricing model with inputs including the closing market price at grant date, exercise price and assumptions regarding the risk-free interest rate, expected volatility of our common shares based on historical volatility, and expected term as estimated using the simplified method. We use the simplified method for SSAR grants because we believe historical exercise data does not provide a reasonable basis upon which to estimate the expected term. For restricted stock unit, restricted share, and SSAR grants subject to a market condition, we estimate the fair value on the grant date through a lattice option pricing model that utilizes a Monte Carlo analysis with inputs including the closing market price at grant date, share price threshold, performance period term and assumptions regarding the risk-free interest rate and expected volatility of our common shares based on historical volatility. Inputs for SSAR grants subject to a market condition also include exercise price, remaining contractual term, and suboptimal exercise factor. We record compensation expense for restricted stock units, restricted shares, and SSAR grants subject to a service condition using the graded vesting method. We record compensation expense for ESPP shares on a straight-line basis over the applicable offering period. We record compensation expense for SSAR grants subject only to a market condition over the derived service period, which is an output of the lattice option pricing model. Under the 2020 Plan, the fair value of performance shares is based on the closing price of our common shares on the settlement date of the performance award, for which we record compensation expense over the service period consistent with our annual bonus incentive plan as approved by the Compensation Committee of the Board of Directors. The following table summarizes the share-based compensation expense for restricted and performance grants included in the condensed consolidated statements of operations: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:46.64%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Three Months Ended
September 30, </td> <td style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:top;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Six Months Ended
September 30, </td> <td style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> (In thousands) </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> <span style="white-space:pre-wrap;font-family:'Proxima

Nova';sans-serif;min-width:fit-content;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Product development </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,271 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,239 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,907 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,865 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Sales and marketing </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 243 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 94 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 574 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 259 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> General and administrative </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 1,495 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 1,351 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 2,957 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 2,727 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> Total share-based compensation expense </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 4,009 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 2,684 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-

align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 8,438 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 5,851 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> </table> Stock-Settled Appreciation Rights SSARs are rights granted to an employee to receive value equal to the difference between the price of our common shares on the date of exercise and the exercise price. The value is settled in common shares of Agilysys, Inc. We use a Black-Scholes-Merton option pricing model to estimate the fair value of service condition SSARs and a lattice option pricing model to estimate the fair value of market condition SSARs. There were no SSARs granted during the six months ended September 30, 2024 and 2023. The following table summarizes the activity during the six months ended September 30, 2024 for SSARs awarded under the 2020 and 2016 Plans: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.49%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.178%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.26%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.8579999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.238%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.26%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.719%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> (In thousands, except share and per share data) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Number of
Rights </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Weighted-Average Exercise Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Remaining
Contractual
Term </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Aggregate
Intrinsic
Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per right) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (in years) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Outstanding at April 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,297,339 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 27.63 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-

bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Exercised </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (794,931 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 32.51 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Forfeited </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Expired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Outstanding at September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 502,408 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19.92 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.0 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;">

</td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">44,740</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Exercisable at September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">502,408</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">3.0</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">44,740</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Vested and expected to vest at September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">502,408</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-weight:bold;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 19.92 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 3.0 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 44,740 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> </table> As of September 30, 2024, there was no unrecognized share-based compensation expense related to SSARs. Restricted Shares We granted shares to certain of our Directors, executives and key employees, the vesting of which is service-based. Certain restricted shares are also subject to a market condition. The following table summarizes the activity during the six months ended September 30, 2024 for restricted shares granted under the 2020 Plan: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:64.88%;box-sizing:content-box;"></td> <td style="width:1.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.68%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.26%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Number of Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Weighted-Average
Grant-Date
Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per share) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per share) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per share) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr

style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Outstanding at April 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 436,177 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">65.52</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Granted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">37,349</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">106.81</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Vested</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">(118,920</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">48.02</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Forfeited</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p 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#009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">73.88</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Outstanding at September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima 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style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 75.75 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> </table> The weighted-average grant date fair value of the restricted shares includes grants subject only to a service condition and certain grants subject to both a service condition and a market condition. As of September 30, 2024, total unrecognized share-based compensation expense related to unvested restricted shares was $11.6 million, which is expected to be recognized over a weighted-average vesting period of 2.0 years. Restricted Stock Units We granted restricted stock units to our Chief Executive Officer, the vesting of which is service-based. Certain restricted stock units are also subject to a market condition. The following table summarizes the activity during six months ended September 30, 2024 for restricted stock units awarded under the 2020 Plan: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:64.88%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.98%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.68%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.24%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Number of Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-

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style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 56,547 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">70.03</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima 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Performance Shares Upon approval of the Compensation Committee of our Board of Directors, after achieving the performance conditions associated with our annual bonus plan, we granted 6,098 common shares to our Chief Executive Officer in May 2024 that vested immediately for a total value of $0.6<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:'Proxima

Nova';sans-serif;min-width:fit-content;"> million. Employee Stock Purchase Plan Shares The ESPP permits participants to purchase common stock through regular payroll deductions, up to a specified percentage of their eligible compensation. The ESPP is compensatory because, among other provisions, it currently allows participants to purchase stock at up to a 15% discount from the lower of the closing price of a share of our common stock on the first or last trading day of the ESPP offering period. We measure share-based compensation expense for the ESPP based on the fair value of the ESPP grant at the beginning of the offering period. The fair value includes the value of the discount and the value associated with the call and put options that take advantage of the variability in the common stock price during the offering period. We estimate the value of the call and put options using the Black-Scholes-Merton option pricing model with inputs including the closing market price of our common stock on the first date of the offering period and assumptions regarding the risk-free interest rate, expected term, and expected volatility of our common shares over the offering period based on historical volatility. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:64.973%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.103%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.56%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.363%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Offering Period Ended </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Offering Period Ending </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> December 31, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Grant date fair value </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">81.60</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-weight:bold;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 103.43 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Risk-free interest rate over contractual term </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5.36 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.91 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Expected term (in years) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.41 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47.41 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40.93 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> </table> The risk-free interest rate is based on the yield of a zero coupon U.S. Treasury bond whose maturity period approximates the expected term of the ESPP shares. The expected term is the offering period, which is typically six months. We record amounts withheld from participants during each offering period in accrued salaries, wages and related benefits in the consolidated balance sheets until such shares are purchased. Amounts withheld from participants for the offering period ending December 31, 2024 totaled $<span style="font-

size:10pt;font-family:'Proxima Nova',sans-serif;color:#000000;white-space:pre-wrap;min-width:fit-content;">0.2 million as of September 30, 2024. As of September 30, 2024, there was $0.1 million in unrecognized share-based compensation expense related of the offering period ending December 31, 2024. 3000000 237080 3200000 500000 The following table summarizes the share-based compensation expense for restricted and performance grants included in the condensed consolidated statements of operations: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:46.64%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Three Months Ended
September 30, </td> <td style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:top;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="6" style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> Six Months Ended
September 30, </td> <td style="vertical-align:top;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> (In thousands) </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Product development </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,271 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,239 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,907 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,865 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Sales and marketing </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 243 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 94 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 574 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 259 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> General and administrative </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 1,495 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> <span style="font-

family:'Proxima Nova',sans-serif;min-width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 1,351 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 2,957 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 2,727 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> Total share-based compensation expense </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 4,009 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 2,684 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 8,438 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 5,851 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> </table> 2271000 1239000 4907000 2865000 243000 94000 574000 259000 1495000 1351000 2957000 2727000 4009000 2684000 8438000 5851000 The following table summarizes the activity during the six months ended September 30, 2024 for SSARs awarded under the 2020 and 2016 Plans: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.49%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.178%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.26%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.857999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.238%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.26%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.719%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> (In thousands, except share and per share data) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Number of
Rights </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Weighted-Average Exercise Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Remaining
Contractual
Term </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Aggregate
Intrinsic
Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per right) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (in years) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Outstanding at April 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,297,339 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 27.63 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Exercised </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (794,931 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 32.51 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Forfeited </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Expired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span

style="white-space:pre-wrap;font-family:'Proxima Nova',sans-serif;min-width:fit-content;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Outstanding at September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 502,408 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">19.92</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">3.0</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 44,740 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Exercisable at September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 502,408 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">19.92</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">3.0</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 44,740 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> Vested and expected to vest at September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 502,408 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">19.92</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">3.0</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2,25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-weight:bold;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 44,740 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> 1297339 27.63 0 0 794931 32.51 0 0 0 0 502408 19.92 P3Y 44740000 502408 19.92 P3Y 44740000 502408 19.92 P3Y 44740000 0 The following table summarizes the activity during the six months ended September 30, 2024 for restricted shares granted under the 2020 Plan: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:64.88%;box-sizing:content-box;"></td> <td style="width:1.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.68%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.26%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-

bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Number of Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Weighted-Average
Grant-Date
Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per share) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Outstanding at April 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 436,177 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">65.52</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Granted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">37,349</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">106.81</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Vested</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">(118,920</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">48.02</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Forfeited</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">(8,981</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">73.88</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Outstanding at September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">345,625</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-weight:bold;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 75.75 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> </table>   436177 65.52 37349 106.81 118920 48.02 8981 73.88 345625 75.75 11600000 P2Y The following table summarizes the activity during six months ended September 30, 2024 for restricted stock units awarded under the 2020 Plan. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:64.88%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-

box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.98%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.68%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.24%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Number of Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Weighted-Average Grant-Date Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (per share) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Outstanding at April 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 56,547 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">70.03</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Granted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Vested</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;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:Proxima Nova;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:Proxima Nova;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:Proxima Nova;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Forfeited</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Outstanding at September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double 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style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> </table> 56547 70.03 0 0 0 0 0 0 56547 70.03 1700000 P1Y6M 6098 600000 0.15 We estimate the value of the call and put options using the Black-Scholes-Merton option pricing model with inputs including the closing market price of our common stock on the first date of the offering period and assumptions regarding the risk-free interest rate, expected term, and expected volatility of our common shares over the offering period based on historical volatility. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:64.973%;box-sizing:content-box;">

</td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.103%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.56%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.363%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Offering Period Ended </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Offering Period Ending </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> December 31, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Grant date fair value </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">81.60</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-weight:bold;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 103.43 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Risk-free interest rate over contractual term </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5.36 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.91 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Expected term (in years) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.41 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.50 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Expected volatility </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47.41 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40.93 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> </table>

81.6 103.43 0.0536 0.0491 P0Y4M28D P0Y6M 0.4741 0.4093 200000 100000 10. Debt Revolving Credit Facility On August 16, 2024 (the “Credit Agreement Closing Date”), we entered into a credit agreement (the “Credit Agreement”) with the lenders party thereto and Bank of America, N.A., as lender and administrative agent (in such capacity, the “Agent”). The Credit Agreement provides for a revolving credit facility in the initial maximum aggregate principal amount of $75 million (the “Revolving Facility”). The Revolving Facility includes the ability for the Company to request an increase to the commitments under the Revolving Facility by an additional aggregate principal amount of up to $25 million. On the Credit Agreement Closing Date, the Company drew $50 million on the Revolving Facility (the “Initial Revolving Loan”), the proceeds of which we used to fund the Business Combination as described in Note 11 below. We repaid $12 million of the principal balance in October 2024. The Revolving Facility matures on August 16, 2027, the three-year anniversary of the Credit Agreement Closing Date, at which time any and all outstanding principal balance will be due and payable. The Company may voluntarily repay outstanding loans and terminate commitments under the Revolving Facility at any time without premium or penalty. There are no repayments required before August 16, 2027. Debt issuance costs relating to the Revolving Facility of $0.3<span style="color:#000000;white-

space:pre-wrap;font-size:10pt;font-family:'Proxima Nova',sans-serif;min-width:fit-content;"> million, included in other non-current assets on our condensed consolidated balance sheet, amortize into interest expense over the three-year life of the Credit Agreement. Our obligations under the Revolving Facility are guaranteed by certain of the Company's subsidiaries (the "Subsidiary Guarantors"), subject to certain customary exceptions and limitations. Pursuant to a security and pledge agreement, dated as of the Credit Agreement Closing Date, among the Company, the Subsidiary Guarantors and the Agent, the Revolving Facility is secured by a first-priority lien on substantially all of the Company's and the Subsidiary Guarantors' present and future personal assets and intangible assets and the outstanding capital stock of the Company's subsidiaries owned by the Company or any Subsidiary Guarantor, in each case, subject to certain customary exceptions and limitations. The Initial Revolving Loan bears interest at the SOFR Daily Floating Rate (as defined in the Credit Agreement), plus an initial margin of 1.625%, which is subject to adjustment as of each fiscal quarter end within the ranges set forth in the Credit Agreement. We are to pay a commitment fee under the Revolving Facility in respect of any unutilized commitments thereunder, which is determined on a leverage-based sliding scale ranging from 0.225% to 0.325% per annum. The initial commitment fee is 0.275% subject to quarterly adjustment beginning with the fiscal quarter ending December 31, 2024. We record the commitment fee as a component of interest expense. Interest and commitment fees are payable quarterly. The Credit Agreement contains certain restrictive covenants, including financial covenants that require the Company to maintain a consolidated interest coverage ratio and a consolidated leverage ratio determined at the end of each fiscal quarter as defined in the Credit Agreement. 75000000 25000000 50000000 12000000 300000 0.01625 0.00225 0.00325 0.00275 11. Business Combination On August 20, 2024 (the "Acquisition Date"), we acquired all the issued and outstanding shares of Book4Time Parent, Inc. ("Book4Time"), a hospitality software company based in Canada. Book4Time is now a wholly-owned subsidiary of Agilysys, Inc. The consolidated financial statements include the results of Book4Time's operations since the Acquisition Date. The acquisition expands the opportunity to increase our solutions-per-customer globally. The purchase price consisted of $147.2 million of cash paid at closing, funded from cash on hand and the proceeds of the Initial Revolving Loan, partially offset by $2.3 million of Book4Time's cash received in the acquisition resulting in net cash consideration of $144.9 million. We allocated the purchase price for Book4Time to the intangible and certain tangible assets acquired and certain liabilities assumed based on their estimated fair values on the Acquisition Date, with the remaining unallocated purchase price recorded as goodwill. We determined the fair values assigned to identifiable intangible assets acquired primarily by using the income approach, which discounts the expected future cash flows to present value using estimates and assumptions determined by management.</p><div style="font-size:10pt;font-family:'Proxima Nova',sans-serif;"><p style="font-size:10pt;margin-top:12pt;font-family:Proxima Nova;margin-bottom:12pt;text-align:left;">The following table sets forth the components and the allocation of the purchase price for our acquisition of Book4Time:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:76.385%;box-sizing:content-box;"></td> <td style="width:3.179%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:18.436%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">(In thousands)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">Total</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Components of Purchase Price:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Cash</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 147,181 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Allocation of Purchase Price: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Accounts receivable, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,623 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Other current assets, including cash acquired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span style="font-family:'Proxima

Nova',sans-serif;min-width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,390 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Other assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 623 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Current and other liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,018 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Deferred tax liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (11,825 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Contract liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> (9,324 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;">) </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Net tangible assets (liabilities) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (17,531 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Identifiable intangible assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Customer relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,100 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Developed technology </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,600 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Trade name </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 17,100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total identifiable intangible assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 62,800 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Goodwill </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt

solid #009cde;text-align:center;"> 101,912 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> Total purchase price allocation </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> 147,181 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> </table> We assigned the acquired customer relationships, non-competition agreements, developed technology, and trade name estimated useful lives of 20 years, three years, five years, and 15 years, respectively, with a weighted average useful life of approximately 15.8 years. The identifiable intangible assets acquired amortize on a straight-line basis, which we believe approximates the pattern in which the assets are utilized, over their estimated useful lives. The goodwill recognized in the Book4Time purchase price allocation is attributable to synergies in products and technologies to serve a broader customer base, and the addition of a skilled, assembled workforce, which is not separable from goodwill under FASB Accounting Standards Codification 805. As part of the acquisition, the Company acquired fully trained personnel thereby avoiding the expenditure that would have been required to hire and train equivalent personnel. We considered the replacement cost method as most appropriate for the assembled workforce valuation. We valued the assembled workforce included in goodwill at $1.5 million. The total goodwill recognized in the acquisition amounted to $101.9 million, which is not deductible for income tax purposes. As of the Acquisition Date, we recorded current liabilities of $1.5 million for uncertain tax positions, including estimated penalties and interest, we identified during the acquisition. We recorded a related indemnification asset of $1.5 million in current assets covered by funds held in escrow under the terms of the share purchase agreement and escrow agreement we entered into with the sellers of Book4Time. We have prepared the Book4Time purchase price allocation on a preliminary basis. Changes to the allocation may occur as additional information becomes available during the measurement period (up to one year from the Acquisition Date). The primary areas that remain preliminary include, but are not limited to, intangible assets including the initial assumptions used in their estimates of fair values and their respective estimated useful lives, income taxes, and residual goodwill. The Company recognized acquisition costs of $2.0 million related to the acquisition of Book4Time, consisting primarily of professional fees, during the three months ended September 30, 2024. The consolidated statement of operations includes these costs in other charges. Revenue attributable to Book4Time included in our condensed consolidated statement of operations for the three months ended September 30, 2024 was $2.2 million. Net income (loss) was not material. Unaudited Pro-Forma Information The financial information in the table below summarizes the combined results of operations of Agilysys and Book4Time, on a pro forma basis, as though the companies had been combined as of the beginning of the periods presented. The pro forma financial information is presented for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place on April 1, 2023 or of results that may occur in the future. The following unaudited pro forma financial information for the three- and six-month periods ended September 30, 2024 and September 30, 2023, combines the historical results of Agilysys and of Book4Time, as converted to U.S. GAAP, for the respective periods: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:26.005%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.322000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:4.001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.063%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:4.001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:4.001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.783000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> Three Months Ended
September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> Six Months Ended
September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> (In thousands) </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> <span style="white-space:pre-wrap;font-family:'Proxima Nova',sans-serif;min-width:fit-

content;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Revenue </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">70,783</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 62,404 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">138,737</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 122,229 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Net income (loss) </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">1,551</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,168 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">12,758</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,235 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> </table> We based the foregoing pro forma results on estimates and assumptions that we believe are reasonable. The pro forma results include adjustments primarily related to purchase accounting. We included acquisition costs and other non-recurring charges incurred in the earliest period presented. 2024-08-20 147200000 2300000 144900000 The following table sets forth the components and the allocation of the purchase price for our acquisition of Book4Time: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:76.385%;box-sizing:content-box;"></td> <td style="width:3.179%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:18.436%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> (In thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ededed;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Components of Purchase Price: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Cash </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">147,181</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Total Purchase Price</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-weight:bold;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"> <span style="font-family:'Proxima

Nova';sans-serif;color:#000000;white-space:pre-wrap;font-weight:bold;min-width:fit-content;">147,181 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> </tr> <tr style="background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Allocation of Purchase Price: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Accounts receivable, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,623 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Other current assets, including cash acquired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,390 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Other assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 623 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Current and other liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,018) </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Deferred tax liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (11,825 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Contract liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> (9,324 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;">) </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Net tangible assets (liabilities) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (17,531 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Identifiable intangible assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Customer relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 35,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Non-competition agreements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,100 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Developed technology </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td>

<td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,600 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Trade name </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 17,100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total identifiable intangible assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 62,800 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> Goodwill </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:center;"> 101,912 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #009cde;"> </td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> Total purchase price allocation </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">147,181</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 147181000 147181000 1623000 4390000 623000 3018000 11825000 -9324000 -17531000 35000000 8100000 2600000 17100000 62800000 101912000 147181000 P20Y P3Y P5Y P15Y P15Y9M18D 1500000 101900000 1500000 1500000 2000000 2200000 <p style="font-size:10pt;margin-top:12pt;font-family:Proxima Nova;margin-bottom:8pt;text-align:left;">The following unaudited pro forma financial information for the three- and six-month periods ended September 30, 2024 and September 30, 2023, combines the historical results of Agilysys and of Book4Time, as converted to U.S. GAAP, for the respective periods:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:26.005%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.322000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:4.001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.063%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:4.001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:4.001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.783000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">Three Months Ended
September 30,</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">Six Months Ended
September 30,</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">(In thousands)</p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">Pro Forma</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">Pro Forma</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">Pro Forma</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;">Pro Forma</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #009cde;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ededed;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Revenue</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td

style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 70,783 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">62,484</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 138,737 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">122,229</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">Net income (loss)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,551 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:right;">2,168</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Proxima Nova;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:'Proxima Nova',sans-serif;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,758 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,235 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> </table>
70783000 62484000 138737000 122229000 1551000 2168000 12758000 -1235000 12. Preferred Stock Series A Convertible Preferred Stock On May 22, 2020, we completed the sale of 1,735,457 shares of our preferred stock, without par value, designated as “Series A Convertible Preferred Stock” (the “Convertible Preferred Stock”) to MAK Capital Fund L.P. and MAK Capital Distressed Debt Fund I, LP (the “Holders”) each, in its capacity as a designee of MAK Capital One LLC (the “Purchaser”), pursuant to the terms of the Investment Agreement, dated as of May 11, 2020, between the Company and the Purchaser, for an aggregate purchase price of $35 million. We incurred issuance costs of $1.0 million. We added all issuance costs that were netted against the proceeds upon issuance of the Convertible Preferred Stock to its redemption value. As disclosed in our Annual Report for the fiscal year ended March 31, 2021, Michael Kaufman, the Chairman of the Company’s Board of Directors, is the Chief Executive Officer of MAK Capital One LLC. Conversion On November 24, 2023, at our option, we required conversion of all the outstanding shares of Convertible Preferred Stock to common stock. On November 27, 2023, we filed a Certificate of Elimination with the Secretary of State of the State of Delaware with respect to the Convertible Preferred Stock pursuant to which the Convertible Preferred Stock was eliminated and returned to the status of authorized and unissued preferred shares of the Company. Following the mandatory conversion of the outstanding shares of the Convertible Preferred Stock on November 24, 2023, there were no outstanding shares of the Convertible Preferred Stock. Accordingly, we removed the Series A convertible preferred stock, no par value from temporary equity on our consolidated balance sheet and recorded the associated increase of common shares at $0.30 stated value and capital in excess of stated value further reflected in our consolidated statement of shareholders' equity. Dividends Prior to the conversion on November 24, 2023, the Holders were entitled to dividends on the Liquidation Preference at the rate of 5.25% per annum, payable semi-annually either (i) 50% in cash and 50% in kind as an increase in the then-current Liquidation Preference or (ii) 100% in cash, at the option of the Company. We paid dividends in the same period as declared by the Company’s Board of Directors. Accounting Policy Prior to the conversion on November 24, 2023, we classified convertible preferred stock as temporary equity in the consolidated balance sheets due to certain contingent redemption clauses that were at the election of the Holders. We increased the carrying value of the convertible preferred stock to its redemption value for all undeclared dividends using the interest method.
   1735457000 35000000 1000000 0 0.3 the Holders were entitled to dividends on the Liquidation Preference at the rate of 5.25% per annum, payable semi-annually either (i) 50% in cash and 50% in kind as an increase in the then-current Liquidation Preference or (ii) 100% in cash, at the option of the Company. 0.0525 false false false false